



[ENGLISH TRANSLATION, FOR INFORMATIONAL PURPOSES ONLY]

## CALL OF THE 2020 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF ORYZON GENOMICS, S.A.

The Board of Directors of ORYZON GENOMICS, S.A. (the "**Company**"), in accordance with the contents of the Company's Articles of Association, internal regulations and the Consolidated Text of the Spanish Capital Companies Act, enacted by Royal Legislative Decree 1/2010, on July 2<sup>nd</sup> (hereinafter, the "**Spanish Capital Companies Act**"), has unanimously agreed to call an Ordinary General Meeting of Shareholders **to be held, foreseeably, on second call at 5 pm on 2 September 2020**, at Palacio de la Bolsa, Plaza de la Lealtad, 1, Madrid, in the event that, due to the absence of the necessary quorum, this meeting cannot be held on first call on 1 September 2020 at the same time and place.

### **IMPORTANT INFORMATION RELATED TO THE HEALTH CRISIS CAUSED BY COVID-19**

In view of the situation arising from the health crisis caused by COVID-19, the Board of Directors has agreed, under article 41 of Royal Decree Law 8/2020 of 17 March, on urgent extraordinary measures to deal with the economic and social impact of COVID-19, to **to also allow remote attendance to the Ordinary General Meeting**, enabling those shareholders and proxies who so wish, to attend and participate in the General Meeting remotely. **If any measure or recommendation of the administrative or health authorities remains in force on the dates scheduled for the Ordinary General Meeting that affects the free movement of people or the possibility of meetings with multiple persons, the General Meeting will be held on the same dates and times set forth in this notice by remote attendance only**, i.e., without the in-person attendance of shareholders or their proxies. In this case, the shareholders will be informed through the publication of a supplementary notice to this call.

In any case, given the exceptional context referred to above, the Board of Directors **recommends that shareholders exercise their rights prior to the holding of the meeting through the electronic means of delegation and remote voting** made available to them, under the terms set out in this notice.

The General Meeting will be held in accordance with the following

### **AGENDA**

1. Examination and approval of the annual accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and annual report) and the management report of the Company, for the year ended on 31 December 2019.
2. Allocation of profit for the year ended on 31 December 2019
3. Allocation of the share premium reserve to offset losses from previous years and "other reserves".
4. Examination and approval of the management of the Board of Directors during financial year 2019.

5. Appointment and re-election of directors
  - 5.1. Re-election and appointment of Mr. Carlos Buesa Arjol as executive director with.
  - 5.2. Re-election and appointment of Ms. Tamara Maes as a director with the qualification of proprietary director.
  - 5.3. Re-election and appointment of Mr. José María Echarri Torres as director with the qualification of proprietary director.
  - 5.4. Re-election and appointment of Mr. Antonio Fornieles Melero as an independent director.
  - 5.5. Re-election and appointment of Mr. Ramón Adell Ramón as an independent director.
  - 5.6. Re-election and appointment of Ms. Isabel Aguilera Navarro as an independent director.
  - 5.7. Ratification and appointment of Mr. Manuel López-Figueroa as an independent director.
6. Setting of the maximum amount of annual remuneration to be received by all the Company's directors.
7. Establishment of the allowances to be received by the Company's directors for attending the meetings of the Board of Directors and its Committees.
8. Amendment of Articles 40 and 41 of the Company's Articles of Association.
9. Modification of the Company's Remuneration Policy for 2019, 2020 and 2021
10. Approval of a 2020-2022 Long-Term Incentive Plan for executives and key personnel, including the Company's Chief Executive Officer.
11. Delegation to the Board of Directors of the power to increase the share capital in accordance with the terms of Article 297.1.b) of the Spanish Capital Companies Act. Delegation for the exclusion of the pre-emptive subscription right in accordance with the provisions of Article 506 of the Spanish Capital Companies Act.
12. Delegation to the Board of Directors of the power to issue fixed-income securities, preference shares or instruments of a similar nature (including promissory notes or warrants) that are simple, convertible and/or exchangeable for shares of the Company. Establishment of criteria for determining the bases and methods of conversion and/or exchange and granting the Board of Directors the power to increase capital by the necessary amount, as well as to exclude the pre-emptive subscription rights of shareholders and holders of convertible securities.
13. Delegation of powers for the formalization, correction, registration, interpretation, preparation and execution of the resolutions adopted by the General Meeting and power of attorney to formalize the filing of the annual accounts.

