



## CALL TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING

### ORYZON GENOMICS, S.A.

#### ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of ORYZON GENOMICS, S.A. (hereinafter, the “**Company**”), in accordance with the contents of the Company’s Articles of Association, internal regulations and the Spanish Capital Companies Act has unanimously resolved to convene an **Ordinary General Shareholders' Meeting**, that will **foreseeably take place in its first call**, in Madrid, Eurostars Madrid Tower Hotel, Paseo de la Castellana, 259-B on **4 April 2018**, at 11 a.m. or, if the necessary quorum is not attained, in its second call on the following day, **5 April 2018**, in the same place and time, to deliberate and resolve on points One through Thirteen of the following:

#### AGENDA

- 1st.-** Examination and approval, as appropriate, of the annual accounts (balance sheet, profit and loss statement, statement of changes in net equity, cash flow statement and annual account) and management report of the Company for the financial year ending at 31 December 2017.
- 2nd.-** Application of results obtained for the financial year closed at 31 December 2017.
- 3rd.-** Examination and approval, if appropriate, of the management carried out by the Board of Directors for the financial year 2017.
- 4th.-** Appointment, if appropriate, of auditors of the Company.
- 5th.-** Approval, if appropriate, of the amendment to the following articles of the Articles of Association:
  - 5.1.** Amendment to article 37 "Appointment to positions on the Board of Directors" to bring it in line with the legal provisions regarding the adoption of resolutions by the Board of Directors provided in the Spanish Capital Companies Act.
  - 5.2.** Amendment to article 38 "Meetings of the Board of Directors" in order to adapt it to the legal provisions regarding its quorum and to delete those matters that require for their approval a reinforced majority.
  - 5.3.** Amendment to article 41 “Delegated decision-making bodies of Board” to bring it in line with the legal provisions regarding the adoption of resolutions by the Board of Directors provided in the Spanish Capital Companies Act.
- 6th.-** Establishment of the maximum annual remuneration to be received by all directors of the Company.

- 7th.-** Delegation to the Board of Directors of the power to increase the share capital in the terms of article 297.1.b) of the Capital Companies Act. Delegation for the exclusion of the pre-emptive subscription right in accordance with the provisions of article 506 of the Capital Companies Act, rendering the previous delegation of the Ordinary General Shareholders' Meeting dated 14 June 2017 null and void.
- 8th.-** Delegation of the Board of Directors of the power to issue fixed-income securities, preferred shares or instruments of a similar nature (including promissory notes or warrants), simple, convertible and/or redeemable into Company shares. Setting of the criteria for determining the bases and types of the conversion and/or swap and attribution to the Board of Directors of the powers to increase capital by the necessary amount, as well as to exclude the pre-emptive subscription right of shareholders and holders of convertible securities, rendering the previous delegation of the Ordinary General Shareholders' Meeting dated 14 June 2017 null and void.
- 9th.-** Ratification of the interim appointment of Mr. José Carlos Gutiérrez Ramos as independent director of the Company.
- 10th.-** Determination of the number of members of the Company's Board of Directors.
- 11th.-** Approval, where applicable, of a new Directors Remuneration Policy for financial years 2019, 2020 and 2021.
- 12th.-** Delegation of powers to formulate, rectify, register, interpret, implement and execute the resolutions adopted by the General Meeting and powers to formalise the deposit of the annual accounts.

#### **ITEM SUBMITTED TO CONSULTATIVE VOTING**

- 13th.-** Annual Report on the remuneration of Company directors for financial year 2017.

In the course of the meeting, the General Meeting will be informed on the amendments to the Company's Board of Directors Regulation as of the last General Meeting, approved by the Board of Directors.

#### **1. Call supplement**

In accordance with the provisions of article 519 of the Capital Companies Act and article 8 of the General Meeting Regulation, shareholders representing at least three percent 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, always providing that the new items are documented or, as appropriate, accompanied by a documented resolution proposal. For these purposes, shareholders should provide certified proof to the Company that they represent at least ten percent of such share capital percentage and send such supplement and the corresponding documentation or proposal by certified channels to the attention of the Company's office of the General Secretary and of the Chairman of the Board of Directors, which should be received in the Company's registered office (Madrid, Carrera de San Jerónimo, 15, 2<sup>nd</sup> floor) within five days of the publication of this call, with an indication of the identity of the shareholders exercising the right and the number of shares they hold. Furthermore, shareholders of at least three percent of the share capital may submit, by certified notice to the

attention of the Company's office of the General Secretary and of the Chairman of the Board of Directors, which must be received in the registered office within five days of the publication of this call, reasoned resolution proposals on items already included or to be included in the Agenda, pursuant to the terms envisaged for this purpose in article 519.3 of the Capital Companies Act. The foregoing is deemed without prejudice to the right of any shareholder to formulate alternative proposals or proposals on items that do not appear on the Agenda during the General Meeting, pursuant to the terms envisaged in the Capital Companies Act.

