

INMOLECULE NANOTECH, S.A.

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INFORMATION DOCUMENT

ADMISSION TO TRADING OF SHARES ON EURONEXT
ACCESS PARIS

18th August 2025

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The present Information Document does not constitute a prospectus within the meaning 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.

Le présent Document d'Information ne constitue pas un prospectus au sens du règlement européen (UE) 2017/1129 du Parlement européen et du Conseil du 14 juin 2017 concernant le prospectus à publier en cas d'offre au public de valeurs mobilières ou en vue de l'admission de valeurs mobilières à la négociation sur un marché réglementé.

The present Information Document has been drawn up under the responsibility of the Issuer. It has been reviewed by the Listing Sponsor and has been subject to an appropriate review of its completeness, consistency and comprehensibility by Euronext.

Le présent document d'information a été établi sous la responsabilité de l'émetteur. Il a été revu par le Listing Sponsor et a fait l'objet d'un examen approprié de son exhaustivité, de sa cohérence et de sa compréhensibilité par Euronext.

Ce document peut également être consulté sur le site internet INMOLECULE NANOTECH, S.A. (<https://www.inmolecule.com/>)

Copy of this Information Document is available free of charge at INMOLECULE NANOTECH, S.A. (<https://www.inmolecule.com/>)

L'opération proposée ne nécessite pas de visa de l'Autorité des Marchés Financiers (AMF). Ce document n'a donc pas été visé par l'AMF. / The proposed transaction

does not require a visa from the Autorité des Marchés Financiers (AMF). This document was therefore not endorsed by the AMF.

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GLOSSARY

Antagonistic Effect: The ability of a substance to inhibit or neutralize the effects of harmful microorganisms, such as bacteria or viruses.

Antiseptics: Substances that prevent or slow the growth of microorganisms on living tissues, commonly used for infection prevention in medical and personal care products.

Antiviral Drug: A medication formulated using nano-technology to inhibit the growth or replication of viruses.

Aquaculture: The breeding, raising, and harvesting of aquatic organisms such as fish and shellfish, often enhanced with nano-technological solutions.

Beneficial Owner: Shareholders who, according to European Union anti-money laundering legislation, hold more than 25% of Inmolecule Nanotech S.A.'s shares.

Bioavailability: The degree and rate at which a substance is absorbed into the bloodstream or reaches its target in the body.

Bio-Based Products: Products derived from natural, renewable resources rather than synthetic chemicals, often designed to be environmentally friendly.

Biocide: A substance that eliminates harmful microorganisms in industrial and medical applications.

Board Members: Individuals elected or appointed to serve on Inmolecule's Board of Directors, responsible for overseeing the company's strategy and governance.

Board of Directors: The governing body of a company, responsible for making high-level decisions, setting policies, and overseeing management.

Broad-Spectrum Additive: A nano-technological supplement designed to target a wide range of microorganisms, enhancing immunity and reducing the need for antibiotics.

Bylaws: The internal rules and regulations that govern Inmolecule's operations, decision-making processes, and management structure.

Certified Organic: A designation indicating that a product meets specific organic farming and processing standards, ensuring it is free from synthetic pesticides, fertilizers, and other artificial chemicals.

Company Purpose: The stated mission and objectives of Inmolecule, defining its business activities and overall direction.

Corporate Bodies: The formal structures within Inmolecule that are responsible for decision-making and governance, such as the Board of Directors and General Meeting.

Dietary Supplement: A product intended to provide nutrients that may be missing from a diet, including vitamins, minerals, herbs, amino acids, and enzymes.

Disruptive Technology: A groundbreaking innovation that significantly alters or improves existing industry practices.

FDA Approval: Certification granted by the Food and Drug Administration (FDA) in the U.S., ensuring a product's safety and effectiveness for commercialization.

Financial Year: The 12-month period used by Inmolecule for financial reporting and tax purposes.

Food Production Sustainability: Practices that aim to optimize resource use, such as water and energy, while minimizing environmental impact in agricultural and food processing sectors.

Founder: An individual who establishes a company, often playing a key role in its early development and direction.

General Meeting: A formal gathering of a Inmolecule's shareholders, typically held annually, where key decisions are made regarding company governance and financial performance.

Health Canada Approval: Regulatory authorization from Health Canada, allowing the distribution and sale of products in the Canadian market.

Hypoallergenic: A product formulation designed to minimize the risk of allergic reactions, making it suitable for sensitive individuals.

Immunotherapies: Treatments designed to enhance or regulate the immune system's response to diseases, including cancer and infections.

Intellectual Property Protection: A legal framework safeguarding Inmolecule's innovations against unauthorized use by third parties.

Management Team: A group of senior executives responsible for the day-to-day operations and strategic execution of Inmolecule's business plans.

Microbial Contamination: The presence of harmful microorganisms in a product, environment, or living organism that can cause disease or degradation.

Nano-Phyto-Chemistry Platform: A proprietary, patented technology developed by Inmolecule that leverages nanotechnology and phytochemistry to optimize product margins without causing side effects, corrosion, chemical use, or irritation.

Nano-Phytochemistry: A field of chemistry that focuses on the study and application of plant-derived compounds at the nanoscale level to enhance their bioavailability and efficacy.

Organic Pesticide: A pesticide made from natural ingredients that meets organic certification standards and ensures environmental and human safety.

Pathogen Elimination: The process of removing harmful microorganisms such as bacteria, viruses, and fungi using advanced nano-technological solutions.

Pest Control: The management of insects, rodents, or other pests in agricultural or industrial settings to protect crops, livestock, and products.

Phyto-Nanoparticles: Nanoscale plant-derived particles designed to act selectively without damaging healthy cells or surfaces.

Piscirickettsia salmonis: A pathogenic bacterium that affects salmon farming, causing significant losses in aquaculture operations.

President: The highest-ranking executive or leader of Inmolecule, responsible for overall management and decision-making.

Private Labels: Products manufactured by Inmolecule under third-party brands, particularly for major retailers in Mexico.

R&D (Research & Development): Activities conducted by Inmolecule to innovate, improve existing products, and develop new technologies.

Shares: Refers to the shares of Inmolecule Nanotech S.A..

Skin Regeneration: The biological process of restoring damaged skin tissue, often enhanced by specialized formulations or treatments.

Solids Removal: The process of eliminating suspended particles from water or other liquids to improve quality and compliance with environmental standards.

Subsidiary: Any entity in which Inmolecule Nanotech S.A. holds a majority stake or exercises effective control.

Sustainability in Food Production: The implementation of eco-friendly practices to optimize resources such as water and reduce waste in the food industry.

Systemic Product: A product designed to be absorbed and distributed throughout an organism or plant, providing comprehensive protection or enhancement.

The Administrators: Individuals or entities responsible for overseeing the management and compliance of a company, ensuring adherence to regulations and internal policies.

The Company: Refers to Inmolecule Nanotech S.A..

The Group: Refers to Inmolecule Nanotech S.A. and its subsidiaries.

The Issuer: Refers to Inmolecule Nanotech S.A. in its capacity as the issuing entity.

The Parent Company: Refers to Inmolecule Nanotech S.A. in its role as the parent entity.

Vice Chairman: The second-highest-ranking member of a company's board, who assists the chairman and may assume leadership responsibilities when necessary.

Water Treatment: The process of purifying water to meet safety and environmental regulations, often involving filtration, disinfection, and chemical treatment.

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SECTION 1: COMMON STRUCTURE OF THE INFORMATION DOCUMENT

PART A: GENERAL INFORMATION

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PART B: INFORMATION ABOUT THE ISSUER

1. PERSON RESPONSIBLE

1.1 IDENTITY OF THE PERSON RESPONSIBLE

Gabriela León Gutierrez

President of the Board of Directors

INMOLECULE NANOTECH, S.A.

1.2 DECLARATION OF THE PERSON RESPONSIBLE

Gabriela León Gutierrez, as President of the Board of Directors, acting for and on behalf of INMOLECULE NANOTECH, S.A. (hereinafter, the “Company” or the “Issuer” or “Inmolecule” hereby declares, after taking all reasonable measures for this purpose and to the best of his knowledge, that the information contained in this Information Document is in accordance with the facts and that the Information Document makes no material omission.

Pursuant to as provided for by the Euronext Access Rule Book, Inmolecule’s Board of Directors declare the following: “We declare that, to the best of our knowledge, the information provided in the Information Document is fair and accurate and that, to the best of our knowledge, the Information Document is not subject to any material omissions, and that all relevant information is included in the Information Document.”

Gabriela León Gutierrez:



1.3 EXPERT REPORTS

Not applicable

1.4 INFORMATION SOURCED FROM A THIRD PARTY

Where information has been sourced from a third party, the Issuer confirms that the information has been accurately reproduced. To the best of the Issuer's knowledge and based on publicly available information or information published by the third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. While the sources have been identified to the extent possible, all information is taken from public sources.

2. STATUTORY AUDITORS

Na

3. RISK FACTORS

Investing in the Company involves inherent risks. Prospective investors should carefully consider, among other things, the risk factors set out in this section before making an investment decision in respect of the Shares. The risks and uncertainties described below are not the only ones facing the Company. Additional risks not presently known to the Company or that the Company currently deems immaterial may also impair the Company's business, and adversely affect the price of the Shares. If any of the following risks materialize, individually or together with other circumstances, the Company's business, prospects, financial position and/or operating results could be materially and adversely affected, which in turn could lead to a decline in the value of the Shares and the loss of all or part of an investment in the Shares.

A prospective investor should consider carefully the factors set forth below, and elsewhere in the Information Document, and should consult his or her own expert advisors as to the suitability of an investment in the Shares. An investment in the Shares is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of an investment in the Shares.

The information herein is presented as of the date hereof and is subject to change, completion or amendment without notice.

All forward-looking statements included in this document are based on information available to the Company on the date hereof, and the Company assumes no obligation to update any such forward-looking statements except as required by applicable law or regulation. Investors are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties and that actual results may differ materially from those included within the forward-looking statements as a result of various factors. Factors that could cause or contribute to such differences include, but are not limited to, those described in this Information Document.

The order in which the risks below are presented is not intended to provide an indication of the likelihood of their occurrence nor their severity or significance.

| RISK | PROBABILITY OF OCCURRENCE | SIGNIFICANCE/IMPACT/RELEVANCE |
|---|---------------------------|-------------------------------|
| 3.1 GENERAL RISKS | | |
| 3.1.1 Geographical | LOW | MED |
| 3.1.2 Suppliers | LOW | MED |
| 3.1.3 Economic cycle | LOW | LOW |
| 3.1.4 Global pandemic | LOW | LOW |
| 3.1.5 Brand and reputation image | LOW | MED |
| 3.1.6 Rising competitors | LOW | LOW |
| 3.1.7 Shareholding concentration | LOW | LOW |
| 3.2 OPERATIONAL RISKS | | |
| 3.2.1 Data protection | LOW | MED |
| 3.2.2 Cybersecurity | LOW | LOW |
| 3.2.3 Dependence on client contracts | LOW | LOW |
| 3.2.4 Lack of technological advancements | LOW | MED |
| 3.2.5 Inability to retain key persons | LOW | MED |
| 3.2.6 Client satisfaction | LOW | MED |
| 3.2.7 Business Strategy | LOW | MED |
| 3.2.8 Corporate Governance | LOW | MED |
| 3.3 FINANCIAL RISKS | | |
| 3.3.1 Interest rate | LOW | LOW |
| 3.3.2 Liquidity | LOW | HIGH |
| 3.3.3 Credit | LOW | HIGH |
| 3.3.4 Foreign Currency Exchange | MED | MED |
| 3.4 LEGAL AND REGULATORY RISKS | | |
| 3.4.1 Regulatory changes | MED | MED |
| 3.4.2 Different Jurisdictions | LOW | MED |
| 3.4.3 Insurance against customer harm | LOW | MED |
| 3.4.4 Certifications and licenses from authority | LOW | LOW |
| 3.4.5 Procedures and litigations | LOW | LOW |
| 3.4.6 Litigations regarding Intellectual Property | LOW | HIGH |

3.1 GENERAL RISKS

3.1.1 GEOGRAPHICAL

As of June 2023, Inmolecule's operations are primarily based in Mexico, representing over 90% of its activity. However, according to its 2020-2030 strategic plan, the Inmolecule is actively pursuing a global presence.

Inmolecule is exposed to risks associated with geopolitical and macroeconomic conditions in its operating regions, as well as potential changes in local regulations and unforeseen extraordinary events. While the likelihood of such disruptions is deemed low by the Company, their potential impact is considered medium.

Economic conditions in Inmolecule's operational areas significantly influence its business performance. Generally, strong economic growth boosts demand for its services, whereas slow growth or economic downturns can adversely affect demand.

Currently, Inmolecule's technology and products are distributed across over 10 countries, including the United States and various nations in Central and South America. This global presence introduces risks related to currency fluctuations, legal differences, and varying economic cycles across regions. Additionally, some regions, particularly certain African and Latin American countries, pose extra risks such as political instability and regulatory changes, which can create legal uncertainties for business operations.

The Company's diversification across multiple territories helps mitigate risks associated with instability in any single location. This broad geographic footprint reduces dependence on any single market, minimizing the impact of regional instability on the Company's overall performance.

However, Inmolecule remains susceptible to macroeconomic factors, including changes in international trade regulations, which could negatively affect revenues and increase financing costs. As a result, these factors could materially adversely affect the Company's business, financial condition, and operational results.

3.1.2 SUPPLIERS

Inmolecule's operational efficiency is closely tied to its strategic suppliers' ability to deliver critical raw materials and components punctually and to high standards. Currently, the Company's supply chain is robust, with 95% of its suppliers based locally in Mexico. This minimizes the risk of reliance on single suppliers, as the raw

materials used in Inmolecule's advanced nanotechnology processes are sourced from multiple certified vendors. The selection process for these suppliers prioritizes quality, cost, and responsiveness, and includes the development of secondary and tertiary suppliers to ensure a steady supply.

Inmolecule is actively exploring opportunities to diversify its supply base beyond Mexico to support potential international expansion. Despite this proactive approach, any disruption in these supply relationships, whether due to global supply chain issues or other uncontrollable factors, could pose a risk. Although the likelihood of such disruptions is considered low, their potential impact on production and research and development activities could be significant. Delays or slowdowns in securing critical materials could affect Inmolecule's ability to meet customer demands and sustain its growth trajectory.

Nonetheless, the Company has implemented order planning policies with all suppliers such as Supplier Selection and Approval, Contract Management, Performance Metrics, Quality Assurance, Contingency Planning, Sustainability and Ethical Practices, Performance Review, Compliance and Audits Procedures.

By implementing these planning policies for suppliers, organizations can foster strong, effective partnerships that enhance operational efficiency and promote shared values. Continuous evaluation and adaptation of these policies will ensure their relevance and effectiveness in a dynamic business environment.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of medium impact.

3.1.3 ECONOMIC CYCLE

Global macroeconomic conditions can significantly impact Inmolecule, influencing various aspects of its operations. During periods of economic growth, the demand for the Company's nanotechnology solutions typically rises, leading to higher revenues and profits. However, volatile, or uncertain economic conditions in the markets where its customers operate can dampen business confidence, leading to reduced or deferred spending on new research, technology, and Inmolecule's products. This could exert pressure on pricing and result in lower revenues. During recessionary periods, declining demand may compel the Company to adjust its operations, such as reducing staff or cutting expenses. Additionally, political volatility at the international, national, or local level could negatively affect both Inmolecule and its customers.

Despite these economic fluctuations, Inmolecule does not rely heavily on marked economic cycles. The Company's business model is designed to be resilient across

various economic conditions, reducing its dependency on any single economic phase. To navigate these challenges, Inmolecule relies on solid financial planning. In periods of economic expansion, the focus is on capitalizing on opportunities and maximizing growth. During downturns, the emphasis shifts to risk management and maintaining financial stability. The Company's ability to quickly adapt to economic changes, whether by targeting new markets, adjusting its offerings, or developing innovative strategies, is crucial for leveraging opportunities and ensuring resilience through different phases of the economic cycle.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

3.1.4 GLOBAL PANDEMIC

A downturn in the biotechnology or healthcare sectors, such as reduced investments or budget cuts for microbial research and biopharmaceuticals, could pose challenges for Inmolecule's operations and financial performance. Economic pressures or issues within the biotech market, including the impact of global pandemics, might decrease demand for Inmolecule's innovative solutions, such as its advanced phage-based technologies.

However, Inmolecule views potential health crises not just as threats but as opportunities. The Company's successful development of antimicrobial products during the 2020 pandemic demonstrates its capability to turn such challenges into advantages. With a solid track record of managing global health crises and a well-established network of alternative suppliers, Inmolecule is well-prepared to adapt to market fluctuations. Its focus on R&D and expertise in diverse applications allow it to transform market contractions into growth opportunities. By continuously refining its product offerings and expanding its global reach, Inmolecule remains resilient and well-positioned to sustain financial stability and capitalize on emerging opportunities amid global uncertainties.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

3.1.5 BRAND AND REPUTATION DAMAGE

Inmolecule's competitive positioning is anchored by several critical strengths that are vital for its long-term success. The Company's specialized expertise in phage-based technologies and other advanced biotechnological products give it a distinct advantage in the market. Preserving these strengths is essential for the Company's

future performance, as a decline in market reputation could lead to reduced customer loyalty and a shrinking market share.

To mitigate this risk, Inmolecule is focused on enhancing its brand reputation and increasing visibility in its target markets. The Company is committed to significantly investing in branding and reputation-building initiatives over the next few years. This includes ongoing development of its phage-based products, and the introduction of innovative biotechnological solutions tailored to client needs. Additionally, Inmolecule prioritizes preventing product failures that could damage its brand reputation and tarnish consumer trust. Ensuring high product quality and positive customer reviews is central to maintaining a strong market perception.

Inmolecule also emphasizes sustainability and corporate social responsibility. The Company integrates environmentally friendly practices into its operations, including responsible sourcing of materials and waste reduction throughout production. By embedding sustainable practices into its core business model, Inmolecule aims to build trust with stakeholders and strengthen its reputation, while positively contributing to public health and environmental preservation.

Overall, Inmolecule's ability to uphold its competitive advantages, address market challenges effectively, and maintain a robust brand reputation will be crucial to its continued success and growth in the biotechnology sector.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of medium relevance.

3.1.6 RISING COMPETITORS

The biotechnology sector is rapidly evolving, and Inmolecule has positioned itself as a significant player in phage-based products enhanced by patented nanotechnology. As global demand for innovative treatments and personalized medicine grows, Inmolecule is well-placed to leverage new opportunities.

However, the swift pace of technological advancements and shifting consumer preferences pose risks. Competitors may introduce lower-priced "alternatives", and the rapid obsolescence of technology could pressure Inmolecule's profit margins. Additionally, challenges such as unfair competition and intellectual property piracy need to be addressed to safeguard the Company's market position and reputation.

Inmolecule's focus on cutting-edge phage technology and its commitment to sustainability are central to its strategy. The Company integrates eco-friendly production practices and optimizes resource use, ensuring that its solutions are

both innovative and environmentally responsible. By combining scientific expertise with a strong dedication to reducing environmental impact, Inmolecule leads efforts within the biopharmaceutical industry toward sustainability.

The Company also prioritizes accessibility and affordability, striving to offer cost-effective and scalable solutions that enhance healthcare availability across diverse markets. This approach reflects Inmolecule's broader commitment to public health and environmental stewardship, integrating socially responsible practices into its operations.

To navigate the increasing competition and capitalize on growth opportunities, Inmolecule is expanding its international presence and refining its product offerings. The Company aims to strengthen its market position through strategic collaborations and an expanded client base. This comprehensive strategy allows Inmolecule to maintain its industry leadership while driving positive societal and environmental impact, ensuring resilience amidst evolving market dynamics and emerging challenges.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

3.1.7 SHAREHOLDING CONCENTRATION

A high shareholder concentration in a company can pose several risks, primarily stemming from the imbalance of control. Additionally, the lower liquidity often associated with such concentration can deter potential investors, who may perceive the stock as riskier or hard to trade. This situation might also result in increased volatility, where the sudden divestiture of shares by a major shareholder could lead to sharp declines in stock price, affecting overall market confidence, however at this early stage it can also offer several advantages for a company, primarily through streamlined decision-making and enhanced strategic backing.

As the technology creators the Company can also benefit from quicker decision-making processes, as aligning a smaller group of influential investors can prove more efficient than negotiating with numerous parties. This can lead to a clearer, more unified strategic direction, enabling swift responses to market changes and business opportunities. Strong, committed shareholders may also bring deep resources and valuable networks, offering access to additional capital, expertise, and strategic partnerships. Furthermore, these major shareholders usually have a vested interest in the long-term success of the Company, providing stability and sustained commitment, as their personal wealth is directly tied to the Company's performance. This alignment between shareholder interests and company

objectives can foster an environment of mutual growth and long-term strategic focus.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

3.2 OPERATIONAL RISKS

3.2.1 DATA PROTECTION

Given Inmolecule's focus on advanced bio-technological solutions, including phage-based therapies and specialized products, the Company processes significant amounts of sensitive data, such as proprietary research data. The Company's sensitive and proprietary information has been securely stored in safe deposit boxes at two different major global banks, ensuring robust protection and risk diversification. This strategic decision reflects Inmolecule's commitment to safeguarding critical data while maintaining accessibility when needed. Access is strictly limited to a select group of trusted and key individuals, who have been thoroughly vetted and entrusted with the responsibility of retrieving the contents in the event of an emergency. These individuals are tasked with acting swiftly and decisively to mitigate any potential threats or disruptions, providing a reliable safety net for Inmolecule's most valuable assets. This dual-location strategy not only enhances the Issue's security posture but also ensures continuity and resilience, even in the face of unforeseen challenges.

As for client information, Inmolecule adheres to the General Data Protection Regulation (GDPR) and aligns its data handling practices with the relevant legislation in each country where it operates. The Company is committed to managing the collection, storage, and use of personal and sensitive data in accordance with these regulations to prevent non-compliance risks. This includes implementing rigorous data security measures to protect against breaches and unauthorized access, thus safeguarding against potential penalties and reputational harm.

By adhering to these stringent data protection standards and continuously updating its practices in response to evolving legal requirements, Inmolecule aims to minimize legal risks and maintain operational integrity. This proactive approach helps ensure that the Company meets the highest standards of data security and privacy across all its global operations.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of medium relevance.

3.2.2 CYBERSECURITY

As a leader in advanced biotechnological solutions, Inmolecule faces considerable cybersecurity challenges due to its extensive handling of sensitive data and advanced technologies. The Company's IT infrastructure and communication systems are vulnerable to various cyber threats, including ransomware attacks and data breaches. Operational issues such as server failures or connectivity disruptions could also impact on normal operations. The rapidly evolving nature of cyber threats means that even with ongoing monitoring and updates, Inmolecule may not always detect or prevent attacks until they occur.

Inmolecule has implemented a comprehensive cybersecurity policy for its IT and communications technologies, which is reviewed annually. The Company ensures that its IT staff undergoes continuous training to stay ahead of emerging threats. Despite these proactive measures, there remains a risk of unauthorized access or attempted intrusions, which could undermine client trust, lead to legal disputes, and damage the Company's reputation.

To address these risks, Inmolecule's cybersecurity strategy includes advanced firewalls, regular vulnerability assessments, and robust staff training programs. However, the dynamic nature of cybersecurity threats necessitates ongoing vigilance and adaptation of protective measures to ensure operational resilience and maintain customer confidence.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

3.2.3 DEPENDENCE ON CLIENT CONTRACTS

Inmolecule faces inherent risks related to its dependence on contracts with clients, which could adversely affect its stability and growth if not properly managed. To mitigate this risk, the Company focuses on maintaining constant synergy with its clients and fostering effective interactions with its strategic clients. By establishing and nurturing strong, aligned relationships with key clients, Inmolecule aims to maximize value creation and ensure adherence to agreements, thereby minimizing the impact of potential contract changes. This strategic approach not only secures a strong market position but also allows Inmolecule to maintain sectorial

independence, reducing vulnerability to fluctuations within specific industries and enhancing its adaptability and resilience.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

3.2.4 LACK OF TECHNOLOGICAL ADVANCEMENTS

Inmolecule faces the risk of not maintaining its market position due to challenges in adapting to technological advancements and evolving market demands. The Company's success heavily depends on the effectiveness of its research and development (R&D) processes, which drive innovation in its nanotechnology-based solutions. However, Inmolecule cannot rule out the possibility that newly developed products may reach the market later than those of competitors, potentially hindering its competitive edge. Additionally, investments in R&D might not yield the expected outcomes in terms of the number of products launched or the revenue generated from such products. The production of new offerings could involve higher-than-anticipated costs without delivering proportional increases in revenue.

