

Combined General Meeting of June 29, 2023

All resolutions adopted

Description of the share buyback program

ESI Group, Rungis, France, (ISIN Code: FR0004110310, Symbol: ESI), at ESI Group's combined general meeting on 29 June 2023, all resolutions were adopted, including the share buyback program.

In accordance with the provisions of the European Regulation No. 596/2014 of April 16, 2014 on market abuse, Articles 241-1 et seq of the General Regulation of the French Financial Markets Authority and Articles L.22-10-62 et seq of the French Commercial Code, the present document describes the objectives and modalities of ESI Group's share buyback program, as authorized by the Combined General Meeting held on June 29, 2023 and implemented by the Board of Directors during its meeting held on the same day.

This new program terminates the previous one authorized by the Combined General Meeting of June 28, 2022.

- **Shares concerned**

Shares issued by ESI Group, listed on Euronext Paris (ISIN code FR0004110310).

- **Objectives of the buyback program**

- stimulate the secondary market or the liquidity of ESI Group shares through a liquidity contract signed with an investment service provider and compliant with the market practice accepted by the French Financial Markets Authority (AMF),
- fulfill its share issue obligations, in accordance with the terms and conditions set forth by law, undertaken as part of the following:
 - plans granting stock options for the purchase of existing shares by the Group's employees or corporate officers,
 - employee profit-sharing plans under which these shares would be granted to employees and/or corporate officers,
 - free share grants to the Group's employees and corporate officers,
 - shares provided upon exercise of the rights attached to securities giving access to shares by any means, whether immediately or in the future, under the conditions set forth by the AMF and at any time deemed appropriate by the Board of Directors,
- retain shares to subsequently use them in exchange or as payment for future business acquisitions,
- cancel shares by a reduction in share capital.

- **Maximum purchase price**

The maximum purchase price is set at €150 per share.

The maximum amount that the company may spend within the framework of this buyback program is set at €40,000,000. This authorization shall render ineffective the previous authorization granted by the eighteenth resolution of the Combined General Meeting of June 28, 2022 authorizing the Board to trade on its own shares

- **Buy-back terms and conditions**

The shares may be purchased or retained at the discretion of the Board of Directors by any means by trading on or off the market, or on an over-the-counter market, on one or more occasions. All shares purchased under the authorized share buyback program may be acquired in the form of blocks of shares. Such transactions may be carried out at any time, including during public offering periods, in accordance with the regulations in force;

- **Duration of the buy-back program**

18 months from 29 June 2023 until 28 December 2024. The Board of Directors shall inform shareholders of any purchases or sales carried out pursuant to this authorization in its management report.

- **Treasury shares held as of June 29, 2023**

As at June 29, 2023, the company held 381,937 shares representing 2.09% of its share capital. The Group favors an allocation of shares to cover employee share ownership plans and potential acquisitions.

- **Maximum proportion of share capital**

The Company may not, at any time, hold, either directly or via an intermediary, more than 10% of the total shares making up its own share capital.

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About ESI Group

Founded in 1973, ESI Group envisions a world where Industry commits to bold outcomes, addressing high stakes concerns - environmental impact, safety & comfort for consumers and workers, and adaptable and sustainable business models. ESI provides reliable and customized solutions anchored on predictive physics modeling and virtual prototyping expertise to allow industries to make the right decisions at the right time while managing their complexity. Acting principally in automotive & land transportation, aerospace, and heavy industry, ESI is present in more than 15 countries, employs 1000 people around the world, and reported 2022 sales of €130 million. ESI is headquartered in France and is listed in compartment B of Euronext Paris.

For further information, go to: www.esi-group.com.
<https://www.esi-group.com/company/who-we-are>

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