

ORYZON GENOMICS, S.A.

Pursuant to the provisions of Article 227 of Law 6/2023 of March 17, 2023, on Securities Markets and Investment Services, and other concordant provisions, ORYZON GENOMICS, S.A. ("**ORYZON**" or the "**Company**") hereby announces that

OTHER RELEVANT INFORMATION

At the Ordinary General Shareholders' Meeting of ORYZON, held on second call on June 26, 2023, at 12:00 noon, all resolutions listed in the Agenda included in the notice of the General Meeting were approved.

Pursuant to the provisions of Article 525.2 of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of July 2, 2010, attached hereto are (i) the text of all resolutions approved by the Ordinary General Shareholders' Meeting; and (ii) the results of the voting:

Madrid, June 27, 2023

**RESOLUTIONS APPROVED BY THE 2023 ORDINARY GENERAL SHAREHOLDERS MEETING OF
ORYZON GENOMICS, S.A.****Item One**

"To approve the annual accounts (Balance Sheet, Profit and Loss Statement, Statement of Changes in Equity, Statement of Cash Flows and Notes to the Financial Statements) and the management report of the Company for the financial year ended December 31, 2022."

Item Two

"Knowing the negative results of the Company in the amount of -4,231,403 euros, to approve the proposal to apply the Company's results for the financial year ended December 31, 2022 to the "negative results of previous years" account."

Item Three

"To approve the discharge of the members of the Board of Directors during the financial year ended December 31, 2022."

Item Four

"Re-elect, at the proposal of the Board of Directors and upon proposal of the Audit and Compliance Committee, Deloitte, S.L., as the Company's auditor, to carry out the audit for financial year 2023, empowering the Board of Directors, with express faculty of substitution, to enter into the corresponding service lease agreement, with the clauses and conditions it deems appropriate, being likewise empowered to make any amendments thereto that may be appropriate in accordance with the legislation in force at any time.

It is hereby stated that Deloitte, S.L. has its registered office in Madrid, Plaza Pablo Ruiz Picasso, 1, Torre Picasso, and tax identification number B-79104469 and is registered in the Commercial Registry of Madrid, on Page M-54414, Folio 188, Volume 13,650, Section 8, and in the Official Registry of Auditors (ROAC) under number S0692."

Item Five

"To approve the inclusion of a new article 5 bis in the Company's Bylaws with the following wording:

ARTICLE 5 BIS. - LOYALTY SHARES

Pursuant to the provisions of the Spanish 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 registry of double voting for loyalty shares to be created by the Company in accordance with the provisions of the Spanish 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 length of service as those which have given rise to the right to such allocation.

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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 relevant stakes and for the regulations on takeover bids.

The double vote for loyalty shall be extinguished as a consequence of the transfer, directly or indirectly, by a 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 transfer, except in the cases provided for in the Spanish Companies Act.

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

Item Six

"To approve the Long-Term Incentive Plan (the "**Plan**"), in accordance with Article 219 of the Spanish Companies Act, Article 11 of the Bylaws and Section 5.2.3. of the Directors' Remuneration Policy, insofar as it is a remuneration system linked to the share price of ORYZON GENOMICS, S.A. ("**ORYZON**" or the "**Company**"), aimed at certain executives and key personnel, including the Executive Chairman, and which is subject to the following rules:

- (i) *Description of the Plan: the Beneficiaries of the Plan may obtain a cash incentive (the "**Incentive**"), linked to the value of the Company, based on the fulfillment of the objectives established for this purpose or upon the achievement of a strategic milestone during the term of the Plan.*

The Incentive is granted in the form of "Performance Units", linked to ORYZON's share price at any given time.

- (ii) *Beneficiaries: may participate in the Plan those managers and key employees of ORYZON who are invited to participate by the Company, including the Chief Executive Officer (the "**Beneficiaries**").*

Currently, the group of potential Beneficiaries is made up of approximately thirteen (13) people, without prejudice to the possibility of new potential Beneficiaries joining the Plan who, by promotion or as a consequence of joining ORYZON during the term of the Plan, meet the requirements established for this purpose at any given time.

- (iii) *Duration of the Plan: the Plan will have a total duration of three (3) years, corresponding to the period 2023-2025.*

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The Incentive, if any, will be paid in cash, based on the value of the ORYZON share on the date of termination of the Plan.

Such settlement will take place within three months following the Plan's termination date in 2026, or within three months following the early settlement date in the event that one of the strategic milestones defined by ORYZON for the purposes of the Plan is achieved.