Moreover, the commercialization of new products may depend on obtaining specific sales authorizations and licenses in each market where the products are intended to be sold, with approval processes varying by jurisdiction. If Inmolecule fails to secure timely regulatory clearances or adapt its products to meet these diverse requirements, it could further delay market entry. Collectively, these factors pose risks to the Company's ability to maintain its technological leadership and profitability, potentially leading to product obsolescence, financial setbacks, and reduced market share. While these risks are currently considered of low probability, their potential impact on the Company's strategic objectives remains of medium relevance.

3.2.5 INABILITY TO RETAIN KEY PERSONS

Retaining key employees can indeed pose a challenge, but the Company has proactively addressed this issue by designing roles and profiles that minimize reliance on any single individual. This approach is crucial in ensuring the continuity of business operations. The Company has successfully implemented a personal development program focused on capabilities, which has proven effective in mitigating potential risks associated with employee turnover. Additionally, the organizational culture is deeply rooted in being a socially responsible enterprise, recognized and certified for its commitment to ethical practices and employee well-

being. This commitment not only helps in retaining key personnel but also in attracting new talent, thereby supporting long-term business stability and growth.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of medium relevance.

3.2.6 CLIENT SATISFACTION

The Issuer faces notable risks concerning client satisfaction, which can significantly impact its business performance and reputation. With a focus on delivering high-quality products that adhere to rigorous standards, maintaining exceptional client satisfaction is paramount. Any deviation from established quality benchmarks set by client procurement and auditing departments could lead to dissatisfaction, potentially jeopardizing repeat business and damaging the Company's reputation.

As the Company specializes in advanced nanoparticle-based antimicrobial solutions, it is crucial that all products meet or exceed client expectations in terms of efficacy, safety, and reliability. Failure to do so could undermine client trust and affect relationships with key sectors, such as healthcare, food safety, and agriculture. To mitigate these risks, the Company must persistently enhance its offerings and ensure that its products align with the high standards that clients demand, thereby securing long-term satisfaction and fostering strong, loyal partnerships.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of medium relevance.

3.2.7 BUSINESS STRATEGY

The effectiveness of Inmolecule's business strategy is critical to its ongoing success and growth. While the Company has effectively implemented its strategy to date and has outlined a clear plan for future expansion, there are inherent risks associated with executing this strategy. Inmolecule's strategy involves significant investments in international expansion and maintaining high standards of product quality.

Unforeseen challenges, such as shifts in market dynamics, regulatory changes, or unexpected technological hurdles, could hinder the successful execution of these plans. Additionally, the Company is capable of adjusting its strategy in response to evolving industry trends or competitive pressures, which could impact its ability to achieve long-term goals. The ability to adapt effectively to these factors or to

manage associated risks could minimize Inmolecule's business risks and overall market position.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of medium relevance.

3.2.8 CORPORATE GOVERNANCE

Inmolecule's corporate governance framework is essential to ensuring effective oversight and strategic direction, but it is not without risks. Although the Company has established a governance structure aimed at promoting transparency, accountability, and ethical practices, there are inherent risks associated with governance practices. The effectiveness of governance mechanisms depends on the integrity and performance of the board of directors, management, and other key stakeholders. Any lapses in governance, such as conflicts of interest, inadequate oversight, or insufficient internal controls, could undermine stakeholder confidence and impact on the Company's reputation.

Additionally, as Inmolecule continues to expand globally, it must navigate a complex regulatory landscape and ensure compliance with varying international standards, which could introduce additional governance challenges. The Company must remain vigilant in maintaining robust governance practices to mitigate these risks and ensure that its strategic objectives are achieved while upholding its commitment to ethical business conduct and regulatory compliance.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of medium relevance.

The Company will mitigate these risks through:

- Robust Governance Framework with a governance structure that includes a diverse and independent board of directors, ensuring balanced decision-making and oversight.
- Implement compliance and communication.
- Maintaining open and transparent communication with stakeholders, including investors and regulators.
- Risk management mechanisms for reporting and addressing any governance-related issues that may arise.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

3.3 FINANCIAL RISKS

3.3.1 INTEREST RATE

The Company is exposed to volatility in interest rates, which can impact on its financial stability and operational efficiency. Volatility in interest rates affects the cost of financing necessary for the Company's growth and development activities. Fluctuations in interest rates can lead to increased borrowing costs, which may affect the Company's financial resources and, indirectly, the disposable income of current and prospective customers. Higher interest rates can make it more expensive for the Company to finance its operations through debt, potentially influencing its financing strategies and increasing overall expenses.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

3.3.2 LIQUIDITY

Liquidity risk is the risk that the Company will not be able to meet its monetary needs through its financial resources. Financial resources include resources generated by activities and those that can be mobilized by third parties. Liquidity risk is characterized by the existence of an asset with a longer term than the liability, resulting in the inability to repay short-term debts if the assets are not sold.

As of December 2024, the available cash amounted to € 228,500.00.

The Company has carried out a specific review of its liquidity risk and considers that it is able to meet its future repayments over the next 12 months. Additionally, Inmolecule is exploring alternative financing options to further support working capital needs and maintain liquidity. By leveraging these strategies, the Company aims to effectively manage its liquidity and sustain its operations and growth initiatives. The Issuer considers that the probability of this risk is low and that, should it materialize, the potential impact would be high.

3.3.3 CREDIT

Credit risk refers to the possibility that a counterparty will fail to meet its payment obligations, which could result in financial loss for the Issuer. Specifically, credit risk involves the potential for loss if a borrower does not repay a loan or fulfill contractual obligations. Traditionally, this risk is associated with the chance that a

lender may not receive the principal and interest owed, leading to disruptions in cash flow and higher collection costs. To cover credit risk, lenders might allocate excess cash flows as a buffer. In cases where credit risk is elevated, it can be mitigated by offering a higher coupon rate, which increases cash flow. Although predicting defaults with certainty is impossible, effective assessment and management of credit risk can help minimize potential losses. Interest payments from borrowers or debt issuers serve as compensation for assuming credit risk.

For the Company, which is primarily owned by the founding partners, this structure provides a strong capacity to raise capital through capital increases. One of the reasons for the intended technical listing on Euronext is to be able to raise capital and attract new investors on an organized and consistent basis. This should allow it to diversify its funding sources, reducing its dependence on debt financing and hence reducing the Company's credit exposure. This capability can help mitigate credit risk or address issues related to the management of existing loans.

Financial debt due in less than one year in December 2024 amounted to € 294,200.00.

The Issuer considers that the probability of this risk is low and that, should it materialize, the potential impact would be high.

3.3.4 FOREIGN CURRENCY EXCHANGE

Foreign exchange risk arises when a Inmolecule engages in financial transactions denominated in a currency other than the one where that Inmolecule is based. Any appreciation/depreciation of the base currency or the depreciation/appreciation of the denominated currency will affect the cash flows emanating from that transaction. Foreign exchange risk can also affect investors who trade in international markets, and businesses engaged in the import/export of products or services to multiple countries.

Inmolecule's international operations expose the Company to significant foreign currency exchange risks, which could impact on its financial performance and stability. As the Company expands its market presence and generates revenue across multiple countries, fluctuations in exchange rates can affect the value of its foreign currency-denominated revenues, expenses, and assets.

Currency volatility may lead to increased costs for importing raw materials or exporting products, potentially impacting profit margins. Additionally, changes in exchange rates can affect the translation of foreign subsidiaries' financial results into the Company's reporting currency, which may result in adverse effects on consolidated financial statements. Although Inmolecule may employ hedging

strategies to mitigate some of these risks, there is no guarantee that these measures will fully shield the Company from currency fluctuations. Effective management of foreign currency exchange risks is crucial for maintaining financial stability and achieving strategic objectives in a global market.

The Issuer considers that the probability of this risk is medium and that, should it materialize, the potential impact would be medium.

3.4 LEGAL AND REGULATORY RISKS

3.4.1 REGULATORY CHANGES

The Company operates in a highly regulated market, and this regulatory framework could become more stringent in key markets for the Company, particularly in the United States and Europe. Such changes could limit the indications for which the Company can market its products or even hinder their commercialization altogether. The cost of complying with existing regulations is significant and continues to rise. If this trend persists, it could diminish the economic value of the Company's products.

For instance, health authorities, particularly the FDA and EMA, have imposed increasingly strict requirements regarding the amount of data needed to demonstrate the efficacy and safety of antimicrobial products. These demands could reduce the number of candidates meeting the criteria for obtaining market authorization and, consequently, the number of authorized products.

Some regulations may require extensive testing in preclinical models to initiate clinical trials. Preclinical testing has faced controversy, with various animal rights organizations advocating against such trials. If these initiatives succeed, the Company's research and development activities could be significantly impacted or delayed.

Furthermore, marketed products are subject to regular revaluation of their benefit-risk ratio after obtaining market authorization. Late discovery of issues not identified during the development phase could lead to marketing restrictions, suspension, or even withdrawal of the product, as well as increased litigation risk.

If the Company fails to comply with these regulations or changes in the regulatory framework, it could face significant penalties, including fines, product withdrawals, sales restrictions, permanent suspension of activities, and legal actions, both civil and criminal.

The Company maintains close relationships with regulatory authorities in key regions. To mitigate certain regulatory risks, Inmolecule has actively engaged with regulatory experts and maintains ongoing dialogue with relevant authorities to ensure compliance and navigate potential regulatory changes effectively. In addition, Inmolecule complies with the highest quality certifications and ensures regulatory compliance in the event of the introduction of new laws through the supervision of the board of directors and members of various committees.

The occurrence of the events subject to such risks is considered by the Issuer to be of medium probability and of medium relevance.

3.4.2 DIFFERENT JURISDICTIONS

The Company operates across multiple jurisdictions, with its primary production facilities based in Mexico, while contracts and primary jurisdiction are governed by Spain and the United States. Canada is considered a tertiary jurisdiction if needed. Operating in these diverse legal environments introduces several risks. Differences in regulatory requirements, legal standards, and business practices across Mexico, Spain, the United States, and Canada can create complexities in compliance and operations.

Regulatory changes or legal disputes in any of these jurisdictions could impact on the Company's ability to conduct business effectively and may lead to increased operational costs. Additionally, variations in intellectual property laws, contract enforcement, and taxation policies could affect the Company's financial performance and strategic decisions. Ensuring adherence to the distinct legal and regulatory frameworks in each jurisdiction is crucial to mitigate these risks and maintain smooth international operations.

Additionally, differences in market demand, competitive landscapes, and customer preferences across regions may affect the Company's ability to implement a consistent business strategy. These factors, combined with potential political and economic instability in certain areas, could impact Inmolecule's operations, financial performance, and growth prospects.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of medium relevance.

To mitigate these risks, Inmolecule continuously monitors regulatory changes, invests in local expertise, and adapts its strategies to align with the specific requirements and conditions of each market.

3.4.3 INSURANCE AGAINST CUSTOMER HARM

As an organization operating across multiple markets, Inmolecule must address the risks associated with potential harm to customers, which includes both direct users of its products and those affected indirectly. The Company currently holds civil liability insurance in Mexico and is in the process of securing general liability coverage. Although this insurance is crucial for mitigating risks related to customer harm, there are uncertainties regarding the adequacy and extent of this coverage.

As Inmolecule expands internationally, existing policies may not fully address all potential liabilities or claims, and there may be delays or gaps during the transition to comprehensive general liability insurance. Variations in insurance policies and coverage limits across different jurisdictions could further impact the protection available against customer harm. It is essential for Inmolecule to ensure that its insurance coverage is robust and appropriately aligned with its global operations and risk profile. This includes continuous assessment and enhancement of safety measures, product improvements, and maintaining comprehensive insurance to manage risks effectively and safeguard the Company's reputation and financial stability.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of medium relevance.

3.4.4 CERTIFICATIONS AND LICENSES FROM AUTHORITY

Inmolecule's ability to operate effectively hinges on its extensive network of certifications, patents, and licenses across multiple jurisdictions. The Company currently holds over 300 filed patents in 88 countries and more than 38 certifications, import-export clearances, and authorizations from regulatory authorities such as the FDA, Health Canada, and various Latin American and European health authorities.

However, there are significant risks associated with maintaining and expanding these certifications and licenses. Regulatory bodies may impose stricter requirements or introduce new regulations, which could complicate compliance and increase operational costs. Additionally, the process of obtaining and renewing certifications and licenses is subject to jurisdictional variations and potential delays, which could affect the Company's market access and product availability. Changes in regulatory standards or disputes over intellectual property rights could also impact on the Company's ability to protect its innovations and maintain market position.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

To mitigate these risks, the Company is deeply engaged in research and development, aiming to stay at the forefront of necessary certifications and licenses. Ensuring continuous compliance and adapting to evolving regulatory landscapes are integral to maintaining its competitive edge and delivering innovative and safe services. This proactive approach supports the Company's growth and operational efficiency by addressing regulatory challenges and staying aligned with industry standards.

3.4.5 PROCEDURES AND LITIGATIONS

Inmolecule may be party to various legal proceedings that arise in the ordinary course of its business, including disputes relating to contractual obligations and non-disclosure agreements. The value of contracts, non-disclosure, and intellectual property rights are of high importance for the Company, as it operates in a commercial environment where the strength of contracts and intellectual property rights are distinguishing features. It is therefore crucial for Inmolecule to ensure the value and commercial use of its contracts and intellectual property rights. There can be no assurance that third parties, such as suppliers or customers, will not infringe on these rights, which may force the Company to challenge such parties' rights to use or sell certain products or services and/or seek damages from them.

Any failure to comply with data protection and data privacy policies, privacy-related obligations to customers or third parties, or any compromise of security resulting in the unauthorized release, transfer, or use of personally identifiable information or other customer data, may result in governmental enforcement actions, litigation, or public statements against the Company. Such failures could cause customers and vendors to lose their trust in Inmolecule. If third parties violate applicable laws or the Company's policies, such violations may also put users of the Company's products at risk, adversely affecting its business. Any significant changes to applicable laws, regulations, or industry practices regarding the collection, use, retention, security, or disclosure of user data could increase Inmolecule's costs and require modifications to its services and features, possibly in a material manner. These changes may limit the Company's ability to store and process user data or develop new services and features, impacting its operations.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

Inmolecule confirms that there are not legal or arbitration proceedings at this time with Inmolecule or its subsidiaries.

3.4.6 LITIGATIONS REGARDING INTELLECTUAL PROPERTY RIGHTS

The growth of the biotechnology industry and the concurrent increase in the number of issued patents heighten the risk that third parties may claim that Inmolecule's technologies or products infringe upon their intellectual property rights. This could result in legal disputes or claims against Inmolecule aimed at protecting these rights.

Inmolecule can guarantee that its products, methods, or processes do not infringe on existing patents or other intellectual property rights held by third parties.

Legal claims related to intellectual property could result in substantial costs, require considerable management attention, and impact on the Company's reputation and financial stability. Competitors with more extensive resources might be better positioned to manage the costs of such disputes and may use them to gain market advantages, potentially adversely affecting Inmolecule's business, goals, credibility, or ability to secure additional funding.

Finally, intellectual property laws and regulations, including the duration of patents and licenses, are subject to changes and evolutions in various jurisdictions without prior notice or compensation. Such changes could diminish the value of Inmolecule's intellectual property, potentially having a significant negative impact on the Company's operations, prospects, and financial status.

To address challenges in patenting, Inmolecule has focused on securing patents not only for its technologies but also for the processes involved in developing and applying its treatments. The Company relies on specialized intellectual property advisors to safeguard its innovations in the competitive biotech field.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of high relevance.

4. INFORMATION ABOUT THE ISSUER

4.1 HISTORY AND DEVELOPMENT OF THE ISSUER

In 1999, Gresmex, the first company incorporated by the Group, was founded in Mexico, by Gabriela and Sergio León, focusing on the development and manufacturing of personal and home care products. By 2008, the Company identified a critical need for innovative safety products capable of eliminating not only bacteria but also viruses, fungi, spores, and mycobacteria. Unlike existing products, these new solutions needed to be non-resistant, non-toxic, non-polluting, safe, and biodegradable.

Through extensive research in nanotechnology, the team successfully developed and manufactured the first nanoparticulate antimicrobial active ingredient, with unique benefits and competitive advantages that distinguished it in the market. Following the final formulations, a series of certifications were completed, leading to the launch of specifically designed products meeting modern safety requirements in high-risk environments such as hospitals, clinics, homes, offices, schools, laboratories, and industries like food processing and agriculture.

During 2013 - 2015 Inmolecule Holding and Nanomax México were established in Mexico to continue the research and the introduction to market, Inmolecule International was founded in London, UK, to manage intellectual property, including patents and trademarks. During this time, the Company also expanded its product offerings with a new line of safety products and agricultural insecticides.

Following Brexit, Eviter Europe SL (now Inmolecule Nanotech S.A.) was founded in Spain, where the Company continued to expand its product lines reaching a total of 38 different active ingredients. In 2020, it launched a line of dietary supplements, with nanoparticulate plant extracts. The COVID-19 pandemic further tested and validated its products and facility, since the Company was able to scale up production 5 times to date. Eviter's solutions were certified for coronaviruses even exporting to new countries and minimizing demand risks.

The following year, 2022, the Company expanded further with the founding of the USA, Canada, and Honduras affiliates, strategically positioned as hubs to establish future production centers to serve various markets with specific regulatory requirements.

The year 2023 marked the beginning of a new era, leading to the integration of the entire group under the umbrella of Inmolecule Nanotech S.A. a Spanish holding company. In the United States the Company has secured seven FDA approvals

supporting claims such as cancer prevention, anti-inflammatory efficacy, energy production, protective effects against heart disease, and balanced hormones without side effects. Additionally, the Company holds authorizations from various worldwide authorities, including Canada, as well as multiple Latin American and European countries.

Picture 1 Inmolecule's first facility 300 M2 and their first batch ever manufactured during the early 2000's.



Picture 2. Inmolecule's second facility 1,500 M2 where the Company manufactured from 2003-2020.



Picture 3. Inmolecule's current facility has over 5,000 M2 in Mexico City, and currently a production capacity of 90 Tons per day.





4.1.1 LEGAL AND COMMERCIAL NAME OF THE ISSUER

Legal name: INMOLECULE NANOTECH, S.A.

Commercial name: INMOLECULE

4.1.2 THE PLACE OF REGISTRATION OF THE ISSUER, ITS REGISTRATION NUMBER AND LEGAL ENTITY IDENTIFIER (“LEI”)

Place of registration: Commercial Registry of Jaén at volume 629, section 8, sheet number J-23748

Register number: A23795230

LEI: 959800F0D3TQYVTXW034

INMOLECULE NANOTECH, S.A. (hereinafter referred to as “the Company” or “the Issuer” or “Inmolecule” incorporated under the laws of Spain, is a Spanish company domiciled in Paseo de la Castellana, 91 – 4th Floor 28046, Madrid, Spain.

4.1.3 THE DATE OF INCORPORATION AND THE LENGTH OF LIFE OF THE ISSUER, EXCEPT WHERE INDEFINITE

The Company’s duration is set out in Article 4 of its bylaws.

“Article 4.- Duration:

The duration of the Company is indefinite and started its operations on the date of the granting of its deeds of incorporation.”

4.2 DOMICILE AND LEGAL FORM OF THE ISSUER

Legal form: Sociedad Anónima, which is the Spanish equivalent of a public limited company.

Address: Paseo de la Castellana, 91 – 4th Floor 28046, Madrid, Spain

Legislation under which the Issuer operates: The Issuer operates under the Spanish Capital Companies Act (Ley de Sociedades de Capital), approved by Royal Legislative Decree 1/2010 of 2 July.

Telephone number of the Issuer: +52 555 317 3297

Registered office: Paseo de la Castellana, 91 – 4th Floor 28046, Madrid, Spain

Website: <https://www.inmolecule.com/>

4.3 IMPORTANT EVENTS IN THE DEVELOPMENT OF INMOLECULE'S BUSINESS

| | |
|------------------|---|
| 1999 | <ul style="list-style-type: none"> Gresmex was founded in Mexico by Gabriela and Sergio León, focusing on the development and manufacturing of personal and home care products. |
| 2008 | <ul style="list-style-type: none"> Development of the nanoparticulated antimicrobial ingredient Nbelyax®, which is bio selective, innocuous, and highly effective in neutralizing any type of pathogenic microorganism. |
| 2008-2012 | <ul style="list-style-type: none"> Final formulations completed and certifications obtained. Products launched for high-risk environments such as hospitals, schools, labs, and food/agriculture industries. Éviter® was born using Nbelyax® as the main active ingredient. Trademark register. |
| 2013-2015 | <ul style="list-style-type: none"> Inmolecule Holding and Nanomax México established. Inmolecule International founded in London to manage intellectual property (patents and trademarks). |
| 2016 | <ul style="list-style-type: none"> Patent in Mexico |
| 2019 | <ul style="list-style-type: none"> International patents |

| | |
|--------------------|--|
| Post-Brexit | <ul style="list-style-type: none"> • Evider Europe SL (now Inmolecule Nanotech S.A.) established in Spain. • Expanded product lines to 38 active ingredients and launched nanoparticulate dietary supplements. |
| 2020 | <ul style="list-style-type: none"> • COVID-19 validated product effectiveness. Production scaled up 5x. • Began exporting to new markets. • Gasdem was created and used to fight coronavirus. |
| 2022 | <ul style="list-style-type: none"> • Expanded to the USA, Canada, and Honduras with new affiliates as strategic hubs for future production and regulatory compliance. |
| 2023-2024 | <ul style="list-style-type: none"> • Full group integrated under Inmolecule Nanotech S.A. (Spain). Secured 7 FDA approvals in the U.S. for claims like cancer prevention, anti-inflammation, and more. |

5. BUSINESS OVERVIEW

Inmolecule Group is a biotech company established in Mexico in 1999 by Gabriela and Sergio Leon. The Company has developed an innovative Nano-Phyto-Chemistry platform that utilizes plant extracts at the nanometric scale to effectively eliminate infectious germs, including viruses, fungi, bacteria, spores, and mycobacteria, amongst others.

With this Nano-Phyto-Chemistry platform, the Company has developed 38 nanoparticles for various applications. As proof of concept, final products formulated with these nanoparticles have been well received in the market.

Inmolecule's flagship products are:

- 1) **Surface sanitizer/disinfectant:** This product can be used across all markets and industries, as sanitization is essential in every area to ensure a safe environment. The product's main advantages include long-lasting protection (72 hours) compared to 15 minutes of other disinfectants, such as glutaraldehyde or chlorine. Most importantly, it is harmless and biodegradable.
- 2) **Vitamin C and Zinc Dietary Supplement:** Even though the Company has five other products, Vitamin C + Zinc was successfully launched during the SARS-CoV-2 pandemic in Mexico and the USA, generating significant revenue. This product is the first nanotechnological supplement to receive FDA and Health Canada approvals.

Inmolecule's main facility is located in Mexico City, covering an area of 5,200 m², with a production capacity of 90 tons per day. The Company's nanotechnological reactor can produce 1.2 tons of nanoparticles per batch. Its current clients are primarily B2B, including the food industry, agriculture, pharmacies, retail, and hospitals.

The R&D process has been pivotal to the Company's strategic growth. It is grounded in identifying market opportunities and needs through in-depth scientific research to assess feasibility and prioritize projects. The process includes detailed development, technical validation, and regulatory compliance as key components of the cycle. Currently, Inmolecule's primary brands are registered in Europe, Canada, the U.S., Mexico, Central America, and South America.

5.1 DESCRIPTION OF PRINCIPAL ACTIVITIES

5.1.1 NANO-PHYTOCHEMISTRY TECHNOLOGY

Nano-phytochemistry is a branch of chemistry that focuses on the study of chemical reactions and processes at the nanoscale level. The Company has created a disruptive platform to create plant-derived compounds at the nanoscale, improving their bioavailability and efficacy. With over 38 nanoparticles successfully tested, Inmolecule has applied the principles of nanotechnology and phytochemistry to various industries, including healthcare, cosmetics, animal care, agriculture, aquaculture, livestock, food and beverage, pharmaceuticals, and dietary supplements. This approach aims to optimize the advantages of plant-based compounds, improving their efficiency and precision for better results.

