

SA ESKER

A French corporation (*Société Anonyme*)
governed by an Executive Board and a Supervisory Board with share capital of €12,060,984.

Registered Office: 113 Boulevard de la Bataille de Stalingrad
69100 Villeurbanne

Lyon Trade and Company Register (RCS) No. 331 518 498

Consolidated financial statements

Sixth-month period ended June 30, 2023

Translation disclaimer: This document is a free translation of the original French language version of the interim financial report (rapport semestriel) provided solely for the convenience of English-speaking readers. This report should consequently be read in conjunction with, and construed in accordance with French law and French generally accepted accounting principles. While all possible care has been taken to ensure that this translation is an accurate representation of the original French document, this English version has not been audited by the company's statutory auditors and in all matters of interpretation of information, views or opinions expressed therein, only the original language version of the document in French is legally binding. As such, the translation may not be relied upon to sustain any legal claim, nor be used as the basis of any legal opinion and to Esker ^{SA} expressly disclaims all liability for any inaccuracy herein.

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CONSOLIDATED BALANCE SHEET

ASSETS (€ thousands)	Notes	6/30/2023	12/31/2022
Intangible assets	3	49,878	47,651
<i>Of which goodwill</i>	2	16,089	16,266
Property, plant and equipment	4/5	9,501	8,986
Financial assets		10,540	10,754
Equity-accounted investments		4,830	4,259
Non-current assets		74,748	71,650
Inventories		331	512
Trade receivables		38,131	37,157
Deferred tax assets		1,114	1,114
Other receivables and accruals		7,363	9,038
Cash and marketable securities	6	41,689	42,887
Current assets		88,628	90,708
TOTAL ASSETS		163,376	162,358

SHAREHOLDERS' EQUITY AND LIABILITIES (€ thousands)	Notes	6/30/2023	12/31/2022
Share capital	7	12,061	11,971
Additional paid-in capital		23,527	23,227
Consolidated income (loss)		7,455	17,864
Reserves and retained earnings		58,420	45,578
Shareholders' equity		101,463	98,641
<i>Attributable to the parent</i>		<i>101,542</i>	<i>98,641</i>
<i>Attributable to non-controlling interests</i>		<i>-79</i>	<i>0</i>
Provisions for contingencies and expenses	9	3,308	3,114
Borrowings and financial liabilities	10	12,980	15,034
Trade payables		10,926	9,839
Tax and employee-related payables		20,173	22,690
Deferred tax liabilities		1,408	1,434
Other payables and accruals	11	13,119	11,607
Payables		58,605	60,603
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		163,377	162,358

INCOME STATEMENT

(€ thousands)	6/30/2023	% of sales	6/30/2022	% of sales
Sales	87,852	100%	76,284	100%
Own production of goods and services capitalized	6,191	7%	5,170	7%
Other operating income	764	1%	737	1%
Cost of sales	-1,162	-1%	-1,431	-2%
Change in inventory	-165	0%	84	0%
Other operating expenses	-22,349	-25%	-18,320	-24%
Staff costs	-54,641	-62%	-43,536	-57%
Tax and similar expenses	-760	-1%	-835	-1%
Net allowances for amortization and depreciation	-5,668	-6%	-4,940	-6%
Net allowances for provisions	-259	0%	-343	0%
Operating profit	9,803	11%	12,870	17%
Net financial income / (expense)	76	0%	186	0%
Current operating income of consolidated operations	9,879	11%	13,056	17%
Net exceptional items	25	0%	-501	-1%
Income taxes	-3,019	-3%	-3,232	-4%
Share of income from equity-accounted associates	571	1%	807	1%
Allowances for goodwill amortization	0		0	
Net income	7,456	8%	10,130	13%