### **CONSULTATIVE POINT**

14. Annual report on the remuneration of the Company's directors for the 2019 financial year.

### **SUPPLEMENT TO THE CALL AND PRESENTATION OF NEW PROPOSALS FOR AGREEMENTS**

In accordance with the provisions of Article 519 of the Spanish Capital Companies Act and Article 8 of the Regulations of the General Meeting, shareholders representing at least 3% of the share capital may request the publication of a supplement to this call to the Ordinary General Meeting, including one or more items on the Agenda, provided that the new items are accompanied by a justification or, if appropriate, a justified proposal for a resolution, as well as reasoned proposals for agreements on matters already included or to be included on the Agenda. For such purposes, shareholders must prove to the Company that they represent at least such a percentage of share capital and send the corresponding notification to the attention of the Company's General Secretariat and the Chairman of the Board of Directors, which must be received at the Company's registered office (Madrid, Carrera de San Jerónimo, 15, 2nd floor) within five days following the publication of this notice, indicating the identity of the shareholders exercising their right and the number of shares they hold. The foregoing is without prejudice to the right of any shareholder, during the course of the General Meeting, to make alternative proposals or proposals on items that do not need to be included on the Agenda under the terms of the Spanish Capital Companies Act.

### **NOTARY'S INTERVENTION AT THE GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors has agreed to require the presence of a Notary Public to record the minutes of the General Meeting, in accordance with the provisions of Article 203 of the Spanish Capital Companies Act, in relation to Article 101 of the Companies Register Regulations and Article 7 of the General Meeting Regulations.

### **RIGHT TO INFORMATION**

In addition to the provisions of Articles 197, 272, 287, 518, 520 and 539 of the Spanish Capital Companies Act, from the date of publication of this notice of call and until the holding of the General Meeting, shareholders have the right to examine at the registered office, located in Madrid, Carrera de San Jerónimo 15, 2nd floor, from 9:30 a.m. to 1:30 p.m., Monday to Friday, or through the Company's website ([www.oryzon.com](http://www.oryzon.com)), where the documents mentioned below will be available without interruption from the time of publication of the notice of meeting, as well as the right to obtain a copy of these documents or to have them sent to you free of charge:

- This notice.
- The number of shares and voting rights on the date of the call.
- The financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the accounts), the management report and the auditor's report for the year ended on 31 December 2019.
- The full text of the proposed resolutions formulated by the Board of Directors corresponding to the items on the agenda to be submitted to the General Meeting of

Shareholders for approval, together with the corresponding directors' reports, reasoned proposals or detailed recommendations from the relevant body.