The technology behind Inmolecule's products allows its phyto-nanoparticles to act selectively, without damaging healthy body cells or surfaces they come in contact with. The first nanoparticle effectiveness of pathogen elimination at the nanoscale has been demonstrated in both national and international laboratories. A nanometer is one billionth of a meter, meaning a nanoparticle is thousands of times smaller than the width of a human hair.

5.1.2 INMOLECULE'S PRODUCTS

Inmolecule Nanotech's proprietary platform utilizes well-researched plant extracts known for their distinct benefits, which are enhanced through organic nanoparticle delivery. This platform allows for a wide range of applications across multiple industries, including home and personal care, agriculture, aquaculture, and pharmaceuticals.

Currently, the company offers the following fully developed and available-for-sale products:

| Area of application | Brand | Products |
|--------------------------------|--------------------------------|--|
| Home, Personal Care & Wellness | GASDEM B, EVIETER, and EVITAGE | Dietary supplements: <ul style="list-style-type: none"> ▪ Vitamin C and Zinc ▪ Turmeric and Pepper ▪ Carnitine and Green Tea ▪ Tribulus Terrestris, Ginseng and Ginkgo Biloba ▪ L-Glutathione ▪ Rhodiola, and Cohosh |

| | | |
|-------------------------|----------------------------|---|
| | | Skin antiseptics and antiseptic lubricant |
| | | Anti-aging serum |
| | | Surface disinfectants |
| Industrial | EVITER | Surface disinfectant designed for use in the food and beverage industry as part of safety and hygiene protocols. |
| Agricultural | EFYGAN | Organic pesticide, soil disinfectant, and insect repellent. |
| Aquaculture & Livestock | GASDEM B and EVITER | Dietary supplements with optimized formulations tailored to improve the health and growth of livestock and aquaculture species. |
| Pharmaceuticals | Brand still in development | Antiviral drug currently in Phase 3 clinical trials, expected to reach the market in Q1 2027. |

The products listed above under Home, Personal Care & Wellness, Industrial, Agricultural, and Aquaculture & Livestock are fully developed and available for sale.

The antiviral drug under the Pharmaceuticals category is still in development, currently undergoing Phase 3 clinical trials, with an expected market launch in Q1 2027 following regulatory approval.

5.1.3 AREAS OF APPLICATION

Inmolecule specializes in innovative solutions through its nano-phytochemistry technology, addressing challenges across various sectors by leveraging advanced technologies to enhance product quality and efficacy. Over the next 5 years, Inmolecule aims to revolutionize key industries by providing nano-technological solutions that address specific problems and promote a more sustainable future.

The applications of Inmolecule's nano-phytochemistry technology serve the following sectors:

HOME, PERSONAL CARE & WELLNESS

- Antiseptics: Enhancing the effectiveness of antiseptic agents for better infection protection.
- Disinfectants and Sterilizers: Providing advanced solutions for disinfection and sterilization in medical environments.
- Oral Care: Developing oral health products with nano-technological ingredients.
- Lubricating Gel: Improved formulations for greater comfort and effectiveness.
- Mosquito Repellent: Innovations in insect protection using nano-compounds.

- Personal Care: Personal care products with benefits enhanced by nanotechnology.
- Dietary Supplements and Multivitamins: Includes products such as Vitamin C + Zinc, L-Carnitine, NanoCBD, Green Tea, Curcumin + Black Pepper, L-Glutathione, and Tribulus Terrestris, utilizing advanced technologies for better absorption and effectiveness.
- Antiviral Drugs: Developing antiviral medications with nano-optimized formulations.

INDUSTRIAL

- Disinfectants: Providing advanced disinfectants with enhanced properties.
- Sterilizers: Innovations in sterilization for pharmaceutical applications.
- Biocides: Offering effective biocides for various industrial and medical applications.

AQUACULTURE, AGRICULTURAL & LIVESTOCK

- Insecticides: Enhancing the effectiveness of insecticides with nanotechnology for pest control.
- Organic Pesticide: Systemic and organic fungicide, bactericide and virucide to boost productivity and environmental responsibility.
- Soil Disinfectant: Pre-treatment for soil disinfecting before sowing.
- Aquaculture: Nano-technological solutions to improve the health and growth of aquatic organisms.
- Dietary Supplements and Multivitamins: Includes products such as Vitamin C + Zinc for hens and pork's.
- Antiseptics: Advanced antiseptic products for animal care.
- Disinfectants and Sterilizers: Solutions to maintain hygiene and health in animal health settings. Inmolecule Holding specializes in innovative solutions through its nano-phytochemistry technology, addressing challenges across various sectors by leveraging advanced technologies to enhance product quality and efficacy. Over the next 5 years, Inmolecule aims to revolutionize key industries by providing nano-technological solutions that address specific problems and promote a more sustainable future.

5.1.4 STAGE OF DEVELOPMENT OF INMOLECULE'S PRODUCTS

PRODUCTS UNDERGOING CLINICAL TRIALS

Inmolecule's antiviral drug development, featuring a nano-optimized formulation, is currently in the pre-clinical stage. This phase involves efficacy trials, safety assessments (toxicological studies), genomics, and biodegradability evaluations. These studies are essential for assessing the drug's safety, efficacy, and potential side effects before advancing to human testing.

To date, Inmolecule has successfully completed phases 1 and 2 of these pre-clinical studies, yielding highly promising results. A forthcoming scientific publication will provide further details on these findings.

Regarding the antiviral drug Inmolecule initiated clinical trials in Q1 2024, specifically focusing on pharmacokinetics and pharmacodynamics assessments (Phase 3). The Company plans to complete this phase by Q4 2026.

PRODUCTS WITH DRUG AND HEALTH APPROVALS

- In late 2024, Inmolecule received regulatory approvals from the FDA, COFEPRIS (Mexico), and Health Canada for six dietary supplements and multivitamins.
- Four additional products are currently undergoing the approval process in these countries, as well as in Chile, Spain, and Portugal.
- Regulatory renewals for lubricants, antiseptics, sterilizers, and disinfectants are in progress in Mexico and have been submitted to the FDA.
- The Company plans to submit applications for disinfectants to the EPA before the end of 1H 2025.
- Inmolecule's agricultural products have received approvals from both Mexican authorities and the Organic Materials Review Institute (OMRI).
- Mosquito repellents and personal care products fall under the cosmetics category and do not require regulatory approvals.
- Dietary supplements for aquaculture and livestock have been approved in Mexico and are in the approval process in Chile and with the FDA, with expected approvals before the end of 2025.

5.1.5 KEY RELEVANT PROJECTS

Inmolecule is dedicated to pioneering advanced solutions across various sectors, aiming to address critical challenges with innovative and proprietary technology. From significantly enhancing sustainability in food production by optimizing water use and improving waste management to revolutionizing aquaculture with broad-spectrum additives that reduce the need for antibiotics, Inmolecule's projects drive impactful change. In agriculture, the Company integrates comprehensive systemic products to boost productivity and environmental responsibility. In the healthcare field, Inmolecule advances skin regeneration through specialized formulations that ensure effective recovery and safety. These initiatives reflect Inmolecule's commitment to leveraging cutting-edge technologies for better outcomes in diverse industries.

GLOBAL BREAD COMPANY. BIMBO MÉXICO

Inmolecule has successfully implemented a trail project with the leading baking company in Mexico which has yielded remarkable results. The project achieved a 72% reduction in water consumption, significantly contributing to more sustainable practices by streamlining disinfection and safety processes, additionally the company reduced man hours by 65%, leading to considerable cost savings and efficiency gains. The project also introduced advanced solutions for excellent solids removal, ensuring cleaner water discharge and enhancing overall environmental compliance. Additionally, the cost of water treatment was reduced by optimizing the treatment process, and microbial contamination was eliminated, achieving 100% microbial elimination, and ensuring the highest standards of hygiene and safety.

AQUACULTURE, SALMON. CHILE

Inmolecule has executed a successful project in the aquaculture industry, specifically focusing on salmon farming in Chile. The project introduced a broad-spectrum feed additive that plays a supportive role in enhancing the immune system of the fish. This additive has effectively reduced the presence of bacteria and viruses, particularly targeting *Piscirickettsia salmonis*. By incorporating this solution, the need for antibiotics has been significantly diminished. The additive demonstrates a direct antagonistic effect on *P. salmonis* at a remarkably low concentration of 1/32K, all while producing no adverse side effects.

AGRICULTURE BERRIES. MEXICO

Inmolecule has implemented a successful project in the berry farming sector in Mexico, introducing a range of broad-spectrum systemic products. These products combine pesticides, antimicrobial agents for soil, and insect repellents into a single solution. They are certified organic, ensuring safety for workers and non-toxicity for the environment. The use of these products has led to a productivity increase of at least 50% while also reducing water consumption.

HEALTH: SKIN REGENERATION

Inmolecule has developed a groundbreaking product application in skin regeneration for healthcare applications, featuring a range of broad-spectrum systemic products including liquid soap, lotion, and serum. These products are designed to significantly enhance skin recovery, achieving up to 98% regeneration within 8 days following radiotherapy. They are effective in preventing infections, even when used in conjunction with immunotherapies. The products are non-toxic, hypoallergenic, and reduce the need for antibiotics. This project highlights Inmolecule's commitment to advancing skincare solutions that promote healing and safety for patients.

5.1.6 SUPPLIERS

The current supply chain composition consists of 95% local sourcing within Mexico, eliminating the risk of relying on single suppliers. The raw materials used for Inmolecule's products can be supplied by various certified vendors. Supplier selection is based on quality, price, and response time. Maintaining a catalog of certified suppliers to meet demand is a strategic pillar, along with developing secondary and tertiary suppliers. The Company is currently in the process of selecting suppliers outside of Mexico for potential expansion beyond the country.

5.1.7 VALUES

Inmolecule has a Code of Ethics based on values such as:

Honesty: Inmolecule is committed to honesty in research and communication, ensuring that every discovery is shared accurately and truthfully for the benefit of society.

Responsibility: The Company takes its responsibility seriously, prioritizing the safety and well-being of its customers, its team, and the environment in every decision and action they take.

Transparency: The Issuer embraces transparency in its operations, providing clear and open communication about its research processes, findings, and the ethical standards that the Company upholds.

Integrity: The Company operates with integrity, adhering to the highest ethical standards in its scientific practices, ensuring that trust is fundamental in its relationships with all stakeholders.

Respect: Inmolecule fosters a culture of respect, valuing diverse perspectives within its team and recognizing the contributions of every individual to advance its collective mission.

Equality: The Issuer champions equality by creating an inclusive workplace where all voices are heard, and everyone has equal access to opportunities and resources for growth and development.

5.1.8 AWARDS

Inmolecule is a leading innovator in the field of advanced nanotechnology applications, dedicated to transforming industries through its cutting-edge solutions. Throughout the company's history, Inmolecule has received numerous awards and recognitions, including honors from the World Economic Forum, the United Nations Foundation, ILAN, the Clinton Foundation, EY, and the National Health Award in Mexico. The Issuer's commitment to ethical business practices is reflected in its Code of Ethics, which is based on its core values of honesty, responsibility, transparency, integrity, respect, equality, and originality.

2023 | Research Award from Universidad Autónoma Metropolitana

The Metropolitan Autonomous University (UAM) is one of the most prestigious universities in Mexico and Latin America, known for its commitment to advancing knowledge and addressing relevant societal challenges. According to Dr. José Antonio De Los Reyes Heredia, rector of UAM, the institution promotes research that aims to solve critical problems by reconfiguring knowledge fields, fostering interdisciplinary dialogue, and bridging the gap between knowledge generation and its practical application.

The UAM Research Award highlights and celebrates the new knowledge emerging from the diverse disciplinary fields nurtured at the university. In 2023, the Company

was honored with this award in the Area of Biological and Health Sciences for its work on a potent virucidal activity of functionalized TiO₂ nanoparticles adsorbed with flavonoids, effective against SARS-CoV-2.



2021 | Science and Innovation Award Israel+Latin American Network (ILAN)

The Israel Latin American Network (ILAN) is a non-profit foundation that promotes innovation in Latin America by fostering connections with Israel, aiming to improve people's lives. ILAN recognizes and supports university students and entrepreneurs with the most outstanding innovations, creating a network that connects them with leading figures in the field. Additionally, ILAN organizes delegations to Israel, where winners are exposed to prominent innovation centers across universities, government, and the private sector. Through these delegations, young innovators gain the foundations to elevate their projects to the next level. With these efforts, ILAN aims to make Latin America a hub of innovation. The ILAN Awards serve as a platform for recognizing and inspiring innovative talents across the region.

In 2021, the Company won the ILAN Award in the Health and Science category for its groundbreaking portfolio of products, featuring its first nanoparticle. This nanoparticle is 100% harmless and biodegradable, effectively eliminating viruses, bacteria, fungi, spores, and mycobacteria. Its safety and effectiveness have been verified by multiple laboratories in Mexico and worldwide. During the 2020 coronavirus pandemic, this innovation helped protect thousands of people from infection.



2018 | 1st Place ADIAT Innovation Award

The Mexican Association of Managers of Applied Research and Technological Development promotes the innovative capacity of national researchers and supports the efforts of entrepreneurs striving to make their companies more competitive, thus fostering well-being and progress.

The ADIAT Award for Technological Innovation recognizes applied research and technological development centers, along with their researchers, when they successfully bring a project to the market.

In 2018, the Company won first place in the ADIAT Award for Technological Innovation for its groundbreaking work in research and development of nano phytochemistry for health applications.



2016 | National Health Award by COPARMEX – Company Category

As Óscar David Hernández Carranza, the President of the Social and Health Commission of COPARMEX, stated, “A healthy population is a productive population.” The organization believes that resources allocated to health are not merely expenses but investments that lead to economic and social prosperity. This is why Inmolecule was honored with this recognition.



2015 | World Economic Forum Pioneer Technology Award

In 2015, Inmolecule was awarded the World Economic Forum Pioneer Technology Award. This award recognizes companies and technologies at the forefront of innovation with the potential to transform industries and societies globally. The World Economic Forum’s recognition proves Inmolecule’s role as a leader in nanotechnology and its transformative impact across various sectors.



2014 | United Nations Foundation Global Accelerator

In 2014, Inmolecule was selected by the United Nations Foundation to join its Global Accelerator. This recognition honors companies that are driving innovative and sustainable solutions on a global scale. Being included in this accelerator underscores Inmolecule's positive impact in key areas such as health, agriculture, and environmental sustainability, and its ability to influence significant global changes. The United Nations Foundation recognized that entrepreneurs were not only focused on building big brands but also on creating enterprises that make a meaningful impact. Each entrepreneur also understood the importance of measuring this impact through the triple bottom line: people, planet, and profit.



2014 | Strategic National Priority Company, by the Ministry of Economy

The Company was named in 2014 by the Mexican Minister of Economy as a strategic company of national priority to combat hospital-acquired infections thanks to the newly patented nanoparticle, Nbelyax.



2014 | Clinton Foundation “Las Americas” Forum, Miami

The Clinton Foundation's “Future of the Americas” brought together leaders from the private and public sectors across Latin America, the Caribbean, Canada, and the United States. These leaders participated in a one-time event on Thursday, December 11th, at the University of Miami in Miami, Florida. The gathering built on President Clinton's long-standing commitment to economic prosperity, investment, and innovation throughout the Western Hemisphere, both during his time in office and in his post-presidency through the Clinton Foundation. Gabriela León was included as one of the participants due to her contributions to innovation.



2012 | Ernst & Young Entrepreneur of The Year Award – Social Impact Category

In 2012, Inmolecule received the Ernst & Young Entrepreneur Of The Year Award in the Social Impact Category. This prestigious award recognizes companies and entrepreneurs who have demonstrated exceptional commitment to social responsibility by using their business success to create a positive impact in their communities. Inmolecule was highlighted for its innovative approach in using nanotechnology to address significant social and environmental challenges.



5.1.9 ENVIRONMENTAL SOCIAL GOVERNANCE

Since its foundation, Inmolecule has been deeply committed to the environment, embracing a “green DNA” by avoiding the production of polluting products. The Company has also been active in the social sphere through donations, promoting education, and maintaining a firm stance against corruption. Therefore, when the United Nations Global Compact was signed in 2004, it was a natural step for the Company to adopt the ESG criteria.

Recognizing the importance of a company’s interaction with its social and environmental surroundings, Inmolecule in Mexico has established a social responsibility committee composed of employees at all levels. This committee ensures that the Company meets ESG criteria. A clear example of these efforts is the Company’s recognition in 2023 with the Socially Responsible Company distinction, awarded by Cemefi (Mexican Center for Philanthropy).

The Socially Responsible Company distinction is a systematic process used to measure and compare the development of good social responsibility practices through indicators in the environmental, social, and governance (ESG) areas. It is based on national legislation and international standards and includes a review of evidence to assess a company’s compliance with social responsibility and sustainability practices. This distinction accredits companies with a symbol of

value that highlights and differentiates them from other businesses operating in Mexico and Latin America.

Cemefi's vision in awarding the Distintivo ESR® is to encourage companies to engage in corporate social responsibility and sustainability actions that positively impact society. As part of this commitment, Inmolecule ensures that 100% of its processes are cold to avoid CO₂ and toxic gas emissions. The Company uses biodegradable and/or natural raw materials, has implemented waste separation and a certified waste collection process, and does not discharge wastewater. Additionally, to mitigate environmental impact, the Company uses recycled materials in packaging when regulations allow.

In the social sphere, Inmolecule has demonstrated its commitment not only through donations but also through education programs, such as hand washing initiatives for children, health-related conferences, and the democratization of healthcare. Additionally, the Company has an internship program that has hosted more than 700 students from various university disciplines, including administration, systems engineering, marketing, chemical engineering, and nanotechnology engineering, among others.

The Company prioritizes hiring female heads of household, recognizing them as a vulnerable group upon which future generations depend. Addressing their needs is essential to achieving the objectives of combating inequality. Another example of the Company's social commitment is its support for the bio-conservation of cultural heritage. Inmolecule works closely with archaeologists and restorers to develop products and specialized applications for preserving cultural artifacts.

As part of its dedication to society, the Company is developing a business model to support individuals with illnesses or their relatives. In many cases, socioeconomic conditions in Latin America force these individuals to stop working to care for themselves or a family member. This situation often results in not only emotional suffering but also significant financial strain. The Company is collaborating with various civil associations, such as the Mexican Association for the Fight Against Cancer A.C., to directly support patients and their families, as these organizations best understand the needs of this vulnerable group.

Since its foundation, Inmolecule has adhered to ethical principles and has actively fought against corruption. This commitment led to the Mexican government inviting the Company to represent the country in APEC's anti-corruption working sessions in Hanoi during 2016-2017.

Since adopting the 2004 criteria, the Company has consistently ensured that employees receive fair salaries and benefits exceeding legal requirements, fostering personal and professional growth within the organization.

Inmolecule has cultivated strong partnerships with universities, research centers, and healthcare facilities to promote innovation, development, and competitiveness.

Now, as the Company transitions to becoming a public entity, it has not only adopted ESG criteria but also embraced social transparency with investors. Internal regulations have been enhanced to promote greater productivity, sustainable growth, and orderly operations, all while staying true to its mission.

By aligning with ESG principles and through the Company's inherent nature and vision, Inmolecule has naturally adopted, collaborated with, and contributed to several of the 17 points of the SDGs (Sustainable Development Goals).

5.2 STRATEGY AND BUSINESS MODEL

5.2.1 KEY ACTIVITIES

To fully harness the potential of Inmolecule technology, the group has organized into three strategic business lines:

HOME, PERSONAL CARE & WELLNESS

These include products classified as items designed to enhance quality of life, promote health, and ensure comfort within personal spaces. This line of products encompasses a variety of essentials, ranging from dietary supplements, cleaning supplies and disinfectants to products including skincare and hygiene items that support individual grooming and well-being.

AQUACULTURE, AGRICULTURE & LIVESTOCK

These consist of specialized products that ensure the health and safety of plants and animals in various farming environments, including food additives. In agriculture, these supplies help control pests and pathogens that can jeopardize crop yields, promoting a clean growing environment which will be reflected in an increased production. The Company's specialized products prevent the spread of diseases among fish populations. Similarly, in livestock operations, its range of solutions for cleaning and disinfection is crucial for sanitizing barns, feeding areas, and equipment to protect animal health and enhance productivity. By effectively managing hygiene across these sectors, these products play a vital role in

promoting sustainable practices, ensuring food supplements, and supporting the overall well-being of agricultural ecosystems.

COMMERCIAL AND INDUSTRIAL

Industrial and commercial disinfectants and cleaning supplies are vital for maintaining hygiene, safety, and efficiency across various sectors. In industrial settings, these products help prevent the spread of germs and contaminants in workplaces, ensuring a safe environment for employees and customers. They are particularly crucial in food processing plants, healthcare facilities, and manufacturing operations, where sanitation standards must be upheld to comply with regulations and protect public health. Additionally, effective cleaning supplies help maintain equipment and surfaces, prolonging the lifespan of machinery and reducing downtime caused by contamination-related issues. By investing in high-quality disinfectants and cleaning agents, businesses can enhance their reputation, foster a healthy workplace, and ultimately contribute to a more sustainable and responsible operational framework.

5.2.2 REVENUE STREAM

Inmolecule's historical revenue primarily stemmed from manufacturing white label products for major retailers in Mexico. However, with the implementation of the 2024-2030 strategic business plan and the recent FDA and Health Canada approvals in early 2024, the Company has begun shifting toward its innovative Nano-Phyto-Chemistry platform, which focuses on increasing the sales of private label products. This transformative initiative is designed to significantly enhance profitability by leveraging proprietary, disruptive, and patented technology that optimizes product margins.

Over the past decade, substantial investments have been made in research and development, collaborating with local and international universities as well as prestigious institutions to rigorously test the platform. As a result, solid evidence of its efficacy has been gathered, enabling the Company to secure patents in over 88 countries. This intellectual property protection positions Inmolecule as the only company worldwide capable of achieving exceptional results across various industries without causing side effects, corrosion, chemical use, or irritation. This new strategy will allow for increased profits due to the higher margins of products manufactured through this patented technology.

This strategic shift comes down to the fact that the white-label model is less appealing due to several factors. Firstly, it involves significantly lower profit

margins. Additionally, it requires a high upfront capital expenditure (CapEx), as it would necessitate the installation of a full production facility, including mixing, filling, and labeling equipment. In contrast, the platform model allows for a more streamlined and cost-effective approach: only the concentrate needs to be shipped, and a simple mixer—often already available locally—can be used. In some cases, even that step can be outsourced. This not only reduces investment requirements but also supports a more scalable and profitable revenue model.

The company has more than two decades of experience in white label manufacturing, demonstrating a long-standing commitment to its operations and client relationships. While it aims to uphold the existing contracts and maintain its current client base when referring to white-label products, the Company has made a strategic decision not to pursue growth in this particular revenue stream any further.

Currently, the Company operates with a production capacity of 90 tons per day, achieving an average sale price of \$8,438 USD per ton. This structural shift opens new avenues for growth, positioning the Company favorably in the market over the coming years.

As of December 2024, more than 90% of sales originated from Mexico. However, starting in Q2 2025, the Company plans to expand internationally. Various opportunities have been explored, and collaborations have been established with key global players in essential industries. The goal is to diversify sales, balancing revenues in Mexican pesos with US dollars and euros, thereby mitigating the potential risks associated with currency devaluation.

Inmolecule's revenue model historically relied on white-label manufacturing for major retailers in Mexico. However, with the implementation of the 2024-2030 strategic business plan, the Company has begun transitioning toward its innovative Nano-Phyto-Chemistry platform. Currently, white-label manufacturing accounts for approximately 75% of revenue, while 25% comes from proprietary nano-phytochemical products (private label). The strategic objective is to continue expanding the latter, leveraging its patented technology to drive international growth and profitability.

Currently revenue generated from the platform can be distributed in the following classes:

- Home Personal Care and Wellness: 46.77%
- Agricultural, aquacultural and livestock: 30.55%
- Commercial and Industrial: 22.68%

5.2.3 GO-TO-MARKET STRATEGY

The Company has gained a solid understanding of the regulatory landscape affecting its nano-phyto-chemistry platform, ensuring compliance with all relevant standards and securing necessary approvals. This includes obtaining FDA approvals for health-related products and meeting environmental standards, which streamlines market entry. The most effective sales and distribution channels have been identified, including direct sales, partnerships, distributors, and online platforms, while considering developing relationships with key industry players to facilitate market entry.

