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## ATRY'S HEALTH, S.A.

Pursuant to the provisions of article 226 of the Restated Text of the Securities Market Act approved by Royal Legislative Decree 4/2015 of 23 October and other concordant provisions, ATRY'S HEALTH, S.A. ("**ATRY'S**" or the "**Company**") hereby gives the following

### INSIDE INFORMATION

Further to the inside information communication published by ATRY'S today (with registration number 1480), and in order to finance the acquisition of the 100% of the share capital of the company Significant Impact Systems, S.L. which, in turn, owns the 100% of the share capital of Bienzobas Salud, S.L.U., and according to the resolutions passed by the Board of Directors of ATRY'S on 8 June 2022, pursuant to the authorization granted by the Extraordinary General Shareholders' Meeting held on 10 December 2021, the Company is going to carry out a share capital increase by means of cash contributions and excluding pre-emptive subscription rights (the "**Capital Increase**"), by issuing 10.000.000 new ordinary shares of €0.01 par value each, of the same class and series as the shares currently in circulation (the "**New Shares**").

In addition, as part of the placement of the New Shares, the Company will offer, on behalf of the beneficiaries of the Incentive Plan approved by the Extraordinary General Shareholders' Meetings held on 19 December 2018 and 10 December 2021, the sale of 968.835 shares of the Company (together with the New Shares, the "**Shares**"), all for the purpose of enabling the beneficiaries of the Incentive Plan to meet the tax cost derived from it.

The placement of the New Shares will be carried out through an accelerated bookbuild offering exclusively addressed to qualified domestic and foreign investors, by virtue of which the issue price of the Capital Increase will be fixed. Furthermore, the Shares under the Incentive Plan will be allocated preferably among members of the Board of Directors.

Furthermore, the Company has agreed, subject to usual exceptions, to a lock-up commitment on customary terms during a period of 90 days from the date of admission to trading of the New Shares.

#### 1. Placement procedure

Today, the Company has entered into a placing agreement with Barclays Bank Ireland PLC (as Sole Global Coordinator) and, Andbank España, S.A.U., Banco de Sabadell, S.A., GVC Gaesco Valores, S.V., S.A. and Renta 4 Banco, S.A. (as Co-Bookrunners) (collectively, the "**Placement Managers**") containing customary terms and conditions for this type of transaction.

Following the publication of this inside information notice and for a period expected to end no later than 8:00 a.m. on 14 June 2022, the Placement Managers will conduct a bookbuild offering process among qualified investors, during which they will use their best efforts to solicit offers from investors to subscribe for or acquire the Shares.

Once the aforementioned bookbuild offering process has been completed, and in the event that the indications of interest received by the investors in such process are satisfactory, the issue or sale price of the Shares and the number of New Shares to be issued by the Company will be determined.

The Company will communicate the result of the bookbuild offering process by means of the corresponding communication of inside information, including the issue or sale price of the Shares, as well as the final number of New Shares to be issued.

In accordance with the authorization granted by the Extraordinary General Shareholders' Meeting held on 10 December 2021, in the interest of the Company, and in order for the issued New Shares to be placed and subscribed through the accelerated bookbuild procedure described above, the Board of Directors resolved to exclude the pre-emptive subscription rights of ATRYS' shareholders. For these purposes, the Board of Directors approved the relevant directors' report (the "**Directors' Report**"), which will be made available to the shareholders and communicated to the first General Shareholders' Meeting to be held.

## **2. Addressees of the Capital Increase**

Save as stated above in respect to the Shares under the Incentive Plan, the accelerated bookbuild offering will be exclusively addressed to qualified investors, as defined: (i) in the countries of the European Economic Area, in 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 (the "**Regulation (EU) 2017/1129**"); and (ii) in the remaining countries, considering as such those investors having such status or equivalent category, in accordance with the regulations applicable in each jurisdiction so that, pursuant thereto, the placement or offer does not require any registration or approval before the competent authorities.

The Shares have not been and will not be registered under the securities laws of the United States of America (the "US Securities Act of 1933"), or with any securities regulatory authority of any state or other jurisdiction of the United States of America. The Shares may only be offered, sold or transferred outside the United States of America through "offshore transactions" as defined in, and pursuant to, Regulation S under the US Securities Act of 1933.