- The reports of the Board of Directors and the Appointments and Remuneration Committee regarding proposals for the appointment of directors, as well as the identity, curriculum vitae and category of each one of them.
- Report of the Board of Directors in relation to the modification of the Articles of Association.
- Report of the Appointments and Remuneration Committee and justified proposal of the Board of Directors regarding the modification of the Company's Remuneration Policy for the years 2019, 2020 and 2021.
- Full text of the new Company's Remuneration Policy for 2019, 2020 and 2021.
- The report of the Board of Directors in relation to the delegation to the Board of Directors of the power to increase the share capital, with express power to exclude the pre-emptive subscription right in accordance with the provisions of Article 506 of the Spanish Capital Companies Act.
- The report of the Board of Directors in relation to the delegation to the Board of Directors of the power to issue simple, convertible and/or exchangeable bonds into shares of the Company, with express power to exclude the pre-emptive subscription right of shareholders and holders of convertible securities.
- The annual report on the remuneration of directors for the 2019 financial year, whose vote will be of a consultative nature.
- The rules applicable to proxies and voting via remote communication means, as well as remote attendance to the General Meeting, and the documentation required for this purpose.
- The procedure for obtaining the card for attendance, proxy and remote voting.
- The card for attendance, delegation and remote voting.
- The applicable rules for the exercise of the right of information.
- The Annual Corporate Governance Report for 2019.
- The current Articles of Association.
- The current Regulations of the General Meeting of Shareholders.
- The current Regulations of the Board of Directors.
- The current Internal Code of Conduct for the Securities Markets.
- The report on the independence of the auditor.
- The report on the functioning of the Audit and Compliance Committee.

- The report on the operation of the Appointments and Remuneration Committee.
- The report of the Audit and Compliance Committee on related-party transactions.
- The report on corporate social responsibility policy.
- The Regulations of the Electronic Shareholder Forum.
- Valid requests for information, clarifications or questions made by shareholders in the exercise of their right to information and the replies, if any, provided by the directors.

Requests for information may be made by delivering the request to the registered office, or by sending it to the Company by post or other remote electronic communication means to the postal address indicated above or to [accionistas@oryzon.com](mailto:accionistas@oryzon.com), in which case and in order to provide the system with adequate guarantees of authenticity and identification of the shareholder who is exercising his or her right to information, the latter must include an advanced or recognized electronic signature under the terms of Law 59/2003 of 19 December on electronic signatures, based on a recognized electronic certificate which does not contain a revocation and which has been issued by the Spanish Public Certification Authority (CERES), which reports to the Royal Spanish Mint (FNMT-RCM), or by means of the electronic National Identity Document, where applicable. Unless otherwise indicated by the shareholder, requests for information received at the above-mentioned e-mail address may be answered by the Company by replying to the e-mail of the sending shareholder.

Whatever the means used to issue the requests for information, the shareholder's request must include his name and surname, accrediting the shares he holds, so that this information can be checked against the list of shareholders and the number of shares in his name provided by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.* (*Sociedad de Sistemas or Iberclear*), for the General Meeting in question. The shareholder shall be responsible for providing proof that the request has been sent to the Company in due time and proper form. The Company's web page will detail the pertinent explanations for the exercise of the shareholder's right to information, under the terms established in the applicable regulations.

Up to and including the fifth day prior to the date scheduled for the General Meeting on first call, or during the meeting itself, shareholders may request from the Board of Directors, in writing and verbally, respectively, such information or clarifications they deem necessary or any such questions they may have regarding the items on the agenda and the information accessible to the public as the Company may have provided to the National Securities Market Commission since the last General Meeting was held. For these purposes, shareholders should contact the Shareholders' Office (telephone (+34) 93 70 74 100 or [accionistas@oryzon.com](mailto:accionistas@oryzon.com)) identifying themselves as shareholders, giving their name and surname or corporate name, tax identification number (NIF) and number of shares held, all in accordance with the terms indicated above.

#### **RIGHT TO ATTEND**

All shareholders may attend the General Meeting, regardless of the number of shares they hold, provided that such ownership is registered in their name in the accounting records of the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.* (*Iberclear*) five days prior to the date indicated for the meeting.

Shareholders who wish to attend the General Meeting in person must provide the corresponding attendance and proxy card issued by the corresponding Iberclear participant (or, failing that, the certificate issued by the Iberclear participant, as the case may be, or the separate document that, in accordance with the law, verifying them as a shareholder) or the attendance, proxy and voting card made available to shareholders on the Company's website, and identify themselves to the personnel in charge of the shareholders' registry. For the purpose of accrediting the identity of the shareholders, or of whoever validly represents them, at the entrance to the premises where the General Meeting is held, those attending may be asked, together with the attendance and proxy card, to verify their identity by presenting their National Identity Document or any other valid official document that the Company considers appropriate for such purposes. Once the admission of the attendance and proxy cards is closed, the shareholders or, if applicable, their representatives who enter the place where the General Meeting is to be held late, shall be provided with an invitation so that, whenever they so wish, they may follow the course of the meeting, but neither the aforementioned shareholders nor those represented shall be included in the list of those attending.

