

COMMUNICATION OF INSIDE INFORMATION

22 December 2022

In accordance with the provisions of article 226 of the consolidated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, and other concordant provisions, ATRYS HEALTH, S.A. ("**ATRY**S" or the "**Company**") hereby notifies:

Sale of 24.9% of Professional Group Conversia, S.L.:

ATRY S announces that on 22 December, the Company and its wholly owned subsidiary Aspy Prevención, S.L.U., have signed a purchase and sale agreement to sell 24.9% of the shares of Professional Group Conversia, S.L. (hereinafter, "**Conversia**") to the company Arraigo NW Segundo, S.A.U. (the "**Purchaser**").

The agreed price for the shares representing 24.9% of Conversia amounts to EUR 20 million, of which EUR 14 million has been paid upon signing the contract and EUR 6 million will be paid in the first quarter of 2023.

This partial divestment is part of Atrys' strategic plan, which focuses on its three divisions of Prevention and Health Promotion Medicine, Diagnostics and Oncology.

Attached to this communication is the report prepared by the Company's Audit Committee on 19 December 2022 on the transaction described above, as it is considered to be a related-party transaction.

The information provided has been prepared under the sole responsibility of the issuer and its directors.

Madrid, 22 December 2022 Doña

Isabel Lozano Fernández Chief

Executive Officer

REPORT OF THE AUDIT COMMITTEE OF ATRYS HEALTH, S.A. ON RELATED PARTY TRANSACTION RELATING TO THE INVEREADY GROUP

I. OBJECT.

Pursuant to article 14, section g) of the Regulations of the Board of Directors of Atrys Health, S.A. ("**ATRY**S" or the "**Company**"), the Audit Committee's basic responsibilities include *"Reporting on related-party transactions to be approved by the General Meeting or the Board of Directors and supervising the internal procedure established by the Company for those transactions whose approval has been delegated"*.

Articles 529s(1) and 529u(3) of the Capital Companies Act provide that:

"For the purposes of this Chapter, related party transactions shall mean transactions entered into by the company or its subsidiaries with directors, with shareholders holding 10 % or more of the voting rights or represented on the board of directors of the company, or with any other persons who are to be considered as related parties in accordance with International Accounting Standards, adopted in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards".

"The approval by the general meeting or by the board of a related-party transaction shall be subject to a prior report by the audit committee. In its report, the committee shall assess whether the transaction is fair and reasonable from the point of view of the company and, where appropriate, of the shareholders other than the related party, and shall give an account of the assumptions on which the assessment is based and the methods used. The directors concerned may not participate in the preparation of the report".

The transaction consisting of the sale of 24.9% of the share capital of Professional Group Conversia, S.L.U. ("**Conversia**") (an ATRYS group company through ASPY Prevención, S.L.U. and ASPY Global Services, S.A.U.) to a newly created company with the participation of a group of industrial and financial investors, including funds managed by Inveready Asset Management, S.A.U.) is proposed for assessment and analysis by the ATRYS Audit Committee. and ASPY Global Services, S.A.U.) in favour of a newly created company in which a group of industrial and financial investors participate, including funds managed by Inveready Asset Management, S.G.E.I.C. with a 26% stake ("**NewCo**").

II. QUALIFICATION OF THE TRANSACTION AS A LINKED TRANSACTION.

The sale of 24.9% of Conversia's share capital to NewCo qualifies as a related party transaction within the meaning of Article 529 scrip,

section 1 of the Capital Companies Act, which provides that:

"For the purposes of this Chapter, related party transactions shall mean transactions entered into by the company or its subsidiaries with directors, with shareholders holding 10 % or more of the voting rights or represented on the board of directors of the company, or with any other persons who are to be considered as related parties in accordance with International Accounting Standards, adopted in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards".

International Accounting Standard No 24 sets out in paragraph 9 ("**Definitions**") on the definition of a related party as follows:

"Related party is a person or entity related to the entity that prepares its financial statements (referred to in this standard as a 'reporting entity').

