

ESI GROUP

French limited company (société anonyme) with a share capital of €18,055,476
Registered office: 100/102, avenue de Suffren, 75015 Paris – France
Paris Trade and Company Register (RCS) number: 381 080 225

Convening Notice

Shareholders are invited to attend the Combined General Meeting on **Thursday June 25, 2020 at 4:00 pm CET**. This meeting will be held at the Company's headquarters in closed session.

Disclaimer

In the context of Covid-19 and following the general confinement of persons in France, we inform you that the General Meeting of June 25, 2020 will be held without the physical presence of the shareholders and we ask you to cast your vote by mail or to give your proxy.

The terms and conditions of the organization of the General Meeting may change depending on health and/or legal requirements. Consequently, shareholders are invited to regularly consult the section dedicated to the General Meeting on the Company's website:

<https://www.esi-group.com/company/investors/documentation/annual-shareholder-meeting>

Furthermore, in the context of the relationship between the company and its shareholders, the company strongly encourages them to give preference to the transmission of all their requests and documents by electronic means to the following address: investors@esi-group.com. The Company advises its shareholders that, due to current shipping restrictions, it may not be able to receive mailings addressed to the Company.

The Meeting is called upon to deliberate on the following agenda:

Decisions falling within the competence of the Ordinary General Meeting

1. Approval of the parent company financial statements for the financial year ended December 31, 2019
2. Approval of the consolidated financial statements for the financial year ended December 31, 2019
3. Renewal of the mandate of net profit for the year
4. Special report of the Statutory Auditors on the regulated agreements and commitments and approval of the new agreements referred to in Article L. 225-38 of the French Commercial Code
5. Renewal of the mandate of Mr. Vincent Chaillou
6. Renewal of the mandate of Mr. Yves de Balmann
7. Approval of the remuneration policy for the members of the Board of Directors for 2020 financial year
8. Approval of the remuneration policy for the Chairman of the Board of Directors for 2020 financial year
9. Approval of the remuneration policy for the members of the Chief Executive Officer for 2020 financial year
10. Approval of the remuneration policy for the members of the Chief Operating Officers for 2020 financial year
11. Approval of the components of the total compensation payable or allocated to Mr. Alain de Rouvray, Chairman of the Board of Directors, for the financial year ended on December 31, 2019

12. Approval of the components of the total compensation payable or allocated to Mrs. Cristel de Rouvray, Chief Executive Officer, for the financial year ended on December 31, 2019
13. Approval of the components of the total compensation payable or allocated to Mr. Vincent Chaillou, Chief Operating Officer, for the financial year ended on December 31, 2019
14. Approval of the components of the total compensation payable or allocated to Mr. Christopher St John, Chief Operating Officer, for the financial year ended on December 31, 2019
15. Determination of the compensation paid to the members of the Board of Directors
16. Authorization to be granted to the Board of Directors for the Company to buy back its own shares

Decisions falling within the competence of the Extraordinary General Meeting

17. Delegation of authority to the Board of Directors to award stock subscriptions options
18. Delegation of authority to the Board of Directors to award stock purchase options
19. Delegation of authority to the Board to reduce the share capital through the cancellation of shares purchased by the Company within the scope of Article L. 225-209 of the French Commercial Code
20. Delegation of authority to the Board of Directors to award free shares to eligible employees and corporate officers of the Company and of its affiliated companies

Following the decision of the General Meeting of Shareholders of July 18, 2019, the closing date of the fiscal year has been brought forward from January 31 to December 31. As a result, the 2019 fiscal year will last 11 months, from February 1 to December 31, 2019.

Joint Decisions

21. Powers to carry out formalities

A – Procedures for participating in the General Meeting

In accordance with the provisions of the French Commercial Code, Shareholders are informed that participation in the meeting is subject to the registration of the shares in the name of the shareholder or the intermediary registered on his behalf, by midnight, Paris time, on the second business day preceding the meeting:

- either in the registered share accounts held by the Company,
- or in the bearer securities accounts held by the authorized intermediary.

In accordance with Article R.225-85 of the French Commercial Code, the registration date is set at midnight, Paris time, on June 23, 2020.

This registration must be evidenced by a shareholding certificate issued by the authorized intermediary and attached to the distance voting or proxy form.

B – Voting procedures at the General Meeting

In accordance with Ordinance no. 2020-321 of March 25, 2020, issued following the “emergency bill” to deal with the Covid-19 epidemic no. 2020-290 of March 23, 2020 and taking into account the statutory measures prohibiting gatherings for health safety reasons, the Combined General Meeting of the Company on June 25,



2020, as decided by the Board of Directors, will be held without the physical presence of Shareholders and other persons entitled to participate .

Consequently, no one will be able to physically attend the meeting.

