



ORDINARY GENERAL SHAREHOLDERS' MEETING, SEPTEMBER 2020

Card for Attendance, Proxy and Remote Voting for the General Shareholders' Meeting of Oryzon Genomics, S.A. (the "Company") to be held 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.

The Shareholders may also delegate their proxy or vote by electronic means or attend by remote means as provided on the back of this card and on the Company's website (www.oryzon.com).

ATTENDANCE

Shareholders who wish to attend personally to the General Meeting

The shareholder who wishes to attend personally to the General Meeting shall sign this card in the space provided below and show it the day and on the place where the General Meeting takes place.

Signature of the attending shareholder

In .....on..... 2020

[Signature box]

ORYZON GENOMICS, S.A.

The Secretary

Name and shareholder number:

Number of shares:

DELEGATION

Shareholders who wish to delegate

The shareholder to whom this card has been issued grants a proxy to:

(Fill only one of the following boxes and, if appropriate, designate the person to whom the proxy is granted. In order for the proxy to be valid, the shareholder granting the proxy shall sign the indicated space).

1. [ ] The Chairman.

2. [ ] ..... ID n.º:

It will be understood that the proxy has been granted in favour of the Chairman of the Board of Directors or of the Secretary of the Board of Directors (if the Chairman of the Board is in a conflict of interest situation in relation to any point on the agenda) any proxy that does not indicate the natural or legal person in favour of which the proxy is granted. It is stated that if the person designated in the proxy is a director of the Company, it may be in a potential conflict of interest in relation to items Fourth to Tenth and Fourteenth (\*) of the agenda.

To grant the specific voting instructions fill with a cross the relevant box in the table below. In the event any of the boxes is not completed, it shall be deemed that the specific instruction is to vote in favour of the resolution proposed by the Board of Directors.

Voting instructions to the proposals of the Board of Directors

Table with 20 columns (Item of the Agenda, 1-14\*) and 4 rows (In favour, Against, Abstention, Blank).

[\*) Item Fourteenth of the agenda is of consultative nature.

If the person in favour of which the proxy is granted is in a conflict of interest in the voting of any of the proposals that, included or not in the agenda, is submitted to the General Meeting, and the shareholder has not given any specific instruction in this regard, the proxy shall be deemed to be granted to the Secretary to the Board of Directors.

Proposals on items not foreseen in the agenda

Unless specified by filling box NO below (in which case it shall be understood that the shareholder gives the specific instruction to abstain) the proxy also extends to items not foreseen in the agenda.

[ ] NO

If the proxy extends to said delegation, the specific instruction is to vote against, unless otherwise specified as follows:

[ ] .....

A conflict of interest will exist where items not foreseen in the agenda are submitted to the General Meeting and refer to the removal or the exercise of a civil liability action against the person to whom the proxy is granted, in the event is a director of the Company.

Signature of the shareholder

In .....on..... 2020

[Signature box]

Signature of the person attending by proxy

In .....on..... 2020

[Signature box]

ORYZON GENOMICS, S.A.

The Secretary

Name and shareholder number:

Number of shares:



REMOTE VOTING

Shareholders who wish to cast a remote vote regarding the proposals of the agenda

If, prior to the celebration of the General Meeting, the shareholder in favour of which this card is issued wishes to cast a remote vote in relation to the proposals of the agenda of this General Meeting, it shall fill with a cross the relevant box, according to the way of his vote. It is not possible the remote vote for possible proposals not foreseen in the agenda. If, in relation to any of the items of the agenda, the shareholders do not fill any box provided for such purposes, it shall be deemed that votes in favour of the resolution proposed by the Board of Directors. In any event, in addition to the provisions set forth in the Law, in the By-laws and in the General Meeting Regulations, the rules set forth in the call of the General Meeting and on the website of the Company (www.oryzon.com) must be met.

Vote to the proposals of the Board of Directors

Table with 20 columns (Item of the Agenda, 1-14) and 4 rows (In favour, Against, Abstention, Blank).

(1) Item Fourteenth of the agenda is of consultative nature.

The shareholder casting his vote from a distance shall be considered present for the purposes of constituting the General Meeting.

Signature of the shareholder casting a remote vote

In .....on..... 2020

Signature box

ORYZON GENOMICS, S.A.

The Secretary

Name and shareholder number:

Number of shares:

RIGHT TO ATTEND

All shareholders may attend the General Meeting regardless of the number of shares they hold providing that such stake is entered in their names 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 it to be held. Shareholders who wish to personally attend the General Meeting should have the corresponding attendance and proxy card issued by the corresponding Iberclear participant (or, otherwise, the certificate issued by the Iberclear participant as corresponds in which case, or other document that accredits them as shareholders, in accordance with the law) and identify themselves to the staff in charge of shareholder registration.