## **2. Notary participation during the General Shareholders' Meeting**

The Board of Directors has resolved to request the presence of a Notary Public to take the minutes of the General Meeting, in accordance with the provisions of article 203 of the Capital Companies Act in relation to article 101 of the Mercantile Registry Regulation and article 7 of the General Meeting Regulation.

## **3. Right to information**

Additionally to the provisions of articles 197, 272, 287, 518, 520 and 539 of the Capital Companies Act, as of the date of publication of this call announcement, shareholders have the right to examine the documents mentioned below, in the registered office located in Madrid, Carrera de San Jerónimo, 15, 2<sup>nd</sup> floor, from 9:30 am to 13:30 pm, Mondays through Fridays, or via the Company website ([www.oryzon.com](http://www.oryzon.com)), where they will be on-line continuously between the publication of the announcement of the call until the General Meeting is held, as well as the right to obtain the gratuitous delivery or shipment of these:

- This call announcement.
- The number of shares and voting rights at the date of the call.
- The annual accounts (balance sheet, profit and loss statement, statement of changes in net equity, effective cash flow statement and annual account) and management report and auditors report corresponding to the year closed at 31 December 2017.
- The integral text of the resolution proposals formulated by the Board of Directors corresponding to the items on the Agenda that will be submitted to the approval of the General Shareholders' Meeting, together with the corresponding directors reports, reasoned proposal or detailed recommendation from the relevant body.
- The rules applicable for proxy and voting by remote communication systems, as well as for remote attendance to the General Meeting, and the documentation necessary for such purpose.
- The procedure for obtaining the card for attendance, proxy and remote voting.
- The procedure for obtaining the card for attendance, proxy and remote voting.
- The rules applicable for the exercise of the right to information.
- The Annual Corporate Governance report for the year 2017.
- The current Company Articles of Association, as well as the resulting text if the amendments proposed to the General Meeting are approved, together with the corresponding report of the Board of Directors justifying the proposed amendment.
- The current Regulation of the General Shareholders' Meeting.
- The Board of Directors Regulation amended two times by resolution of the Board of Directors since the date of the last Ordinary General Shareholders' Meeting, which last amendment is pending to be registered with the Commercial Registry of Madrid, together

with the corresponding report of the Audit and Compliance Committee justifying the amendments made.

- The Board of Directors Regulation actually registered with the Commercial Registry of Madrid.
- The current Regulation on Internal Conduct in the Securities Markets.
- The report on the independence of the statutory auditor corresponding to the year 2017.
- The report on the operation of the Audit and Compliance Committee.
- The report on the operation of the Appointment and Remuneration Committee.
- The report of the Audit and Compliance Committee on related-party transactions.
- The report on the corporate social responsibility policy.
- The annual report on director remuneration for the year 2017, whose vote is consultative in nature.
- The report of the Appointments and Compensation Committee on the proposed appointment of Mr. José Carlos Gutiérrez Ramos as an independent director of the Company.
- The report of the Board of Directors assessing the competence, experience and merits of Mr. José Carlos Gutiérrez Ramos.
- The Directors Remuneration Policy for financial years 2019, 2020 and 2021.
- The report of the Appointments and Compensation Committee regarding the Directors Remuneration Policy.
- The regulation of the Electronic Shareholder Forum.
- Relevant events published on the Spanish Securities and Exchange Commission (CNMV) website.
- Valid requests for information, clarifications or questions posed by shareholders in the exercise of their right to information and any responses furnished by the directors, as appropriate.

Requests for information may be made by delivery of the request in the registered office, or by means of its delivery to the Company by post or other means of remote electronic communications addressed to the aforementioned postal address or to the email address [accionistas@oryzon.com](mailto:accionistas@oryzon.com), in which case and for the purpose of endowing the system with appropriate guarantees of authenticity and identification of the shareholder exercising any right to information, should include an advanced or recognised electronic signature, in the terms envisaged in the Electronic Signature Act 59/2003, 19 December, based on a recognised electronic certificate for which there is no revocation on record and that has been issued by the Spanish Certification Services Authority (CERES) of the National Coinage and Stamp Factory - Royal Mint (FNMT-RCM) or by means of the electronic National Identity Document, as appropriate. Unless the shareholder indicates to the contrary, any requests for information received at the aforementioned email address will be addressed by the Company by response to the email address of the sender.

