



## **BIOTECHNOLOGY ASSETS, S.A.**

### **Notice of Ordinary General Shareholders' Meeting 2023**

By resolution of the Board of Directors of BIOTECHNOLOGY ASSETS, S.A. ("**BIAT**" or the "**Company**", indistinctly), the shareholders are hereby convened to the Ordinary General Shareholders' Meeting, to be held on May 31, 2023, at 11 a.m., at first call, in Madrid, Hotel Meliá Madrid Serrano, C/Claudio Coello 139, and, if applicable, on the following day, June 1, 2023, at the same time and place, at second call (being noted that, foreseeably, the Meeting will be held at first call), according to the following

#### **Agenda**

- Point 1.** Examination and approval of the individual annual accounts (individual balance sheet, profit and loss account, statement of changes in equity, cash flow statement and annual report) and the individual management report of the Company for the financial year ended December 31, 2022.
- Point 2.** Examination and approval of the consolidated annual accounts (consolidated balance sheet, income statement, statement of changes in equity, cash flow statement and annual report) and the consolidated management report of the Company for the financial year ended December 31, 2022.
- Point 3.-** Approval of the management and performance of the Board of Directors during the financial year ended December 31, 2022.
- Point 4.-** Examination and approval of the proposal for the application of the results of the financial year ended December 31, 2022.
- Point 5.-** Re-election of Mr. Víctor Manuel Infante Viñolo as a member of the Board of Directors of the Company.
- Point 6.-** Approval of the terms and conditions of the Company's stock option plan for the director Mr. Víctor Manuel Infante Viñolo.
- Point 7.-** Delegation to the Board of Directors of the faculties to issue convertible bonds into shares of the Company, excluding the pre-emptive subscription right, as well as to increase the share capital by the amount necessary to cover the conversion or exchange thereof.
- Point 8.-** Issuance of bonds convertible into shares of the Company to be subscribed by offsetting credits and increasing the share capital by the amount necessary to cover their conversion.
- Point 9.-** Authorization to the Board of Directors for the derivative acquisition of treasury stock, directly or through subsidiaries.

**Point 10.** Authorization to the Board of Directors, in accordance with the provisions of article 297.1 b) of the Spanish Companies Act, to increase the share capital, within a maximum period of 5 years, on one or more occasions, and at the time and in the amount it deems appropriate. Within the maximum amount indicated above, the Board of Directors is empowered to exclude pre-emptive subscription rights up to a maximum of 20% of the capital stock.

**Point 11.-** Authorization to the Board of Directors to issue, on behalf of the Company and on one or several occasions, and for a maximum term of 5 years, bonds convertible into shares of the Company or other similar securities that may directly or indirectly entitle the shareholders to subscribe shares of the Company, with the express power to exclude the pre-emptive subscription rights of the shareholders up to a maximum of 20% of the share capital, as well as to increase the share capital by the amount necessary to cover the conversion. Establishment of the criteria to determine the bases and modalities of the conversion.

**Point 12.** Necessary authorizations.

### **SUPPLEMENT TO THE NOTICE OF THE MEETING**

Pursuant to the provisions of Article 172 of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of July 2, 2010 (the "**Spanish Companies Act**") and Article 6.2 of the Regulations of the General Shareholders' Meeting, from the time the General Shareholders' Meeting is called, those shareholders representing at least 5% of the share capital may request the publication of a supplement to the notice of the Meeting, including one or more items on the Agenda. The exercise of this right must be made by means of a reliable notification to be received at the registered office within five days following the publication of the call.

### **RIGHT TO INFORMATION**

In accordance with the provisions of Articles 197, 286, 287, 506 and 511 of the Spanish Companies Act, from the publication of this notice of call and until the General Shareholders' Meeting is held, any shareholder may exercise his or her right to information by directly examining the following documentation at the Company's registered office and on the Company's corporate website or by requesting that it be delivered or sent to him or her free of charge:

- The present notice of Ordinary General Shareholders' Meeting.
- The full text of the proposed resolutions formulated by the Board of Directors corresponding to the items on the Agenda to be submitted for the approval of the General Shareholders' Meeting.
- The individual annual accounts (individual balance sheet, profit and loss account, statement of changes in equity, cash flow statement and annual report) and the individual management report of the Company for the financial year ended December 31, 2022, together with the corresponding report issued by the Company's auditor.

- The consolidated annual accounts (consolidated balance sheet, income statement, statement of changes in equity, cash flow statement and annual report) and the consolidated management report of the Company for the financial year ended December 31, 2022, together with the corresponding report issued by the Company's auditor.
- The report prepared by the Appointments and Remuneration Committee in relation to the proposal for the re-election of Mr. Víctor Manuel Infante Viñolo as executive director.
- The report prepared by the Board of Directors of the Company in relation to the proposal to the General Shareholders' Meeting of the resolution to delegate to the Board of Directors the power to issue bonds convertible into shares of the Company, excluding the pre-emptive subscription right, as well as to increase the share capital by the amount necessary to cover the conversion or exchange thereof.
- The report prepared by the Board of Directors of the Company in relation to the proposal to the General Shareholders' Meeting of the resolution to issue bonds convertible into shares of the Company to be subscribed by offsetting credits and increasing the share capital by the amount necessary to cover the conversion, together with the certification of the Company's auditor certifying that, once the Company's accounts have been verified, the data provided on the credits to be offset are accurate.
- The report prepared by the Board of Directors of the Company in relation to the proposal to the General Shareholders' Meeting of the resolution to authorize the Board of Directors, in accordance with the provisions of Article 297.1 b) of the Spanish Companies Act, to increase the share capital, within a maximum period of 5 years, on one or more occasions, and at the time and in the amount it deems appropriate, including the attribution of the power to exclude the pre-emptive subscription right.
- The report prepared by the Board of Directors of the Company in relation to the proposal to the General Shareholders' Meeting of the resolution to authorize the Board of Directors to issue, on behalf of the Company and on one or several occasions, and for a maximum term of 5 years, bonds convertible into new shares of the Company or other similar securities that may give the right, directly or indirectly, to the subscription of shares of the Company, with the express power to exclude the pre-emptive subscription rights of the shareholders up to a maximum of 20% of the capital stock, as well as to increase the capital by the amount necessary to cover the conversion.
- The Company's Bylaws.
- The Regulations of the General Shareholders' Meeting.