- (iv) Maximum Incentive allocated, maximum number of "Performance Units" and reference value of the shares: the maximum Incentive will be communicated individually to each Beneficiary.

The maximum Incentive allocated in cash is an amount in Euros established for each Beneficiary.

This maximum Incentive is represented by a number of Performance Units for each Beneficiary, resulting from dividing the Incentive allocated in cash, as a percentage of the fixed remuneration defined as the target or reference incentive for each Beneficiary, by the average share price in December 2022 ("**Reference Value**").

The Performance Units ("**Performance Units**") are a mere expectation of rights, which do not grant the Beneficiaries the status of shareholders of ORYZON, nor therefore the political and economic rights inherent to such status.

Among the Beneficiaries of the Plan is the Executive Chairman, whose initial award under the Plan is equivalent to 150% of his annual fixed compensation for 2023.

Provided that the conditions established by the Company for the receipt of the Incentive are met, except in certain exceptions contemplated by the Company, the Beneficiaries will consolidate the Performance Units granted at the beginning of the Plan according to the degree of achievement of the objectives to which the Plan is linked.

In this regard, the Executive Chairman, in a scenario of maximum compliance with objectives, would be entitled to consolidate a total incentive equivalent to 120% of the Performance Units granted at the beginning of the Plan, which will be paid in cash in accordance with the value of the Company's shares at that time.

In this regard, it has been included a governance factor that economically limits the incentive in proportion to its initial grant, in the event of a possible revaluation of the share on the stock market. In the case of the Executive Chairman, this governance factor amounts to 4.5 times his annual fixed remuneration for 2023.

The total maximum cost assigned to the Plan for all the Beneficiaries is fixed at 6,451,344 euros.

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(v) Requirements and conditions for the settlement of the Incentive: The amount of the Incentive in cash that will be delivered to each Beneficiary at the end of the Plan will depend on the fulfillment of the following three conditions:

- (a) That the beneficiary is in active service with ORYZON on the date of termination of the Plan, subject to certain exceptions.
- (b) That the minimum thresholds of the defined corporate objectives to which the Incentive is linked are met; with certain exceptions.
- (c) At the maturity of the Plan, ORYZON will have cash on hand for a period of more than one year.

The achievement of the corporate objectives to which the Incentive is linked will be measured through identifiable and quantifiable parameters. The amount of the Incentive to be paid will depend on the following objectives:

-To have obtained in the three (3) years of the duration of the Plan revenues from licenses or capital increases for an aggregate value of:

| Revenue volume (millions of euros) | Degree of Achievement of Objective |
|---------------------------------------|------------------------------------|
| < 50 MM | 0% |
| = 50 MM | 70% |
| ≥100 MM | 120% |

-Degree of compliance with the objectives of year one (1) of the Plan.

-Degree of compliance with the objectives of year two (2) of the Plan.

-Degree of compliance with the objectives of year three (3) of the Plan.

-A listing on NASDAQ prior to the termination of the Plan with a first day trading value of less than three hundred and fifty (350) million dollars, according to the following schedule:

| Market value of the NASDAQ IPO (millions of euros) | Degree of Achievement of Objective |
|---|------------------------------------|
| Between 300 and 350 MM | 120% |
| Between 200 and 250 MM | 110% |
| Less than 200 | 100% |

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-Qualitative assessment of the period by the Board of Directors at the proposal of the Nomination and Compensation Committee (from 0% to 120%).

The specific metrics and indicators of the objectives related to years 1, 2 and 3 will be disclosed through ORYZON's Annual Report on Directors' Remuneration for the corresponding year.

In order to determine the degree of compliance with the rest of the above objectives and calculate the Incentive to be paid, the level achieved for each objective will be measured during the duration of the Plan. Each of these objectives will be subject to a scale of achievement that will include a minimum threshold, below which the incentive will not be paid, and a maximum threshold.

With regard to the maximum threshold, as mentioned in the previous point, since the "Performance Units" are paid in cash, based on the value of the ORYZON share on the Plan's termination date, a governance factor has been included that economically limits the incentive in proportion to its initial grant, in the event of a possible revaluation of the share on the stock market.

Finally, in relation to condition (c) above, in the event that on the payment date ORYZON does not have cash flow for a period of more than one year, the receipt of the Incentive will be subject to a deferral clause of up to six months. If at the end of the six months following the scheduled payment date of the Incentive, ORYZON still does not meet this financial parameter, the Beneficiaries will lose all their rights under the Plan and will not be entitled to receive any Incentive.