## **3. Disbursement and delivery of the New Shares**

The disbursement of the Capital Increase is expected to be pre-funded by Barclays Bank Ireland PLC on 14 June 2022, and the Capital Increase deed will be executed and registered with the Commercial Registry of Madrid thereafter. Shares are expected to be delivered to the final investors on 17 June 2022.

## **4. Listing**

ATRYS will apply for admission to trading of the New Shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through the Automated Quotation System (Continuous Market), for which the registration and approval by the CNMV of a prospectus will not be required, in accordance with the provisions of Article 1.5 (a) of Regulation (EU) 2017/1129.

The New Shares are expected to be admitted to trading on 15 June 2022 and to start trading on next Thursday 16 June 2022. Any delay in the expected timetable will be communicated to the market through a corresponding communication of other relevant information.

Gómez-Acebo & Pombo Abogados, S.L.P. is acting as legal advisor to the Company and Linklaters, S.L.P., as legal advisor to the Placement Entities.

Mediobanca-Banca di Credito Finanziario S.p.A. has acted as financial advisor to the Company.

Madrid, 13 June 2022

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IN ANY MEMBER STATE OF THE EUROPEAN ECONOMIC AREA, THIS COMMUNICATION IS ONLY INTENDED FOR AND IS ONLY ADDRESSED TO QUALIFIED INVESTORS IN THAT MEMBER STATE WITHIN THE MEANING ASCRIBED TO THEM IN 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 (THE "**REGULATION (EU) 2017/1129**").

THIS COMMUNICATION AND THE INFORMATION CONTAINED HEREIN IS MADE AND ADDRESSED ONLY TO (I) PERSONS IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA WHO ARE QUALIFIED INVESTORS WITHIN THE MEANING OF ARTICLE 2(E) OF REGULATION (EU) 2017/1129 ("**QUALIFIED INVESTORS**"), (II) PERSONS OUTSIDE THE UNITED KINGDOM, (III) PERSONS OUTSIDE THE UNITED STATES, AND (IV) IN THE UNITED KINGDOM, THOSE QUALIFIED INVESTORS WHO ARE: (A) INVESTMENT PROFESSIONALS FALLING WITHIN THE SCOPE OF SECTION 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 THE SCOPE OF SECTION 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 ACTIVITIES (WITHIN THE MEANING OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKET ACT 2000) MAY LAWFULLY BE COMMUNICATED OR CAUSED TO BE COMMUNICATED (ALL PERSONS REFERRED TO IN (I), (II), (III) AND (IV) ARE COLLECTIVELY REFERRED TO AS "RELEVANT PERSONS"). ANY INVITATION, OFFER OR AGREEMENT TO SUBSCRIBE FOR, PURCHASE OR OTHERWISE ACQUIRE SECURITIES REFERRED TO IN THIS COMMUNICATION WILL ONLY BE MADE TO AND AVAILABLE ONLY TO RELEVANT PERSONS. ANY PERSON WHO IS NOT A RELEVANT PERSON SHOULD NOT ACT OR RELY ON THIS COMMUNICATION OR ANY OF ITS CONTENTS.

SOLELY FOR THE PURPOSES OF THE PRODUCT GOVERNANCE REQUIREMENTS ESTABLISHED BY: (A) DIRECTIVE 2014/65/EU ON MARKETS IN FINANCIAL INSTRUMENTS ("**MIFID II**"); (B) ARTICLES 9 AND 10 OF DELEGATED DIRECTIVE (EU) 2017/593 SUPPLEMENTING MIFID II; AND (C) LOCAL IMPLEMENTING MEASURES (ALL TOGETHER, THE "**GUIDELINES ON PRODUCT GOVERNANCE REQUIREMENTS UNDER MIFID II**"), AND DISCLAIMING ANY LIABILITY, CONTRACTUAL OR OTHERWISE, THAT ANY "MANUFACTURER" (FOR THE PURPOSES OF THE GUIDELINES ON PRODUCT GOVERNANCE REQUIREMENTS UNDER MIFID II) MAY HAVE IN RESPECT THEREOF, THE SHARES HAVE BEEN SUBJECT TO A PRODUCT APPROVAL PROCEDURE, WHICH HAS BEEN DETERMINED THAT SUCH NEW SHARES ARE: (I) COMPATIBLE WITH A TARGET END MARKET COMPRISED OF RETAIL INVESTORS AND INVESTORS MEETING THE CRITERIA OF PROFESSIONAL CLIENTS AND ELIGIBLE COUNTERPARTIES, EACH AS SET OUT IN MIFID II, AND (II) SUITABLE FOR DISTRIBUTION THROUGH ALL DISTRIBUTION CHANNELS PERMITTED BY MIFID II ("**TARGET MARKET ASSESSMENT**").

