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ORYZON GENOMICS, S.A.

Pursuant to the provisions of Article 226 of Law 6/2023, of March 17, of the Securities Markets and Investment Services Law, and other concordant provisions, ORYZON GENOMICS, S.A. ("**ORYZON**" or the "**Company**") hereby announces the following

INSIDER INFORMATION

The Board of Directors of the Company has resolved today, April 23, 2025, to execute the resolution to increase the share capital of the Company by monetary contributions excluding the preemptive subscription right approved by the General Shareholders' Meeting held on June 28, 2024, up to an effective amount (nominal plus premium) of 25,000,000 euros¹ (the "**Capital Increase**") by issuing and placing into circulation ordinary shares with a par value of 0.05 euros each (the "**New Shares**"), under the terms summarized below (collectively, the "**Transaction**").

1. Placement procedure

The Transaction will be carried out through an *Accelerated Bookbuild Offering*. For this purpose, the Company has engaged the services of Singular Bank, S.A.U., Invest Securities and Maxim Group LLC to act as placement entities in the Transaction (the "**Placement Entities**").

Following the publication of this communication and for a period expected to end at 8:00 a.m. on April 24, 2025, the Placement Entities will use reasonable efforts to solicit offers from investors to subscribe for the New Shares of the Company. The results of the private placement procedure are expected to be published on April 24, 2025 prior to the market opening.

2. Placement recipients

The New Shares have been offered to the Investors through the Accelerated Bookbuild Offering addressed (i) to institutional and certain other eligible investors in various jurisdictions outside the United States in "offshore transactions" as defined in, and in compliance with, Regulation S under the Securities Act and regulations of the U.S. Securities and Exchange Commission thereunder; (ii) within the United States to institutional "accredited investor" as defined in Rule 501(a)(1), (2) or (3), (7), (8), (9), (12) or (13) of Regulation D under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or a "qualified institutional buyer" as defined by Rule 144A under the Securities Act; (iii) within the European Economic Area (EEA), to persons which are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC text with EEA relevance (the "**Prospectus**");

¹ The Company's Board of Directors has the right to increase the actual amount of the Capital Increase by up to an additional 20% depending on demand.

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Regulation") or to investors which are not considered as "qualified investors" but in accordance with the applicable regulations so that the sale of the shares does not require the publication of a mandatory prospectus pursuant to article 1.4 (b) and (d) of the Prospectus Regulation, nor any registration or approval before the competent authorities, and (iv) within the United Kingdom, to persons who are "qualified investors" as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

3. Payment and delivery of the New Shares

The disbursement of the Capital Increase is expected to be anticipated by Banco Sabadell, S.A. prior to the market opening on April 25, 2025, after which the corresponding deed of Capital Increase will be executed and registered with the Commercial Registry of Madrid. The shares are expected to be delivered to the final investors on April 25, 2025.

4. Purpose

The Company intends to use the proceeds from the Transaction to:

- (i) Reinforce and further extend the current clinical development plan in aggression in Central Nervous System diseases as Borderline Personality Disorder (BPD) and Autism Spectrum Disorder (ASD).
- (ii) Reinforce and further extend the current clinical development plan in oncology and hematology.
- (iii) Chemistry, Manufacturing and Controls preps for Phase IIb-III trials and other regulatory activities.
- (iv) Strengthen the balance-sheet in view for possible partnership / M&A negotiations.
- (v) General, administrative and financial activities and obligations.
- (vi) Update Legal and Audit preparations for a potential Dual Listing in Nasdaq in the future.

To this end, the Company will continue actively evaluating additional business transactions, including licensing agreements and financing alternatives such as equity, convertible instruments, or debt, to fully fund its planned Phase III clinical trial.

5. Exclusion of preemptive subscription rights. Justification of the corporate interest

The Ordinary General Shareholders' Meeting held on June 28, 2024 resolved to completely suppress the pre-emptive subscription rights of ORYZON's shareholders in the Capital Increase. For this purpose, and in accordance with the provisions of Articles 308, 504 and 505 of the Spanish Companies Act, the Company obtained the mandatory independent expert report, which was prepared by UHY Fay & Co, Auditores Consultores, S.L. and made available to

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shareholders at the time of the announcement of the aforementioned Ordinary General Shareholders' Meeting.

6. Admission to trading

ORYZON will request the admission to trading of the New Shares issued on the Madrid, Barcelona, Bilbao, and Valencia Stock Exchanges, through the Spanish Stock Market Interconnection System (Continuous Market), with the New Shares expected to be admitted to trading on April 24, 2025 and will start trading on April 25, 2025. Any delay in the scheduled timeline will be communicated to the market through the corresponding relevant information.

Banco Sabadell, S.A. will act as Payments Agent and Technical Pre-financier of the Capital Increase. Also, in the context of the Transaction, Gómez-Acebo & Pombo Abogados, S.L.P. (Spanish law) and Gibson, Dunn & Crutcher LLP (U.S. law) will act as legal advisors to the Company and Loeb & Loeb LLP (U.S. law) will act as legal advisor of Maxim Group LLC.

Madrid, April 23, 2025

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Relevant Information

The distribution of this announcement may be subject to legal or regulatory restrictions in certain jurisdictions. Any person who comes into possession of this announcement must inform him or herself of and comply with any such restrictions.

With respect to Member States of the European Economic Area, no action has been taken or will be taken to permit a public offering of the securities referred to in this announcement. Therefore, such securities may not be and shall not be offered in any Member State other than in accordance with the exemptions of Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and of the Council (the "**Prospectus Regulation**") or, otherwise, in cases not requiring the publication of a prospectus under Article 3 of the Prospectus Regulation.

This announcement and the information it contains are being made only to and are directed for (i) persons in Member States of the European Economic Area who are qualified investors within the meaning of article 2(e) of the Prospectus Regulation ("**Qualified Investors**"), (ii) persons outside the United Kingdom, (iii) persons outside the United States, and (iv) in the United Kingdom, Qualified Investors who are (a) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"), (b) high net worth entities and other such persons falling within Article 49(2)(a) to (d) of the Order ("high net worth companies", "unincorporated associations", etc.) or (c) other persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Market Act 2000) may otherwise lawfully be communicated or caused to be communicated (all such persons in (i), (ii), (iii) and (iv) together being referred to as "**Relevant Persons**"). Any invitation, offer or agreement to subscribe, purchase or otherwise acquire securities to which this announcement relates will only be engaged in with, and is only available to, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or any of its contents.

The New Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws and may not be offered or sold in the United States of America absent registration or an applicable exemption from registration under the Securities Act and applicable state securities law. The securities have not been registered, and there is no intention to register any securities referred to herein in the United States or to make any public offering of securities of the Company in the United States.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Shares have been subject to a product approval process, which has determined that such New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the New Shares may decline and investors could lose all or part of their investment; the New Shares offer no guaranteed income and no capital protection; and an investment in New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the

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Target Market Assessment, the Placement Agents will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the New Shares and determining appropriate distribution channels.