

ARTICLES OF ASSOCIATION OF ATRYS HEALTH, S.A.

TITLE I. NAME, OBJECTS, REGISTERED OFFICE AND DURATION

1. **Company name**

Under the name ATRYS HEALTH, S.A. (the "**Company**"), a public limited company is incorporated and shall be governed by these Articles of Association and, insofar as not provided herein, by the *revised text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July* (the "**Capital Companies Act**") and other applicable legal provisions.

2. **Corporate purpose**

The objects of the Company are as follows:

- a) The provision of services, the marketing of products in the area of human and animal health aimed at personalised diagnosis and prognosis, clinical analyses and medical treatments, as well as any other activity aimed at biomedical research and development;
- b) Research, development, assembly, distribution, sale and maintenance of electrical, electronic, physical and chemical equipment and devices, digital networks, peripherals, computer programs and digital information systems, especially in the medical, pharmaceutical, biological, ecological and public health fields in general;
- c) Research, development, distribution and marketing of electronic devices and equipment for defence, security, biometrics, especially in the medical and health fields.

The Company may carry on the activities comprising the corporate purpose, in whole or in part, indirectly, through the ownership of shares or equity interests in companies with an identical or similar corporate purpose.

If any of the activities included in the corporate purpose are reserved by current legislation to a certain category of professionals or are subject to specific administrative authorisation that the Company does not have, such activities must be carried out through a person holding the required qualifications, the corporate purpose being limited to intermediation or coordination in relation to such services until such time as the aforementioned administrative authorisation or category of professionals is obtained.

3. Registered office

The registered office is at calle Velázquez, 157, 4ºA, Madrid 28002.

The Administrative Body shall be competent to change its domicile within the national territory and to decide on the creation, suppression or transfer of branches, agencies or offices of the Company, both within and outside the national territory.

4. Duration and start of operations

The duration of the Company shall be indefinite.

The Company commences its operations on the day of the execution of its Memorandum of Association.

TITLE II. CAPITAL AND SHAREHOLDERS' SHARES

5. Social capital

The share capital amounts to SEVEN HUNDRED AND SIXTY THOUSAND ONE HUNDRED AND FORTY ONE EUROS AND NINETY THREE CENTS (760,141.93 €) and is divided into 76,014,193 equal, cumulative and indivisible shares of ONE CENT OF EURO (0.01 €) par value each.

6. Actions

6.1. The shares are fully subscribed and paid up.

6.2. All shares belong to the same class and series and confer the same rights and obligations on the holder.

6.3. The shares are represented by book entries and are constituted as such by virtue of their entry in the relevant accounting register.

The keeping of the accounting records of book-entry securities shall be entrusted to an entity appointed by the Company from among those entities which may perform this function in accordance with the legislation in force. This entity shall notify the Company of the transactions relating to the shares. The management body shall be responsible, where appropriate, for the choice of the entity responsible for keeping the accounting records.

7. Co-ownership, usufruct, pledge and attachment of shares

- 7.1.** The shares are indivisible. In the event of joint ownership or co-ownership of rights to one or more shares, the joint holders must designate a single person to exercise the rights of a shareholder and shall be jointly and severally liable to the Company for all obligations arising from this condition.
- 7.2.** In the case of usufruct, pledge or attachment of shares, the provisions of the Capital Companies Act shall apply in relation to this matter, with the economic rights of the securities corresponding to the usufructuary, pledgee or attacher, respectively, and the voting rights to the bare owner or holder of the shares.

8. Transfer of shares

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

TITLE III. ORGANS OF THE COMPANY

9. Bodies of the Company

The governing bodies of the Company are:

- (i) The General Meeting of Shareholders; and
- (ii) The Board of Directors.

The legal and statutory regulation of the aforementioned bodies shall be developed and completed, respectively, by means of the Regulations of the General Meeting and the Regulations of the Board of Directors, which shall be approved by each of these bodies and in accordance with the provisions of the Capital Companies Act.