### **REPRESENTATION**

Shareholders who are entitled to attend may be represented at the General Meeting by another person, even though that person is not a shareholder, in compliance with the legal requirements and formalities, those contained in the Bylaws and in the Regulations of the General Meeting and those specified in this notice.

The documents containing the proxies shall include the identification of the person attending in place of the shareholder. If they are not specified or if they are completed in favor of the Board of Directors, it will be understood that the representation has been granted in favor of the Chairman of the Board of Directors or the Secretary of the Board of Directors (in the event that the Chairman of the Board of Directors is in a conflict of interest in relation to any point on the Agenda).

### **REPRESENTATION AND VOTING THROUGH REMOTE MEDIA**

Shareholders entitled to attend may delegate their representation or cast their vote through remote communication means under the terms set forth below.

The Board of Directors has agreed to authorize the exercise of representation and voting rights by means of remote communication, provided that the procedural and identification guarantees established in this section are met and the guarantees relating to the period for receipt, accreditation of shareholder status and the other requirements and formalities required in the following section or in the Articles of Association, the Regulations of the General Meeting and the Law on Corporations are complied with.

#### **Exercise of the right of representation by postal correspondence:**

In order to confer their representation by means of delivery or postal correspondence, shareholders must complete and sign the attendance, proxy and remote voting card issued on paper by one of the entities participating in Iberclear, or made available to shareholders on the Company's website, in the section provided for the signature of the represented party. The card, duly completed and signed with a handwritten signature, must be sent to the

Company by post or equivalent courier service. The shareholder who grants his representation by means of delivery or postal correspondence is obliged to inform the designated representative of the representation granted. When the representation is conferred to a Director and/or the Secretary of the Board of Directors, this communication will be understood to have been made through the receipt by the Company of said card, duly completed and signed. The person to whom the vote is delegated may only exercise it by attending the General Meeting in person. On the date and in the place of the General Meeting, the designated representatives must identify themselves by means of their National Identity Document, Foreigners' Identity Card or Passport so that the Company can verify the delegation granted, including, if necessary, a copy of said delegation.

*Exercise of the right of representation by electronic means:*

To confer their representation by electronic communication with the Company, shareholders must do so through the Company's website <http://www.oryzon.com>. Given that the mechanism for granting proxies by electronic means must have adequate guarantees of authenticity and identity of the person granting the proxy. Shareholders who wish to use this mechanism must first have an advanced or recognized electronic signature, under the terms of Act 59/2003, of 19 December, of an electronic signature, based on a qualified electronic certificate which does not have a revocation mark, and which has been issued by the Spanish Public Certification Authority (CERES), a branch of the Royal Spanish Mint (FNMT-RCM), or of the electronic National Identity Document. Once the shareholder has the corresponding electronic signature, he/she may, through the "General Meeting" space on the Company's website (<http://www.oryzon.com>) and following the instructions provided thereon, grant his/her representation to another person, even if not a shareholder, to represent him/her at the General Meeting. The shareholder who grants his representation by electronic means is obliged to inform the designated representative of the representation granted. When the proxy is granted to a director and/or the Secretary of the Board of Directors, this communication shall be understood to have been made through the receipt by the Company of the said electronic proxy. The person to whom the vote is delegated may only exercise it by attending the General Meeting in person. On the date and in the place of the General Meeting and within the hour immediately prior to the time announced for the beginning of the meeting, the designated representatives must identify themselves by means of their National Identity Document, Foreigners' Identity Card or Passport so that the Company can verify the delegation granted, including, if appropriate, a copy of said delegation.