1. To participate in the General Meeting, shareholders may choose one of the following three options:

- Give a proxy to the Chairman of the Meeting: The Chairman will vote on your behalf in favor of every Resolution presented or approved by the Board of Directors, and will vote against all other Resolutions;
- Give a proxy to the person of their choice under the conditions of Article L. 225-106 of the French Commercial Code (proxy to a third party), being specified that, in this case, the proxy holder must vote by mail by virtue of this power;
- Vote by mail

Shareholders wishing to give a proxy or to vote by mail should:

(a) for registered shareholders, return the postal voting form or proxy form, which can be downloaded from the company's website or obtained upon request from the company's registered office or from CIC, at the following address: CIC, Service Assemblées 6, avenue de Provence 75452 Paris Cedex 09 / serviceproxy@cic.fr,

(b) for holders of bearer shares, request, as from the convening date, , the voting form and its appendices from the financial institution that holds their shares so that the request reaches this intermediary six days before the date of the meeting, i.e. by June 19, 2020 at the latest.

Mail voting forms will only be taken into account if they are received by CIC, Service Assemblées - 6 Avenue de Provence - 75452 Paris Cedex 09 or at the e-mail address serviceproxy@cic.fr, no later than June 22, 2020, and are accompanied, for those from bearer shareholders, by a certificate of participation.

Third-party mandates may validly be received by CIC, Service Assemblées - 6 Avenue de Provence - 75452 Paris Cedex 09 or at the e-mail address serviceproxy@cic.fr, until the fourth day prior to the date of the General Meeting, i.e. no later than June 21, 2020.

The proxy will not be able to physically attend the Meeting. He will necessarily have to send his instructions for the exercise of the mandates he holds, to the company or its authorized intermediary by electronic means to the following address: serviceproxy@cic.fr, using the postal vote form, no later than the fourth day prior to the date of the meeting, i.e. no later than June 21, 2020.

The procedures for participating in the General Meeting by videoconference or by any other means of telecommunication have not been not adopted for this General Meeting.

2. In accordance with the provisions of Article R.225-79 of the French Commercial Code, the notification and revocation of a power of attorney to the Chairman may be made by electronic means as follows:

- for holders of directly registered shares: by sending an e-mail to the following address: serviceproxy@cic.fr, specifying their full name, address and identifier, as well as the power of attorney given to the Chairman;
- for holders of administered registered shares or bearer shares: by sending an e-mail to the following e-mail address: serviceproxy@cic.fr, specifying their full name, address and bank references, as well as the power of attorney given to the Chairman. They must then ask their authorized intermediary who manages their shares account to send a written confirmation (by mail or fax) to CIC - Service Assemblées - 6 Avenue de Provence - 75452 Paris Cedex 09.

Only duly signed and completed notifications or withdrawal of proxy to the President shall be considered.

3. A shareholder who has already voted by mail, sent a proxy or requested an admission card or a certificate of participation may choose another means of participation in the meeting provided that his or her instructions to this effect are received within a period of time compatible with the rules relating to each means of participation in the company. Previous instructions received will be hence revoked.

4. A shareholder who has already voted remotely or sent a proxy to the Chairman may sell all or part of his shares at any time. However, if the transfer of ownership takes place before midnight, Paris time, on the second business day prior to the meeting, i.e., June 23, 2020, the company shall invalidate or modify, depending on the case, the vote casted remotely or by proxy given to the Chairman. To this end, the intermediary holding the account shall notify the transfer of ownership and provide the necessary information to the Company or its representative

5. No transfer of ownership made after the second business day prior to the meeting at midnight, Paris time, i.e. June 23, 2020, regardless of the means used, shall be notified by the authorized intermediary or taken into consideration by the company, notwithstanding any agreement stating the contrary.

C –Written questions from shareholders

Any Shareholder may submit written questions to the Chairman of the Board of Directors. These written questions shall be sent to the registered office: ESI Group - 100/102 avenue de Suffren - 75015 Paris, France, by registered mail with acknowledgement of receipt or by electronic means to the following address: investors@esi-group.com, no later than the fourth business day preceding the date of the General Meeting, i.e. June 19, 2020. They shall be accompanied by a certificate of registration either in the registered shares accounts held by the Company or in the bearer shares accounts held by an intermediary mentioned in Article L.211-3 of the French Monetary and Financial Code.

In accordance with the legislation in force, these questions may be answered jointly if they have the same content or relate to the same subject matter. The answer to a written question shall be deemed to have been given when it appears on the Company's website in a section devoted to questions and answers.

D – Pre-assembly information documents

In accordance with the applicable legal and regulatory provisions, all documents that must be made available to Shareholders in connection with this Meeting will be available, within the legal deadlines, at the Company's current administrative place of business due to the Covid-19, located in Rungis, Le Séville, 3 bis rue Saarinen, 94528 Rungis Cedex, as well as on the Company's website: <https://www.esi-group.com/company/investors/documentation/annual-shareholder-meeting>, The documents provided for in Article R225-73-1 of the French Commercial Code, will be also available on the Company's website at the precited address. no later than June 4, 2020.