10. General Meeting of Shareholders

The shareholders in general meeting shall decide by majority vote on matters within the legal competence of the general meeting.

All shareholders, including dissenting shareholders and those who have not participated in the meeting, shall be subject to the resolutions of the General Meeting, without prejudice to the rights and actions recognised to them by law.

10.1. Convening of the General Meeting

The Board of Directors may convene an Extraordinary General Meeting of Shareholders whenever it deems this to be in the best interests of the company.

Likewise, the Board of Directors must call an Extraordinary General Meeting when so requested by a number of shareholders representing at least three per cent (3%) of the share capital, stating in the request the matters to be discussed. In this case, the Extraordinary General Meeting must be called to be held within two (2) months from the date on which the Board of Directors was requested by notary to call it, and the matters that have been the subject of the request must necessarily be included in the agenda.

The General Meeting (both ordinary and extraordinary) shall be called by the Board of Directors by means of a notice to be published in at least the following media: (a) the Official Gazette of the Mercantile Registry or one of the newspapers with the largest circulation in Spain, (b) the website of the National Securities Market Commission, and (c) the Company's corporate website, within the legally established deadlines.

Provided that the Company offers shareholders the effective possibility of voting by electronic means accessible to all shareholders, the Extraordinary General Meeting may be called at least fifteen (15) days in advance. In order to shorten the notice period, an express resolution adopted at the Ordinary General Meeting by at least two-thirds (2/3) of the subscribed voting capital shall be required, which may not be valid beyond the date of the next meeting.

10.2. Right to assistance

All shareholders who have their shares registered in the corresponding book-entry register five days prior to the date on which the General Meeting is to be held, and who can prove this by showing the corresponding certificate of entitlement or attendance card issued by the Company or the entities in charge of keeping the book-entry register, or in any other form permitted by the legislation in force, shall be entitled to attend the General Meeting.

Shareholders may attend General Meetings in person or duly represented by another person, even if not a shareholder. Whenever so resolved by the Board of Directors, shareholders may attend the General Meeting by videoconference or other technically equivalent system, and cast their vote, all in real time. Those attending the General Meeting by these means shall be deemed, for all purposes, to be present at the meeting and at a single meeting. The notice of call shall indicate the possibility of attendance by videoconference or equivalent technical means, specifying the manner in which this

may be done, stating the connection system and the places where the technical means necessary to attend and participate in the meeting are available.

In addition to the provisions of the preceding paragraph, General Meetings may be called by the Board of Directors to be held exclusively by telematic means, i.e. without the physical attendance of the shareholders or their proxies. The holding of exclusively telematic general meetings shall be subject in all cases to the identity and legitimisation of the shareholders and their proxies being duly guaranteed and to all attendees being able to participate effectively in the meeting by appropriate means of remote communication, such as audio or video, complemented by the possibility of written messages during the course of the meeting, both to exercise in real time the rights to speak, information, proposal and vote to which they are entitled, and to follow the interventions of the other attendees by the aforementioned means. To this end, the directors shall implement the necessary measures in accordance with the state of the art and the circumstances of the company, especially the number of its members.

The members of the Board of Directors must attend in person (either in person, at the place where the General Meeting is held, or remotely, by videoconference or other technically equivalent system) the General Meetings that are held, although the fact that any of them does not attend for any reason shall in no case prevent the General Meeting from being validly constituted. The Chairman of the General Meeting may authorise the attendance of officers, managers and technical staff of the Company and other persons who have an interest in the proper conduct of corporate affairs, as well as issue invitations to such persons as he deems appropriate, although the General Meeting may revoke such authorisation.

10.3. Representation and remote voting

Any shareholder entitled to attend may vote by remote means or be represented at the General Meeting in accordance with the provisions of the Spanish Companies Act, the Regulations of the General Meeting and the notice of the General Meeting.

Participation in the General Meeting and voting on proposals on items on the agenda of any kind of General Meeting may be delegated or exercised directly by the shareholder by postal or electronic correspondence or any other means of remote communication, provided that the identity of the person participating or voting and the security of electronic communications are duly guaranteed.