Inmolecule is actively working on developing a strong brand identity to resonate with the target audience. The Company produces informative content, such as white papers, case studies, and webinars, to educate potential customers about the benefits of its nano-phyto-chemistry platform. Digital marketing efforts, including SEO, social media engagement, and online advertising, are actively generating leads, while participation in trade shows and conferences showcases the technology and fosters networking opportunities with potential clients.

Inmolecule's go-to-market approach is structured around the various applications of nanotechnology across its business lines, targeting specific market segments with strategies designed to maximize impact, drive growth, and promote sustainability. Each business line has a dedicated strategy that aligns with customer needs and leverages Inmolecule's expertise in nano-phyto-chemical solutions.

HOME, PERSONAL CARE & WELLNESS

The Company offers innovative, innocuous and eco-friendly products that enhance quality of life, healthcare and personal well-being. The aim is to promote products that are not only effective but also environmentally responsible, meeting the growing consumer demand for sustainable health and hygiene solutions.

Key Actions:

- Highlight the use of nano-phyto-chemistry to enhance the efficacy of products like dietary supplements, skincare, antiseptics and disinfectants, making them more effective and safer than conventional alternatives.
- Use social media campaigns, educational content, and partnerships to raise awareness of the benefits of the products, emphasizing safety, natural ingredients, and sustainability.
- Collaborate with health and wellness retailers, pharmacies, and online platforms to expand distribution channels and reach a wider audience.

- Target Customer: Health-conscious consumers, wellness brands, and retailers looking for innovative, eco-friendly products that meet modern lifestyle needs.

AQUACULTURE, AGRICULTURE & LIVESTOCK

Inmolecule aims to provide specialized solutions that promote health and safety in farming environments, supporting sustainable agriculture and aquaculture practices. The goal is to position Inmolecule as a leading provider of bio-based products that improve productivity and sustainability across these sectors.

Key Actions:

- Host webinars, workshops, and field demonstrations to educate farmers and industry professionals on the benefits of using nano-phyto-chemical products to enhance crop yields, maintain animal health, and ensure clean, disease-free environments.
- Collaborate with agricultural companies, aquaculture associations, and livestock health organizations to drive adoption and ensure product credibility.
- Offer tailored solutions that address specific issues, such as disease prevention in fish farming or pest control in agriculture, ensuring products meet the unique requirements of each sector.
- Target Customer: Farmers, aquaculture operators, and livestock producers looking for sustainable, effective solutions to maintain the health and safety of their operations.

COMMERCIAL AND INDUSTRIAL

Inmolecule's strategy for the commercial and industrial sector revolves around providing high-quality cleaning and disinfectant products that ensure hygiene, safety, and operational efficiency. The focus is on sectors that demand stringent sanitization, such as food processing, healthcare, and manufacturing.

Key Actions:

- Emphasize the compliance of products with industry standards and regulations, particularly in sensitive areas like food processing and healthcare, to build trust and authority in the market.
- Develop strong relationships with commercial distributors and facility management companies to widen the distribution network and streamline product availability across various sectors.

- Position products as eco-friendly alternatives that not only improve sanitization but also reduce environmental impact, aligning with companies' sustainability goals.
- Target Customer: Food processing plants, hospitals, clinics and healthcare facilities, manufacturing operations, and businesses in need of reliable, effective, and environmentally responsible cleaning solutions.

5.2.4 CLIENTS

Inmolecule serves a wide range of clients across various industries, reflecting the versatility and market acceptance of its products. Its customer base includes companies in retail, healthcare, food and beverage, agriculture, and pharmaceuticals, among others. These partnerships demonstrate the Company's ability to provide effective, innovative solutions tailored to meet the specific needs of diverse sectors, helping to drive growth and expand its presence in both local and international markets.



5.2.5 PARTNERS AND ALLIANCES

Business alliances and partnerships are essential across key industries, including healthcare, agriculture, and dietary supplements, due to the need for specialized expertise. Forming alliances can significantly enhance research and development initiatives. In the healthcare sector, for example, the development of new

treatments or medications often requires extensive research, which can be both costly and resource intensive. Alliances enable more efficient innovation by bringing together teams with complementary skills and perspectives. Currently, alliances have been established with hospitals such as the Health Public System of the Mexican State, universities as the Metropolitan Autonomous University, NGOs as The Mexican Association against Cancer, and a well-renowned research team to support more efficient testing and research efforts.

In the agricultural sector, partnerships are crucial for ensuring that biotechnological innovations effectively reach end-users. Such collaborations bring cutting-edge nanobiotechnology to the field, providing access to the latest advancements in farming products and proven, science-based solutions. These partnerships often lead to more efficient and sustainable farming practices, resulting in increased productivity and reduced environmental impact. By fostering cooperation among stakeholders, a sustainable food supply chain is ensured, from farm to table, promoting resilience and stability across the sector. One of the Company's main partners is Nanoagro, a Mexican company that is focused on increasing productivity in the crops based on Inmolecule's nanotechnological products.

Additionally, business alliances foster market expansion and competitiveness. By partnering with international entities, companies in various strategic business lines can more easily enter new markets and overcome barriers like unfamiliar regulations and cultural differences. These partnerships, such as those with Farmacias Similares (Similar Pharmacies), enable firms to leverage each other's strengths in distribution, brand reputation, and technical expertise, thereby enhancing market presence and global brand recognition.

In essence, alliances and partnerships not only drive innovation and efficiency but also ensure that stakeholders can respond swiftly to emerging challenges and opportunities. They create networks of trust, facilitate the sharing of critical resources, and support the strategic expansion needed in today's globalized commerce ecosystem.

5.2.6 GLOBAL PARTNERSHIP PROGRAM

Partnership Development Framework

Developing a Global Partnership Program strategy involves creating collaborative frameworks that leverage expertise, resources, and networks across various stakeholders, including academic institutions, industry partners, governmental organizations, and non-governmental organizations (NGOs).

The vision for this Global Partnership Program aligns with Inmolecule's mission of pioneering advanced solutions across various sectors while establishing specific short-term and long-term objectives. These objectives include advancing research in nano-phytochemistry, expanding market reach in North America and Europe, enhancing product development, and fostering innovation in sustainable practices.

Inmolecule will actively identify and engage key stakeholders, partnering with academic institutions for research, collaborating with industry partners to share expertise, and working with governmental organizations for compliance and funding opportunities. Collaborating with NGOs will also be crucial for implementing sustainability initiatives and conducting impact assessments.

The partnership development framework will involve setting criteria for potential partners and determining engagement models, such as joint ventures and strategic alliances. Standard agreements will be established to clarify the scope of collaboration, intellectual property rights, and financial arrangements.

Strategic focus areas for the program will include joint research and development projects, commercialization efforts leveraging partner capabilities, and initiatives to facilitate technology transfer. Sustainability initiatives will also be a priority, addressing environmental challenges while promoting responsible innovation.

To enhance global networking and outreach, Inmolecule will actively participate in international conferences as well as in international scientific congresses and create digital platforms for collaboration. Regional outreach efforts will be tailored to meet local challenges and capitalize on opportunities.

Funding and resource allocation will be essential components of the program, with efforts made to identify grants and public funding opportunities while sharing resources among partners to minimize costs and maximize outcomes.

Finally, Inmolecule is committed to establishing key performance indicators to monitor the success of partnerships and regularly assessing their effectiveness. This comprehensive approach to developing the Global Partnership Program will position Inmolecule for success, ensuring that it reinforces its brand presence and achieves its strategic objectives in North America and Europe.

5.2.7 INMOLECULE AND SUSTAINABILITY

Innovation and Research

Inmolecule has developed an ambitious expansion plan to leverage its innovative technologies and current market position, aiming to become a leading player in the applications of nanotechnology within the personal care and wellness, industrial,

aquaculture, agricultural, and livestock sectors in North America and Europe by the year 2025. Subsequently, Inmolecule has developed a strategic plan for the years 2024-2030, which aims to contribute to creating a sustainable future through a strong commitment to sustainable development goals (SDGs) by accelerating the adoption of its nano-phytochemistry solutions.

The Company is committed to its core mission of advancing sustainability and health by focusing in the coming years on the development and scaling of its key product lines, including antimicrobial solutions, specialized products that ensure the health and safety of plants and animals in various farming environments and wellness formulations. The objective is to have 100 organizations across various sectors implementing Inmolecule's technologies by 2030, enabling them to improve their sustainability and operational efficiency through these advanced solutions.

To follow this path, Inmolecule considers sustainability and the Sustainable Development Goals (UN 2030 Agenda) as a framework to measure the impact of its activities in generating a better world. Inmolecule's commitment to sustainability will be a fundamental pillar of its strategy and strategic objectives. The Company intends to analyze the impact of its activities and will carry out initiatives to advance the SDGs, including the design and implementation of solutions that support customers in becoming more sustainable. To achieve this, Inmolecule has articulated four lines of action on which it will focus to contribute towards achieving the SDGs proposed for the year 2030:

Sustainable Innovation

Innovation is one of the Inmolecule's core values, and its culture is based on the principles and practices necessary for continuous innovation. The Company strives to enhance sustainability in key industries by developing innovative and responsible solutions that meet environmental standards and customer needs.

Assessment and Goal Setting

Inmolecule believes in a structured approach to sustainability. Clear objectives are set for both short-term and long-term sustainability goals, which include reducing carbon emissions, minimizing waste, and increasing energy efficiency.

Sustainable Practices in Operations

Inmolecule emphasizes sustainable practices in its operations by utilizing renewable resources and biodegradable or recyclable materials. This commitment extends to its supply chain management, where the Company collaborates with suppliers who prioritize sustainability and ethical practices. Additionally, lifecycle

assessments are conducted to evaluate the environmental impact of products from raw material extraction to end-of-life disposal.

Sustainable Environment

Inmolecule prioritizes actions that minimize the environmental impact of its activities, processes, and product developments. The Company is committed to optimizing resource usage, reducing waste, and ensuring eco-friendly production methods, as demonstrated by the projects it has carried out.

Sustainable People

Inmolecule recognizes that its people are its most valuable asset and a key element in maintaining competitiveness and sustainability. The Company aims to foster an inclusive workplace that encourages professional and personal development, sharing values, ambitions, and purpose. Efforts will be made to ensure a flexible working environment that values diversity and equality. Furthermore, the Company educates staff on sustainability practices and the importance of their roles in achieving company goals.

Sustainable Alliances

Inmolecule is committed to maintaining and forging new partnerships with institutions, companies, and organizations to enhance its ability to impact the field of SDGs. Collaborative efforts will enable the Company to expand its capacity to implement sustainable practices across different sectors.

Regulatory Compliance and Reporting

Inmolecule stays informed about local and global regulations regarding sustainability and environmental protection. The Company maintains transparency by regularly reporting on its sustainability efforts and outcomes to stakeholders and the public, adhering to standards such as the Global Reporting Initiative (GRI).

Monitoring and Improvement

To ensure continuous improvement in its sustainability efforts, Inmolecule establishes key performance indicators (KPIs) to measure progress towards its sustainability goals. Strategies are regularly reviewed and adjusted based on performance data and emerging sustainability practices.

Focus on Community Impact

Inmolecule is dedicated to corporate social responsibility (CSR) by engaging in community initiatives that promote environmental stewardship and support local ecosystems. The Company also considers the societal impact of its products, prioritizing innovations that improve public health and safety.

5.2.8 STRATEGY FOR GROWTH IN NUMBER OF CLIENTS

The Company has devised a strategy to expand its client base by conducting comprehensive market research to identify industries that can benefit from Nano-Phyto-Chemistry applications, including healthcare, food, aquaculture, agriculture, and animal health. Potential clients will be categorized by size, geography, and specific needs to enhance the effectiveness of marketing efforts. This approach also involves crafting a clear value proposition that highlights the unique advantages of Inmolecule's applications, such as improved performance, cost savings, and sustainable practices.

By analyzing competitors, the Company aims to pinpoint market gaps and position its products to address these needs. To enhance credibility and market reach, the Company will form partnerships with industry leaders and research institutions. The Company will implement referral programs to incentivize existing clients for new business referrals. Attending industry conferences and professional associations will also provide valuable networking opportunities and potential introductions to new clients.

Expanding into international retail markets often requires a substantial investment in marketing strategies, which can be both time-consuming and costly. Therefore, as a strategic first step towards international growth, the Company intends to concentrate on a business-to-business approach (B2B). This strategy is advantageous because it typically incurs lower capital expenditures (Capex), and reduced marketing costs compared to direct consumer retail. Starting within the industrial sector, where the Company has already achieved notable efficiency gains and cost savings, will make it easier to replicate the business model by leveraging past successes. This method not only minimizes risk but also allows the Company to build strong relationships with other businesses, creating a robust foundation for future expansion into broader retail markets.

5.2.9 LISTING ON EURONEXT ACCESS PARIS

Part of Inmolecule's strategy relies upon a future listing in a stock market of reference for pharmaceutical companies. By listing in Euronext Access, in Paris, Europe's largest stock market, the Company expects to achieve higher levels of internationalization and visibility while allowing new partners to join the corporation in the next years to come. In accordance with European market regulations, the Company plans to proceed with a technical admission on Euronext Access, followed by a potential upgrade to Euronext Growth when the timing is appropriate.

In conclusion, the Company has chosen to go public, rather than using other mechanisms, because it will allow the Company to:

- Strengthen its global position and increase its profile, notoriety, and trustworthiness in the market, which will support the Company's expansion plans.
- Develop new tools for retaining and acquiring key talent through equity and/or profit participation.
- Establish robust financing mechanisms to raise the necessary resources for future growth.
- Provide a liquidity mechanism that benefits the Company's shareholders while expanding its shareholder base.

5.3 PRINCIPAL MARKETS AND COMPETITIVE LANDSCAPE

5.3.1 HOME CARE MARKET

MARKET SIZE

The global home care products market, which includes cleaning products, laundry detergents, dishwashing products, air care, and home insecticides, has been steadily growing due to rising consumer awareness about hygiene and cleanliness. This trend was significantly accelerated by the COVID-19 pandemic, which highlighted the importance of maintaining clean and safe living environments. As a result, there has been a surge in demand for products that promote home hygiene, driving innovation and competition in the market.

Recent estimates value the market size at approximately \$259.04 billion in 2023, with expectations to reach \$270.36 billion in 2024 and \$379.76 billion by 2032, growing at a CAGR of 4.4% (*Fortune Business Insights*).

MARKET SHARE BY REGION

The global home care market is characterized by significant regional variations in market share, driven by factors such as consumer preferences, economic conditions, and regulatory environments. According to Grand View Research, Asia Pacific dominated the market in 2023, holding over 32% of the total revenue share. The region's large population drives high demand for household cleaning products, with China being the top producer, followed by Japan and India. Growing

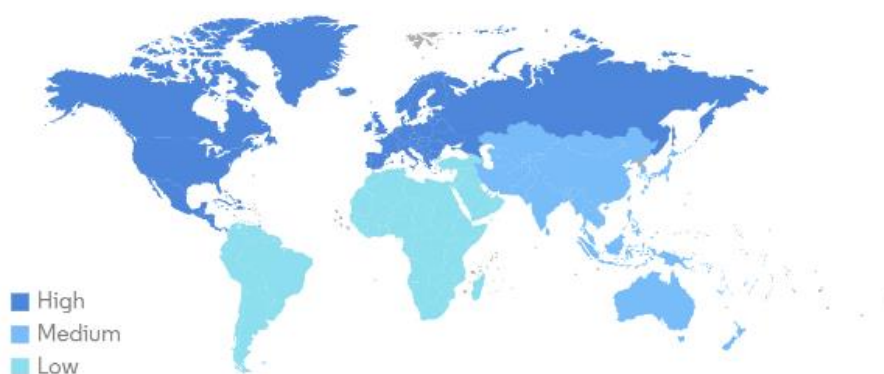
environmental concerns about harmful chemicals have prompted consumers in these countries to opt for natural cleaning alternatives. As a result, local manufacturers are capitalizing on this trend by offering eco-friendly products to meet the rising demand.

Based on insights from Fortune Business, North America holds a substantial share of the cleaning products industry, primarily due to the presence of major manufacturers in the region. Growing environmental concerns have driven demand for safe and effective homecare products, with the U.S. being the largest consumer worldwide due to its large population. Meanwhile, Europe has a well-established market for household cleaning products, though its growth is expected to be somewhat slower than in other regions. However, many companies are investing in research and development to create innovative, eco-friendly products that minimize environmental impact. Strict European regulations also require manufacturers to maintain high product quality, fostering competition and supporting market growth.

The Middle East & Africa are projected to have the second-highest growth rate, with a CAGR of 7.0% from 2024 to 2030 (*Grand View Research*). Urbanization across the region has boosted the demand for cleaning products, driven by changing lifestyles and higher hygiene standards in urban areas. Additionally, increased awareness of personal and environmental hygiene, supported by health campaigns, has led to a rise in demand for products like hand sanitizers, disinfectants, and personal care items.

Finally, according to Fortune Business Insights, the gradual rise in population across Latin America is likely to lead to a steady increase in demand for homecare cleaning products. Brazil is anticipated to experience the highest growth rate in the region, driven by increased investments from major companies and a growing awareness of the importance of maintaining home hygiene.

Figure 1 Global Home Care Market Size, by region



Source: Mordor Intelligence

MARKET DRIVERS

The home care market is undergoing significant transformation, driven by key trends focusing on sustainability, convenience, and the rising demand for natural products. Leading brands are responding to consumer demand by introducing eco-friendly formulations and packaging. Products that use recyclable or biodegradable materials are gaining traction, as more consumers prioritize environmental responsibility. This shift reflects a broader movement towards green and natural goods, which are seen as safer for both the environment and personal health. As awareness of environmental issues grows, people are increasingly willing to spend more on natural and organic products, driving the market for green cleaning solutions. This trend is creating opportunities for brands to innovate and expand their product lines to include plant-based, chemical-free options that appeal to eco-conscious customers.

Additionally, lifestyle changes and urbanization have led to a surge in demand for products that offer convenience and time-saving benefits. Modern, busy lifestyles, characterized by long work hours and limited time for extensive cleaning, have pushed consumers towards solutions that are efficient, easy to use, and require minimal effort. Urban living often means smaller living spaces, which makes compact and multi-functional cleaning products particularly appealing. Manufacturers are responding by developing innovative, space-saving solutions that meet these needs, from all-in-one sprays to portable and easy-to-store cleaning devices. This trend towards practical and efficient products is expected to drive the growth of the household cleaning market in the coming years.

Furthermore, the impact of these trends is amplified by the growth of e-commerce, which allows consumers to access a broader range of home care products conveniently. Online platforms have made it easier for brands to reach a global audience and offer diverse, specialized products that cater to varying preferences. This shift to digital shopping has also facilitated the discovery of new, niche brands that focus on sustainability and innovation, allowing them to compete with established companies in the market.

RESTRAINTS

The home care market faces several key restraints that could hinder its growth. One significant challenge is the rising costs of raw materials, particularly natural ingredients, which can lead to increased product prices and affect competitiveness. Additionally, stringent regulatory requirements regarding safety and environmental standards can drive up operational costs and delay product launches, especially for smaller companies.

The market is also becoming increasingly saturated, with many established brands competing for consumer attention. This saturation can result in price wars that reduce profit margins and make it challenging for new entrants to differentiate themselves. Consumer skepticism about the effectiveness of eco-friendly alternatives compared to traditional products further complicates purchasing decisions, as some buyers remain hesitant to fully embrace green cleaning solutions.

COVID 19

The COVID-19 pandemic significantly affected the home care sector in several ways. Initially, there was a surge in demand for cleaning and disinfecting products as consumers prioritized hygiene to combat the virus, leading to increased sales of disinfectants and sanitizers. This trend was noted by Statista, which highlighted the robust growth in the household cleaning products market during this period.

The pandemic also accelerated the shift towards e-commerce, with many consumers opting to buy home care products online for convenience. According to McKinsey & Company, this shift in shopping behavior appears to be lasting, as consumers have become accustomed to the ease of online purchasing. Furthermore, there was a growing interest in eco-friendly and sustainable products as people spent more time at home, reflecting a trend toward natural cleaning solutions. This shift was supported by findings from Fortune Business Insights.

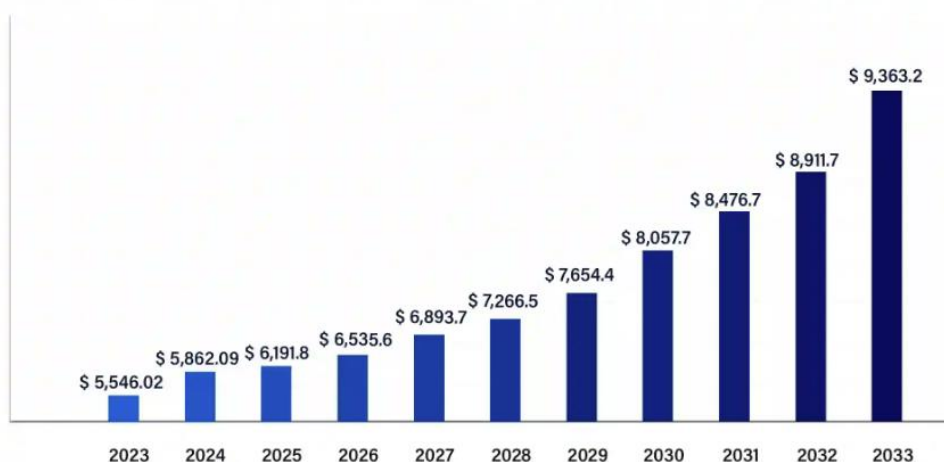
However, the pandemic also posed challenges, particularly in supply chain management. Companies faced disruptions that affected the production and distribution of cleaning products, potentially leading to shortages and increased prices. Additionally, manufacturers had to innovate their product lines to emphasize antibacterial and antiviral properties, a trend reported by Research and Markets.

5.3.2 WELLNESS MARKET

MARKET SIZE

In 2024, the global wellness market was valued at USD 5.86 trillion and is projected to reach approximately USD 9.36 trillion by 2033, with an expected compound annual growth rate (CAGR) of 5.34% over the period from 2024 to 2033.

Figure 2 Global Wellness Economy Market Size and Growth Projections 2023-2033 (Billion)



Source: Precedence Research

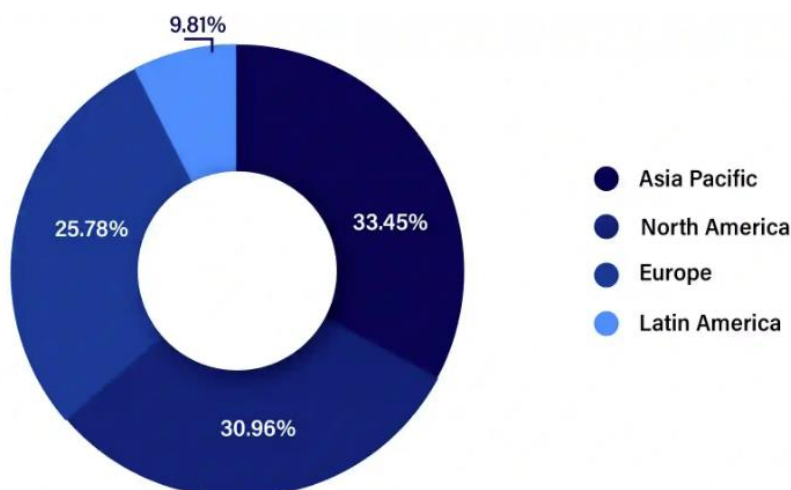
MARKET SEGMENTATION BY REGION

The global wellness industry is highly concentrated in North America, Asia-Pacific, and Europe, which collectively represent 90% of the worldwide wellness economy.

In 2023, the Asia-Pacific region led the global wellness market in terms of revenue and is expected to maintain its leading position during the forecast period. This dominance is driven by factors such as a large population, rising urbanization, rapid industrialization, supportive government policies to attract foreign direct investments (FDIs), and significant growth potential across various sectors of the wellness industry. Key economies like China, India, Japan, and South Korea play a major role in the region's market growth.

Meanwhile, North America is projected to be the most promising market in the coming years. This is attributed to higher disposable incomes, growing health awareness, increased demand for healthy products and greater consumer knowledge about health and wellness. Additionally, the presence of numerous leading industry players and their strategic initiatives significantly contribute to the expansion of the health and wellness market in North America.