*Exercise of the right to vote by postal correspondence:*

For remote voting by delivery or postal correspondence, shareholders must complete and sign the "Remote Voting" section of the attendance, proxy and remote voting card issued on paper by any of the entities participating in Iberclear, or made available to shareholders on the Company's website. The card duly completed and signed with a handwritten signature must be sent to the Company by post or equivalent courier service. In the event that the attendance, proxy and remote voting card issued by the entity participating in Iberclear does not include the section dedicated to "Remote Voting", the shareholder who wishes to vote remotely by postal vote must download from the Company's website and print out the attendance, proxy and remote voting card, completing and signing the section dedicated to "Remote Voting" and signing it. Once completed and signed, the shareholder must send it to the Company by post or equivalent courier service.

Exercise of the right to vote remotely by electronic means:

In order to cast a vote remotely by electronic communication with the Company, shareholders must do so through the Company's website (<http://www.oryzon.com>). Shareholders who wish to use this delegation mechanism must first have an advanced or recognized electronic signature, under the terms of Law 59/2003 of 19 December on electronic signatures, based on a recognized electronic certificate which does not contain a revocation notice and which has been issued by the Spanish Public Certification Authority (CERES), which reports to the Royal Spanish Mint (FNMT-RCM), or the electronic National Identity Document. Once the shareholder has the corresponding electronic signature, he may, through the "General Meeting" space on the Company's website (<http://www.oryzon.com>) and following the instructions provided thereon, cast his or her vote remotely in relation to the items on the Agenda of the General Meeting.

**COMMON RULES ON THE EXERCISE OF RIGHTS OF REPRESENTATION AND  
ABSENTEE VOTING**

Period for receipt by the Company and register of shareholders / Shareholder status:

In order to be valid, both the delegations conferred and the votes cast prior to the General Meeting by means of remote communication must be received by the Company at the registered office or through its website before 23:59 on the working day immediately prior to the date scheduled for the General Meeting on first call.

After the indicated period, only proxies issued by card of the entities participating in Iberclear that are presented by the representative to the personnel in charge of the register of shareholders within the two hours prior to the time scheduled for the start of the General Meeting will be admitted for the purpose of exercising voting and proxy rights by remote communication means.

The delegation, vote or attendance will only be considered valid if the condition of shareholder is confirmed, verifying that the ownership and the number of shares provided by each of the persons who attend, issue their representation or vote by remote communication means coincide with the data provided by Iberclear.

Priority rules between delegation and voting by remote means of communication and attendance at the General Meeting:

The attendance to the General Meeting of the shareholder who has previously delegated his representation or voted through remote communication means, whatever the means used, will cause the delegation or vote to be invalid.

In the event that a shareholder makes several delegations or votes, the action (delegation or vote) that has been made in the last term will prevail, although the delegation or vote validly issued by means of a handwritten signature on the card printed on paper will make the one made by electronic means invalid, either before or after. If there is no certainty as to when the shareholder made any of the proxies or votes, the vote, regardless of the means used to issue it, will prevail over the proxy. If the shareholder has voted in different ways, the vote that was made last will prevail.



Other forecasts:

The disposal of the shares whose ownership confers the right to vote, provided that it is known to the Company at least five days before the date of the General Meeting, shall render the vote and delegation conferred ineffective.

It is the exclusive responsibility of the shareholder to keep the electronic signature for the use of the electronic delegation and voting service.

Shareholders with the right to attend who cast their votes remotely in accordance with the provisions of this section shall be deemed to be present for the purposes of constituting the General Meeting.

For the purposes of Article 126 of the Spanish Capital Companies Act, it is presumed that the co-owner who at any time performs an action (delegation, vote or in-person attendance) is designated by the other co-owners to exercise the rights of the shareholder.

