



## CALL OF THE 2024 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF ORYZON GENOMICS, S.A.

The Board of Directors of ORYZON GENOMICS, S.A. (the "**Company**") has agreed to call the Ordinary General Shareholders' Meeting to **be held, foreseeably on second call, at 12:00 noon on June 28, 2024**, at the offices of Gómez-Acebo & Pombo Abogados, located at Paseo de la Castellana, 216 (Torre Realía), 28046, Madrid, in the event that, due to the failure to reach the required quorum, such meeting cannot be held on first call on June 27, 2024 at the same time.

The General Meeting will be held with the following

### **AGENDA**

1. Review and approval of the annual accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statements and notes to the financial statements) and the management report of the Company for the year ended December 31, 2023.
2. Allocation of the results for the year ended December 31, 2023.
3. Examination and approval of the management carried out by the Board of Directors during the fiscal year on December 31, 2023.
4. Appointment of "KPMG Auditores, S.L." as the new auditors of the Company.
5. Capital increase, by means of cash contributions and excluding pre-emptive subscription rights, in an amount of up to 100 million euros and delegation to the Board of Directors of the power to set the date, the issue price (or the procedure for its determination) and other conditions of the issuance in accordance with the provisions of Article 505 of the Spanish Companies Act.
6. Delegation of powers for the formalization, correction, registration, interpretation, development and execution of the resolutions adopted by the General Shareholders' Meeting and power of attorney to formalize the deposit of the annual accounts.

### **ADVISORY ITEM**

7. Annual report on remuneration of the Company's directors corresponding to fiscal year 2023.

**Please be advised that a gift or present is planned for the attendance, proxy or remote voting carried out by shareholders at the 2024 Ordinary General Shareholders' Meeting.**

### **THE RIGHT TO REQUEST INFORMATION, TO PLACE ITEMS ON THE AGENDA AND TO SUBMIT PROPOSED RESOLUTIONS**

From the date of publication of the last announcement of the call and until the General Meeting is held, shareholders have the right to examine at the Company's registered office (Madrid, Carrera de San Jerónimo, 15, 2nd floor) or at the Company's offices located at Sant Ferran, 74, Cornellà de Llobregat, Barcelona, from 9:30 am to 1:30 pm, Monday to Friday, or through the Company's corporate website ([www.oryzon.com](http://www.oryzon.com)), all the mandatory documentation; as well as to obtain from the Company, immediately and free of charge, the

documents to be submitted to the approval of the Company, including the annual accounts, the management report, the auditor's report, the full text of the proposed amendment to the bylaws and the report on the same.

Up to and including the fifth day prior to the day scheduled for the General Meeting on first call, shareholders may request in writing from the Board of Directors the information or clarifications they deem necessary or questions they deem pertinent regarding the matters included in the Agenda and the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the last General Meeting.

Pursuant to the provisions of Article 539.2 of the Spanish Companies Act, the Company shall set up an Electronic Shareholders' Forum in the "Electronic Shareholders' Forum" section of the Company's corporate website ([www.oryzon.com](http://www.oryzon.com)), which may be accessed with due guarantees by both individual shareholders and any voluntary associations of shareholders that may be formed pursuant to the provisions of Article 539.4 of the Spanish Companies Act.

Shareholders representing at least 3% of the share capital may request the publication of a supplement to this call of the Ordinary General Shareholders' Meeting, or submit reasoned proposals for resolutions on matters already included or to be included in the agenda, by sending the corresponding notice to the attention of the Secretary of the Company and the Chairman of the Board of Directors, which must be received at the Company's domicile (Madrid, Carrera de San Jerónimo, 15, 2nd floor) or at the Company's offices located at Sant Ferran, 74, Cornellà de Llobregat, Barcelona within 5 days following the publication of this call.

More detailed information on these rights is available on the Company's corporate website ([www.oryzon.com](http://www.oryzon.com)).

#### **ASSISTANCE IN PERSON AND BY TELEMATIC MEANS**

The General Meeting may be attended by all shareholders, regardless of the number of shares they own, provided that such ownership is recorded in their name in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) five days prior to the date set for the meeting.

In order to attend the General Meeting in person, shareholders and their proxies must register to reserve a seat by telephone through the Shareholder Service Department ((+34) 93 707 41 00) before 11:00 a.m. on the day of the Meeting.