Figure 3 Wellness Market Share, by region 2023



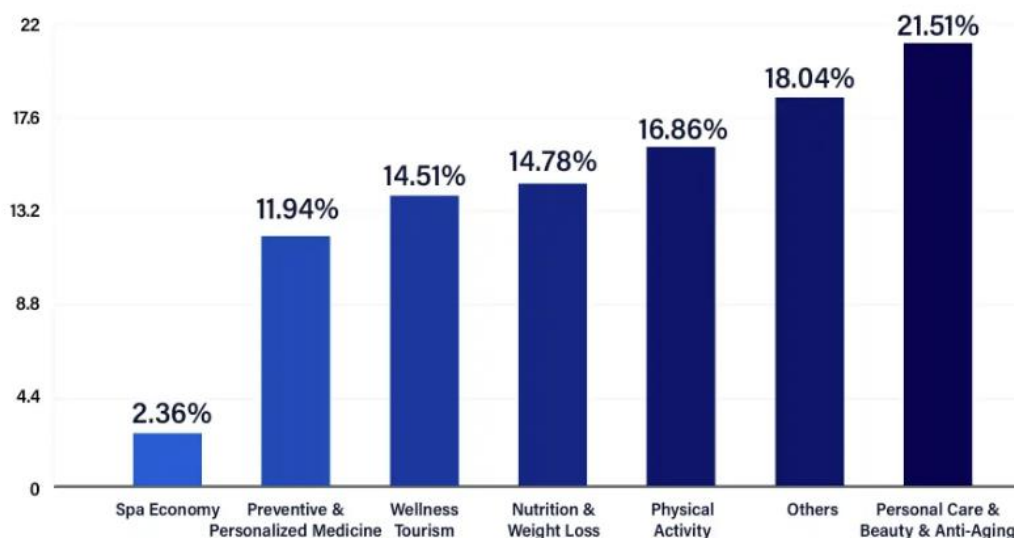
Source: Precedence Research

MARKET SEGMENTATION BY SECTORS

In 2023, the personal care, beauty, and anti-aging sector led the global health and wellness market in terms of revenue, accounting for 21.51% of the market share. This segment is expected to maintain its dominance throughout the forecast period. The growth is largely driven by a rising youth population increasingly concerned with physical appearance, prompting higher demand for beauty, personal care, nutrition, and weight loss products and services. Additionally, the widespread use and growing popularity of social media have further encouraged the adoption of personal care and beauty products worldwide, a trend likely to continue in the future.

The nutrition and weight loss segment represented 14.78% of the market, driven by the youth's focus on maintaining a presentable appearance. Meanwhile, wellness tourism accounted for 14.51% of the market in 2023, with growth fueled by greater awareness, higher disposable incomes, and a thriving tourism industry. Activities like yoga, meditation, and spa therapies are popular in this sector, and government efforts to boost tourism have further supported its expansion.

Figure 4 Wellness Market Share, by sector 2023



Source: Precedence Research

5.3.3 PERSONAL CARE MARKET

As mentioned above, the personal care market is a segment within the wellness industry that includes products designed for hygiene, grooming, and personal well-being. This encompasses a wide range of items such as cosmetics, skincare, hair care, oral hygiene, fragrances, sun protection, and bath products. The market is driven by consumer demand for products that promote self-care, health, and beauty, as well as trends in innovation, sustainability, and a preference for natural ingredients.

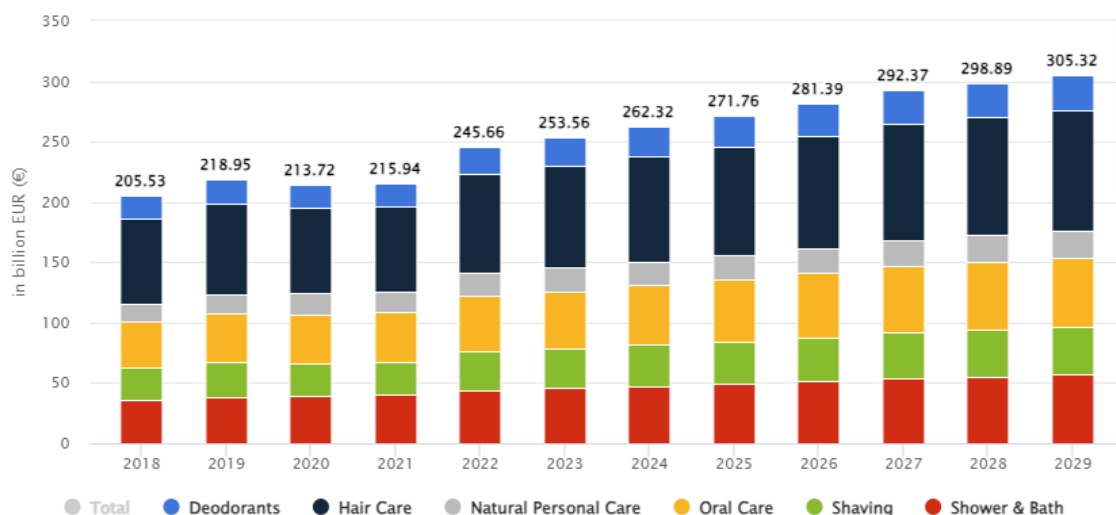
MARKET SIZE

The global beauty and personal care products market is projected to grow steadily over the coming years. The market size is estimated at \$ 606.74 billion in 2024 and is expected to reach \$ 799.73 billion by 2029, reflecting a compound annual growth rate (CAGR) of 5.68% during the forecast period (*Mordor Intelligence*). This growth is driven by increasing consumer awareness about skincare, hair care, and hygiene, as well as a rising demand for natural and organic products. Additionally, regions like Asia-Pacific are witnessing rapid expansion due to urbanization and higher purchasing power, further fueling market growth.

According to Statista, the largest segment in this market is Personal Care, which is estimated to have a market volume of \$282.90bn in 2024.

REVENUES

The global personal care market is projected to reach €262.30 billion in revenue by 2024. Over the period from 2024 to 2029 the market is expected to grow at a compound annual growth rate (CAGR) of 3.08%, reflecting steady expansion driven by increased consumer awareness and demand for personal care products.



Source: Statista

MARKET SHARE BY REGION

The United States is the largest contributor to the Personal Care market, with a projected market size of €42.21 bn for 2024, supported by high purchasing power and a consistent focus on innovation and trends in personal care.

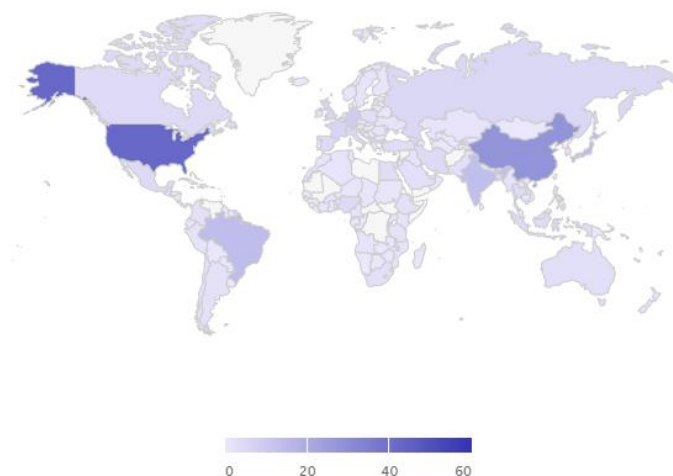
The European market is expected to reach a total size of €56.59 bn in 2024, with several countries standing out. Germany is the largest market in Europe, projected to reach €8.85 bn, followed by France with €6.08 bn and the United Kingdom with €6.17 bn. Italy and Spain also play significant roles, with expected market sizes of €4.88 bn and €3.97 bn, respectively. The diversity of products and a growing emphasis on sustainability are driving growth in this region.

In Asia, China emerges as a key market, with an estimated market size of €27.54 bn in 2024, driven by the rise of the middle class and rapid urbanization. Japan and India also show strong potential, with market sizes of €14.45 bn and €13.27 bn, respectively, fueled by increasing awareness of personal care and high-quality products.

Finally, in Latin America, Brazil stands out with a market size of €14.06 bn, reflecting the demand for beauty and personal care products among a young population.

Canada, although with a smaller market size of €3.83 bn, remains a relevant player in the region.

Figure 5 Global revenue comparison by region



Source: Statista

SEGMENTATION BY PRODUCT

The Personal Care market is segmented into key product categories, including deodorants, hair care, natural personal care, oral care, shaving, and shower & bath products. Each segment addresses specific consumer needs and trends.

Among these categories, Hair Care remains the largest, generating a revenue of €84.35 billion in 2023. The Shower & Bath segment is also significant, with recorded revenues of €45.81 billion in 2023. This category includes a variety of products such as soaps, shower gels, and bath salts. While traditional hygiene items still dominate, sustainability is a key driver of growth, as consumers increasingly seek gentle, skin-friendly formulations.

Oral Care, generating €47.57 billion in 2023, has evolved beyond basic hygiene to become a vital part of overall wellness. Consumers now recognize the importance of oral health, leading to increased demand for multi-benefit products like whitening and sensitivity relief. Additionally, there is a growing preference for natural, fluoride-free options that appeal to health-conscious buyers.

Natural Personal Care is experiencing rapid growth as consumers demand products that are transparent, sustainable, and ethical. The interest in natural, organic, and cruelty-free products is on the rise, driven by the "clean beauty" movement, which encourages brands to prioritize eco-friendly packaging and simple ingredients. This trend is attracting numerous brands, making Natural Personal Care a significant area of growth in the market.

Figure 6 Global Revenues Personal Care Market, by product (Billion €)



Source: Statista, LKS

DRIVERS

The Personal Care market is driven by several key factors. Rising consumer awareness of personal hygiene and grooming leads to increased spending on various products. Health and wellness trends also play a significant role, with consumers seeking items that promote overall well-being, including oral health and skincare.

There is a noticeable shift towards natural and organic products as consumers demand transparency, sustainability, and ethical sourcing. Environmental concerns encourage many to choose brands that prioritize eco-friendly practices. Additionally, advancements in technology drive innovation, resulting in smart beauty devices and personalized products that cater to individual needs.

Demographic changes, such as the aging population and the preferences of younger consumers, influence market dynamics. The growth of e-commerce provides convenience and access to a wider range of products, while social media and influencer marketing shape consumer choices. Lastly, economic factors, including disposable income levels, affect how much consumers spend on personal care items. These combined drivers significantly shape the landscape of the Personal Care market.

RESTRAINTS

The beauty and personal care market faces significant challenges due to increasing regulatory scrutiny and compliance demands. Governments and regulatory bodies worldwide are implementing stricter regulations regarding the formulation, testing, and labeling of products to ensure consumer safety and environmental sustainability.

Compliance with these evolving standards necessitates substantial investment in research, development, and testing infrastructure, which can be particularly challenging for multinational companies navigating various regional regulations. Failing to meet these stringent requirements may lead to product recalls, legal issues, and damage to brand reputation. Consequently, staying updated on regulatory changes remains a persistent challenge in the highly regulated beauty industry.

COVID 19

The COVID-19 pandemic significantly reshaped the Personal Care market, leading to both growth and transformation. While demand for hygiene products like hand sanitizers and soaps surged, other segments, such as color cosmetics, experienced declines due to reduced social interactions. The crisis accelerated the adoption of e-commerce as consumers increasingly turned to online shopping for personal care items. Moreover, new trends emerged, with a heightened focus on health, safety, and self-care, leading to increased interest in skincare and wellness products. These changes are expected to endure, as consumers maintain a greater awareness of hygiene and well-being, solidifying a lasting impact on the market.

5.3.4 AQUACULTURE MARKET

The aquaculture market encompasses the production, processing, and distribution of aquatic organisms and plants cultivated under controlled conditions. It involves various stakeholders, including fish farmers, equipment manufacturers, feed suppliers, processing and packaging companies, distributors, and retailers.

The global market is expected to grow, driven by an increasing emphasis on sustainability in aquaculture practices. Both governmental and non-governmental organizations are actively promoting sustainable methods to enhance efficiency and productivity in the industry.

MARKET SIZE

According to Precedence Research, in 2023, the global aquaculture market was valued at USD 229.02 billion, rising to USD 239.33 billion in 2024. It is projected to grow to approximately USD 355.66 billion by 2033, with a compound annual growth rate (CAGR) of 4.5% from 2024 to 2033.

Figure 7 Aquaculture Market Size 2023-2033 (Billion)



MARKET SHARE BY REGION

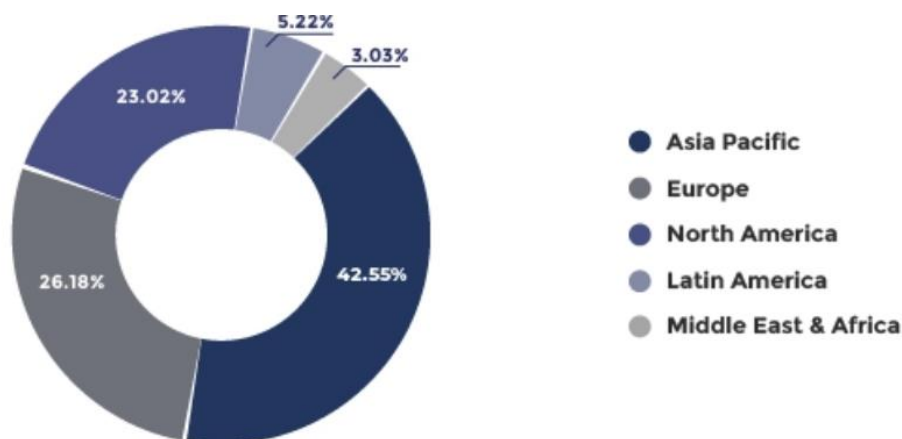
Asia Pacific dominates the aquaculture market, with a market size valued at \$97.44 billion and a compound annual growth rate (CAGR) of 4.9% from 2024 to 2033. This demand is driven by factors such as population growth, rising disposable incomes, changing dietary habits, and supportive government policies.

North America is projected to experience steady growth in its aquaculture market during the forecast period. The demand for seafood is rising due to shifting dietary preferences and increasing incomes. Furthermore, growing awareness of the environmental impact of traditional food production has spurred interest in sustainable food systems, which further drives the growth of the aquaculture market in the region.

Meanwhile, the aquaculture market in Europe is also experiencing significant growth, fueled by rising investments from key industry players. The increasing demand for premium aquatic products within the European food sector is enhancing the region's revenue share in the global aquaculture market.

In Latin America, the aquaculture market is expanding due to rising seafood demand and supportive government policies, with Brazil leading production, followed by Chile, Ecuador, and Peru. Similarly, in the Middle East and Africa, although the aquaculture market is smaller compared to other regions, it is growing

due to increasing seafood demand and government initiatives. Key producers in this region include Egypt, Nigeria, and South Africa.



Source: Precedence Research

MARKET DRIVERS

Aquaculture offers a sustainable and consistent supply of aquatic organisms for the pharmaceutical industry, ensuring the quality and reliability needed for research. Many aquatic animals and plants possess a range of medicinal properties, leading to their growing use in the development of new drugs and pharmaceutical products.

For instance, fish species like salmon, trout, and cod are rich in omega-3 fatty acids, which are associated with numerous health benefits, including a lower risk of heart disease and enhanced brain function. Additionally, other marine organisms, such as certain types of algae and sea sponges, are being explored for their potential to treat conditions like cancer, HIV, and Alzheimer's disease.

Furthermore, aquaculture practices provide significant environmental advantages, such as the sustainable utilization of marine resources, the preservation of biodiversity, and minimized ecological degradation. As companies increasingly prioritize sustainable practices, these economic and environmental benefits are anticipated to propel market growth. Additionally, the high efficiency and production effectiveness associated with aquaculture activities underscores a positive outlook for the market globally throughout the forecast period.

RESTRAINTS

Regulatory challenges can pose a major obstacle to the growth of the aquaculture market. The regulations often differ significantly across countries and regions, making compliance both complex and costly. These regulatory requirements can create barriers for new aquaculture producers. For instance, securing the necessary permits and approvals to establish a new facility can be a lengthy and expensive process, which may deter potential entrants into the market.

In countries with stringent environmental regulations, compliance can be particularly costly. Expenses related to compliance may encompass monitoring and reporting obligations, permit fees, and environmental assessments, all of which can increase production costs.

COVID 19

The COVID-19 pandemic has had both positive and negative effects on the aquaculture market.

On the negative side, the pandemic disrupted global supply chains, making it challenging for aquaculture producers to obtain feed, equipment, and other necessary inputs, leading to increased costs and decreased production. Additionally, the closure of restaurants and markets due to lockdowns significantly lowered the demand for high-value seafood products like oysters and lobster. The overall global demand for seafood also declined, particularly in heavily impacted countries, resulting in fewer export opportunities for some producers.

Conversely, the pandemic brought some positive changes as well. As people shifted towards healthier eating habits during lockdowns, demand for seafood increased, benefiting the aquaculture market. Disruptions in global trade reduced the supply of imported seafood in some regions, allowing domestic aquaculture producers to fill the void and meet local needs. Additionally, some governments offered financial support to aquaculture producers, such as subsidies for feed and operational costs.

5.3.5 AGRICULTURE MARKET

The agriculture market refers to the global industry involved in the production, processing, distribution, and sale of crops, livestock, and other agricultural products. It encompasses a wide range of activities, including farming, livestock rearing, aquaculture, and agro-processing, as well as the trade of raw materials like grains, fruits, vegetables, meat, and dairy. The market is influenced by factors such

as climate conditions, technological advancements, government policies, and consumer demand for food, biofuels, and other agricultural-based products. As a critical sector of the global economy, the agriculture market plays a vital role in food security, rural development, and sustainable resource management.

MARKET SIZE

According to Statista, the gross production value of the agricultural market is anticipated to reach €4.26tn trillion in 2024. With a projected compound annual growth rate (CAGR) of 3.95% from 2024 to 2029, the value is expected to increase to €5.17 trillion by 2029.

MARKET SHARE BY REGION

The global agriculture market shows diverse growth patterns across different regions. Asia leads in market share, with a projected gross production value of €2.40 trillion in 2024, driven mainly by China and India. China is set to grow at a robust CAGR of 4.43%, reaching €1.96 trillion by 2029, thanks to technological advances and expanding production capacity. India also contributes significantly, with steady growth, while Japan is expected to see a decline due to demographic challenges and reduced agricultural land.

Europe holds the second-largest market share in the global agriculture sector, with a projected gross production value of €642.10 billion in 2024, and an expected moderate annual growth rate of 2.78% through 2029. Within the region, Germany stands out as a leading force, driven by its emphasis on sustainable agricultural practices and technological innovation. With a projected CAGR of 4.78%, Germany's market is expected to reach €75.84 billion by 2029, reflecting the country's focus on boosting productivity and promoting environmental sustainability. Italy also plays a crucial role, known for its high-value crops, particularly in the wine, olive oil, and fruit sectors, which form the backbone of its agricultural economy. Meanwhile, Spain, another significant player, has a slightly lower growth rate of 1.94%, yet remains vital to Europe's agriculture, especially in the production of fruits and vegetables, which serve as major exports.

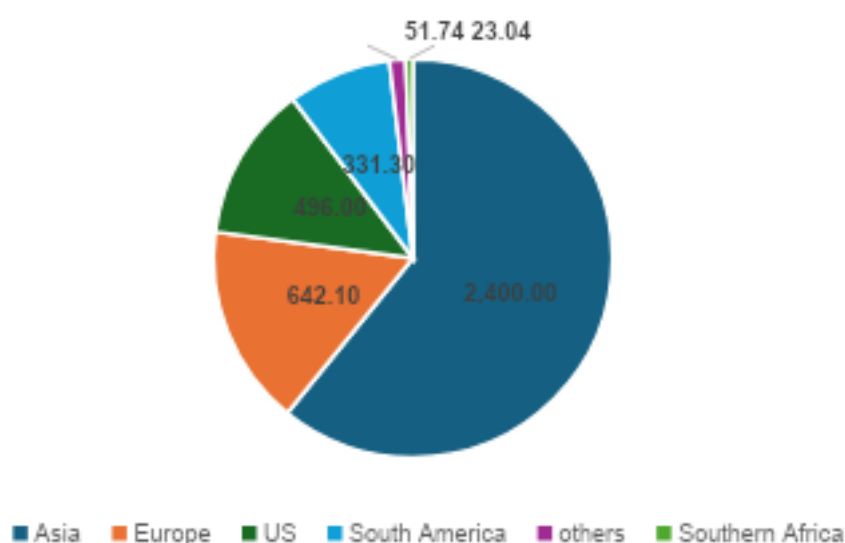
The U.S. shows a strong outlook, with the market expected to reach €665.30 billion by 2029, growing at a 6.05% annual rate. Innovation in agricultural technology and increased focus on sustainability drive this growth.

South America is set for significant expansion, particularly in Brazil, which leads the region with a notable CAGR of 8.60%, reflecting its strength in key exports like soy

and coffee. The region's overall growth rate of 6.26% highlights its rising prominence in the global market.

South Africa, though smaller, is gradually expanding with a projected value of €25.17 billion by 2029, reflecting steady development supported by government initiatives. While the region faces challenges, efforts to improve infrastructure and technology are boosting growth.

Figure 8 Market Share by region (Billion €)



Source: Statista, LKS

MARKET DRIVERS

The agriculture market is set to grow significantly, driven by sustainability, technological advances, and shifting consumer preferences. The adoption of sustainable practices, such as organic farming, water management solutions, and crop genetic engineering, is addressing global food security while enhancing productivity. Technological innovations, including precision agriculture, AI, autonomous equipment, and digital marketplaces, are improving efficiency and optimizing crop yields.

Demographic trends also play a key role, with the global population projected to reach 10 billion by 2050, driving a continuous increase in food demand. According to the OECD and FAO, global cereal production must increase by 13% by 2027 to meet rising food demands, prompting agribusinesses to expand crop production. Additionally, there is a growing consumer shift toward healthier, more diverse diets. The 2022 Food and Health Survey noted that 54% of Americans have prioritized

healthier eating, driving demand for a broader range of crops and boosting market growth.

RESTRAINTS

The agriculture market faces several restraints that could hinder its growth in the coming years. One of the primary challenges is climate change, which affects crop yields, water availability, and soil quality. Unpredictable weather patterns, prolonged droughts, and extreme temperatures can disrupt farming activities, leading to lower productivity and higher costs. Additionally, the increasing frequency of natural disasters poses a risk to the stability of agricultural supply chains, impacting both local and global markets.

Another significant restraint is the scarcity of arable land, especially in densely populated regions. As urbanization expands, the amount of land available for farming continues to shrink, creating competition for land use. Additionally, the sector struggles with rising input costs, including fertilizers, seeds, and energy, which can strain the profit margins of farmers, particularly smallholders. Regulatory challenges, such as stringent environmental regulations and trade barriers, also add complexity to the market, potentially limiting the ability to expand or innovate.

COVID 19

The COVID-19 pandemic had a significant impact on the agriculture market in 2020, mainly due to disruptions in supply chains and a decline in consumption driven by global lockdowns. Restrictions hindered farmers from harvesting and selling their produce, while cross-border trade limitations reduced agricultural exports. Despite these challenges, the agriculture market is expected to recover during the forecast period, as the pandemic is viewed as an unexpected event rather than a reflection of the underlying market or economic weaknesses. As conditions stabilize, the sector is likely to regain its momentum, supported by a return to normal trade activities and renewed consumer demand.

5.3.6 COMPETITIVE LANDSCAPE

The competitive landscape is formed by a diverse range of established players across pharmaceuticals, agriculture, and sanitizing sectors. Companies like Clorox, Lysol, 3M, B. Braun, Syngenta, Monsanto, and Bayer predominantly rely on conventional chemical formulations for their products. These traditional approaches often involve toxic and contaminating chemicals, raising concerns about health risks and environmental impact. Despite their extensive market

presence and established efficacy, these competitors do not leverage advanced molecular technologies to address these issues. This reliance on traditional methods highlights a gap in the market for more innovative and sustainable solutions.

Inmolecule's main competitors are described below:



CLOROX

Founded in 1913, Clorox is a global leader in the production and marketing of consumer and professional products. Known for its bleach and cleaning products, Clorox has expanded its portfolio to include a wide range of household and professional solutions, including health and wellness, lifestyle, and natural personal care products. Listed on the New York Stock Exchange, Clorox is at the forefront of consumer and professional cleaning solutions, known for its leadership in disinfectants and household products.

