ARTICLES OF ASSOCIATION OF



ARTICLE 1.- CORPORATE NAME

The name of the Company is **"ORYZON GENOMICS, S.A."** (the "**Company**"). The Company shall be governed by these bylaws (the "**Bylaws**" or the "**Articles of Association**") and, with regard to all that not provided for herein, by the Consolidated Text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010 of July 2, 2010 (the "**Capital Companies Act**") and other applicable provisions.

ARTICLE 2.- CORPORATE PURPOSE

The purpose of the Company is:

a) The discovery, development and application of biomarkers and genomic, molecular and genetic tools to obtain personalized medicine products or modified organisms of pharmaceutical, industrial or agronomic interest.

b) The performance of clinical analyses in the fields of diagnosis and prognosis in humans or in other organisms of health or industrial interest.

c) The provision of diverse scientific research services, such as pharmacological, chemical, biological, industrial, food, etc. concerning humans, animals and model organisms or systems.

d) The development of chemical molecules, peptides, proteins or antibodies with therapeutic applications in humans and other organisms and clinical research of new therapies in humans.

e) The study, research, development and discovery of new drugs, provision of consulting services and technical scientific or business advice in the field of biotechnology, pharmacy and medicine.

f) General manufacturing of software tools for diagnostic use, in vitro diagnostic medical devices and human health therapeutic products.

The aforementioned activities may be carried on by the Company, in whole or in part, indirectly, through the ownership of shares or equity interests in companies with an identical or similar purpose.

The National Classification of Economic Activities Code (CNAE) that corresponds to the activities of the corporate purpose is 7211 - Experimental research and development in natural sciences and engineering.

ARTICLE 3.- DURATION

The Company is incorporated for an indefinite term and will commence operations on the date of signature of the founding deed.

ARTICLE 4.- REGISTERED OFFICE

The Company's registered office is at Carrera de San Jerónimo, 15, 2nd floor, Madrid.

English translation for informational purposes only

ARTICLE 5.- SHARE CAPITAL

The share capital is 4,216,607.50 euros and is represented by 84,332,150 shares with a par value of 0.05 euros each, fully subscribed and paid-up. All shares are of the same class.

The shares are represented by book entries and are constituted as such by virtue of their registration in the corresponding accounting register. Standing to exercise shareholder rights, transfer and other rights [illegible] constituted through registration in the accounting register, which presumes legitimate ownership and enables the registered holder to demand that the Company recognize him/her as a shareholder.

Each share of the Company confers upon its legitimate holder the status of shareholder and confers upon him/her the rights and obligations established in the applicable legislation, in these Bylaws and in the Regulations of the General Shareholders' Meeting and of the Board of Directors.

ARTICLE 5 BIS. - LOYALTY SHARES

Pursuant to the provisions of the Capital Companies Act, a double vote for loyalty is granted to each share held by the same shareholder for 2 consecutive uninterrupted years from the date of registration in the special book register of double voting for loyalty shares to be created by the Company in accordance with the provisions of the Capital Companies Act. For the purposes of calculating the period of ownership referred to in this paragraph, shares allocated free of charge on the occasion of capital increases shall be deemed to have the same seniority as those which have given rise to the right to such allocation.

Double votes for loyalty shall be taken into account for purposes of determining the quorum for shareholders' meetings and the computation of the voting majorities required for the approval of resolutions.

The list of attendees at the shareholders' meetings shall state, together with the nature or representation of each shareholder, the number of shares with which they attend and the number of votes corresponding to such shares.

Loyalty votes shall be taken into account for the purposes of the obligation to disclose significant holdings and for the regulations on takeover bids.

The double vote for loyalty shall be extinguished as a consequence of the assignment or transfer, directly and indirectly, by the shareholder of the number of shares, or part thereof, to which the double vote is associated, even free of charge, and from the date of the assignment or transfer, except in the cases provided for in the Capital Companies Act.

The provisions of the Capital Companies Act shall apply in all matters not regulated in this article in relation to double voting for loyalty.