10.4. Constitution of the General Meeting

- (i) The General Meeting shall be validly constituted, on first call, when the shareholders, present or represented, hold at least 25% of the subscribed capital

with voting rights. On second call, the General Meeting shall be validly constituted, irrespective of the amount of capital in attendance.

- (ii) In order for the General Meeting to validly adopt the increase or reduction of capital and any other amendment to the Articles of Association, the issue of debentures convertible into shares or those that attribute to their holder a share in the profits of the Company, the suppression or limitation of the pre-emptive right to acquire new shares, as well as the transformation, the merger, spin-off or global transfer of assets and liabilities, the transfer of the registered office abroad or any other matter determined by law, shall require, at first call, the attendance of shareholders, present or represented, holding at least 50% of the subscribed capital with voting rights and, at second call, the attendance of 25% of such capital shall be sufficient.

10.5. Adoption of agreements. Majorities

The resolutions of the General Meeting shall be adopted by a simple majority of the votes of the shareholders present or represented at the meeting, and a resolution shall be deemed to be adopted when it receives more votes in favour than against from the capital present or represented.

In the cases referred to in the previous section, if the capital present or represented exceeds 50%, it shall be sufficient for the resolution to be adopted by an absolute majority. 10.4(ii) In the cases referred to in the preceding section, if the capital present or represented exceeds 50%, it shall be sufficient for the resolution to be adopted by an absolute majority. However, the favourable vote of two thirds of the capital present or represented at the Meeting shall be required when, at second call, shareholders representing 25% or more of the subscribed capital with voting rights do not reach 50%.

10.6. Presidency and Secretariat of the General Meeting

The Chairman and Secretary of the General Meeting shall be the persons holding such offices, respectively, on the Board of Directors or, in their absence, those persons appointed to such offices by the General Meeting at the beginning of the meeting.

10.7. List of attendees

Before going into the agenda, the list of attendees shall be drawn up, stating the nature or representation of each of them and the number of shares, whether owned or not, with which they are attending.

At the end of the list, the number of shareholders, present or represented, and the amount of capital they hold, specifying the amount corresponding to shareholders with voting rights, shall be determined.

10.8. Deliberation and adoption of agreements

After the Chairman of the General Meeting and the persons authorised by him have spoken, the Chairman shall give the floor to shareholders who so request, directing and maintaining the debate within the limits of the agenda.

The President shall wind up the debate when he considers that the matter has, in his opinion, been sufficiently debated, and shall then put the various proposals in the agreement to the vote.

10.9. Minutes of the Meeting

The minutes of the Meeting may be approved by the Meeting itself after it has been held and, failing that, within 15 days, by the Chairman of the Meeting and two scrutineers, one representing the majority and the other representing the minority.

The minutes approved in either of these two forms shall be enforceable from the date of their approval.

The minutes drawn up by a notary public shall be governed, in their wording and effects, by the provisions of the Capital Companies Act and other applicable legislation.

10.10. Right to information

Shareholders may ask questions or request from the members of the Board of Directors, in writing, up to the fifth calendar day prior to the date on which the General Meeting is scheduled to be held on first call, such information or clarifications as they deem necessary regarding the items on the agenda of the aforementioned General Meeting. The directors must provide the information in writing up to the day of the General Meeting.

Shareholders may also request from the members of the Board, in writing, and within the same period provided in the preceding paragraph, or verbally during the General Meeting, such clarifications as they deem necessary regarding the items on the agenda, the information accessible to the public that the Company has provided to the National Securities Market Commission since the holding of the last General Meeting and the auditor's report. Valid requests for information, clarifications or questions made in

writing and the answers provided in writing by the directors shall be included on the Company's website.

If it is not possible to satisfy the shareholder's right at that time, the information to be provided will be provided in writing after the end of the General Meeting, all in accordance with the applicable regulations.