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(€ thousands)	Capital stock and additional paid-in capital	Translation difference	Net income and retained earnings	Equity attributable to the parent	Non-controlling interests	Consolidated shareholders' equity
Balance at January 1, 2023	35,095	1,344	62,202	98,641	0	98,641
Annual profit/(loss)			7,455	7,455		7,455
Currency translation adjustments		-307		-307		-307
Stock options	343			343		343
Treasury shares				0		0
Dividends			-10,232	-10,232		-10,232
Change in Group structure			10	10		10
Other changes			5,553	5,553		5,553
Balance as of June 30, 2022	35,438	1,037	64,988	101,463	0	101,463
Balance at January 1, 2022	34,606	399	45,389	80,394	0	80,394
Annual profit/(loss)			10,223	10,223	-93	10,130
Currency translation adjustments		2,126		2,126		2,126
Stock options	269			269		269
Treasury shares			1,117	1,117		1,117
Dividends			-1,758	-1,758		-1,758
Change in Group structure			393	393	393	786
Other changes				0		0
Balance as of June 30, 2022	34,875	2,525	55,364	92,764	300	93,064

CONSOLIDATED STATEMENT OF CASH FLOWS

(€ thousands)	6/30/2023	6/30/2022	12/31/2022
Consolidated net income	6,884	10,202	17,864
Adjustments to reconcile non-cash items to cash generated from operations :			
Net allowances for depreciation and provisions	5,863	5,081	11,004
- Carrying value of assets sold	60	30	529
- Proceeds from the disposal of assets	-7	-26	-818
Cash flows after net financial expense	12,800	15,287	28,579
Tax liabilities	3,019	3,232	5,016
Taxes paid	-1,655	-1,482	-4,459
Interest expense and income	-17	23	-46
Dividends from equity-accounted associates	0	1,800	1,800
Change in operating working capital	-607	-9,629	-10,401
NET CASH PROVIDED BY OPERATING ACTIVITIES	13,540	9,231	20,489
Acquisition of intangible assets	-8,744	-8,075	-14,675
Acquisition of property, plant and equipment	7	26	818
Proceeds from the disposal of PPE and intangible assets	214	485	2,954
Change in consolidation scope (Market Dojo)			-8,346
Investment in affiliates	0	-10,113	-1,497
NET CASH USED IN INVESTING ACTIVITIES	-8,523	-17,677	-20,746
Dividends paid to shareholders of the parent company	-4,518	-3,558	-3,555
Capital increases or contributions			
Issuance costs for capital increases			
Amount received from the exercise of stock options	390	269	592
Change in treasury shares			
Repayment of borrowings – finance leases	-1,940	-1,106	-3,135
Change in borrowings	0	17,000	17,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	-6,068	12,605	10,902
NET CHANGE IN CASH AND CASH EQUIVALENTS	-1,051	4,159	10,644
Effect of exchange rate changes on cash	-146	785	-2,736
Opening cash and cash equivalents	42,887	34,978	34,978
Closing cash and cash equivalents	41,689	39,922	42,885
Change	-1,198	4,944	7,907

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Significant first-half events

Creation of a Benelux entity

Esker Benelux, based in Brussels, was created in January 2023 to develop the Group's business in Belgium, the Netherlands and Luxembourg.

1. Significant accounting policies, basis of consolidation

Adoption and approval of the accounts

The condensed interim consolidated financial statements of Esker Group for the six-month period ended June 30, 2023 were adopted by the Executive Board and submitted for approval to the Supervisory Board on September 13, 2023.

Accounting policies and compliance statement

The consolidated financial statements were presented on the basis of French law and French GAAP and notably the accounting policies set out in Regulation 99-02 of April 29, 1999 on the French General Chart of Accounts (*Plan Comptable Général*) of France's Accounting Regulations Committee (*Comité de Réglementation Comptable* or "CRC") and CRC Regulations 2005-05 and 2000-06.

Also applied were CRC Regulation 2004-06 of November 23, 2004 on the definition, recognition and measurement of assets and CRC Regulation 2002-10 of December 12, 2002 on the depreciation, amortization and impairment of assets.

Use of estimates

The financial statements reflect the assumptions and estimates made by the Group. The preparation of financial statements requires the use of estimates and assumptions to measure certain assets, liabilities expenses and commitments. Actual data may differ from those resulting from these assumptions and estimations.