They have similar products in terms of disinfectants, although their product line is more oriented toward hygiene, cleaning and wellness, targeting mass consumer markets and professional sectors. They do not offer advanced biotech solutions enhancing natural compounds for applications in personal care and health.



LYSOL

Founded in 1889, Lysol has been a trusted name in hygiene and disinfection for over a century. The brand is renowned for its wide range of products, including disinfectant sprays, wipes, and cleaners that help protect against harmful bacteria and viruses. Lysol has been instrumental in promoting public health and safety, especially in households, schools, and healthcare settings. With a commitment to innovation, Lysol continues to lead in the development of effective cleaning solutions that prioritize the well-being of consumers around the globe.

The company offers products that are created using ingredients such as benzalkonium chloride, lactic acid, and other antimicrobial compounds. Their

products do not utilize advanced molecule technology for disinfection and do not include formulations specifically designed to eliminate fungi and bacteria.



3M

Founded in 1902, 3M is a globally recognized innovation leader dedicated to enhancing everyday life through science and technology. With a diverse portfolio spanning health care, consumer goods, and industrial solutions, 3M is committed to creating impactful products that improve safety, productivity, and sustainability. Listed on the New York Stock Exchange, 3M continues to be at the forefront of technological advancements and industrial innovation.

3M offers a variety of cleaning and disinfecting products, including surface cleaners, disinfectants, and solutions for facility care. However, Inmolecule's products offer longer-lasting antimicrobial protection and are designed to be less harmful to the environment and people, thanks to their application of patented nanotechnology.



BBRAUN

Founded in 1839, B. Braun is a global leader in medical technology and healthcare solutions, committed to advancing patient care and improving outcomes through innovative products and services. The company's portfolio includes infusion therapy, surgical instruments, and renal care solutions. As a pioneer in medical technology, B. Braun continues to drive excellence and innovation across the healthcare industry, dedicated to enhancing safety and quality in patient care.

Although B. Braun offers a range of traditional disinfectants and antiseptics designed for healthcare environments, Inmolecule's solutions provide enhanced efficacy and durability, reducing the frequency of application and minimizing environmental impact. B. Braun relies on conventional chemical solutions such as ethanol, propanol, or citric acid.



SYNGENTA

Founded in 2000, Syngenta is a leading global agribusiness dedicated to enhancing agricultural productivity and sustainability through innovative crop protection and seed solutions. Syngenta focuses on developing cutting-edge technologies and sustainable practices to support farmers and improve food security. Listed on the SIX Swiss Exchange, Syngenta is at the forefront of agricultural innovation, committed to advancing the future of farming and driving positive environmental impact.

While Syngenta's solutions are rooted in traditional agricultural sciences and practices, Inmolecule stands out with its advanced molecular technology. Inmolecule's pesticides can enhance soil properties, thereby increasing productivity due to the application of their nano technology.



MONSANTO

Founded in 1901, Monsanto Company is a global leader in agricultural biotechnology, committed to advancing crop science through innovative solutions. Known for its groundbreaking work in genetically modified seeds and sustainable farming practices, Monsanto focuses on enhancing crop yield and resilience. Monsanto is at the forefront of agricultural advancements, dedicated to addressing the world's food security challenges through cutting-edge technology and research.

Monsanto's innovations focus on improving crop yields and resilience. Their herbicides often rely on chemical solutions such as glyphosate, whereas Inmolecule's products are certified organic and non-toxic. They provide a broad spectrum of benefits, including pesticide and antimicrobial properties for soil, as well as insect repellency, which can boost productivity by at least 50%.



GLAXO

Founded in 2000, GlaxoSmithKline (GSK) is a global healthcare company committed to improving the quality of human life through innovative medicines, vaccines, and consumer healthcare products. GSK has pioneered advancements in therapeutic areas such as respiratory, oncology, and infectious diseases, leveraging cutting-edge research and development to address critical health needs. The company's portfolio includes some of the world's leading vaccines and treatments, supported by a robust pipeline of new therapies.

GSK combines basic research with practical application, offering a wide range of drugs and vaccines already established in the market. They do not focus on innovation through computational chemistry and advanced molecular design using emerging technologies to develop new molecules and therapeutic compounds.



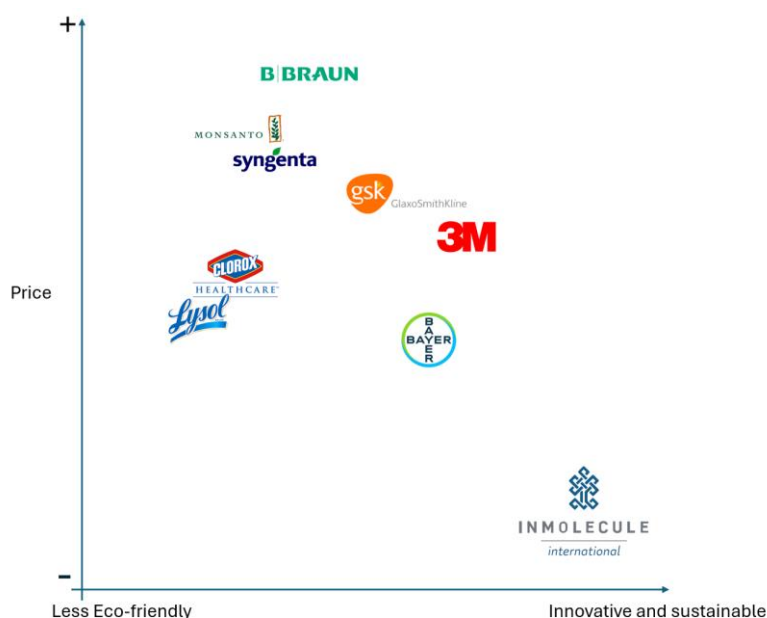
BAYER

Established in 1863, Bayer is a global enterprise with core competencies in the life science fields of healthcare and agriculture. Known for its pioneering work in pharmaceuticals, crop science, and consumer health products, Bayer is dedicated to addressing global challenges through innovation and research. The company's extensive portfolio includes leading medications, advanced crop protection solutions, and high-quality consumer health products.







Bayer offers a broad range of established agricultural products, such as pesticides and herbicides, based on traditional chemical formulations with proven efficacy. Their products contain glyphosate, isoxaflutole, thienencarbazone-methyl, and propoxycarbazone-sodium, among others, which have been reported to be toxic in certain situations. In contrast, Inmolecule utilizes advanced nanotechnology to develop innovative agricultural solutions that offer enhanced precision and reduced environmental impact and toxicity.

COMPETITIVE LANDSCAPE

Inmolecule operates in a competitive landscape that includes traditional pharmaceutical companies and large players in the agricultural and sanitizing industries. Many of these competitors rely on conventional chemical methods, using toxic substances that pose significant health and environmental risks. In contrast, Inmolecule, as a smaller company, distinguishes itself by utilizing advanced nanotechnology to create non-toxic, environmentally friendly solutions. Its products deliver superior performance while minimizing both environmental impact and health risks, providing a cleaner and more sustainable alternative. While industry giants in sectors like crop science, healthcare, and agriculture dominate their markets, Inmolecule is carving out a unique position, offering cutting-edge, sustainable technology that has the potential to revolutionize how industries address health, agriculture, and environmental challenges.



Major Competitor Comparison

| |  |  |  |  |  |  |
|--|---|---|---|--|---|---|
| Advanced Molecule Technology | ✓ (Nano technology) | ✗ | ✗ | ✗ | ✗ | ✗ |
| Non-Toxic/ Environmentally Friendly | ✓ | ✓ (Some products) | ✗ | ✗ | ✗ | ✗ |
| Long-Lasting Protection | ✓ | ✗ | ✗ | ✓ (Herbicides) | ✗ | ✓ (Crop science) |
| Multi-Application Use | ✓ (Agriculture, Health) | ✓ | ✓ (Agricultural) | ✓ (Agricultural) | ✓ (Healthcare) | ✓ (Health & agro) |
| Biodegradable Formulation | ✓ | ✗ | ✗ | ✗ | ✗ | ✗ |
| Innovation through Computational Chemistry | ✓ | ✗ | ✗ | ✗ | ✓ (Drug Design) | ✗ |

5.4 INVESTMENTS DESCRIPTION

5.4.1 DESCRIPTION OF THE ISSUERS MATERIAL INVESTMENTS FOR THE LAST 2 YEARS

Material Investments

The Company has invested approximately \$200K in the current production line, with these improvements serving two main purposes. First, to accelerate the filling process, increasing production capacity. Second, to achieve higher automation levels will reduce the need for manpower, contributing to lower labor costs—a key factor outlined in the ID financials (Please refer to 7.2 of the ID “Aggregated Pro Forma Balance Sheet”).

In 2023, €375,000 was allocated to R&D and product development to further develop and validate the Nano-Phyto-Chemistry platform, including collaborations with universities and institutions. Additionally, €175,000 was invested in regulatory approvals to secure FDA and Health Canada certifications, facilitating international expansion. In 2024, €200,000 was dedicated to upgrading the production line, focusing on enhancing automation to improve efficiency, increase production capacity, and reduce labor costs.

| Year | Investment Concept | € | Purpose |
|------|-----------------------------|---------|---|
| 2023 | R&D and product development | 375,000 | Further development and validation of the Nano-Phyto-Chemistry platform, including collaborations with universities and institutions. |
| 2023 | Regulatory approvals | 175,000 | Securing FDA and Health Canada certifications to enable international expansion. |
| 2024 | Production line upgrade | 200,000 | Enhancing automation to improve efficiency, increase production capacity, and reduce labor costs. |

All investments have been internally financed by the Company and its shareholders. At this stage, there are confirmed commitments for additional investments, as the current production facility is operating at less than 20% capacity. This allows for significant scaling—up to four times the current output—without requiring further expansion. However, the Company continues to evaluate potential growth opportunities that may require future capital allocation.

Aligning with the Company's expansion plans, Inmolecule is currently conducting a roadshow with investors to map the market in Europe. This initiative is part of the company's strategy to leverage the upcoming listing on Euronext as a means to raise additional capital. This listing will provide the company with the opportunity to expand its reach, secure investments, and support further growth initiatives.

5.4.2 DESCRIPTION OF THE ISSUERS MATERIAL INVESTMENTS THAT ARE IN PROGRESS

Inmolecule does not have any material investments in progress.

5.5 PATENTS, LICENSES, TRADEMARKS AND DOMAIN NAMES

The Company presently possesses an impressive portfolio of over 300 filed patents across 88 countries worldwide, showcasing its commitment to innovation and intellectual property protection. In addition to this vast array of patents, the Company has successfully secured over 38 essential certifications, import-export clearances, and authorizations, which are critical for its operations and market entry strategies. Among these certifications are significant approvals from esteemed organizations such as the US Food and Drug Administration (USA-FDA) and Health Canada, the latter being extended to cover various Commonwealth nations.

Furthermore, Inmolecule has gained recognition and authorization from sanitary authorities in multiple Central American countries, including Guatemala, Nicaragua, El Salvador, Honduras, Costa Rica, as well as South American nations like Ecuador, Peru, and Chile. The Company also holds relevant certifications from European nations, particularly Spain and Portugal, thereby reinforcing its reputation and regulatory compliance in global markets. These achievements not only reflect the Company's dedication to maintaining high standards of quality and safety but also position it favorably within the competitive international landscape.

The first group of patents protects a technological platform that utilizes extracts or a mixture of extracts with targeted, high efficacy, enhanced bioavailability, and no side effects.

This innovation involves a conjugate of titanium dioxide nanomaterial and nanoparticulate (1-100 nm) herbal and/or fruit extracts. These conjugates are synthesized through an impregnation process, using titanium dioxide as a primary support. Organic functional groups, inorganic radicals, and plant extracts are adsorbed onto the titanium dioxide surface, imparting antimicrobial properties. This results in a highly effective disinfectant and antiseptic agent capable of eliminating bacteria, fungi, mycobacteria, spores, protozoa, and viruses.

The virucidal, bactericidal, fungicidal, mycobactericidal, and sporicidal activities of the nanoparticulate biomaterial depend on three critical factors: the particle size of the support oxide, the functionalization process, and the dispersion of extracts adsorbed on the surface.

The uses or applications protected in this first patent are:

- Disinfectant
- Antiseptic

- Antimicrobial
- Cold sterilant

The **second group**, a divisional patent granted in Mexico under file No. 393350, is the first to protect the following uses:

1. Water Purification or Potabilization: Ensuring that water is microbiologically safe and suitable for human consumption.
2. Bio-Pesticide and Post-Harvest Application: Serving as an antimicrobial agent for use in crops, both during growth and post-harvest, acting systemically without harming the crops, contaminating the soil, or posing risks to workers.
3. Preservative for Hygiene Products, Cosmetics, and Food: Acting as a conservative or preservative to enhance product stability and safety.
4. Drug for Infectious Processes: For the treatment and prevention of infections caused by viruses, bacteria, fungi, spores, mycobacteria, and parasites.
5. Antimicrobial Agent: Offering antibacterial, antifungal, antiviral, antimycobacterial, and antiparasitic properties.
6. Antineoplastic Agent: Preventing the development, growth, or proliferation of malignant tumor cells.
7. Antimicrobial for the Livestock and Aquaculture Industry: Supporting health and safety in animal husbandry and aquaculture practices.
8. Tissue Regeneration Activator: Acting as an inducer or activator of cellular tissue regeneration.

Geographic Distribution

Inmolecule's patents cover a variety of regions, reflecting the company's global growth strategy and the diverse applications of its technology. Key territories include:

- Africa & Middle East: Nigeria, Egypt, South Africa, GCC Countries (Gulf Cooperation Council), United Arab Emirates, and the Republic of Iran.
- Americas: Argentina, Brazil, Canada, Chile, Colombia, Costa Rica, El Salvador, Mexico (under our original R&D entity), Paraguay, Uruguay, and the United States of America (USA).

- Asia & Pacific: Australia, China, India, Indonesia, Israel, Japan, Malaysia, New Zealand, the Republic of Korea (South Korea), the Philippines, Singapore, Thailand, and Vietnam.
- Europe & Eurasia:
 - European Patent (Regional) System (covering multiple EU and associated states).
 - Eurasian Patent Office (covering several countries in Eastern Europe and Central Asia).
 - Additional filings in Ukraine and historically in the United Kingdom (predecessor entities).
 - France and Spain are essential jurisdictions for our ongoing R&D and commercialization.

Inmolecule's patents protect the core nano-phytochemical processes and various product formulations for applications in human health, cosmetics, agriculture, aquaculture, animal health, food and beverage, dietary supplements, and pharmaceuticals.



6. ORGANIZATION STRUCTURE

6.1 CORPORATE STRUCTURE

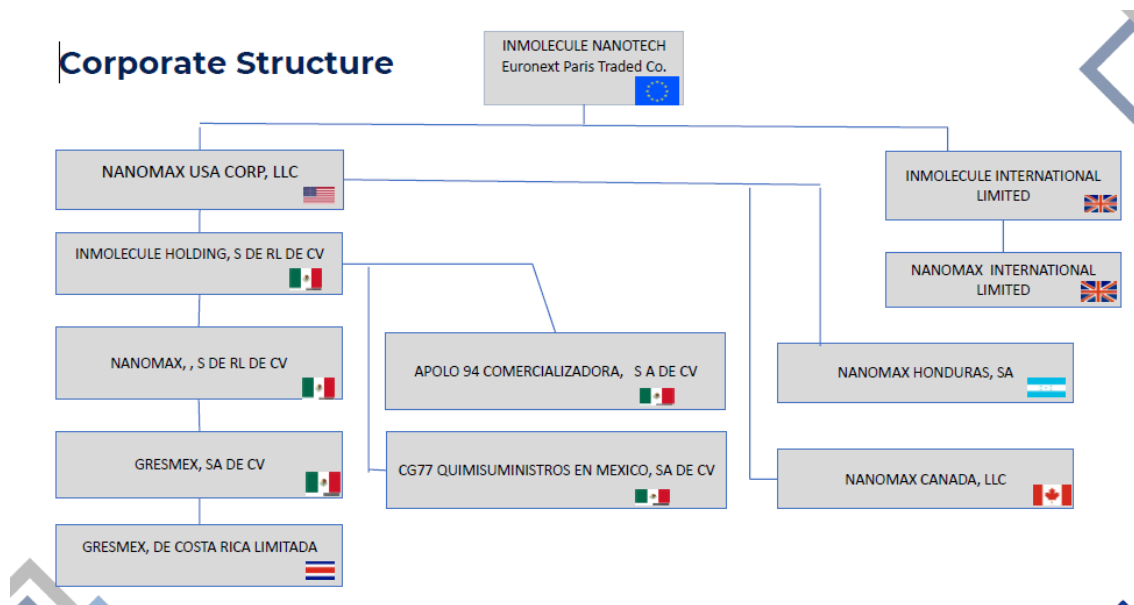
At date of publication of this document, the corporate structure of INMOLECULE, S.A. is as follows:

| Country | Company | Owner | Ownership |
|---------|---|-----------------------------------|-----------|
| Mexico | Apolo 94 Comercializadora SA de CV | Inmolecule Holdings S de RL de CV | 99% |
| | | Gabriela Leon Gutierrez | 0.5% |
| | | Sergio Manuel Leon Gutierrez | 0.5% |
| | Nanomax de Mexico, S de RL de CV | Inmolecule Holdings S de RL de CV | 99% |
| | | Gabriela Leon Gutierrez | 0.5% |
| | | Sergio Manuel Leon Gutierrez | 0.5% |
| | CG77 Quimisuministros in México SA de CV | Inmolecule Holdings S de RL de CV | 99% |
| | | Gabriela Leon Gutierrez | 0.5% |
| | | Sergio Manuel Leon Gutierrez | 0.5% |
| | GRESMEX SA de CV | Inmolecule Holdings S de RL de CV | 99.91% |
| | | Sergio Manuel Leon Gutierrez | 0.09% |
| | Inmolecule Holdings S de RL de CV | Nanomax USA Corp | 99.999% |
| | | Gabriela Leon Gutierrez | 0.0005% |

| | | | |
|------------|----------------------------------|----------------------------------|---------|
| | | Sergio Manuel Leon Gutierrez | 0.0005% |
| USA | Nanomax USA Corp, LLC | GLG Capital LLC | 0.5% |
| | | Seleg International LLC | 0.5% |
| | | Inmolecule Nanotech S.A. | 99% |
| Costa Rica | Gresmex de Costa Rica Limitada | Gresmex SA de CV | 100% |
| Honduras | Nanomax Honduras SA | Nanomax USA Corp | 100% |
| Canada | Nanomax Canada Corp | Nanomax USA Corp | 100% |
| UK | Inmolecule International Limited | Nanomax USA Corp | 99% |
| | Inmolecule Nanotech SA | | 1% |
| | Nanomax International Limited | Inmolecule International Limited | 100% |

The corporate structure, identifies Inmolecule Nanotech SA as the current parent company. It was incorporated in Spain in 2018, but origins date back to 1999 with Gresmex SA de CV being the oldest company of the group. In 2023, the Company successfully completed the last acquisitions to define its current structure.

The restructuring was carried out to prepare for the company's listing and to initiate a new institutional phase. This transition marks a shift from a family-run business to a global corporation with corporate governance, adopting a more professional approach to attract new investors and stakeholders.



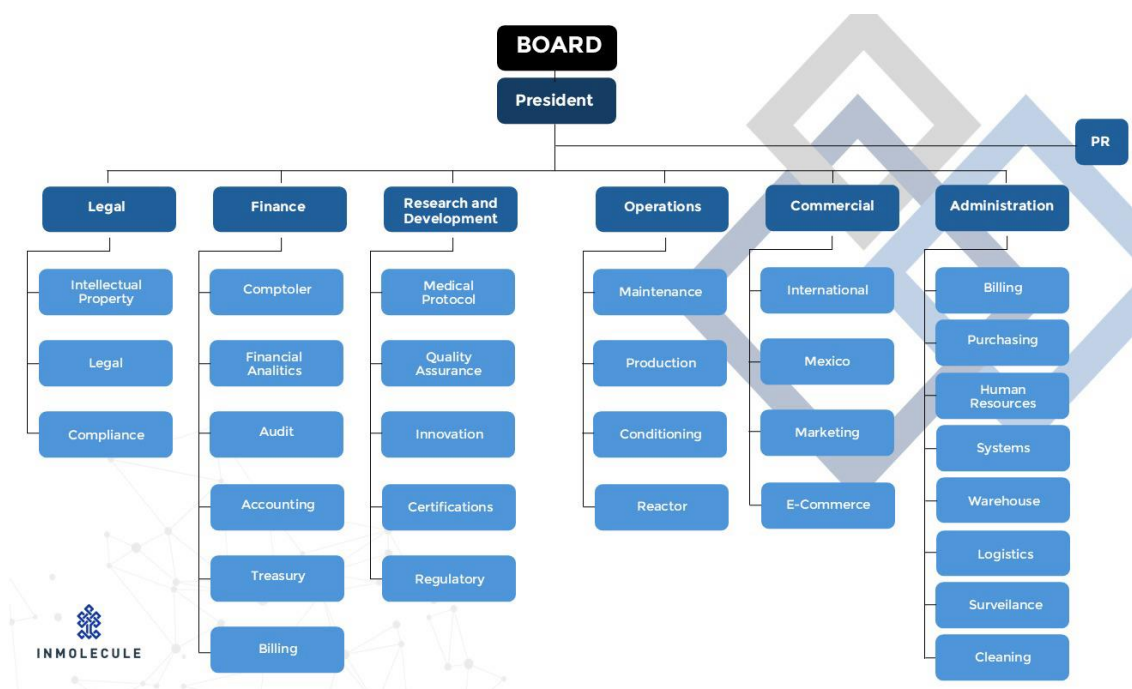
The table below details when each company forming Inmolecule's current structure was founded and acquired by Inmolecule.

| Company | Stablised | Acquired |
|--|-----------|----------|
| Gresmex SA de CV | 1999 | |
| Nanomax de Mexico S de RL CV | 2013 | |
| Apollo 94 Comercializadora SA de CV | 2020 | 2023 |
| CG77 Quimisuministros en México SA de CV | 2020 | |
| Inmolecule Holdings S de RL de CV | 2013 | |
| Inmolecule International Limited | 2015 | |
| Nanomax International Limited | 2015 | 2023 |

6.2 ORGANIZATIONAL STRUCTURE

Currently, Inmolecule has a headcount of 78 people, including 47 in production, 3 in quality control, 6 in logistics and inventory control, 5 in sales, and 12 in management, which covers accounting, marketing, compliance, legal, and senior management. The Company maintains ongoing collaborations with local universities, offering internship programs for nanotechnology students, along with a recruitment process for a few positions each year for those interested in applying after graduation.