Directors are obliged to provide the information referred to in the preceding paragraphs except in cases where such information is unnecessary for the protection of shareholder rights, or there are objective reasons to consider that it could be used for extra-business purposes or its disclosure would be detrimental to the Company or related companies. Infringement of the right to information during the General Meeting shall not be grounds for challenging the General Meeting.

However, the information requested may not be refused if the request is supported by shareholders representing at least 25% of the capital. In the event of abusive or prejudicial use of the information requested, the shareholder shall be liable for damages.

When, prior to the formulation of a specific question, the information requested is clearly, expressly and directly available to all shareholders on the Company's website in question-answer format, the reply may be limited to refer to the information provided in such format.

11. From the Board of Directors

11.1. Composition and term of office

The Company shall be governed and managed by a Board of Directors, consisting of a minimum of 5 and a maximum of 14 members. The directors shall be either executive directors or non-executive directors. In the latter category, they may be proprietary, independent or other external directors. These terms shall have the meaning attributed to them by the legislation in force applicable to the Company.

Directors shall hold office for a period of 4 years, and may be re-elected to the post, once or several times, for periods of the same duration. It is not necessary to be a shareholder to be appointed as a director.

11.2. Charges

The Board of Directors shall elect from among its members a Chairman and, if necessary, a Vice-Chairman, and shall elect a Secretary and, if necessary, a Vice-Secretary; the latter may be non-directors.

11.3. Call for applications

The Board of Directors shall meet as often as necessary for the proper performance of its functions, and in any event once every three months.

The Board of Directors shall be convened by its Chairman, or the person acting in his stead, who shall exercise this power whenever he deems it appropriate. Directors constituting at least one third of the members of the Board may call a meeting of the Board, indicating the agenda, to be held in the locality where the registered office is located, if, upon request to the Chairman by registered letter with acknowledgement of receipt, the Chairman has not called the meeting within one month of receiving the request, without just cause.

Likewise, in the event that the Chairman is an executive director, the Board of Directors, with the abstention of the executive directors, must necessarily appoint a coordinating director from among the independent directors, who shall be especially empowered, inter alia, to request the calling of a Board meeting or the inclusion of new items on the agenda of a Board meeting already called.

Notice of meetings of the Board of Directors shall be given in writing to each of its members, by e-mail or by any other means, provided that receipt thereof is accredited, and shall be authorised by the signature of the Chairman or, where appropriate, that of the Secretary or Vice-Secretary by order of the Chairman.

The ordinary notice shall be issued at least five calendar days prior to the date on which the meeting is scheduled to be held.

When an extraordinary meeting is called as an emergency, it shall be convened by the chairman as far in advance as possible, and may also be convened by telephone, and neither the deadlines nor the formalities established in the preceding paragraphs shall apply to meetings scheduled in the annual calendar. Emergency meetings shall be of an exceptional nature and may only deal with and resolve the issue that justified their convening.

11.4. Representation

Any director may be represented by another director. However, non-executive directors may only be represented by another non-executive director. Representation shall be conferred in writing, by letter addressed to the Chairman.

11.5. Constitution

The Board of Directors shall be validly constituted when more than half of its members are present or represented at the meeting.

Likewise, the Board of Directors shall be validly constituted, without the need for prior notice, provided that all its members are present and all of them unanimously agree to hold the meeting.

11.6. Voting and adoption of agreements

Without prejudice to the mandatory duties of abstention, all directors shall have the right to speak on each of the matters to be discussed, and the Chairman shall be responsible for giving the floor and determining the duration of the interventions.

Each member of the Board of Directors may cast one vote. Resolutions shall be adopted by an absolute majority of the votes of those present at the meeting, unless otherwise provided by law.

Board meetings may be held by telephone conference call, videoconference or any other similar system, so that one or more of the directors may attend the meeting by means of such system. For this purpose, the notice of the meeting, in addition to indicating the location where the physical meeting will take place, must mention that it may be attended by telephone conference, videoconference or equivalent system, and the technical means required for this purpose must be indicated and made available, which in any case must enable direct and simultaneous communication between all those attending.