If the shareholder is a legal entity, it must provide a copy of the proxy of the signatory of the attendance, delegation and remote voting card and communicate any modification or revocation of the powers held by its representative and, therefore, the Company declines any liability until such notification is made and provided that it is made before the start of the General Meeting.

Technical incidents:

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and delegation mechanisms when technical or security reasons so require or impose.

The Company shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures, malfunctioning of the postal service or any other event of the same or similar nature, beyond the control of the Company, that prevents the use of remote voting and delegation mechanisms. For further information on remote proxies and voting, shareholders may visit the Company's website (<http://www.oryzon.com>), send an e-mail to [accionistas@oryzon.com](mailto:accionistas@oryzon.com) and call the Shareholders' Service Department at (+34) 93 70 74 100.

### **ELECTRONIC ATTENDANCE**

In view of the current situation resulting from the health crisis caused by COVID-19, the Board of Directors has agreed, under article 41 of Royal Decree Law 8/2020 of 17 March, on urgent extraordinary measures to deal with the economic and social impact of COVID-19, to additionally allow electronic attendance to the Ordinary General Meeting, allowing shareholders and proxies who so wish to attend and participate in the General Meeting by remote and simultaneous connection.

In this regard, all shareholders entitled to attend and vote at the General Meeting in accordance with the provisions of the preceding paragraphs may additionally attend and vote at the same, either by themselves or by proxy, by electronic means that allow them to be connected simultaneously with the place where the meeting is held.

Electronic attendance at the General Meeting will be subject to the provisions of the Law and to the following basic rules, which are complemented and developed by those

published on the Company's corporate website ([www.oryzon.com](http://www.oryzon.com)) in the space dedicated to the General Shareholders' Meeting 2020 ("Electronic Attendance")

(i) *Identification and prior registration*: in order to guarantee the identity of those attending, the correct exercise of their rights, interactivity and the adequate development of the meeting, shareholders and representatives who wish to use the mechanisms of electronic assistance must first register in the space dedicated to the General Shareholders' Meeting 2020 ("Electronic Assistance") on the corporate website, from 11:59 p.m. on August 25, 2020 until 11:59 p.m. on August 31, 2020. After that time, no registration will be admitted for the exercise of the right to electronic assistance.

The aforementioned prior registration shall be carried out by one of the following means: (i) Electronic National Identity Document; or (ii) Recognized or advanced electronic signature, based on a recognized and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES), which reports to the Fábrica Nacional de Moneda y Timbre. Without prejudice to the above, in order for the representative to be able to attend the General Meeting electronically, the delegation and identity of the representative must be accredited to the Company, by sending the attendance, delegation and remote voting card duly completed, and a copy of the representative's DNI, NIE or passport, which must be sent to the address [accionistas@oryzon.com](mailto:accionistas@oryzon.com) or received by the Company at the registered office at least 24 hours prior to the date scheduled for the General Meeting on first call.

The Company may provide additional means of identification that duly guarantee the identity of the shareholder. The Company reserves the right to request from shareholders such additional means of identification as it deems necessary to verify their status as shareholders and to guarantee the authenticity of the vote or proxy.

Once the shareholder or, if applicable, his representative, has registered in accordance with the indicated means and within the established period, he may attend and vote at the General Meeting through electronic means, making the corresponding connection on the day of the General Meeting.

(ii) *Connection and attendance*: in order to allow the adequate management of the electronic attendance systems, the shareholder or representative who has previously registered to attend the General Shareholders' Meeting electronically in accordance with section (i) above, must connect to the space dedicated to the General Shareholders' Meeting 2020 ("Electronic Attendance") on the Company's corporate website between 4 p.m. and 4:30 p.m. on 1 September 2020 (if the Meeting is held on first call) or on 2 September 2020 (if, as expected, the Meeting is held on second call), and identify themselves in accordance with any of the means set out in section (i) above or as indicated in the corresponding instructions.

In the event that the General Meeting is held on second call (as expected), those attending by electronic means who were connected on first call will have to connect again to attend the General Meeting on second call, i.e. between 4:00 and 4:30 p.m. on 2 September 2020.