NOTWITHSTANDING THE TARGET MARKET ASSESSMENT, DISTRIBUTORS SHOULD KEEP IN MIND THAT: THE PRICE OF THE NEW SHARES MAY DECLINE AND INVESTORS COULD LOSE ALL OR PART OF THEIR INVESTMENT; THE NEW SHARES OFFER NO GUARANTEE OF INCOME OR CAPITAL PROTECTION; AND AN INVESTMENT IN THE NEW SHARES IS COMPATIBLE ONLY WITH INVESTORS WHO DO NOT NEED A GUARANTEE OF INCOME OR CAPITAL PROTECTION, WHO (ALONE OR IN CONJUNCTION WITH A FINANCIAL OR OTHER APPROPRIATE ADVISOR) ARE CAPABLE OF EVALUATING THE MERITS AND RISKS OF SUCH AN INVESTMENT AND WHO HAVE SUFFICIENT RESOURCES TO BEAR ANY LOSSES THAT MAY RESULT FROM THE INVESTMENT. THE EVALUATION OF THE TARGET MARKET IS WITHOUT PREJUDICE TO COMPLIANCE WITH ANY CONTRACTUAL, LEGAL OR REGULATORY RESTRICTIONS ON SALE IN CONNECTION WITH THE OFFERING. IT IS FURTHER NOTED THAT, NOTWITHSTANDING THE TARGET MARKET

ASSESSMENT, PLACEMENT AGENTS WILL ONLY SOURCE 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 THE SUITABILITY FOR THE PURPOSES OF MIFID II, OR (B) A RECOMMENDATION TO ANY INVESTOR OR GROUP OF INVESTORS TO INVEST IN, PURCHASE, OR TAKE ANY OTHER ACTION IN RELATION TO THE NEW SHARES.

EACH DISTRIBUTOR IS RESPONSIBLE FOR CONDUCTING ITS OWN ASSESSMENT OF THE MARKET FOR THE NEW SHARES AND DETERMINING THE APPROPRIATE DISTRIBUTION CHANNELS.

BARCLAYS BANK IRELAND PLC ("**BARCLAYS**") IS REGULATED BY THE CENTRAL BANK OF IRELAND. BARCLAYS AS SOLE GLOBAL COORDINATOR AND ANDBANK ESPAÑA, S.A.U., BANCO DE SABADELL, S.A., GVC GAESCO VALORES, S.V., S.A. AND RENTA 4 BANCO, S.A. AS CO-BOOKRUNNERS (TOGETHER, THE "**BANKS**") ARE ACTING EXCLUSIVELY FOR THE COMPANY AND NO-ONE ELSE IN CONNECTION WITH THE OFFERING, THE CONTENT OF THIS COMMUNICATION AND OTHER MATTERS DESCRIBED IN THIS COMMUNICATION. THEY WILL NOT REGARD ANY OTHER PERSON AS THEIR RESPECTIVE CLIENTS AND WILL NOT BE RESPONSIBLE TO ANYONE OTHER THAN THE COMPANY FOR PROVIDING THE PROTECTIONS AFFORDED TO THEIR RESPECTIVE CLIENTS IN RELATION TO THE OFFERING, THE CONTENT OF THIS COMMUNICATION AND OTHER MATTERS DESCRIBED IN THIS COMMUNICATION, NOR FOR PROVIDING ADVICE TO ANY OTHER PERSON IN RELATION TO THE OFFERING, THE CONTENTS OF THIS COMMUNICATION OR ANY OTHER MATTER REFERRED TO HEREIN.

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