SHAREHOLDERS WHO WISH TO DELEGATE ITS VOTE BY MEANS OF THIS CARD

If the shareholder does not intend to attend the meeting may grant a proxy to any other natural or legal person. For such purposes, it must fulfil the delegation on the front of this card and sign it where appropriate. The person representing the shareholder in the General Meeting shall also sign the delegation. The delegation may be delivered to the Company or sent by postal correspondence (or, as indicated below, by electronic means) in accordance with the provisions of the By-laws and the General Meeting Regulations. Likewise, the rules set forth in the call of the General Meeting and on the website of the Company (www.oryzon.com) must be met.

SHAREHOLDERS WHO WISH TO CAST A REMOTE VOTE PRIOR TO THE EGENERAL MEETING BY MEANS OF THIS CARD

If the shareholder does not intend to assist nor to delegate its right to attend may cast a remote vote on the items of the agenda. For such purposes, it must fulfil the space regarding remote voting above and sign it where indicated. The shareholder casting a remote vote shall be deemed as present for the purpose of the quorum of the General Shareholders' Meeting. Said vote may be delivered to the Company or sent by postal correspondence or, as indicated below, by electronic means in accordance with the provisions of the By-laws and the General Meeting Regulations. Likewise, the rules set forth in the call of the General Meeting and on the website of the Company (www.oryzon.com) must be met. In the event both delegation and remote voting sections are signed, remote voting section shall prevail and the delegation shall have no effect.

DELEGATION AND REMOTE VOTING BY ELECTRONIC MEANS PRIOR TO THE GENERAL MEETING

Shareholders may also delegate their representation, as well as vote regarding the items of the agenda, by electronic means in accordance with the provisions of the By-laws and the General Meeting Regulations. For such purposes, the rules set forth in the call of the General Meeting and on the website of the Company (www.oryzon.com) must be met.

### **AGENDA**

In accordance with the provisions of section 186 of the Spanish Companies Act, the agenda of the Shareholders' General Meeting of Oryzon Genomics, S.A. to be held 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.

- 1st.-** 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.
- 2nd.-** Allocation of profit for the year ended on 31 December 2019
- 3rd.-** Allocation of the share premium reserve to offset losses from previous years and "other reserves".
- 4th.-** Examination and approval of the management of the Board of Directors during financial year 2019.
- 5th.-** Appointment and re-election of directors
  - 1. Re-election and appointment of Mr. Carlos Buesa Arjol as executive director with.
  - 2. Re-election and appointment of Ms. Tamara Maes as a director with the qualification of proprietary director.
  - 3. Re-election and appointment of Mr. José María Echarrí Torres as director with the qualification of proprietary director.
  - 4. Re-election and appointment of Mr. Antonio Fornieles Melero as an independent director.
  - 5. Re-election and appointment of Mr. Ramón Adell Ramón as an independent director.
  - 6. Re-election and appointment of Ms. Isabel Aguilera Navarro as an independent director.
  - 7. Ratification and appointment of Mr. Manuel López-Figueroa as an independent director.
- 6th.-** Setting of the maximum amount of annual remuneration to be received by all the Company's directors.
- 7th.-** Establishment of the allowances to be received by the Company's directors for attending the meetings of the Board of Directors and its Committees.
- 8th.-** Amendment of Articles 40 and 41 of the Company's Articles of Association.
- 9th.-** Modification of the Company's Remuneration Policy for 2019, 2020 and 2021
- 10th.-** Approval of a 2020-2022 Long-Term Incentive Plan for executives and key personnel, including the Company's Chief Executive Officer.
- 11th.-** 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.
- 12th.-** 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.
- 13th.-** 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**

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

### **DATA PROTECTION**

Any data of a personal nature that shareholders may send to the Company, or that are furnished to the Company by bank institutions, Securities Companies and/or Agencies in which such shareholders deposit their shares (such as identification data and bank details), by means of the entity legally authorized to maintain the record of the book entries, "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A." (Iberclear), will be processed to manage the development, compliance and control of existing shareholder relations as well as the call, holding and dissemination of the General Meeting.

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

Shareholders will be responsible for reporting and obtaining the consent of any proxy they may designate, if this exists, and they guarantee that they are entitled to provide the personal data of the representative they appoint for the Company, responding in the event that this is not the case.

The data may be notified to the Notary who will attend the General Meeting, as well as to any third parties recognized with the right of information envisaged by Law, or accessible to the public insofar as they appear in documentation available on the Company website or are stated in the General Meeting.

The Company also informs you that, by attending the General Meeting, you accept and consent, without time limit, non-exclusively and free of charge, that your name, voice, image and/or person may be captured, fixed and reproduced in any analogue and/or digital medium for reproduction, distribution and public communication through the Company's website, with the purpose of having the General Meeting recorded or retransmitted live for those shareholders who are unable to attend.

Under the terms established in the data protection regulations in force at any given time, shareholders may exercise their rights of access, rectification, deletion, opposition, 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, please write to Carlos Manuel Buesa Arjol, in Madrid, Carrera de San Jerónimo, 15, 2ª planta, 28014.