(iii) *Intervention*: in accordance with the provisions of the Law on Corporations, any interventions and proposals for agreements or requests for information or clarifications that, in accordance with the Law, are intended to be made by those who will attend by electronic means, must be sent to the Company, in writing and in any case, in accordance with the form, terms and conditions established on the aforementioned website of the Company,

before 4:30 p.m. on 1 September 2020 or, as the case may be, on 2 September 2020, depending on whether the General Meeting is held on first or second call, respectively, and until the time of its constitution.

The attendee participating electronically who wishes his or her intervention to be recorded verbatim on the minutes of the Board shall expressly indicate this in the text of the minutes. Requests for information or clarification from shareholders attending electronically will be answered verbally during the General Meeting or in writing during the seven days following the Meeting, in accordance with the provisions of the Law on Corporations.

In the event that the General Meeting is held on second call (as expected), the electronic attendees who, having connected to the meeting on first call, have sent in speeches and proposed resolutions or requests for information or clarification will have to send them again the following day, under the terms indicated in this section (iii); otherwise they will be considered not to have been made.

(iv) *Voting*: the vote on the proposals relating to items included on the agenda may be cast from the moment the shareholder or, where appropriate, the representative is connected on the day the meeting is held and until the Chairman or, where appropriate, the Secretary of the meeting announces the end of the voting period for the proposed resolutions relating to items on the agenda. With regard to the proposed resolutions on those items which, by legal mandate, do not have to be included on the agenda, those attending by electronic means may cast their votes from the moment these proposals are read out in order to vote on them and until the Chairman or, where appropriate, the Secretary of the Meeting, announces the conclusion of the voting period for these proposed resolutions. Unless otherwise stipulated, the procedure and voting rules stipulated in the Bylaws and the Regulations of the General Meeting for shareholders attending in person shall apply to the voting on proposed resolutions. Voting on proposed resolutions shall be made through the web site and according to the corresponding voting form.

(v) *Withdrawal from the meeting*: those attending by electronic means who wish to expressly withdraw from the Meeting must do so by sending an electronic communication through the "Electronic Attendance" link on the Company's corporate website. Once they have notified their express wish to leave the meeting, all subsequent actions will be deemed not to have been carried out.

(vi) *Other issues*:

The Company will broadcast the General Meeting live to be followed on the corporate website ([www.oryzon.com](http://www.oryzon.com)).

The Company may adapt, with due guarantees, the means to allow electronic attendance to the General Meeting for shareholders who are not residents of Spain, qualified investors, legal entities, representatives and other similar cases.

Shareholders who cast their votes by electronic means shall be considered as present for all purposes.

Electronic attendance to the General Meeting by the shareholder will render delegation or voting by remote means of communication prior to the General Meeting invalid. On the

other hand, in-person attendance to the Meeting will render electronic attendance null and void.

It is the exclusive responsibility of the shareholder or his or her representative to keep the means of identification or, if applicable, passwords necessary to access and use the electronic attendance service.

The Company shall not be liable for any damages that may be caused to the shareholder or proxy holder as a result of breakdowns, overloads, line failures, connection failures or any other event of the same or similar nature, beyond the control of the Company, that may cause the occasional unavailability of its website, without prejudice to the adoption of the measures required in each situation, including the possible temporary suspension or extension of the Meeting if necessary to guarantee the full exercise of their rights by the shareholders or their proxies.

Electronic attendance to the General Meeting is considered an extraordinary and additional measure to the different channels made available to the shareholders of the Company to participate in the General Meeting.

The mechanisms for electronic attendance at the Meeting will be applicable both in the event that the General Meeting is held at the place indicated in this announcement with the possibility of physical attendance by shareholders and representatives, and in the event that the General Meeting has to be held exclusively by electronic means because any measure or recommendation of the administrative or health authorities affecting the free movement of persons and/or the possibility of holding meetings with the attendance of multiple persons is in force.