Regardless of the means employed for requests for information, the request of the shareholder should include given and surnames, accrediting the shares held, so that this information may be compared to the list of shareholders and the number of shares in their names furnished by the “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.” (Sociedad de Sistemas, o Iberclear), for the General Meeting in question. It will correspond to the shareholder to provide proof of delivery of the request to the Company in due time and form. The Company website will set forth the appropriate explanations for the exercise of the shareholder right to information, in the terms envisaged in applicable legislation.

Up until the fifth day, inclusive, prior to the planned date of the General Meeting, in the course thereof, shareholders may request the Board of Directors in writing or verbally, respectively, for any information or clarifications deemed appropriate, as well as formulate any questions, likewise in writing or verbally, as appropriate, deemed appropriate on the items included on the Agenda. Furthermore, with the same advance notice and in writing, or verbally during the General Meeting, they may request information or clarifications or pose questions in writing about any information accessible to the public that shall have been furnished by the Company to the Spanish Securities and Exchange Commission as of the admission of its shares to trading on the continuous market and about the auditor's report. For these purposes, shareholders should address the Shareholder Service Department (telephone (+34) 93 70 74 100 or [accionistas@oryzon.com](mailto:accionistas@oryzon.com)), identifying themselves as shareholders by providing their given and surnames or company name, tax identification number (NIF) and the number of shares they hold, all in accordance with the aforementioned terms.

#### **4. 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) or the attendance, proxy and voting card placed at the disposal of the shareholders on the Company website, and identify themselves to the staff in charge of shareholder registration. In order to accredit the identity of shareholders, or of the person validly representing them, at the entrance to the venue where the General Meeting is to be held attendees may be requested, along with submitting the attendance and proxy card, to accredit their identity by presentation of the National Identity Card or any other official document in force that the Company deems appropriate for this purpose. Once the admission of the attendance and proxy cards has closed, those shareholders or, as appropriate, their proxies arriving late to the venue where the General Meeting is to be held will be given an invitation so that, if they so wish, they may follow the meeting, but neither the aforementioned shareholders nor their proxies will be included in the list of attendees.

#### **5. Proxy**

Shareholders with the right to attendance may be represented in the General Meeting by another person, even a non-shareholder, in compliance with legal requirements and formalities, the contents of these Articles of Association and in the General Meeting Regulation and those specified in this call.

The documents containing the proxies will include the identification of the person to attend in place of the shareholder. If this is not specified or if they are completed in favour of the Board of Directors, it will be understood that the proxy has been granted in favour of the Chairman of the Board of Directors, of the 1st Vice Chairman or of the Secretary of the Board of Directors (if



the Chairman of the Board of Directors or the 1st Vice Chairman are in a conflict of interest situation in relation to any point on the Agenda).

**6. Proxy and voting by remote communication means**

Shareholders not attending the General Meeting and that have attendance rights may delegate their proxy or issue their vote by remote communication means as set forth below.

The Board of Directors has resolved to authorise the exercise of proxy and voting rights by remote communication means providing that the guarantees of procedure and identification are fulfilled as established in article 6 herein, and the guarantees relative to the period for reception and the accreditation of shareholder status envisaged in article 7.1 below and any other requirements and formalities set forth in the Company Articles of Association, the General Meeting Regulation and the Capital Companies Act.

**6.1. Exercise of the proxy right by postal correspondence:**

To grant your proxy by delivery or postal correspondence, shareholders should complete and sign the card of attendance, proxy and remote voting issued in printed form by any of the Iberclear participants, or placed at the disposal of the shareholders on the Company website, in the section of such card for the signature of the represented party. The card, duly completed and containing a handwritten signature should be sent to the Company by post or equivalent messenger service. Any shareholder granting a proxy by delivery or postal correspondence undertakes to notify the agent of the proxy granted. When the proxy is granted to a Director and/or the Secretary of the Board of Directors, this notice will be deemed as made upon the reception by the Company of such card duly completed and signed. The individual to whom the vote is delegated may only exercise this by personal attendance to the General Meeting. On the date and venue of the General Meeting, any designated proxies should identify themselves by means of their National Identification Document, Foreigner Identification Document or Passport so that the Company may verify the proxy granted, attaching a copy of such proxy, as appropriate.