In accordance with the provisions of Article 197 of the Spanish Companies Act and Article 8 of the Regulations of the General Shareholders' Meeting, from the date of publication of the notice of the General Shareholders' Meeting and up to and including the seventh day prior to the date scheduled for the General Shareholders' Meeting, shareholders may request from the Board of Directors, regarding the matters included in the agenda, the information or clarifications they deem necessary, or submit in writing the questions they deem pertinent.

Likewise, with the same advance notice and in the same manner, shareholders may request information or clarifications or ask questions in writing about the information accessible to the public that has been provided by the Company to BME Growth since the last General Shareholders' Meeting was held.

Requests for information may be made by delivering the request at the Company's registered office, or by sending it to the Company by mail or other means of remote electronic communication addressed to the following address [ir@biatgroup.com](mailto:ir@biatgroup.com). Those requests in which the electronic document by virtue of which the information is requested incorporates the legally recognized electronic signature used by the applicant, or other mechanisms that the Board of Directors considers that meet adequate guarantees of authenticity and identification of the shareholder exercising his right to information, shall be admitted as such.

Whatever the means used for issuing requests for information, the shareholder's request must include his or her name and surname, accrediting the shares he or she owns, so that this information may be checked against the list of shareholders and the number of shares in his or her name provided by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), for the General Shareholders' Meeting in question. The shareholder shall be responsible for proving that the request has been sent to the Company in due time and form. The Company's website shall detail the pertinent explanations for the exercise of the shareholder's right to information, under the terms set forth in the applicable regulations.

The Board of Directors shall be obliged to provide the requested information in writing until the day of the General Shareholders' Meeting, except in the cases expressly provided for in the Law.

#### **RIGHT TO ASSISTANCE AND REPRESENTATION**

Pursuant to Article 17 of the Company's Bylaws and Article 9 of the Regulations of the General Shareholders' Meeting, shareholders are entitled to attend the General Meeting regardless of the number of shares they hold, provided that they are registered in their name in the corresponding book-entry registry at least five days prior to the date on which the General Shareholders' Meeting is to be held, and that the corresponding attendance card, the certificate issued by the entity in charge of the book-entry registry, as the case may be, or the document which, in accordance with the law, accredits them as a shareholder is provided.

Likewise, any shareholder entitled to attend may be represented at the General Meeting by any person, whether or not such person is a shareholder of the Company. The representation is always revocable and the personal attendance of the represented shareholder at the General Meeting shall have the value of revocation.

The proxy must be conferred on a special basis for each General Meeting, in writing or by the means of remote communication indicated below:

- (i) By written correspondence by mail, sending to the Company the attendance card issued by the entity or entities in charge of the book-entry registry, duly signed and completed by the shareholder, or any other written means which, in the opinion of the Board of Directors, allows duly verifying the identity of the shareholder granting his representation and that of the representative.
- (ii) Through remote electronic means of communication that duly guarantee the representation granted and the identity of the represented party. The proxy granted by these means shall be admitted when the electronic document by virtue of which it is conferred incorporates the legally recognized electronic signature used by the represented party or another type of signature that the Board of Directors considers to meet adequate guarantees of authenticity and identification of the shareholder granting the proxy.

In order to be valid, the proxy granted by any of the means of remote communication mentioned in sections (i) and (ii) above must be received by the Company before twenty-four hours on the third day prior to the day scheduled for the holding of the General Shareholders' Meeting on first call.

Likewise, the documents containing the proxies for the General Shareholders' Meeting must include at least the following mentions:

- a. Date of the General Meeting and the agenda.
- b. Identity of the principal and the representative. If not specified, it shall be understood that the proxy has been granted, indistinctly, in favour of the Chairman of the Board of Directors, or whoever substitutes him.
- c. Number of shares owned by the shareholder granting the proxy.
- d. Instructions on how the shareholder granting the proxy is to vote on each of the items on the agenda.

The Chairman of the General Shareholders' Meeting or the persons appointed through him shall have the authority to determine the validity of the proxies granted and compliance with the requirements for attendance at the General Shareholders' Meeting.

In any case, shareholders attending the Meeting are requested to present themselves at the General Meeting with the attendance card issued for this purpose by the corresponding bank.

Shareholders are also informed that they may obtain further information by consulting the Company's corporate website [www.biatgroup.com](http://www.biatgroup.com), as well as by contacting the Investor Relations Department at the following address: [ir@biatgroup.com](mailto:ir@biatgroup.com).

Finally, it is hereby stated for the record that the Board of Directors has agreed to request the presence of a Notary Public to take the minutes of the General Shareholders' Meeting, in accordance with the provisions of Article 203 of the Spanish Companies Act in relation to Article 101 of the Commercial Registry Regulations.

Jerez de la Frontera, April 27, 2023.- Mr. Víctor Infante, Chairman of the Board of Directors.