Business combinations

Business combinations are recorded on the basis of the purchase method of accounting. Under this method, the identifiable assets and liabilities of the acquiree are recognized at their fair value at the acquisition date and may be adjusted during the 12 months following that date.

Consolidated companies

Information on consolidated companies at June 30, 2023 is presented below

Company	Head office	2023		2022		Consolidation method ⁽¹⁾
		Controlling interest (%)	Ownership interest (%)	Controlling interest (%)	Ownership interest (%)	
ESKER	Lyon (France)	Parent company				
Esker GmbH	Essen (Germany)	100.0%	100.0%	100.0%	100.0%	F
Esker Ltd	Derbyshire (United Kingdom)	100.0%	100.0%	100.0%	100.0%	F
Esker Srl	Milan (Italy)	100.0%	100.0%	100.0%	100.0%	F
Esker Iberica SI	Madrid (Spain)	99.8%	99.8%	99.8%	99.8%	F
Esker Inc.	Madison (United States)	100.0%	100.0%	100.0%	100.0%	F
Esker Australia Pty Ltd	Sydney (Australia)	100.0%	100.0%	100.0%	100.0%	F
Esker Documents Automation Asia Pte Ltd	Singapore	100.0%	100.0%	100.0%	100.0%	F
Esker Documents Automation (M) Sdn Bhd	Kuala Lumpur (Malaysia)	100.0%	100.0%	100.0%	100.0%	F
Esker Solution Canada Inc.	Montreal (Canada)	100.0%	100.0%	100.0%	100.0%	F
CalvaEDI	Paris (France)	100.0%	100.0%	100.0%	100.0%	F
TermSync	Madison (United States)	100.0%	100.0%	100.0%	100.0%	F
Esker EDI Solution	Ratingen (Germany)	100.0%	100.0%	100.0%	100.0%	F
Esker Hong Kong	Hong Kong	100.0%	100.0%	100.0%	100.0%	F
Esker Benelux	Gent (Belgium)	100.0%	100.0%			F
Market Dojo	Stonehouse (United Kingdom)	50.1%	50.1%			F
Neotouch Cloud Solution	Dublin (Ireland)	30.0%	30.0%	30.0%	30.0%	E.M.

(1) : Full consolidation; E.M: Equity method

Seasonal nature of business for the period

The Group's business is characterized by a degree of seasonality with revenue historically higher in the last quarter. However, the magnitude of this seasonal variation is nevertheless variable in nature and as such difficult to quantify.

2. Notes to the balance sheet, income statement and statement of cash flows

Note 1 Segment reporting

Esker Group has chosen to apply geographical segmentation as its sole criteria for segment reporting. According to this criteria, business is broken down into six main segments: France (of which CalvaEDI), Germany (of which Esker EDI Services), the United Kingdom (including Market Dojo), Southern Europe, Asia-Pacific and the Americas.

As of June 30, 2023 <i>In thousands of euros</i>	France	Germany	United Kingdom	Southern Europe	Asia-Pacific Region	Americas	Total Group
External sales	31,663	2,433	5,210	7,444	4,860	36,242	87,852
Property, plant and equipment and intangible assets	33,884	2,596	1,691	665	77	4,375	43,288

As of June 30, 2022 <i>In thousands of euros</i>	France	Germany	United Kingdom	Southern Europe	Asia-Pacific Region	Americas	Total Group
External sales	28,834	3,532	3,996	4,043	4,674	31,205	76,284
Property, plant and equipment and intangible assets	30,842	2,581	1,282	736	625	3,817	39,883

Note 2 Goodwill

<i>In thousands of euros</i>	6/30/2023			12/31/2022
	Gross	Amortization	Net	Net
TermSync	5,323	98	5,225	5,323
CalvaEDI	137	2	135	135
E-integration	989		989	989
Market Dojo	9,741		9,741	9,820
TOTAL GOODWILL	16,190	100	16,089	16,266

Changes recorded in H1 2023

Goodwill is amortized over the period of its useful life. Goodwill is considered indefinite and is no longer amortized. Goodwill is tested for impairment in the period.