**6.2. Exercise of the proxy right by electronic means:**

Shareholders granting their proxies by electronic communication to the Company should do so via the Company website <http://www.oryzon.com>. Since the mechanism for granting the proxy by electronic means must have adequate guarantees of authenticity and identity of the delegating party, shareholders that wish to use this proxy mechanism should first have an advanced or recognised electronic signature, in the terms envisaged in the Electronic Signature Act 59/2003, 19 December, based on a recognised electronic certificate for which there is no revocation on record and that has been issued by the Spanish Certification Services Authority (CERES) of the National Coinage and Stamp Factory - Royal Mint (FNMT-RCM) or by means of the electronic National Identity Document. Once shareholders have their corresponding electronic signature they may, via the "General Meeting" space on the Company website (<http://www.oryzon.com>) and following the instructions set forth therein, grant their proxy to another person, even if not a shareholder, to represent them in the General Meeting. Any shareholder granting a proxy by electronic means undertakes to notify the agent of the proxy granted. When the proxy is granted to a Director and/or the Secretary of the Board of Directors, this notice will be deemed as made upon the reception by the Company of such card duly completed and signed. The individual to whom the vote is delegated may only exercise this by

personal attendance to the General Meeting. On the date and venue of the General Meeting and within one hour immediately prior to the time announced for the meeting to commence, any designated proxies should identify themselves by means of their National Identification Document, Foreigner Identification Document or Passport so that the Company may verify the proxy granted, attaching a copy of such proxy, as appropriate.

6.3. Exercise of the voting right by postal correspondence:

To issue remote votes by delivery or postal correspondence, shareholders should complete and sign the "Remote Voting" section on the card of attendance, proxy and remote voting issued in printed form by any of the Iberclear participants, or placed at the disposal of the shareholders on the Company website. The card, duly completed and containing a handwritten signature should be sent to the Company by post or equivalent messenger service. If the card of attendance, proxy and remote voting issued by the entity participating on Iberclear does not contain a section devoted to "Remote Voting", the shareholder wishing to cast a remote vote by post should download and print from the Company website the card of attendance, proxy and remote voting completing and signing the "Remote Voting" section and signing it. Once the card of attendance, proxy and remote voting has been completed and signed, the shareholder should send this to the Company by post or equivalent messenger service.

6.4. Exercise of the remote voting right by electronic means:

Shareholders issuing remote votes by electronic communication to the Company should do so via the Company website <http://www.oryzon.com>. Shareholders that wish to use this proxy mechanism should first have an advanced or recognised electronic signature, in the terms envisaged in the Electronic Signature Act 59/2003, 19 December, based on a recognised electronic certificate for which there is no revocation on record and that has been issued by the Spanish Certification Services Authority (CERES) of the National Coinage and Stamp Factory - Royal Mint (FNMT-RCM) or by means of the electronic National Identity Document. Once shareholders have their corresponding electronic signature they may, via the "General Meeting" space on the Company website (<http://www.oryzon.com>) and following the instructions set forth therein, issue their remote vote in relation to the items on the Agenda for the General Meeting.

**7. Common rules for the exercise of proxy and voting rights by remote communication means**

7.1 Deadline for reception by the Company and registration of shareholders / Shareholder Status.

For validity, proxies granted as well as votes issued prior to the General Meeting by remote communication means should be received by the Company at its registered office or via its website prior to 23:59 on the day immediately prior to the one scheduled for the General Meeting to be held in its first call.

After the aforementioned deadline, only those proxies issued by card from the Iberclear participants submitted by the represented party to personnel in charge of shareholder registration within two hours prior to the time scheduled for the start of the General Meeting will be allowed for remote voting and proxy purposes.



The proxy, voting or attendance will only be deemed valid if shareholder status is confirmed, verifying that the ownership and number of shares furnished by each one of the individuals that attend, grant their proxy or vote by remote communication means (postal correspondence) coincide with the data furnished by Iberclear.

#### 7.2 Rules of priority between the proxy and voting by remote communication means and personal attendance to the General Meeting.

The personal attendance to the General Meeting of any shareholder who has granted a proxy or previously voted by any remote communication, regardless of the type used, will render the proxy or vote null and void.

If one shareholder appoints several proxies or casts several votes, the action (proxy or vote) that was performed last will prevail, although the proxy or validly issued vote by means of the handwritten signature on the printed card will invalidate any votes cast by electronic means, either before or after. If any uncertainty exists about the moment at which the shareholder granted a proxy or cast a vote, the vote will take priority over the proxy, regardless of the means used to issue it. If the shareholder has cast different votes with different voting intentions, the last vote cast will prevail.

#### 7.3 Other provisions.

If electronic means are used, only one electronic act, proxy or vote, and one revocation may be used. The revocation cancels the proxy or vote issued but does not allow a new proxy or a new vote by electronic means, since this possibility is depleted with the first vote or proxy.