For matters not expressly regulated, the same rules provided for in-person attendance to the General Meeting shall apply to shareholders who attend the meeting electronically.

### **SPECIAL INFORMATION TOOLS**

In accordance with the provisions of article 539.2 of the Spanish Capital Companies Act, the Company will set up an Electronic Shareholders' Forum, in the section "Electronic Shareholders' Forum" on the Company's website (<http://www.oryzon.com>), which will be accessible with the adequate guarantees for both individual shareholders and voluntary shareholders' associations which, where applicable, may be set up in accordance with the provisions of article 539.4 of the Spanish Capital Companies Act.

The Forum may publish proposals that are intended to be presented as a complement to the Agenda announced in the call, applications to join such proposals, initiatives to achieve a sufficient percentage to exercise a minority right provided for by law, as well as offers or requests for voluntary representation.

The Forum is not a mechanism for electronic conversation between shareholders, nor is it a place for virtual debate. Nor does the Forum constitute a channel of communication between the Company and its shareholders. The Forum is set up to facilitate communication between the Company's shareholders on the occasion of the call and until the General Meeting is held.

Once they have accessed the Forum through the Company's website, shareholders must identify themselves on the Forum by adding their electronic signature based on an Electronic

User Certificate issued by the Spanish Public Certification Authority (CERES), which reports to the Royal Spanish Mint (FNMT-RCM) or the electronic National Identity Document. Legal entities and non-residents in Spain should direct their queries to [accionistas@oryzon.com](mailto:accionistas@oryzon.com) order to adapt, with the appropriate guarantees, the mechanisms of participation in the Electronic Shareholders' Forum. From the date of publication of the notice of call, the information and requirements necessary for the aforementioned participation will be available on the Company's website (<http://www.oryzon.com>).

The use of and access to the Electronic Forum of Shareholders is limited to certain matters and is regulated by the Regulations of the Electronic Forum, approved by the Board of Directors, which the Company has made available to the shareholders on its website.

### **DATA PROTECTION**

The personal data that the shareholders send to the Company, or that are provided to the Company by the banks, companies and/or securities agencies in which these shareholders have their shares deposited (such as identification data and bank details), through the entity legally authorized to keep the register of account entries, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), will be processed for the purpose of managing the development, compliance and control of both the existing shareholder relationship and the call, holding and dissemination of the General Meeting.

The legal basis for the processing of the data is the performance and control of the relationship between the Company and the shareholders, as well as compliance with any legal obligations to which the Company is subject. The data provided will be kept for the time necessary to ensure compliance with the legal obligations incumbent on the Company.

The shareholders will be responsible for informing and obtaining the consent of the representative they appoint, in the event that a delegation exists, and they guarantee that they are entitled to provide the personal data of the representative they appoint to the Company, and will respond if this is not the case.

The data may be disclosed to the Notary who will attend the General Meeting, as well as to third parties who have a recognized right to information under the law, or made accessible to the public insofar as it is contained in the documentation available on the Company's website or stated at the General Meeting.

The Company further informs you that, by attending the General Meeting, you accept and consent, without time limit, in a non-exclusive and free of charge manner, to have your name, voice, image and/or person captured, fixed and reproduced in any analogue and/or digital medium for reproduction, distribution and public communication through the Company's website, so that the General Meeting may be, if applicable, recorded or broadcast live for those shareholders who cannot attend.

Shareholders, under the terms established in the data protection regulations in force at any given time, may exercise the rights of access, rectification, deletion, opposition, the right to request the limitation of the processing of their personal data, the right to portability and the right to lodge a complaint with a supervisory authority. To do so, they may write to Mr. Carlos Manuel Buesa Arjol, in Madrid, Carrera de San Jerónimo, 15, 2nd floor, 28014.

Madrid, July 31, 2020

Augusto Piñel Rubio  
Non-director Secretary of the Board of Directors