Inmolecule: Organizational structure



Below is a breakdown of the activities carried out in the departments that make up the Company:

| DEPARTMENT | TEAM/ROLE | FUNCTION DESCRIPTION |
|-----------------------|---------------------|--|
| Administration | Jesus de Mora | <ul style="list-style-type: none"> Oversee daily operations to ensure efficiency and productivity. Manage staff by providing guidance, training, and setting goals, while overseeing project timelines and resolving conflicts. Evaluate team performance, implement policies, and ensure compliance with company standards. Prepare reports and liaise with the board, aligning operational activities with strategic objectives. Strong communication, leadership, and problem-solving skills are crucial for successful supervision. |
| Finance | Estanislao Martinez | <ul style="list-style-type: none"> Supervising all financial aspects of the Company globally, from financial planning and analysis, reporting, financial risk management, funding and capital structure, cost management and liaison with stakeholders. |
| Operations | Andrea Reyes | <ul style="list-style-type: none"> Develop and execute strategies to enhance operational efficiency and effectiveness across all production and logistics areas. Identify opportunities for improvement to boost efficiency and reduce costs, working hand in hand with the R&D department. |

| | | |
|-------------------------|-----------------------|--|
| Systems | Esteban Hernandez | <ul style="list-style-type: none"> • Design, develop, and implement the Company's technology strategy in alignment with overall business goals and objectives. • Maintain and optimize the IT infrastructure to support current operations and future growth. • Establish a robust cybersecurity framework to safeguard the organization's data and intellectual property from threats and breaches. |
| Marketing | Sylvia Izaguirre | <ul style="list-style-type: none"> • Identify and analyze the needs, preferences, and behaviors of the target audience to inform strategic decisions and gain insights into the competitive landscape. • Manage the brand and position the Company and its products as market leaders by creating compelling content for digital marketing and customer engagement. • Collaborate with the sales department to develop a pricing strategy tailored to each market. |
| Public Relations | Lucila Garcia-Lourdes | <ul style="list-style-type: none"> • Monitor and evaluate media coverage, public statements, and the effectiveness of campaigns managed by the marketing department to maintain a strong brand reputation and ensure seamless event coordination. • Facilitate consistent internal communication regarding key developments within the Company and oversee investor relations by organizing meetings, presentations, and press releases that provide updates on the Company's performance and strategic direction. • Maintain ongoing communication with the board and various strategic committees to align efforts and ensure cohesive decision-making. |
| Sales | Juan Garza | <ul style="list-style-type: none"> • Develop and implement strategies for activities such as negotiations, closing sales, lead generation, building relationships with key stakeholders, revenue forecasting, training and team development, and customer service. |
| R&D | Armando Mejia | <ul style="list-style-type: none"> • Product development, continuous improvement, and feasibility studies, along with collaboration across departments to ensure the protection and development of intellectual property in compliance with company policies and environmental and safety standards. These efforts are carried out through scientific research and partnerships with strategic collaborators and universities |
| Legal | Sergio Mattig | <ul style="list-style-type: none"> • Ensure compliance with all applicable laws, regulations, and industry standards to minimize the risk of legal violations. • Oversee contract, risk, and litigation management, ensuring legal protection and adherence to compliance requirements in all agreements with customers, suppliers, employees, partners, and institutional collaborations. |

| | | |
|--|--|--|
| | | <ul style="list-style-type: none"> • Manage the protection of global intellectual property, corporate governance, and play a key role in mergers and acquisitions (M&A) and due diligence processes necessary for inorganic growth. |
|--|--|--|

7. OPERATING AND FINANCIAL REVIEW

7.1 FINANCIAL CONDITION

As general rule, the aggregated financial information attached have been expressed in euros and have been prepared by the Board of Directors under a Proforma basis, in accordance with the regulatory financial reporting framework applicable to the Group, after being placed on the Market, and is established in: (i) the Commercial Code and other commercial legislation, (ii) the International Financial Reporting Standards (IFRSs) as implemented by the European Union pursuant to Regulation (EC) No 1606/2002 of the European Parliament and Spanish Law 62/2003, of 31 December, on tax, administrative and social security measures, and the applicable rules and circulars of the Spanish National Securities Market Commission (CNMV), as well as (iii) the rest of accounting standards and provisions in force.

The following sections include Proforma Aggregated/Consolidated financial statements for the year ended on 31 December 2024 and the same period of 2023 were prepared by the Parent Company's Board of Directors, and were obtained from the accounting records of the Company and subsidiaries, in accordance with the framework mentioned in the previous paragraph.

The functional currency with which the Group operates is the Euro, and the figures included in these aggregated financial statements are expressed in euros, unless otherwise indicated.

The main valuation and recognition standards observed by in the preparation of the attached proforma and aggregated financial information are as follows:

a) Consolidation Method

The consolidation method for the subsidiaries included in the scope of consolidation as of 31 December 2024, as well as in 2023, is the full consolidation method, since the Parent Company has direct control over the subsidiaries of more than 50% of the capital stock or voting rights.

The full consolidation method consists of integrating the assets and liabilities, as well as income and expenses of the subsidiary company, from the effective date of integration, at the fair values of their respective financial statements, attributing to non-controlling interests the corresponding portion of the net worth of the consolidated company.

b) Homogenization of information-

Temporary-

The consolidated financial statements of the companies comprising the consolidated Group refer to the annual year -or those months included in the scope- ending 31 December.

Valuation-

All the assets and liabilities, as well as the income and expenses of the Subsidiaries included in the scope of consolidation apply the valuation rules indicated in these notes to the consolidated financial statements, for the purpose of their integration into the Consolidated Financial Statements, making the necessary adjustments and reclassifications to homogenize the principles and valuation rules used by a Subsidiary with those applied by the Parent Company in the consolidation process.

c) Goodwill / Negative difference of first consolidation-

The Goodwill or the negative difference of the combination is determined by the difference between the fair values of the assets acquired and liabilities assumed recorded and the cost of the combination, all referred to the acquisition date.

The cost of the combination is determined by the aggregation of:

- The acquisition-date fair values of the assets transferred, liabilities incurred or assumed, and equity instruments issued.
- The fair value of any contingent consideration depends on future events or the fulfillment of predetermined conditions.

Expenses related to the issuance of equity instruments or financial liabilities delivered in exchange for the items acquired are not part of the cost of the combination. Likewise, fees paid to legal advisors or other professionals involved in the combination and, of course, internally generated expenses for these items do not form part of the cost of the combination. These amounts are charged directly to the consolidated income statement.

If the business combination is carried out in stages, so that prior to the date of acquisition, which is the date on which control is taken, there was a previous investment, the goodwill or negative difference is obtained by the difference between:

- The cost of the business combination, plus the fair value at the acquisition date of any previous interest of the acquiring company in the acquired company, and
- The value of the identifiable assets acquired less the value of those assumed, determined as indicated above.

Any gain or loss arising as a result of the measurement at fair value at the date on which control is obtained over the previous existing interest in the acquirer is recognized in the income statement. If the investment in this investee had previously been valued at fair value, the valuation adjustments pending to be charged to income for the year will be transferred to the income statement. On the other hand, the cost of the business combination is presumed to be the best reference for estimating the fair value at the acquisition date of any previous investment.

Therefore, goodwill on consolidation is recorded at the amount of the positive difference between the book value of the Parent Company's direct or indirect shareholding in the capital of the subsidiary or associate and the value of the proportional part of the equity of this company attributable to that shareholding at the date of first consolidation.

The positive difference is reduced by the amount of asset revaluations or reductions in the value of the subsidiary's liabilities, up to the limit of the market value, in the proportion that the shareholding in the subsidiary's capital corresponds to that amount.

Goodwill is not amortized and is subsequently valued at cost less impairment losses. Impairment losses recognized in goodwill are not reversed in subsequent years.

The negative difference in consolidation is recorded for the amount of the negative difference between the book value of the Parent Company's direct or indirect shareholding in the capital of the subsidiary or associate and the value of the proportional part of the latter's equity attributable to that shareholding at the date of first consolidation. This difference is recorded as income for the year in the consolidated income statement.

d) Non-controlling interests-

Minority interests in subsidiaries are recognized at the percentage of equity interest at the date of first consolidation. Non-controlling interests are presented in equity in the accompanying consolidated balance sheet separately from equity attributable to the Parent Company. The share of minority interests in the profit or loss for the year is also presented separately in the consolidated income statement.

The share of the Group and minority interests in the profits or losses and in the changes in equity of the Subsidiaries, after considering the adjustments and eliminations arising from homogenization and consolidation, is determined on the basis of the percentages of ownership existing at year-end, without considering the possible exercise or conversion of potential voting rights.

The results and income and expenses recognized in the equity of subsidiaries are allocated to the equity attributable to the Parent Company and to minority interests, in proportion to their shareholdings, even if this implies a balance due to minority interests. Agreements entered between the Group and minority interests are recognized as a separate transaction.

e) Balance and transactions between Companies included in scope of consolidation-

As part of the consolidation process, all material income and expenses derived from transactions between companies included in the scope of consolidation by full consolidation method were eliminated, as well as debit and credit balances existing between them.

When in the annual financial statements of the Subsidiaries, the amounts of the items derived from internal transactions do not coincide, or there is any item pending to be recorded, the appropriate adjustments are made to make the corresponding eliminations.

f) Foreign Companies included in the scope of consolidation-

The items in the balance sheet and income statements of foreign subsidiaries included in the scope of consolidation whose functional currency is different from the euro have been converted into euros, applying the closing exchange rate method to the balance sheet and the average exchange rate method to the income statement. In this way:

- Assets and liabilities are converted at the closing exchange rate, understood as the last spot exchange rate existing on the last day of the foreign exchange market.
- Equity items and net worth, not including profit or loss for the year, are translated at historical exchange rates.
- The items in its profit and loss statement are converted at the average exchange rate for the year.
- The difference between the net amount of assets and liabilities and equity items are included under a specific heading of consolidated equity, called "Adjustments for change in value-Forex Gain/(loss) on consolidation", where appropriate, net of the income tax effect, and after deducting the part of said difference that corresponds to non-controlling interests.

7.1.1 BALANCE SHEET

INMOLECULE NANOTECH, S.A. AND SUBSIDIARIES CONSOLIDATED PRO FORMA BALANCE SHEET STATEMENT FOR THE PERIOD ENDED ON DECEMBER 31st2024 (EXPRESSED IN €)

| ASSETS | 31/12/2024 | 31/12/2023 |
|---|----------------------|----------------------|
| A) NON-CURRENT ASSETS | 6,222,232.98 | 6,897,356.95 |
| I. Intangible assets | 5,765,416.31 | 6,641,827.13 |
| 3. Patent, licenses, brands and similar | 574,629.09 | 661,979.45 |
| 4. Goodwill on consolidation | 5,190,787.22 | 5,979,847.69 |
| II. Tangible fixed assets | 306,526.85 | 204,560.35 |
| 1. Land and Buildings | 122,308.50 | 135,359.50 |
| 2. Plant, Property and Equipment | 184,218.35 | 69,200.86 |
| V. Long-term financial investments | 58,396.37 | (54,892.87) |
| 5. Other financial investments | 58,396.37 | (54,892.87) |
| VI. Deferred tax assets | 91,893.45 | 105,862.33 |
| B) CURRENT ASSETS | 6,080,596.04 | 7,523,138.73 |
| II. Inventory | 2,464,178.27 | 2,761,059.26 |
| 1. Commercial | 332,485.31 | 308,339.05 |
| 2. Raw materials and other supplies | 1,898,884.69 | 2,187,537.41 |
| 3. Work in progress | 526.72 | 606.79 |
| 4. Finished goods | 228,573.48 | 230,349.86 |
| 6. Advances to suppliers | 3,708.06 | 34,226.15 |
| III. Trade and other receivables | 3,486,371.23 | 4,647,667.66 |
| a. Trade receivables for sales and services | 1,127,029.87 | 2,208,549.42 |
| 1. Trade receivables for sales and services | 1,127,029.87 | 2,208,549.42 |
| b. Other receivables and debtors | 2,359,341.36 | 2,439,118.24 |
| 3. Other receivables | 1,038,106.37 | 73,572.59 |
| 4. Staff | 34,935.77 | (26,710.28) |
| 5. Current Income tax assets | 187,476.44 | 231,038.31 |
| 6. Other assets with public authorities | 1,098,822.77 | 2,161,217.62 |
| VI. Short-term accruals | 42,745.31 | 54,802.02 |
| VII. Cash and cash equivalents | 87,301.23 | 59,609.78 |
| 1. Cash | 87,301.23 | 59,609.78 |
| TOTAL ASSETS (A+B) | 12,302,829.02 | 14,420,495.68 |

KEY TAKEAWAYS

Intangible assets- Goodwill on consolidation

Goodwill has decreased due to currency exchange fluctuations, impacting the consolidated balance sheet during the consolidation and aggregation of

subsidiaries. This is highlighted by the Parent Company's acquisition of control over a Subsidiary, which constitutes a business combination where the acquisition method applies. Consequently, the Investment - Net Equity of the Subsidiaries is generally removed based on values determined by the acquisition method at the control date, in compliance with International Financial Reporting Standards (IFRS), specifically IFRS 3 on business combinations, which the Company will follow during consolidation in conjunction with market integration.

Goodwill is not repaid under IFRS and therefore is subsequently year-end valued at its costs less impairment losses. Likewise, in the exceptional case in which a loss arises on the combination, it is recognized as income in the consolidated income statement on the acquisition date.

In addition, after performing the corresponding impairment tests at year-end in 2024, as well as in 2023, no impact on the future value of the flows of each of the cash-generating units has been revealed for the registration of impairment losses.

Patents, licenses and brands

The Company has successfully secured patents in various countries worldwide, including Israel, India, China, the USA, and other high-value markets. These patents will support the Company's growth in line with its 2030 strategic plan.

Plant, Property and Equipment

The Company has made investments in the renewal and upgrading of its equipment. These enhancements have led to more efficient operations, resulting in a reduction of labor costs by optimizing and streamlining various processes. This strategic move directly aligns with Inmolecule's 2030 strategic plan, enabling the Company to increase manufacturing capacity significantly. This growth in capacity can be achieved without a corresponding increase in labor, allowing the Company to maximize productivity and maintain cost efficiency.

Financial Investments

The issuer has made several financial investments in a diverse array of products offered by tier 1 investment institutions. However, these investments are not considered integral to the near-term strategy of Inmolecule. As the focus shifts towards international growth, it is not anticipated that these financial investments will be retained. Instead, the primary goal is to allocate resources toward expanding

the global presence and developing initiatives aligned with this objective. This strategic pivot reflects the commitment to positioning the Company for sustainable growth and maximizing opportunities in international markets.

The increase in long-term financial investments from (€54.8k) to €58.4k was primarily driven by the Company's decision to allocate available funds into a financial investment with the advice and support of a third-party wealth management advisor. This was a one-time financial decision that sought to optimize the use of excess liquidity. Over the course of the year, this investment generated a return of slightly over €100K.

However, it is important to note that such financial investments are not part of Inmolecule's core business activities. The Company remains focused on its primary operations, including the commercialization of its Nano-Phyto-Chemistry platform and international expansion. As a result, this investment is considered a non-recurring event rather than an ongoing financial action. The Company continuously assesses capital allocation to ensure that resources are primarily directed toward growth initiatives aligned with its long-term business objectives.

Inventories

The Company's inventory strategy involves maintaining a secure two-month stock of raw materials, packaging, labels, and finished products, primarily adjusted for seasonal fluctuations. Currently, all suppliers are reliable and certified by the Company to meet its quality and delivery requirements. Additionally, the Company requests that certain suppliers maintain a safety reserve inventory to accommodate peak demands or unexpected orders.

Trade and other receivables

The primary entry into the group under Receivables originates from various business segments. While the Company has participated in special projects, the overall decrease in accounts is primarily due to a reduction in financial factoring for sales throughout 2024.

The reduction in trade and other receivables from €4.6 million in FY 2023 to €3.4 million in FY 2024 is linked to a decreased reliance on financial factoring. Throughout 2024, the Company leveraged its improved financial position, allowing it to gradually reduce its use of factoring services. As a result, Inmolecule was able to adhere to standard sales terms, leading to the re-establishment of its cash flow cycle and a corresponding decrease in associated fees and financial costs.

This shift aligns with the Company's broader financial strategy to optimize working capital management while reducing dependence on external financing mechanisms where possible.

Cash

The balance sheet reflects that cash amounts to €87k, which can be considered low for the biotech industry. However, while Inmolecule operates in the biotech sector, its financial model differs from that of typical biotech companies, as it does not have a high cash burn rate. Currently, Inmolecule is projecting around 250,000 euros under its current R&D pace.

Although the pro forma balance sheet reflects cash on hand of €87K, this figure does not fully capture the Company's liquidity position. In 2025 Inmolecule raised €1.3M through the sale of a portion of its treasury stock, ensuring sufficient cash reserves to meet obligations for the next two years, including projected R&D investments.

Additionally, significant investments in certifications, patents, and trademarks have already been completed, with patents secured in over 88 countries. No further major expenditures are expected in this regard. Similarly, the Company's pharmaceutical product development is in its final stages, requiring only a limited amount of additional investment before market release.

On the revenue side, Inmolecule is successfully transitioning to monetizing its proprietary nanoparticle-based platform. Sales of its dietary supplements have already begun in major Mexican pharmacy chains, and its agricultural sector distributor increased orders by 8% from 2023 to 2024, with a projected increase of at least 15% in 2025. As for dietary supplements they are already in a few pharmacy stores in the 3 main cities in Mexico. Moreover, the Company has secured multiple B2B contracts, which are expected to drive significant revenue growth.

As for projected revenue, the Company has already started shifting to monetizing the products based on the proprietary platform of nanoparticles. In the agricultural sector the Company's distributor has increased 8% orders from 2023 to 2024 raising the expectation at least 15% on 2025. As for dietary supplements they are already in a few pharmacy stores in the 3 main cities in Mexico.

Given these factors, the Company does not currently face a cash flow issue. Its ongoing revenue generation and recent fundraising provide a stable financial position to support its strategic plans.

| EQUITY & LIABILITIES | 31/12/2024 | 31/12/2023 |
|--|-----------------------|-----------------------|
| A) NET WORTH | 7,457,572.32 | 8,611,113.43 |
| A-I) Shareholders' Equity | 8,193,597.91 | 8,421,337.93 |
| I. Share Capital | 1,500,000.00 | 1,500,000.00 |
| 1. Stated Capital | 1,500,000.00 | 1,500,000.00 |
| II. Issue Premium | 10,325,000.00 | 10,325,000.00 |
| V. Consolidated prior years' earnings/(losses) | (3,403,662.07) | (1,776,018.01) |
| 2. (Consolidates prior years' losses) | (3,403,662.07) | (1,776,018.01) |
| VII. Profit/(loss) of the year attributed to the Parent Company | (227,740.02) | (1,627,644.06) |
| A-II) Adjustments for changes in value | (800,505.21) | 122,922.26 |
| III. Forex Gain/(losses) on consolidation | (800,505.21) | 122,922.26 |
| A-IV) Non-controlling interests | 64,479.61 | 66,853.24 |
| B) NON-CURRENT LIABILITIES | 1,937,562.73 | 2,675,487.22 |
| II. Long-term Debt | 0.00 | 58,815.20 |
| 5. Other financial liabilities | 0.00 | 58,815.20 |
| III. Long-term debt with group companies and associates | 1,937,562.73 | 2,616,672.01 |
| C) CURRENT LIABILITIES | 2,907,693.98 | 3,133,895.03 |
| III. Short-term debt | 4,639.38 | 5,344.62 |
| 1. Debt with banks and other credit institutions | 4,639.38 | 5,344.62 |
| V. Trade and other payables | 2,903,054.60 | 3,128,550.41 |
| 1. Suppliers | 785,086.69 | 819,490.64 |
| 3. Sundry payables | 1,817,656.34 | 1,380,443.23 |
| 4. Staff (remuneration payables) | 21,189.89 | 51,051.12 |
| 6. Other liabilities with public authorities | 279,121.67 | 873,619.08 |
| 7. Customer advances | 0.00 | 3,946.34 |
| TOTAL EQUITY & LIABILITIES (A+B+C) | 12,302,829.02 | 14,420,495.68 |

Adjustments and change in value

As previously mentioned, the currency performance has had a significant impact on the Company's financial results. In 2024, the Mexican peso experienced a notable decline, contributing to this adverse effect. However, in alignment with the Company's 2030 strategic plan, the issuer anticipates a reduction in its dependency on the Mexican peso for revenue as they pursue international expansion. This strategic shift is expected to position Inmolecule to generate revenue primarily in US dollars, thereby becoming the main currency reflected in its future profit and loss statements, as well as its balance sheets.

Long-term debt

The debt has a maturity date of August 8, 2028, and bears interest at a rate of 3% per annum. Upon maturity on August 8, 2028, the debt may be renewed for an additional three-year period under the same interest rate, or it may be converted into shareholder equity, subject to the company's decision. It is Inmolecule's decision to either extend the loan or to convert it into equity.

Long-term debts to Group companies and associates

All long-term debts with group companies and associates arise from contributions by the Company's primary shareholders. This reflects the consolidated financial position of the group. Currently, there is no institutional financing or short-term debt with associates or third parties that could create a financial burden within the next 12 months.

The primary variation between 2023 and 2024, aside from various minor contributions and offsets throughout the year, is related to the year-end exchange rates for 2024. The original contributions primarily serve to finance obtained patents and those still in progress. The Company and the Group have no additional financing beyond what has been secured from the Group's main shareholders, which is documented under this category.

Consolidated Prior years' earnings

These losses are accrued, reflecting the consolidated results from previous years, where significant investments were made in expanding the new facility. Over the past five years, the Company also incurred substantial operating expenses across various fronts, including research and development, pre-clinical trials, and the engagement of external advisors, consulting engineering, and medical personnel.

Trade and other payables

As part of the acquisition process from the parent company, several adjustments were made to the balance sheet consolidation. However, these adjustments did not result in any major changes. The reclassification of accounts aims to create a more accurate record moving forward, ensuring better financial clarity and oversight in the future.

7.1.2 PROFIT AND LOSS

INMOLECULE NANOTECH, S.A. AND SUBSIDIARIES CONSOLIDATED PRO FORMA PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON DECEMBER 31st2024 (EXPRESSED IN €)

| | (Debit) /Credit | |
|--|-----------------------|-----------------------|
| | 31/12/2024 | 31/12/2023 |
| A) CONTINUING OPERATIONS | | |
| 1. Net Turnover | 1,980,708.04 | 1,527,472.64 |
| a) Sales | 1,980,708.04 | 1,527,472.64 |
| 4. Procurements | (398,722.93) | (705,564.45) |
| a) Goods consumed | (397,449.35) | (705,090.19) |
| b) Consumption of raw materials and other consumables | (1,273.58) | (474.26) |
| 6. Personnel Expenses | (372,352.70) | (596,840.80) |
| a) Wages, salaries and the like | (279,033.19) | (428,299.81) |
| b) Payroll tax and benefits | (93,319.51) | (168,540.98) |
| 7. Other operating expenses | (1,174,386.10) | (1,573,506.15) |
| a) External Services | (1,159,904.64) | (1,537,019.37) |
| b) Taxes other than income tax | (14,481.46) | (36,486.78) |
| A.0) EBITDA (1+2+3-4+5-6-7) | 35,246.30 | (1,348,438.76) |
| 8. Amortization of fixed assets | (253,178.86) | (291,665.02) |
| A.1) Profit/(loss) from operations (1+2+3-4+5-6-7-8+9+10-11+12) | (217,932.56) | (1,640,103.78) |
| 14. Financial expenses | (13,479.80) | (16,449.17) |
| b) On debt with third parties | (13,479.80) | (16,449.17) |
| 16. Exchange differences | 1,298.71 | 279.99 |
| A.2) Net Financial Income/(Expenses) (13-14+15+16+17) | (12,181.09) | (16,169.18) |
| A.3) Profit/(loss) before taxes (A.1+A.2) | (230,113.65) | (1,656,272.96) |
| A.4) Net profit/(loss) for the year from continuing operations (A.3-18) | (230,113.65) | (1,656,272.96) |
| B) DISCONTINUED OPERATIONS | | |
| A.5) Net Profit/(loss) for the year (A.4+19) | (230,113.65) | (1,656,272.96) |
| Profit/(loss) for the year attributable to the Parent Company | (227,740.02) | (1,627,644.06) |
| Profit/(loss) for the year to non-controlling interests | (2,373.63) | (28,628.90) |

KEY TAKEAWAYS

Revenue

The Company's sales are primarily driven by finished products sold to retailers, encompassing a variety of brands and goods marketed through regular business operations. Between 2023 and 2024, the Company achieved a 30% sales increase, marking the beginning of a growth trajectory which aligns with the Company's 2030 strategic plan.

This company's growth was limited and can be attributed to two main factors. First, as of December 31, 2023, and 2024, a significant portion of revenue still originates from the Mexican market. Due to political circumstances, the Mexican peso struggled against the US dollar and euro, leading to lowered expectations. The second factor is the Company's focus on expanding its product offerings beyond traditional channels. While this may take longer to implement, it will result in higher profit margins. In late 2024, Inmolecule received approval for six FDA market notices, which allow the Company to reach new markets and reduce its reliance solely on the Mexican market.

Gross Margin

For the year ending December 31, 2024, the gross margin from sales reached 80%, a notable increase from 54% in fiscal year 2023. This improvement is primarily attributed to Inmolecule's ability to raise sale prices in line with the new euro to peso exchange rate, while raw materials were purchased and paid for in Mexican currency. Looking ahead, future gross margins will depend on the product mix sold, with an optimal level expected to be around 50-60%.

Operating Expenses (Personnel and Overheads)

Operating expenses include personnel-related costs and other essential expenses connected to the Company's sales activities. In fiscal year 2024, both categories were optimized, resulting in reductions of 38% and 25%, respectively. This optimization resulted from several factors, such as the consolidation of five companies in Mexico and a streamlined management structure. Additionally, an expanded lab and medical team was established for pre-clinical trials, along with a dedicated team to research, prepare and submit documentation for FDA, Health Canada, and other certifications. These enhancements were needed to aid in achieving sustained growth in alignment with the Company's 2030 Strategic Plan.