ARTICLE 6.- SYSTEM FOR THE TRANSFER OF SHARES

The shares and the economic rights deriving therefrom, including the pre-emptive subscription right, are transferable by all legally permitted means.

ARTICLE 7.- BODIES OF THE COMPANY

The Company shall be governed and administered by the General Shareholders' Meeting and by a Board of Directors, within their respective legally established competencies, without prejudice to the committees and other positions that may be appointed as a result of a provision in the bylaws or as required by law.

Legislation and bylaws of the aforementioned bodies shall be developed and completed, respectively, through the Regulations of the General Shareholders' Meeting and the Regulations of the Board of Directors, which shall be approved at a meeting of each of the aforementioned bodies and in accordance with the provisions of the Law.

ARTICLE 8.- GENERAL MEETING

The shareholders, convened at the General Meeting, shall decide with the legally established quorums and majorities on the matters within the competence of the Meeting.The General Shareholders' Meeting is governed by the provisions of the Law, these Bylaws and the Regulations of the General Shareholders' Meeting, which complete and implement the legal and statutory regulations on matters relating to the convening, preparation, holding and carrying out of the meeting, as well as the exercise of the shareholders' rights to information, attendance, representation and voting.

The General Shareholders' Meeting shall be held in the municipality where the Company has its registered office. However, the Board of Directors may resolve that the General Shareholders' Meeting be held in any other place within the municipal district of Madrid, Barcelona or Cornellà de Llobregat, when it deems it appropriate to facilitate the meeting and when indicated in the notice of meeting. In the event that the venue is not indicated, it shall be understood that the General Shareholders' Meeting has been called to be held at the Company's registered office.

Shareholders are entitled to attend the General Meeting, in person or through their proxy, regardless of the number of shares they hold, provided that they are registered in their name in the corresponding book-entry register at least five (5) days prior to the date on which the General Meeting is to be held. When the shareholder exercises his or her right to vote using remote means of communication, this condition must also be met at the time the vote is cast.

In addition, in order to attend the General Meeting, or to vote remotely, the shareholder (or, if applicable, his representative) must have the corresponding attendance, proxy or remote voting card, as well as the certificate issued by the entity in charge of the corresponding book-entry registry or the document that, in accordance with the law, verifies them as a shareholder.

The Regulations of the General Shareholders' Meeting will regulate the attendance of non-shareholder third parties at the General Shareholders' Meetings.

The Board of Directors may establish, pursuant to the law, attendance at the General Shareholders' Meeting by remote means that duly guarantees the identity of the attendee.

ARTICLE 9.- EXCLUSIVELY REMOTE GENERAL SHAREHOLDERS' MEETING

The General Meeting may be called to be held exclusively remotely, without the physical attendance of the shareholders, their representatives and, if applicable, the members of the Board of Directors, when so permitted by the applicable regulations. The holding of the General Shareholders' Meeting exclusively remotely shall be in accordance with the legal and statutory provisions, as well as the development thereof contained in the Meeting Regulations.

In the event that the General Shareholders' Meeting is held exclusively remotely, the venue shall be deemed to be the registered office of the Company.

ARTICLE 10.- BOARD OF DIRECTORS

The management, administration and representation of the Company in or out of court, and in all acts included in the corporate purpose, corresponds to the Board of Directors, which shall act as a body, without prejudice to the delegations and powers of attorney that may be conferred, and will be authorized to adopt resolutions on all kinds of matters that are not attributed by Law or the Company Bylaws to the General Shareholders' Meeting.

The Board of Directors shall consist of a minimum of five (5) and a maximum of twelve (12) members.

The directors shall hold office for a term of four (4) years, and may be re-elected indefinitely for terms of the same duration.

The Board of Directors, under the terms provided by Law, these Bylaws and the Regulations of the Board of Directors, shall meet as often as necessary to effectively perform its duties and at least eight (8) times a year (a meeting must be held at least once a quarter) and, at the request of the Chair or the coordinating director -if any-, as many times as they deem appropriate for the proper functioning of the Company.