(a) A person or a close relative of such a person is linked to a reporting entity if:

(i) exercises control or joint control over the reporting entity;

(ii) has significant influence over the reporting entity; or

(iii) is key management personnel of the reporting entity or its parent.

(b) An entity is linked to a reporting entity if any of the following conditions are met:

(viii) the entity, or any member of the group to which it belongs, provides key management personnel services to the reporting entity or to the parent of the reporting entity".

The definition of "Key management personnel" is as follows:

"Key management personnel are those persons who have authority and responsibility for planning, directing and controlling the activities of the entity, either directly or indirectly, including any member (whether executive or non-executive) of the board of directors or equivalent governing body of the entity."

It is a transaction between an ATRYS Group company and a company that is a related party to the Company's director, Josep María Echarri Torres, in that he is (i) a key management personnel of ATRYS as a member of its Board of Directors; and (ii) a member of the Board of Directors of ATRYS as a member of its Board of Directors.

and controlling shareholder of Inveready Asset Management S.G.E.I.C., the management company of NewCo.

The transaction is expected to be completed by 31 December 2022.

III. TERMS AND CONDITIONS OF THE TRANSACTION.

a) Background.

Once the decision was taken to divest assets not linked to the Group's business lines, a beauty contest was launched for the sale of Conversia, contacting potential investors.

Of all the bids received, the offer submitted by NewCo for 24.9% of Conversia outperforms the valuations offered by other interested parties.

b) Proposed sale of 24.9% of Conversia's capital.

In view of the above, it is proposed to sell 24.9% of Conversia, keeping the remaining 75.1%.

NewCo's offer for the acquisition of 24.9% of Conversia for EUR 20 million implies a valuation of EUR 80 million for 100% of Conversia. This alternative would allow:

- The accounting and tax consolidation of Conversia within the perimeter of the Atrys Group.
- To transfer ATRYS' focus on the Group's strategic business lines to the market.
- Incorporate a minority financial partner to support the development of the company's business plan and the creation of value in the short and medium term.

The offer submitted by NewCo includes a price of 20 million for 24.9% of the capital to be paid in two tranches: (i) 14 million upon signature of the contract; and (ii) 6 million by 31 March 2023.

IV. FULL TEXT OF THE DRAFT AGREEMENT.

In view of the above, the Board of Directors is favourably advised to adopt the following resolution:

"Approve the sale of 24.9% of the share capital of Professional Group Conversia, S.L.U. to NewCo for 20 million euros, considering an Enterprise Value of 80 million euros".

V. COMPETENT BODY FOR ITS APPROVAL. PUBLICITY.

The competent body for the approval of the sale of 24.9% of Conversia to NewCo is the Board of Directors of ATRYS, insofar as its amount does not equal or exceed 10% of the total asset items according to the last annual balance sheet approved by the Company, as indicated in article 529 duovicies, section 1 of the Capital Companies Act.

Likewise, its publication is mandatory under the terms of article 529 unvicies of the Capital Companies Act, insofar as the amount of the aforementioned transaction exceeds 2.5% of the annual amount of the annual turnover of the last consolidated balance sheet approved by the General Meeting of the Company.

VI. CONCLUSION.

In view of the above, the Committee concludes that the sale of 24.9% of Conversia's share capital to NewCo will be carried out under market conditions, respecting the principle of equal treatment with other shareholders, and is fair, reasonable and in the best interests of the Company, as provided for in article 529 duovicies, section 3, of the Capital Companies Act.

In Madrid, 19 December 2022.

El Presidente
Josep Piqué i Camps

The Secretary
Alberto Castañeda González

Jaime del Barrio Seoane

Jaime Cano Fernández

[Note: Certain information relating to the transaction described in the Audit Committee's report has been omitted in order to preserve the interests of the Company as it could be detrimental to the corporate interest. In any case, the necessary and sufficient information has been included to enable shareholders to assess that the transaction is fair and reasonable].