As of 6/30/2023 <i>In thousands of euros</i>	Opening balance	Increases	Reductions	Currency effect	Closing balance
TermSync	5,423			-100	5,323
CalvaEDI	137				137
E-integration	989				989
Market Dojo	9,820			-79	9,741
GOODWILL - GROSS VALUE	16,369	0	0	-100	16,190
TermSync	100			-2	98
CalvaEDI	2				2
E-integration	0				0
Market Dojo	0				0
GOODWILL - AMORTIZATION	102	0	0	-2	100
GOODWILL - NET VALUE	16,267	0	0	-98	16,090

Note 3 Intangible assets

6/30/2023	12/31/2022
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<i>In thousands of euros</i>	Gross	Amortization	Net	Net
Goodwill	16,190	101	16,089	16,268
Development expenditures	69,822	49,485	20,337	19,141
Trademarks	1,981	120	1,861	1,762
Software	2,103	1,727	376	180
Customer-related intangible assets	7,410	2,488	4,922	5,098
Intangible assets in progress	6,294		6,294	5,203
TOTAL INTANGIBLE ASSETS	103,799	53,921	49,878	47,651

Development expenditures recorded under intangible assets include:

- Costs incurred for the development of document process automation applications;
- Costs for the development of on-demand services for our complete offering of solutions.

Changes recorded in H1 2023:

As of 6/30/2023	<i>In thousands of euros</i>	Opening balance	Increases	Reductions	Changes in Group structure ¹	Reclassification	Other changes	Closing balance
Goodwill		16,369	-	-			-179	16,190
Development expenditures		64,674	277	-		5,041	-170	69,822
Trademarks		1,878	116	-		-	-13	1,981
Software		1,914	204	-		-	-16	2,103
Customer-related intangible assets		7,410	-	-				7,410
Intangible assets in progress		5,204	6,125	-206		-5,041	213	6,294
INTANGIBLE ASSETS – GROSS VALUE		97,449	6,722	-206	0	0	-165	103,799
Goodwill		102	-	-			-2	101
Development expenditures		45,531	3,927	-			26	49,485
Trademarks		116	5	-			-1	120
Software		1,689	51	-			-13	1,727
Customer-related intangible assets		2,357	131	-				2,488
INTANGIBLE ASSETS – AMORTIZATION		49,680	4,110	0	0	0	11	53,921
INTANGIBLE ASSETS – NET VALUE		47,768	2,612	-206	0	0	-176	49,878

Changes recorded concern development expenditures capitalized in the period and concerning mainly expenditures incurred in connection with our SaaS (Software as a Service) solutions.

Note 4 Property, plant and equipment

<i>In thousands of euros</i>	6/30/2023			12/31/2022
	Gross	Amortization	Net	Net
Land	1,077		1,077	1,077
Buildings	1,179	318	862	890
Office and computer equipment	9,616	6,273	3,343	2,200
Fixtures and improvements	6,119	3,206	2,913	3,184
Equipment and tooling	9,458	8,668	790	1,031
Transport equipment	8	8	(0)	2
Furniture	1,617	1,101	516	602
Other tangible assets				
Other tangible assets in progress	1		1	
TOTAL PROPERTY, PLANT AND EQUIPMENT	29,075	19,574	9,501	8,987

Changes in H1 2023:

<i>As of 6/30/2023</i> <i>In thousands of euros</i>	Opening balance	Increases	Decreases	Changes in Group structure	Other changes	Closing balance
Land	1,077					1,077
Buildings	1,179					1,179
Office and computer equipment	9,634	1,661	-22	-1,604	-54	9,616
Fixtures and improvements	6,028	104			-13	6,119
Equipment and tooling	7,735	128	-7	1,604	-2	9,458
Transport equipment	11			-2		8
Furniture	1,610	25			-19	1,617
Other tangible assets						
Other tangible assets in progress	1					1
PROPERTY, PLANT AND EQUIPMENT – GROSS VALUE	27,276	1,918	-30	-2	-88	29,075
Buildings	288	29				318
Office and computer equipment	6,725	492	-11	-895	-37	6,273
Fixtures and improvements	2,843	374			-11	3,206
Equipment and tooling	7,414	358		895	1	8,668
Transport equipment	11			-2		8
Furniture	1,007	107			-13	1,101
Other tangible assets						
PROPERTY, PLANT AND EQUIPMENT – DEPRECIATION	18,288	1,360	-11	-2	-60	19,574
NET VALUE OF PROPERTY, PLANT AND EQUIPMENT BEFORE IMPAIRMENT	8,989	558	-18		-28	9,501