Likewise, the directors constituting at least one-third of the members of the Board of Directors may call a

meeting of the Board of Directors, indicating the agenda, to be held in the locality where the registered office is located if, upon requesting the Chair, the Chair has not called the meeting within a period of one month without just cause.

The Board of Directors shall be deemed to be validly constituted without the need to call a meeting if all its members, either present or represented, unanimously agree to hold the meeting.

The Board shall deliberate on the items contained in the agenda, and resolutions shall be adopted by an absolute majority of those present or represented at the meeting in question, unless the Law or these Bylaws establish a different majority.

When, exceptionally, for reasons of urgency, the Chair wishes to submit decisions or resolutions not appearing on the agenda for the approval of the Board of Directors, the prior express consent of directors representing at least four-fifths of the members of the Board of Directors shall be required, which shall be duly recorded in the minutes.

The Board of Directors may be held in several places connected to each other by systems that allow the recognition and identification of the attendees,

permanent communication among the attendees regardless of the place where they are, as well as participation and casting of votes, all in real time (including videoconference or telepresence systems or any other similar systems) and provided that none of them oppose this procedure. The directors attending any of the interconnected locations shall be deemed to be attending the same single meeting of the Board of Directors. The meeting shall be deemed to be held at the registered office of the Company.

ARTICLE 11.- REMUNERATION OF THE BOARD OF DIRECTORS

The position of member of the Board of Directors is remunerated. Directors shall be entitled to receive the remuneration determined by the General Shareholders' Meeting.

The maximum amount of remuneration that the Company may pay to all directors as a whole shall not exceed the amount determined for such purpose by the General Shareholders' Meeting, in accordance with the provisions of the Capital Companies Act, these Articles of Association, the Regulations of the General Shareholders' Meeting and the Regulations of the Board of Directors. This maximum amount shall remain in effect until the General Shareholders' Meeting approves its amendment.

Accordingly, the remuneration of directors in their capacity as such shall consist of a fixed amount (the "**Fixed Remuneration**"), which shall be determined by the General Shareholders' Meeting of the Company and shall remain in effect until its amendment is approved. Such Fixed Remuneration shall comprise: (i) a fixed allowance for the mere exercise of the office; (ii) a fixed allowance for membership, if applicable, on the existing Committees; (iii) a fixed allowance for holding the position of Chair of any of the existing Committees; and (iv) a fixed allowance for holding the position, if applicable, of Lead Independent Director; the remuneration established in paragraphs (ii), (iii) and (iv) shall not be cumulative, and only the highest of them shall be received, if applicable.

The Fixed Remuneration shall be deemed to be established for a financial year of twelve (12) months and, consequently, if a financial year has a duration of less than twelve (12) months, the amount of such remuneration shall be reduced proportionally.

Additionally, regardless of the remuneration set forth above, independent directors shall be entitled to a long-term fixed remuneration based on shares, the vesting of which shall be subject to their continued membership on the Board of Directors of the Company.

Likewise, members of the Board of Directors shall be entitled to reimbursement of any duly substantiated reasonable expenses directly related to the performance of their duties as directors of the Company.

When a member of the Board of Directors is appointed Chief Executive Officer or is assigned executive functions by virtue of any other title, a contract must be entered into between such director and the Company, which must be previously approved by the Board of Directors with the favorable vote of four-fifths of its members. The affected director must refrain from attending the deliberation and from participating in the vote.

Directors who have been assigned executive functions of senior management or of any other kind, other than the supervisory and collective decision-making functions they perform as mere members of the Board, shall be entitled to receive additional remuneration consisting of: (i) a fixed allowance, appropriate to the services and responsibilities assumed; (ii) a contingent variable component, non-vesting and linked to the achievement of the Company's objectives and the individual performance of each director; (iii) remuneration in kind; (iv) a welfare component that may include appropriate pension schemes and insurance; and (v), if applicable, a severance payment upon termination, provided that the termination was not caused by a breach of the executive director's duties.