- (vi) Early termination of the Plan: ORYZON provides for the early liquidation of the Plan upon a change of control or significant event that justifies the termination of the Plan, when prior to the Plan's termination date any of the following circumstances occur:
- (a) Sale of the company for a price in excess of four hundred (400) million dollars.
 - (b) License or sale of an asset for a total amount exceeding four hundred (400) million dollars, of which a minimum of seventy-five (75) million dollars is received before the 12 months following the signing of the transaction.
 - (c) Conditional or final approval of a drug by a national or supranational regulatory authority (e.g., FDA, AEMPS, EMA) and that enables a capital increase in the following six (6) months of more than seventy-five (75) million dollars.
 - (d) Exit to NASDAQ with a market value at the close of the first day of trading in excess of three hundred and fifty (350) million dollars.

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In these cases, the objectives would be considered to have been met at their maximum range and the Incentive would be liquidated within three (3) months following the effective date on which any of the aforementioned circumstances occurs.

For purposes of settling the Incentive, the "Performance Units" will be converted into euros taking into account the value of ORYZON that becomes apparent as a result of the corporate transaction, in the event of a sale or listing on NASDAQ; or according to the average share price in the month prior to the date of the discovery/license/patent.

2. To empower the Board of Directors, in the broadest terms, including the option of having these powers delegated by the Board of Directors in favor of the Appointments and Remuneration Committee, the Chairman of the Board of Directors, or any other person expressly empowered by the Board of Directors for this purpose, for the execution of this resolution and for the implementation, development, formalization, execution and liquidation of the Plan submitted for approval when and as it deems appropriate, adopting as many resolutions and signing as many public or private documents as may be necessary or convenient for its full implementation, when and as it deems appropriate, development, formalization, execution and liquidation of the Plan submitted for approval when and as it deems appropriate, adopting such resolutions and signing such documents, public or private, as may be necessary or appropriate for its full effect, with the power even to correct, rectify, amend or supplement this resolution. And, in general, to adopt such resolutions and take such actions as may be necessary or merely convenient for the successful completion of this agreement and the implementation, execution and liquidation of the Plan, including, by way of example only, and always within the framework of the terms and conditions set forth in this agreement, the following powers:
 - (a) To implement and execute the Plan when it deems it convenient and in the concrete form it deems appropriate.
 - (b) To develop and establish the specific conditions of the Plan in all matters not provided for in this resolution, and may approve and publish the Plan's operating regulations, including, but not limited to, the possibility of establishing new cases of early liquidation of the Plan.
 - (c) To decide not to execute or to cancel all or part of the Plan, as well as to exclude certain potential Beneficiaries when circumstances so advise.
 - (d) To draft, subscribe and present as many communications and complementary documentation as may be necessary or convenient before any public or private body for the purposes of the implementation, execution or liquidation of the Plan, including, if necessary, the corresponding prior communications and informative brochures.
 - (e) To carry out any action, declaration or management before any public or private body or entity or registry, in order to obtain any authorization or verification necessary for the implementation, execution or liquidation of the Plan.

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- (f) To draw up and publish such announcements as may be necessary or convenient.
- (g) To draft, sign, execute and, as the case may be, certify any type of document related to the Plan.
- (h) To adapt the content of the Plan to the circumstances and corporate transactions that may occur during its term relating to ORYZON, under the terms and conditions deemed necessary or appropriate at any given time to maintain the purpose of the Plan.
- (i) And, in general, to take whatever actions, adopt whatever decisions and sign whatever documents may be necessary or merely convenient for the validity, effectiveness, implementation, development, execution, liquidation and successful completion of the Plan and of the resolutions previously adopted".

Item Seven

"To delegate to the Chairman of the Board of Directors, to the Secretary non-director of the Board of Directors and to the Vice-Secretary non-director of the Board of Directors, so that any of them, without distinction, may formalize, interpret, develop, correct and notarize the resolutions adopted at this General Meeting and, in particular, to proceed to file them with the Commercial Registry, for their deposit, of the certification of the resolutions approving the annual accounts and the application of the result, attaching the legally required documents, as well as to grant as many public or private documents as may be necessary until the corresponding registration of the resolutions adopted in the Commercial Registry is obtained, including the request for partial registration, with powers, even, for their correction or rectification in view of the verbal or written qualification of the Commercial Registry."

ITEM ADOPTED IN AN ADVISORY CAPACITY

Item Eight:

"The Board of Directors, in compliance with Article 541 of the Capital Companies Act, has prepared the Annual Report on Directors' Remuneration for the 2022 financial year, which has been made available to shareholders since the notice of meeting at the registered office and on the corporate website and which it submits to the General Shareholders' Meeting, and submits to its vote on a consultative basis, as a separate item on the Agenda.