Note 5 Finance leases

<i>In thousands of euros</i>	Gross	Accumulated amortization	Net
As of December 31, 2021	7,082	(6,460)	622
Increase		(126)	(126)
Decrease			-
Translation difference			-
As of Saturday, December 31, 2022	7,082	(6,586)	496
Increase		(212)	(126)
Decrease			-
Translation difference			-
As of June 30, 2023	7,082	(6,798)	371

Finance lease commitments for the six-month period ended June 30, 2023 break down as follows:

<i>In thousands of euros</i>	Less than 1 year	2-5 years	More than 5 year	TOTAL
Total value of future minimum lease payments	55	0		55
Discounted value of future minimum lease payments	107	0		107

Note 6 Cash and marketable securities

<i>In thousands of euros</i>	Net value 6/30/2023	Net value 6/30/2022
Marketable securities	4,899	3,128
Cash and cash equivalents	36,790	36,794
TOTAL CASH AND MARKETABLE SECURITIES	41,689	39,922

Marketable securities correspond mainly to risk-free time deposits.

Note 7 – Share capital

	Amount (€ thousands)	Number of shares
Capital stock at 12/31/2021	11,850	5,924,912
Capital increase	102	50,850
Exercise of stock options and warrants	20	9,978
Capital stock at 12/31/2022	11,971	5,985,740
Capital increase	78	38,780
Exercise of stock options and warrants	12	5,972
CAPITAL STOCK AT 12/31/2023	12,061	6,030,492

The Company is subject to no specific regulatory or contractual obligations in respect to the share capital. The Group does not have a specific policy concerning share capital. The balance between recourse to external financing and equity financing through capital increases by the issue of new shares is assured on a case-by-case basis according to the transactions under consideration. Share capital monitored by the Group includes the same components as consolidated shareholders' equity.

A dividend of € 0.75 per share was paid for the period.

Note 8 Stock option and restricted stock unit plans

Changes in the number of stock options, restricted stock units (*actions gratuites*) and warrants granted to Group employees in the 2023 first half break down as follows:

	Stock options		Bonus shares granted, not issued	
	Quantity	Weighted average exercise price in €	Quantity	Weighted average exercise price in €
Balance exercisable at 12/31/2022	66,541	59.38	175,740	151.10
Granted	-	-	-	-
Exercised	(5,972)	52.17	(38,780)	156.87
Matured or forfeited for reason of departure	(250)	13.04	-	-
Balance exercisable at 6/30/2023	60,319	60.29	136,960	149.47

Note 9 Provisions

<i>In thousands of euros</i>	12/31/2022	Increases, allowances of the period	Payments in the period	Reversals of provisions unused in the period	Other changes	6/30/2023
Provisions for contingencies and expenses	0					0
Pension liabilities	3,113	194				3,307
TOTAL PROVISIONS	3,113	194	-	-	-	3,307

Pension liabilities consist of commitments relating to retirement severance payments for employees of Esker France and contributions payable to employees of Esker Italy.

Pension obligations for retirement severance benefits for Esker France employees are calculated annually using the projected unit credit method. This calculation is made in accordance with the provisions provided for under the applicable collective bargaining agreement (SYNTEC) according to the following criteria:

- Estimated age of retirement;
- Seniority of personnel on the retirement date;
- Probability of continued presence at retirement age;
- Salary escalation rate;
- Discount rate.

In addition, since 2016, a portion of the pension obligations in France have been partially covered by an external plan destined to be gradually increased through premium payments. There were no additional payments in the 2023 first half.