The approved contract must be attached as an annex to the minutes of the meeting. The contract shall detail all items for which remuneration may be obtained for the performance of executive functions, including, if applicable, any severance payment for early termination of such functions and the amounts to be paid by the Company as insurance premiums or

contributions to savings schemes. The director may not receive any remuneration for the performance of executive functions whose amounts or items are not provided for in such contract. The contract must comply with the remuneration policy approved by the General Shareholders' Meeting.

Furthermore, directors may be remunerated through the delivery of shares or stock options, or through remuneration schemes linked to the value of shares, provided that such remuneration is previously approved by the General Shareholders' Meeting. The resolution must include the maximum number of shares that may be allocated to this remuneration scheme in each financial year, the exercise price or the method for calculating the exercise price of stock options, the value of the shares used as a reference, if any, the duration of the plan, and such other conditions as may be deemed appropriate.

Notwithstanding all of the foregoing, the Company shall maintain directors' and officers' liability insurance under customary market conditions, which may be updated and adapted at any time by the Board of Directors to the needs and circumstances of the Company, the directors and the officers covered thereby.

The Board of Directors and the Nomination and Remuneration Committee shall take all measures within their power to ensure that director remuneration is sufficient to attract and retain directors with the desired profile and to compensate for the dedication, qualifications and responsibility required by the position, but not so high as to compromise the independence of judgment of non-executive directors.

Director remuneration must in all cases bear a reasonable proportion to the importance of the Company, its economic situation at any given time and the market standards of comparable companies. The remuneration system established must be oriented towards promoting the long-term profitability and sustainability of the Company and must incorporate the necessary safeguards to avoid excessive risk-taking and the rewarding of unfavorable results.

ARTICLE 12.- DELEGATION OF POWERS AND COMMITTEES OF THE BOARD

The permanent delegation of any of the powers of the Board of Directors to the Executive Committee or to the Chief Executive Officer and the appointment of the directors to occupy such positions shall require for their validity the favorable vote of four-fifths of the members

of the Board of Directors and shall not be effective until they are recorded in the Mercantile Registry. If the result of the calculation of four-fifths of the members of the Board of Directors results in non-whole number, this amount must be rounded up or down to the nearest whole number. If the decimal place is exactly x.5, the figure shall be rounded up.

The Board of Directors may set up specialized committees, determining their composition, appointing their members and establishing the functions assumed by each of them.

However, the Board of Directors shall set up at least one Audit and Compliance Committee and one Appointments and Remuneration Committee, or two separate committees, each of which shall be composed of a minimum of three (3) and a maximum of five (5) directors, who must meet the conditions established in the Capital Companies Act. The Audit and Compliance Committee and the Appointments and Remuneration Committee shall have the powers provided for in the applicable legislation and those entrusted to them by the Board of Directors in general or in particular.

ARTICLE 13.- FISCAL YEAR

The fiscal year shall begin on January 1 of each year and end on December 31 of the same year.

ARTICLE 14.- FINAL PROVISIONS

The shareholders are subject to the jurisdiction of the courts of the Company's domicile for all corporate matters related to the Company, expressly waiving their own jurisdiction, except as provided for the challenge of corporate resolutions by the Capital Companies Act.

Any doubt or question regarding the effectiveness, understanding, interpretation or compliance with these Bylaws, either during the subsistence of this Company, or between the shareholders and the members of the Board of Directors, administrators, managers, attorneys-in-fact and liquidators, insofar as they refer to corporate matters, provided that they cannot be resolved by statutory action of the Company's representative and administrative bodies, shall be resolved by the rules of arbitration at law; with the exception of those arising from the resolutions of the collegiate corporate bodies which must be processed and resolved in accordance with the provisions of the Capital Companies Act. Under no circumstances shall the arbitration procedure be applicable to resolve ties in voting by corporate bodies.

* * * *