To approve on a consultative basis the Annual Report on Directors' Remuneration for the 2022 fiscal year."

ORYZON GENOMICS, S.A.
General Shareholders' Meeting



Held in 2nd Call

26/06/2023

Voting List

Translation for informational purposes only

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| | | | | | |
|----------------------------|------------|--|---------|----------------------|---------------------------|
| Quorum Attendance: | 20.009.878 | Non-Voting Shares | 237.337 | Quorum Voting | 19.772.541 |
| Item | 1 | Examination 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 | | For | 18.969.800 95,9400 % |
| | | | | Against | 278.447 1,4083 % |
| | | | | Abstention | 480.069 2,4280 % |
| | | | | Blank | 44.225 0,2237 % |
| | | | | | <i>% on Voting Quorum</i> |
| Voting Quorum: | 19.772.541 | | | | |
| % of capital stock: | 34,6312 % | | | | |
| Item | 2 | Appropriation of income for the year ended December 31, 2022. | | For | 18.998.199 96,0838 % |
| | | | | Against | 298.258 1,5084 % |
| | | | | Abstention | 437.479 2,2126 % |
| | | | | Blank | 38.605 0,1952 % |
| | | | | | <i>% on Voting Quorum</i> |
| Voting Quorum: | 19.772.541 | | | | |
| % of capital stock: | 34,6312 % | | | | |
| Item | 3 | Examination and approval of the management carried out by the Board of Directors during the fiscal year on December 31, 2022. | | For | 18.295.666 92,5307 % |
| | | | | Against | 699.439 3,5374 % |
| | | | | Abstention | 732.100 3,7026 % |
| | | | | Blank | 45.336 0,2293 % |
| | | | | | <i>% on Voting Quorum</i> |
| Voting Quorum: | 19.772.541 | | | | |
| % of capital stock: | 34,6312 % | | | | |

ORYZON GENOMICS, S.A.
General Shareholders' Meeting



Held in 2nd Call

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Date: 26/06/2023 13:50:29

Quorum Attendance: 20.009.878 **Non-Voting Shares** 237.337

Quorum Voting 19.772.541

Item 4 Re-election of the Company's auditors.

| | | |
|-------------------|------------|---------------------------|
| For | 18.842.410 | 95,2959 % |
| Against | 378.968 | 1,9166 % |
| Abstention | 501.075 | 2,5342 % |
| Blank | 50.088 | 0,2533 % |
| | | <i>% on Voting Quorum</i> |

Voting Quorum: 19.772.541
% of capital stock: 34,6312 %

Item 5 Amendment of the Company's Bylaws: inclusion of a new article in the Company's Bylaws to establish the additional double vote for

| | | |
|-------------------|------------|---------------------------|
| For | 18.476.778 | 93,4467 % |
| Against | 932.153 | 4,7144 % |
| Abstention | 315.538 | 1,5958 % |
| Blank | 48.072 | 0,2431 % |
| | | <i>% on Voting Quorum</i> |

Voting Quorum: 19.772.541
% of capital stock: 34,6312 %

Item 6 Approval of a 2023-2025 Long-Term Incentive Plan for executives and key personnel, including the Chief Executive Officer.

| | | |
|-------------------|------------|---------------------------|
| For | 17.937.720 | 90,7203 % |
| Against | 1.156.477 | 5,8489 % |
| Abstention | 644.600 | 3,2601 % |
| Blank | 33.744 | 0,1707 % |
| | | <i>% on Voting Quorum</i> |

Voting Quorum: 19.772.541
% of capital stock: 34,6312 %

ORYZON GENOMICS, S.A.
General Shareholders' Meeting



Held in 2nd Call

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Date: 26/06/2023 13:50:29

Quorum Attendance: 20.009.878 Non-Voting Shares 237.337

Quorum Voting 19.772.541

Item 7 Delegation of powers for the formalization, correction, registration, interpretation, development and execution of the resolutions adopted by the General Shareholders' Meeting and power of

For 19.068.541 96,4395 %
Against 293.870 1,4863 %
Abstention 370.547 1,8740 %
Blank 39.583 0,2002 %
% on Voting Quorum

Voting Quorum: 19.772.541
% of capital stock: 34,6312 %

Item 8 Annual report on remuneration of the Company's directors corresponding to fiscal year 2022.

For 18.360.964 92,8609 %
Against 662.518 3,3507 %
Abstention 658.271 3,3292 %
Blank 90.788 0,4592 %
% on Voting Quorum

Voting Quorum: 19.772.541
% of capital stock: 34,6312 %