The written vote without a meeting shall be valid if no councillor objects.

The discussions and resolutions of the Board of Directors shall be recorded in a Minute Book, which shall be signed by the Chairman and the Secretary of the Board.

11.7. Delegation of powers

The Board of Directors may appoint an Executive Committee or one or more managing directors from among its members, in all cases determining either a specific list of the powers to be delegated or the expression that all powers that may be delegated by law or by the Articles of Association are delegated, except those that may not be delegated by law.

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 who are to hold such offices shall require the favourable vote of two thirds of the members of the Board to be valid, and shall not take effect until they are recorded in the Mercantile Register.

11.8. Board Committees

The Board of Directors shall create and maintain a permanent and internal Audit Committee and an Appointments and Remuneration Committee, which shall have, at all times, the powers determined by the regulations in force and those entrusted to them by the Board of Directors in general or in particular.

- (i) The Audit Committee shall be composed of at least 3 directors appointed by the Board of Directors. All members of the Committee shall be non-executive directors, and at least the majority shall be independent directors.

As a whole, the members of the Audit Committee shall have relevant expertise in relation to the business sector to which the Company belongs and one of them shall be appointed having regard to his or her knowledge and experience in accounting and/or auditing.

The Chairman of the Audit Committee shall be appointed from among the independent directors who form part of it and shall be replaced every 4 years, and may be re-elected after a period of 1 year has elapsed since he left office.

- (ii) The Appointments and Remuneration Committee shall be composed of at least three directors appointed by the Board of Directors, at least two of whom must be independent directors.

The chairman of the Appointments and Remuneration Committee shall be appointed from among the independent directors who are members of the committee.

11.9. Remuneration for directors

The office of director of the Company shall be remunerated.

The directors, in their capacity as such, i.e. as members of the Board of Directors, shall be entitled to receive from the Company (a) a fixed annual allowance, (b) attendance fees, as well as (c) civil liability insurance. In no case may the amount of the

remuneration of the directors in their capacity as such exceed the maximum annual amount established for this purpose by the General Meeting.

The Board of Directors, following a favourable report from the Appointments and Remuneration Committee, is responsible for the distribution, for each financial year, of the exact amount to be paid to each of the directors within the maximum limit established in the remuneration policy, taking into account the functions and responsibilities attributed to each director.

Directors who perform executive duties shall be entitled to receive, in addition, the remuneration for the performance of such responsibilities provided for in the contract entered into for such purpose between the director and the Company, including, if applicable, remuneration in kind, as well as any compensation for early termination of such duties. Directors may not receive any remuneration for the performance of executive duties, the amounts or items of which are not provided for in the contract. The contract must be in accordance with the remuneration policy approved by the general meeting of shareholders.

Directors shall be additionally remunerated, provided that a resolution to this effect is passed by the General Meeting in accordance with the law, by the delivery of shares in the Company, share options or other securities giving the right to obtain shares, or by means of remuneration systems indexed to the market value of the shares.

TITLE IV. FINANCIAL YEAR AND ANNUAL ACCOUNTS

12. Social practice

The financial year shall begin on 1 January and end on 31 December of each year.

As an exception, the first financial year shall begin on the day of the execution of the articles of association and end on the following 31 December.

13. Annual Accounts

The annual accounts shall be drawn up and, where appropriate, approved in accordance with the provisions of the Capital Companies Act.

14. Dividend distribution

The profit for each financial year, if any and if its distribution is agreed, shall be distributed among the shareholders in proportion to their interest in the share capital, either in cash or in kind, without prejudice to the limitations and allowances provided

for in the Capital Companies Act or those voluntary limitations agreed by law.

TITLE V. ANNUAL REPORTS

15. Annual Corporate Governance Report

The Board of Directors shall draw up an Annual Corporate Governance Report, with the content and structure established by the legislation applicable from time to time.