The transfer of shares with voting rights, providing it is known by the Company at least five days prior to the date of the General Meeting, will render any vote and proxy granted null and void.

Shareholders are exclusively responsible for safekeeping the electronic signature for use of the electronic proxy and voting service.

Shareholders with the right to attendance voting by remote means in accordance with the provisions of this article will be deemed as present for the purpose of the quorum of the General Shareholders' Meeting in question.

For the purposes of article 126 of the Capital Companies Act, it is assumed that the joint holder undertaking an action at any time (proxy, voting or physical attendance) is appointed by the rest of the joint owners to exercise shareholder rights.

If the shareholder is a legal person, a copy of the power of attorney of the signatory of the card of attendance, proxy and remote voting should be furnished, and any amendment or revocation of the powers held by its proxy should be notified, and the Company therefore declines any liability until such notice takes place, and always providing that this occurs prior to the start of the General Meeting.

#### 7.4 Technical incidents:

The Company reserves the right to amend, suspend, cancel or restrict any electronic voting and proxy mechanisms when technical or security reasons are required or imposed.



The Company will not be liable for any damages that could be caused to the shareholder deriving from failures, overloads, fallen lines, connection failures, malfunction of the postal service or any other possibility of an equal or similar type, beyond the control of the Company, that prevents the use of the remote voting and proxy mechanisms. For more information on remote voting and proxy mechanisms, shareholders may refer to the Company website (<http://www.oryzon.com>), the email address [accionistas@oryzon.com](mailto:accionistas@oryzon.com) and the telephone number of the Shareholder Service Department (+34) 93 70 74 100.

#### **8. Special information instruments**

In accordance with the provisions set forth for this purpose in article 539.2 of the Capital Companies Act, the Company will enable an Electronic Shareholder Forum, in the "Electronic Shareholder Forum" section of the Company website (<http://www.oryzon.com>), that may be accessed with due guarantees by individual shareholders as well as any voluntary shareholder associations that, as appropriate, may be established in accordance with the provisions of article 539.4 of the Capital Companies Act.

Proposals for presentation as supplements to the Agenda announced in the call, requests for accession to such proposals, initiatives to attain the sufficient percentage to exercise a minority right envisaged by Law, as well as offers or requests for voluntary representation may be published in the Forum.

The Forum is not a mechanism for electronic communication among shareholders, or a place for virtual debate. Neither is the Forum a channel for communication between the Company and its shareholders. The Forum is enabled for the purpose of facilitating communication among Company shareholders on the occasion of the call, and until the General Meeting is held.

After accessing the Forum by means of the Company website, shareholders may identify themselves in it by the incorporation of their electronic signature based on an Electronic User Certificate issued by the Spanish Certification Services Authority (CERES) of the National Coinage and Stamp Factory - Royal Mint (FNMT-RCM) or the electronic National Identification Number. Legal persons and non-residents in Spain should address any queries via the website [accionistas@oryzon.com](mailto:accionistas@oryzon.com) to adapt the mechanisms for participation in the Electronic Shareholder Forum with all due guarantees. As of the date of publication of the call announcement, they may consult on the Company website (<http://www.oryzon.com>) any information and requirements necessary for the aforementioned participation.

The use and access to the Electronic Shareholder Forum is restricted to given topics and regulated by the Electronic Forum Regulation, approved by the Board of Directors, placed at the disposal of the shareholders by the Company on its website.

#### **9. Data protection**

Any data of a personal nature that shareholders may send to the Company in the exercise of their rights of attendance, proxy and voting in the General Meeting, or that are furnished by bank institutions and Securities Companies and Agencies in which such shareholders deposit their shares, by means of the entity legally authorised 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 and fulfilment of its legal obligations.

Shareholders will be responsible for obtaining the consent of any proxy they may designate, if this exists, to the processing of personal data by the Company for the aforementioned purpose.

Shareholders are furthermore informed that such data will be included in a digital file property of the Company, and the shareholders will have the possibility of exercising their right of access, rectification, cancellation and opposition, in accordance with the provisions of the Organic Act on Personal Data Protection 15/1999, by written notice addressed to Mr Carlos Manuel Buesa Arjol, in Madrid, Carrera de San Jerónimo, 15, 2<sup>nd</sup> floor.

The data may be notified to the Notary who will attend the General Meeting, as well as to any third parties recognised 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, whose session may be recorded by audiovisual means and publicly broadcast on the website. By attending the General Meeting, shareholders provide their consent to this recording and broadcast.

Madrid, 2 March 2018

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