NOTE 10 Financial liabilities

<i>In thousands of euros</i>	6/30/2023	12/31/2022
Finance leases	273	387
Bank debt	12,707	14,647
TOTAL BORROWINGS	12,980	15,034

Finance leases

Borrowings recognized represent the reverse entry of capitalized finance leases as described above in note 4.

Bank debt

In 2022, Esker SA obtained three new loans for a total of €17 million. At 30/06/2023, financial debt stood at €13,000.

Note 11 Other payables and accruals

<i>In thousands of euros</i>	6/30/2023	6/30/2022
Deferred revenue	9,699	7,134
Customer deposits and guarantees	3,280	3,303
Other payables	140	1,169
TOTAL OTHER PAYABLES AND ACCRUALS	13,119	11,607

Deferred revenue concerns primarily maintenance contracts for which sales are recognized on a straight-line basis over the duration of the contract.

Note 12 Revenue

<i>In thousands of euros</i>	6/30/2023	6/30/2022
Software sales	203	821
Fax card sales	11	55
Contracts for product updates and maintenance	1,787	2,391
Services	13,353	12,164
SaaS	72,498	60,853
NET SALES	87,852	76,284

Note 13 Research and development expenses

<i>In thousands of euros</i>	6/30/2023	6/30/2022
R&D expenses for the period	-8.898	-7.499
Capitalized development expenditures	6,191	5,168
Amortization of capitalized development expenditures	-3.904	-3.353
RESEARCH AND DEVELOPMENT EXPENSES NOT CAPITALIZED	-6.611	-5.684

An analysis of development expenditures recorded under intangible assets in the 2023 first half is presented in Note 3.

Note 14 Net financial income (expense)

<i>In thousands of euros</i>	6/30/2023	6/30/2022
Financial income	273	34
Net currency gains/(losses)	-220	163
Financial expenses	26	-11
NET FINANCIAL INCOME / (EXPENSE)	79	186

Note 15 Earnings per share

	6/30/2023		6/30/2022	
	Net earnings (in euros)	Weighted average number of shares	Net earnings (in euros)	Weighted average number of shares
Basis of calculation for basic earnings per share	7,455,801	5,871,838	10,130,000	5,797,399
Dilutive stock options		33,650		47,976
Dilutive bonus shares		154,369		40,439
Basis of calculation for diluted earnings per share	7,455,801	6,059,857	10,130,000	5,885,814
Basic earnings per share	1.27		1.75	
Diluted earnings per share	1.23		1.72	

Basic net earnings per share and diluted net earnings per share are calculated by dividing the portion of net income reverting to the Group by the appropriate number of shares. For basic net earnings per share, this is the weighted average number of ordinary shares outstanding after excluding treasury shares held by the company.

For diluted net earnings per share, the calculation is based on the weighted average number of potential shares outstanding in the period. This includes notably shares taken into account to calculate basic net earnings per share plus dilutive stock options, warrants and restricted stock units (*actions gratuites*).

Note 16 Transactions with related parties

Commercial relations between majority-owned Esker Group companies

In connection with commercial relations between Esker Group member companies, amounts are invoiced for the following:

- Sales of solutions by the parent company to subsidiaries;
- Royalties,
- Marketing expense chargebacks,
- Staff costs chargebacks.

All these transactions are carried out on an arms-length basis and fully eliminated in the consolidated financial statements.

Other transactions with related parties

Compensation and benefits of any nature paid to corporate officers considered as related parties are presented below.

<i>In thousands of euros</i>	6/30/2023	6/30/2022
Supervisory Board	64	50
Executive Board	681	756
Total	745	806

Note 17 Off-balance sheet commitments

Off-balance sheet commitments and contingent liabilities are presented below.

<i>Contractual obligations</i> (€ thousands)	TOTAL	Payables by maturity			
		Less than 1 year	1-5 years	More than 5 year	Expense of the period
Long-term debt	-				
Lease finance obligations	Information disclosed in note 4				
Operating leases	17,282	3,323	9,805	4,154	1,770
Irrevocable purchase obligations	-				
Other long-term obligations	-				
TOTAL	17,282	3,323	9,805	4,154	1,770

Note 18 Post-closing events

None.