The Board of Directors of the Company has agreed that attendance at the Ordinary General Shareholders' Meeting may also be carried out by telematic means, allowing real-time connection with the venue where the Meeting is held. Telematic attendance to the General Meeting and the telematic exercise of shareholders' rights shall be carried out through the telematic attendance platform available on the Company's corporate website ([www.oryzon.com](http://www.oryzon.com)) and shall be subject to the provisions of the Law and the following basic rules:

- (i) Identification and prior registration: shareholders and proxies wishing to use the telematic attendance mechanisms must register in advance until 11:00 a.m. on the day

the General Meeting is held, following the instructions provided on the telematic attendance platform.

- (ii) Connection and preparation of the list of attendees: the shareholder or representative who has previously registered to attend the General Meeting telematically in accordance with section (i) above, must connect to the telematic attendance platform between 11:00 a.m. and 12:00 noon on the day the General Meeting is to be held, and identify himself/herself in accordance with any of the means provided for in the aforementioned telematic attendance platform.
- (iii) Intervention: in accordance with the provisions of the Capital Companies Act, the interventions and proposed resolutions or requests for information or clarifications which, in accordance with the Law, those who intend to attend by telematic means, must be sent to the Company, in writing and in any case, in the form, terms and conditions established in the telematic attendance platform enabled on the Company's website, before 11:30 a.m. on the day of the General Shareholders' Meeting.
- (iv) Voting: Voting on proposals relating to items included in the agenda may be cast through the online attendance platform from the moment the shareholder or, as the case may be, the proxy, connects as an attendee on the day of the Meeting and until the Chairman or, as the case may be, the Secretary of the Meeting, announces the end of the voting period. Regarding the proposed resolutions on those matters not appearing on the agenda, those attending by telematic means may cast their votes as from the moment at which said proposals are read out for voting, and until the Chairman or, as the case may be, the Secretary of the Meeting, announces the conclusion of the voting period for said proposed resolutions.
- (v) Withdrawal from the meeting: those attending by telematic means who wish to expressly withdraw from the Meeting must do so by sending an electronic communication through the "Telematic Attendance" link provided on the Company's corporate website. Once he/she has communicated his/her express wish to leave the meeting, all subsequent actions shall be deemed not to have been carried out.

In the event that the General Meeting is held on second call (as is foreseeable), those attending by telematic means who have connected on first call must connect again on second call.

For further information on attending the Meeting, shareholders may contact the corporate website ([www.oryzon.com](http://www.oryzon.com)) the e-mail address [accionistas@oryzon.com](mailto:accionistas@oryzon.com) and the Shareholder Service telephone number (+34) 93 707 41 00.

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

Shareholders entitled to attend may be represented at the General Meeting by another person, even if he/she is not a shareholder.

Shareholders entitled to attend may also be represented or vote remotely by completing and signing the attendance, proxy and remote voting card issued on paper by one of the entities participating in Iberclear or made available to the shareholders on the Company's website. The duly completed and signed card must be sent to the Company, by postal mail, equivalent courier service or to the e-mail address [accionistas@oryzon.com](mailto:accionistas@oryzon.com).

Shareholders may also appoint a proxy or vote remotely through the corporate website ([www.oryzon.com](http://www.oryzon.com)) or by telephone through the Shareholder Service Department ((+34) 93 707 41 00).

In order to be valid, both the proxies granted and the votes cast prior to the General Meeting by remote means of communication must be received by the Company before 11:59 p.m. on the business day immediately preceding the day on which the General Meeting is scheduled to be held on first call.

For further information on proxy and remote voting, shareholders may contact the corporate website ([www.oryzon.com](http://www.oryzon.com)), the e-mail address [accionistas@oryzon.com](mailto:accionistas@oryzon.com) and the Shareholder Service telephone number (+34) 93 707 41 00.

#### **INTERVENTION OF A NOTARY PUBLIC AT THE GENERAL SHAREHOLDERS' MEETING**

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 Capital Companies Act, in connection with Article 101 of the Mercantile Registry Regulations and Article 3 of the Regulations of the General Shareholders' Meeting.

#### **DATA PROTECTION**

Personal data collected in connection with the organization and holding of the 2024 Ordinary General Meeting of Shareholders will be processed in accordance with the provisions of the Data Protection Policy which can be found in the section corresponding to the 2024 Annual General Meeting of Shareholders of the Company's corporate website ([www.oryzon.com](http://www.oryzon.com)).

Madrid, May 27, 2024

Augusto Piñel Rubio  
Secretary non Director of the Board of Directors