16. Annual Report on Directors' Remuneration

Together with the Annual Corporate Governance Report, the Board of Directors shall prepare and disseminate an Annual Report on Directors' Remuneration, which shall include complete, clear and comprehensible information on the remuneration policy of the Company's directors approved by the Board of Directors for the current year. It shall also include an overall summary of the application of the remuneration policy during the financial year ended, as well as a detail of the individual remuneration accrued for all items by each of the directors in said financial year.

This report shall be circulated and submitted to the ordinary General Meeting of Shareholders for a consultative vote as a separate item on the agenda.

TITLE VI. DISSOLUTION AND LIQUIDATION

17. Causes for dissolution. Appointment and powers of liquidators.

The Company shall be dissolved for the reasons set out in the Capital Companies Act.

In the event of dissolution, the same directors shall act as liquidators.

TITLE VII. APPLICABLE LAW AND DISPUTE RESOLUTION

18. Applicable legislation

Any reference in these Articles of Association to the Capital Companies Act or other laws that may be applicable shall be understood to be made to any successive laws that interpret, extend, condition, amend, substitute or repeal those in force.

19. Dispute resolution

Any dispute between the shareholders and the Company concerning these Articles of Association shall be submitted to the courts and tribunals of the municipality in which the registered office of the Company is located.

TITLE VIII. OTHER PROVISIONS

20. Website

The Company shall maintain a website, which shall be considered an electronic site for shareholders to exercise their right to information and to disseminate the mandatory information.

The content, access and regulation of the website shall at all times comply with the provisions of the regulations in force. The Board of Directors may agree to modify, delete or move the corporate website.

21. Rules of Procedure of the General Meeting

The General Meeting shall approve specific regulations for the functioning of the General Meeting, which shall regulate all questions and matters pertaining to this body, respecting the provisions of the Law and the Articles of Association.

22. Rules of Procedure of the Board of Directors

The Board of Directors shall approve a set of internal rules and regulations for the operation of the Board, in accordance with the law and the Articles of Association, which shall contain specific measures to ensure the best possible administration of the Company.

23. Rules applicable for as long as the Company's shares are incorporated in BME Growth.

The following provisions of the Articles of Association, which are only mandatory for inclusion in the Articles of Association of companies whose shares are listed on BME Growth, shall remain in force until the date on which all the Company's shares are admitted to trading on the Stock Exchanges through the Spanish Stock Exchange Interconnection System (SIBE).

- (i) Transfer of shares in the event of a change of control.

Notwithstanding the provisions of Article 8 of the Articles of Association, a shareholder who receives a purchase offer from another shareholder or from a third party which determines that the acquirer will hold a controlling interest (more than 50% of the capital) may not transfer such an interest unless the potential acquirer offers to purchase the shares of all shareholders on the same terms.

(ii) Notification of significant shareholdings

Shareholders must notify the Company of any acquisition or transfer of shares, by whatever means, whether directly or indirectly, which determines that their interest in the Company reaches, exceeds or falls below 5% of the share capital and successive multiples thereof.

The notifications provided for in this section must be made within a maximum period of four working days following the date on which the event giving rise to the notification occurred.

The Company will publicise such communications in accordance with the provisions of the BME Growth regulations.

(iii) Communication of shareholders' agreements

The Company's shareholders must notify the Company of the subscription, extension or termination of shareholders' agreements restricting the transferability of the shares they own or affecting voting rights.

Notifications must be made within a maximum of 4 working days following the date on which the event giving rise to the notification occurred.

The Company will publicise such communications in accordance with the provisions of the BME Growth regulations.

(iv) Exclusion from negotiation

In the event that the General Meeting adopts a resolution to delist its BME Growth shares that is not supported by all shareholders, the Company shall be obliged to offer shareholders who have not voted in favour the acquisition of their shares at a justified price in accordance with the criteria set out in the regulations applicable to takeover bids in the event of delisting.

The Company will not be subject to the above obligation when it agrees to admit its shares to trading on a Spanish regulated market simultaneously with its delisting from BME Growth.