7.2 ASSESSMENT OF THE BOARD OF DIRECTORS RELATED TO BANKRUPTCY, LIQUIDATION, AND/OR FRAUD RELATED CONVICTIONS

The Board of Directors declares that they have not been subject to fraud convictions in the past, neither are there any on-going procedures in this regard in which any person in the management and/or Board of the Issuer has been involved.

8. PROFIT FORECASTS OR ESTIMATES

The Company does not intend to make profit forecasts or estimates.

9. BOARD, MANAGEMENT, AND SUPERVISORY BODIES

9.1 DESCRIPTION OF THE BOARD OF DIRECTORS AND THE MANAGEMENT OF THE ISSUER

9.1.1 NAMES, BUSINESS ADDRESS AND FUNCTIONS IN THE ISSUER OF EACH MEMBER OF THE BOARD, MANAGEMENT AND SUPERVISORY BODIES

BOARD OF DIRECTORS' COMPOSITION

The Board of Directors is composed of Gabriela León Gutierrez as President and Founder, Sergio Manuel León Gutierrez as Vice Chairman, Sergio Salvador Mattig as Secretary, and Estanislao Martínez as representative of Atlas Proyecto S.A. de C.V. as an Executive Member.

President and Founder

- **Name:** Gabriela León Gutierrez
- **Passport No.:** G17326384

Vice Chairman and Founder

- **Name:** Sergio Manuel León Gutierrez
- **Passport No.:** N14627044

Secretary

- **Name:** Sergio Salvador Mattig
- **Passport No:** A00920290

Executive Member

- **Name:** Atlas Proyectos SA de CV
- by Estanislao Martinez
- **Registration No:** APR030403BU9

The business addresses of the directors and management team are the following:

- Gabriela León – Tlanepark 1 Acceso, Av Lago de Guadalupe 2-Km 27.5, San Pedro Barrientos, 54110 Tlalnepantla, Méx., México
- Sergio León – Tlanepark 1 Acceso, Av Lago de Guadalupe 2-Km 27.5, San Pedro Barrientos, 54110 Tlalnepantla, Méx., México
- Estanislao Martínez – Vasconcelos 316, Col. Sierra Madre, 66260, San Pedro Garza García, Nuevo León, México
- Sergio Mattig – 18802 SW 55th Street, Miramar, FL 33029, USA
- Juan Garza – Tlanepark 1 Acceso, Av Lago de Guadalupe 2-Km 27.5, San Pedro Barrientos, 54110 Tlalnepantla, Méx., México
- Andrea Reyes León – Tlanepark 1 Acceso, Av Lago de Guadalupe 2-Km 27.5, San Pedro Barrientos, 54110 Tlalnepantla, Méx., México
- Armando Mejía Juan Garza – Fuentes de las Pirámides 1-501, Lomas de Tecamachalco, 53950, Naucalpan, Estado de México, México
- Mario Héctor Martínez – Fuentes de las Pirámides 1-501, Lomas de Tecamachalco, 53950, Naucalpan, Estado de México, México

DIRECTORS AND MANAGEMENT TEAM



Gabriela León Gutierrez – President

Academic Background and Current Role

- **Education:** Industrial Biochemical Engineer from the Universidad Autónoma Metropolitana (UAM).
- **Current Position:** President and co-founder of Inmolecule.
 - Led the development of the Nano-Phyto-Chemistry Platform.

Achievements and Professional Recognitions

- UAM Research Award 2023.
- State Science Award 2018, State of Mexico.
- First place in the ADIAT Award (2018).
- Winner of the National Health Prize 2016 (Company category).

- Recognized by the UK Government: *GREAT Britain Investor Award* (2016).
- Nominated for the World Economic Forum's Technology Pioneer Award (2015).
- Designated as a National Priority Strategic Company by the Ministry of Economy (January 2014).
- Third place in the ADIAT National Award for Technological Innovation, awarded by the Mexican Association of Innovation Managers (April 2014).
- Recognized as a role model for Latin American women by the Inter-American Development Bank-MIF (December 2013).
- Selected as an Endeavor company worldwide (July 2012).
- Winner of the *Ernst & Young Entrepreneur of the Year Award* in the Social Impact category (2012).

Participation in International Forums and Networks

- Speaker at Yale: *Yale Business of Legal Cannabis* (February 2020).
- Panelist at WeXchange, organized by MIF-IDB, Argentina (November 2016).
- Panelist in "From Science Fiction to Fact" by the Dell Women Entrepreneur Network, Berlin (June 2015).
- Participant in the "Las Américas" Forum by the Clinton Foundation, Miami (November 2014).
- Personally selected by Michael Dell to join the United Nations Foundation's Global Accelerator as one of the 100 companies set to change the world (2014).

International Affiliations

- Member of the STEM Mentor Network of the Ministry of Public Education (since 2017).
- Member of the *Patient Safety Movement Foundation* (since 2017).
- Member of the WE Connect International network (October 2014).
- Member of the DWEN Network: *Dell Women Entrepreneur* (Turkey, 2013; Austin, TX, 2014).
- Member of the High-Level Dialogue for Regulatory Cooperation (DEAN) between Mexico and the United States (since November 2013).

- Member of the Standardization Committee in the field of nanotechnology (since 2010).

Social Responsibility

- Listed among Forbes' *100 Most Powerful Women* (May 2019).
- Featured in the 2018 campaign by the Communication Council.
- National image for *Sidral Mundet*, a Coca-Cola Co. brand (2016-2018).
- Featured in the national campaign “#She Makes History,” organized by Facebook Latin America (November 2016).
- Provided humanitarian aid to Liberia in the fight against Ebola (October 2014).
- Supports the foundations "APAC," "Nobody Surrenders Here," and "Ministries of Love."

Institutional Contributions and Associations

- Co-founder of the UAM Foundation (2018).
- Member of the Board of Trustees of the Universidad Autónoma Metropolitana.



Sergio Manuel León Gutierrez – CEO

Academic Background and Current Role

- **Education:** Bachelor's degree in Industrial Design from Nuevo Mundo University.
- **Current Position:** Vice President and co-founder of Inmolecule; serves as CEO. His key responsibilities involve:
 - **Strategic Vision:** Develop and implement the Company's long-term goals and strategies to drive growth and ensure sustainability.
 - **Leadership:** Inspire and guide the executive team and employees, fostering a positive and productive company culture.

- **Decision Making:** Make critical decisions regarding the Company's direction, investments, and overall strategy.
- **Financial Oversight:** Manage and oversee financial activities, including budgeting, forecasting, and financial reporting.
- **Stakeholder Communication:** Act as the primary spokesperson for the organization, maintaining relationships with investors, board members, and other key stakeholders.
- **Risk Management:** Identify potential risks to the business and develop strategies to mitigate them effectively.
- **Resource Allocation:** Ensure efficient use and allocation of company resources, including personnel, capital, and technology.
- **Performance Monitoring:** Track company performance against strategic objectives and adjust plans as necessary to achieve targets.
- **Innovation and Development:** Encourage and support innovation within the organization to remain competitive and meet customer needs.
- **Compliance and Governance:** Ensure adherence to legal, regulatory, and ethical standards in all operations.

Professional Activities and Speaking Engagements

Speaker at key industry and entrepreneurship events, including:

- *Training Seminar for High-Impact Leaders*, CINCON (2018).
- IX International Symposium of Biosafety and Biosecurity (2017).
- *Forum: Challenges for the Development of High-Impact Entrepreneurship*, HSBC-IMEF (2015).
- *Entrepreneur Week*, Instituto Nacional del Emprendedor (2014).
- Panelist for *Entrepreneurial Case Gresmex*, La Salle University (2013).



Estanislao Martinez – CFO

Academic Background and Current Role

- Degree: Graduate in Business Administration Administration with multiple specialties in Corporate Finance, Mergers and Acquisitions, Startup Development, International Growth and Expansion, Commerce, Construction and Project Management having as his home of study different Universities U-ERRE, ITESM, Harvard Business School, Rice Business (Jones Graduate School of Business) and YALE University.

Professional Experience

- Founder and president of Atlas Holdings, a global firm that has more than two decades of experience in developing businesses and projects in different sectors through its representative offices in Mexico, the United States and Spain, respecting its philosophy based on values, responsibility and excellence.



Sergio S. Mattig – Secretary

Academic Background and Current Role

- Attorney Degree and Master's in Law from Universidad La Salle.
- Juris Doctor with a Master of Laws in International Law equivalency from the First L.E.E.G.A.L Institute of Florida.

Professional Experience

- Over 35 years of experience as a highly accomplished attorney, business strategist, and investment specialist.
- Specializations: International Law, Corporate Governance, Regulatory Compliance, Financial Markets.
- Legal representative for major Mexican financial institutions, including Bancomer, Banca Serfín, Banco del Atlántico, Americana de Finanzas, and Banco HSBC.
- Recognized expert in multi-portfolio investments, specializing in high-value asset management, trading strategies in the Wall Street market (puts and calls), and real estate investments across the U.S.

- Pioneered innovative investment models in art markets and alternative assets, developing strategies that maximize value in complex financial environments.
- Professor of Law at Universidad La Salle in Mexico.
- Professor of Economic Law at Instituto Politécnico Nacional (IPN), where he earned his professorship by opposition.

Additional Qualifications

- Foreign Legal Consultant Rule Diploma, National Academy of Scientific Attorneys.
- Paralegal Studies Diploma, National Association for Foreign Attorneys (NAFA).
- Immigration to the U.S.A. for Attorneys Diploma, NAFA.



Juan Antonio Garza Martinez – Commercial Director

Current Role and Key Responsibilities

- **Position:** Commercial Director at Inmolecule.
 - **Private Labels Projects:** Oversees the design and packaging of private label products to enhance perceived value for end consumers.
 - **Business Relationships:** Develops strategic relationships with leading retailers and key B2B partners, including the creation of customized products to meet specific needs.
 - **Sales Leadership:** Leads the sales team in maintaining and expanding accounts across diverse business channels.
 - **Channel and Division Development:** actively develops new business channels, including B2B, B2B2C, and B2C. Additionally, he has successfully established a new division focused on serving industries such as healthcare, hospitals, and agriculture.
 - **Price and Marketing Strategy:** Designs and implements pricing and marketing strategies to align with the Company's goals.



Andrea Reyes León - Operations

Current Role and Key Responsibilities

- **Position:** Operations.
 - **Supply Chain Management:** Coordinating the supply chain operations to ensure the timely delivery of raw materials and finished products, including managing suppliers, inventory levels, and forecasting demand to minimize disruptions in production.
 - **Overseeing Production Processes:** Ensuring that manufacturing processes comply with regulatory standards and are conducted efficiently. This includes managing production schedules, monitoring output, and implementing continuous improvement initiatives to optimize operations.
 - **Nanotechnology Production:** Lead of the nanoparticle production platform and its application within Inmolecule's products.



Laura Lucila García Lourdes Ferna - Public Relations

Professional Experience

- Renowned for her extensive experience as a benchmark in cultural management, strategy, and public relations.
- Serves as a translating bridge between the world of ideas and brands, excelling in organizing, directing, and problem-solving.
- Career highlights include work in government management, forging business alliances, advancing social causes, and overseeing national and international exhibitions.
- Collaborated with prestigious brands such as Samsung, Lincoln, Bvlgari, Comex, and Coca-Cola, among others.



Armando Mejía–Head of Research

Universidad Autónoma Metropolitana, Iztapalapa | Full Professor-Researcher (1993-Present)

Specializes in the production of secondary metabolites of industrial interest and genetic engineering.

Inmolecule International Limited, London, United Kingdom | Head of Research (2020-Present)

Leads drug development initiatives using nanobiotechnology.

Academic Background

- **Postdoctorate:** The University of Wales, Aberystwyth, U.K.
- **Ph.D.:** Universidad Nacional Autónoma de México (UNAM), Faculty of Chemistry
- **M.D. in Biotechnology:** CINVESTAV (I.P.N.)
- **B.S. in Biology:** Universidad Nacional Autónoma de México (UNAM)



Mario Héctor Martínez Gómez – Board member

National Autonomous University of Mexico School of Medicine University, Undergraduate Internship Southern General Hospital “Dr. Manuel Gea González” National Autonomous University of Mexico Postgraduate Unit of the Faculty of Accounting and Administration Master of Hospital and Health Care Administration University National Autonomous University of Mexico. PhD in Public Finance, PhD Candidate, University served as private medical surgeon, secretary of public education General Directorate of Primary Education, Position: Physician to the Director General Period: 1987-1991. Board member of Inmolecule holdings.

Professional Experience

- **Private Medical Surgeon**
- **Secretary of Public Education, General Directorate of Primary Education**
| Physician to the Director General (1987-1991)

Inmolecule Holdings | Board Member

Academic Background

- **Undergraduate Internship:** Southern General Hospital “Dr. Manuel Gea González,” National Autonomous University of Mexico (UNAM), School of Medicine.
- **Master’s Degree:** Hospital and Health Care Administration, Postgraduate Unit, Faculty of Accounting and Administration, UNAM.
- **Ph.D.:** Public Finance (Ph.D. Candidate), National Autonomous University of Mexico (UNAM).

9.1.2 FAMILY RELATIONSHIPS BETWEEN BOARD MEMBERS

As far as the nature of family relationship between Board Members go, Gabriela León and Sergio León are siblings and co-founders.

9.2 POTENTIAL CONFLICTS OF INTEREST

There are no transactions involving persons discharging managerial responsibilities in Inmolecule Nanotech, board members, affiliates to such persons, major owners, or any other company within Inmolecule Nanotech's group. Additionally, there are no potential conflicts of interest to disclose.

10. BOARD PRACTICES IN RELATION TO THE ISSUERS LAST COMPLETED FINANCIAL YEAR

The Company does not currently have an audit committee or a remuneration committee.

The board of directors have elected to nominate candidates for the audit committee after the first shareholder's meeting during Q2 of 2025. Its formation will be completed promptly to reinforce the corporate governance framework as the company moves toward the listing on Euronext.

11. DESCRIPTION OF THE WORKFORCE OF THE ISSUER

In September 2024, the Company celebrated its 25th anniversary. Starting with just 5 full-time employees and a 300 m² facility, it has since grown to create over 75 jobs and continues to expand. Today, some employees have been with the Company for over 15 years, and less than 5% of the total workforce has been with the “Inmolecule Family” for less than a year.

As recorded in the databases of the General Treasury of Social Security the average number of workers who have remained on active employment during the stipulated periods is as follows:

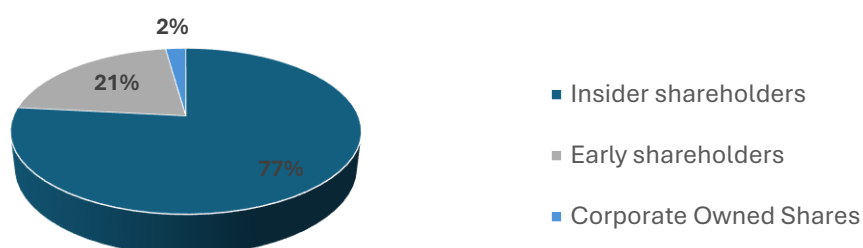
| YEARS | 2020 | 2021 | 2022 | 2023 | 2024 |
|---------------------|------|------|------|------|------|
| Full time employees | 75 | 72 | 60 | 72 | 78 |

There are currently no share-based incentives in Inmolecule; however, one of the reasons behind the Euronext listing is to enable the implementation of such incentives for the Company’s employees as part of a strategic talent retention action that has been structured internally. The current gender breakdown is 55% (43 men) and 45% (35 women).

12. MAJOR SHAREHOLDERS

The ownership of Inmolecule is divided into 7,500,000 shares, structured and divided as follows: the Insider Shareholders hold 5,749,708 shares (76.66%), the Early Shareholders hold 1,583,194 shares (21.11%), and the corporation itself holds 167,098 shares (2.23%).

Inmolecule: Shareholding structure



Source: Inmolecule, S.A.

Inmolecule: Shareholding structure evolution

1.- INCORPORATION (15/11/2018)

| SHAREHOLDER | No Stocks | Num. |
|--------------------------------|--------------|---------------|
| SERGIO MANUEL LEON GUTIERREZ | 1,528 | 692 - 2,219 |
| MARGA DENISSE GONZALEZ QUIROGA | 691 | 1 - 691 |
| IGNACIO-LYDIO CARAZO | 691 | 2,310 - 3,000 |
| JESUS DE MORA ROLDAN | 90 | 2,220 - 2,309 |
| TOTAL | 3,000 | |
| NOMINAL VALUE | 1 | |
| SHARE CAPITAL | 3,000 | |

2.- CAPITAL INCREASE (07/08/2020)

| SHAREHOLDER | No Stocks | Num. |
|--------------------------------|---------------|----------------------------------|
| SERGIO MANUEL LEON GUTIERREZ | 12,750 | 1 - 691 14,223 - 17,781 |
| MARGA DENISSE GONZALEZ QUIROGA | 4,250 | 2,310 - 3,000 17,782 - 21,090 |
| IGNACIO-LYDIO CARAZO | 4,000 | 2,220 - 2,309 21,091 - 25,000 |
| JESUS DE MORA ROLDAN | 4,000 | 2,310 - 3,000 17,782 - 21,090 |
| TOTAL | 25,000 | |
| NOMINAL VALUE | 1 | |
| SHARE CAPITAL | 25,000 | |

3.- CAPITAL INCREASE (26/09/2023)

| SHAREHOLDER | No Stocks | Num. |
|--------------------------------|------------------|-----------------------|
| SERGIO MANUEL LEON GUTIERREZ | 3,751,250 | 1 - 3,751,250 |
| MARGA DENISSE GONZALEZ QUIROGA | 21,250 | 7,438,751 - 7,460,000 |
| IGNACIO-LYDIO CARAZO | 20,000 | 7,460,001 - 7,480,000 |
| JESUS DE MORA ROLDAN | 20,000 | 7,480,001 - 7,500,000 |
| GABRIELA LEON GUTIERREZ | 3,687,500 | 3,751,251 a 7,438,750 |
| TOTAL | 7,500,000 | |
| NOMINAL VALUE | 0.20 | |
| SHARE CAPITAL | 1,500,000 | |

4.- SALE OF TREASURY STOCK (26/02/2025)

| SHARE HOLDER | No Stocks | Num. |
|--|-----------|---|
| MARGA DENISSE GONZALEZ QUIROGA | 21,250 | 7,438,751 - 7,460,000 |
| IGNACIO-LYDIO CARAZO | 38,050 | 7,164,497 - 7,182,546 7,460,001 - 7,480,000 |
| JESUS DE MORA ROLDAN | 20,000 | 7,480,001 - 7,500,000 |
| GLG CAPITAL LLC | 2,100,000 | 1 - 2,100,000 |
| SELEG INTERNATIONAL LLC | 2,100,000 | 2,100,001 - 4,200,000 |
| SEMA CAPITAL LLC | 562,500 | 4,200,001 - 4,762,500 |
| ATLAS PROYECTOS SA DE CV | 558,750 | 4,762,501 - 5,321,250 |
| EUROUSA CAPITAL CORP | 1,275,000 | 5,321,251 - 6,596,250 6,596,251 - 6,639,750 6,753,001 - 6,777,000 6,777,001 - 6,783,750 6,783,751 - 6,799,500 6,799,501 - 6,807,000 6,814,501 - 6,822,000 |
| AMEUR INVESTMENTS LLC | 151,996 | 6,828,751 - 6,834,750 6,834,751 - 6,838,500 6,838,501 - 6,858,000 6,858,001 - 6,861,750 6,861,751 - 6,864,000 6,864,001 - 6,871,500 7,160,251 - 7,164,496 |
| EDUARDO VALLARTA ALAMAN | 39,750 | 6,639,751 - 6,679,500 |
| JOSE LUIS OLEGARIO LLAMOSAS ZAZUETA | 39,750 | 6,679,501 - 6,719,250 |
| STIG MICHAEL ALEXANDER SVENSSON | 33,750 | 6,719,251 - 6,753,000 |
| JESSICA CRUZ GUERRERO | 7,500 | 6,807,001 - 6,814,500 |
| MARIA DE LOS ANGELES MANUELA ABENDIBAR | 6,750 | 6,822,001 - 6,828,750 |
| MILIMEX GLOBAL SA DE CV | 288,750 | 6,871,501 - 7,160,250 |
| BENJAMIN ERNESTO GONZALEZ | 42,188 | 7,182,547-7,224,734 |
| ALEJANDRO MANUEL CAMBESES BALLINA | 6,500 | 7,224,735-7,231,234 |
| COMERCIALIZADORA FLIGHTLESS SA | 40,418 | 7,231,235-7,271,652 |
| CORPORATE OWNED SHARES | 167,098 | 7,271,653-7,438,750 |
| TOTAL | | 7,500,000 |
| NOMINAL VALUE | | 0.20 |
| SHARE CAPITAL | | 1,500,000 |

The current shareholder's structure is as follows:

| | HOLDER | | | | | |
|-------------------|-----------------|-------------------------|----------------------|------------------|--------------------------|------------|
| | GLG CAPITAL LLC | SELEG INTERNATIONAL LLC | EUROUSA CAPITAL CORP | SEMA CAPITAL LLC | ATLAS PROYECTOS SA DE CV | FREE FLOAT |
| CURRENT SITUATION | 2,100,000 | 2,100,000 | 1,275,000 | 562,500 | 562,500 | 903,750 |
| % | 28% | 28% | 17% | 7.5% | 7.45% | 12.05% |

| | |
|-------------------|-----------|
| TOTAL | 7,500,000 |
| NOMINAL VALUE (€) | 0.2 |
| SHARE CAPITAL | 1,500,000 |

Regarding beneficial ownership as defined by EU anti-money laundering legislation, Gabriela and Sergio León are currently the only individuals meeting the 25% ownership threshold.

13. RELATED PARTY TRANSACTIONS

The Board of Directors is responsible for making the decisions concerning the financial and strategic policies of the Company.

The Company has no transactions with related party transactions with related parties or members of the Board of Directors, except for loans and contributions made by shareholders.

14. FINANCIAL INFORMATION

14.1 AUDITED HISTORICAL FINANCIAL INFORMATION FOR THE PAST 2 YEARS

There are no audited financial statements for the periods 2023/2024.

Financial statements have been originally prepared in GAAP and converted to IFRS on consolidation and are currently unaudited. The company plans to have audited accounts from 2025 onwards as a part of its plan to uplift its shares on Euronext Growth in the medium term.

14.2 INTERIM AND OTHER FINANCIAL INFORMATION

14.2.1 FIRST ANNUAL GENERAL SHAREHOLDER MEETING FOLLOWING THE APPLICATION

The Company will hold its first ordinary Shareholder's General Meeting as a listed entity in the second quarter of 2025. The exact date is yet to be determined at the time of writing. However, should an extraordinary shareholders' meeting be required, it will be scheduled in advance as necessary.

Publication of the Company's earnings figures following the listing admission, corresponding to FY 2024, will be expected to be published during the second quarter of 2025.

14.2.2 CASH POSITION DATING FROM LESS THAN THREE (3) MONTHS BEFORE THE PLANNED DATE OF FIRST ADMISSION TO TRADING

| (€) | FY25Q1 |
|--------------------------------|----------------|
| CASH AT THE BEGGINING | € 87.301,00 |
| TRADE RECEIVABLES | € 887.904,66 |
| COGS | € (659.592,78) |
| Personnel Expenses | € (148.652,00) |
| Operating Expenses | € (135.709,00) |
| Value Added Tax | € (33.569,41) |
| TRADE PAYABLES | € (977.523,18) |
| OPERATING CASH FLOW | € (89.618,52) |
| Capex | € - |
| Financial Expenses | € (3.654,00) |
| Treasury Stocks Sold | € 1.307.378,30 |
| CASH FLOW AT THE END Q1 | € 1.301.406,78 |

14.3 KEY PERFORMANCE INDICATORS

The Company has published neither financial nor operational KPIs.

14.4 DIVIDEND POLICY

To support the current growth phase, the Company has decided not to distribute dividends during the first three fiscal years from 2025 to 2027. It has been agreed that starting from the end of the fourth fiscal year, or at the close of 2028, the Company will distribute 30% of its profits.

14.5 LEGAL AND ARBITRATION PROCEEDINGS

The Company is not involved in any legal or arbitration proceedings.

14.6 CHANGE IN THE ISSUER'S FINANCIAL POSITION

In the initial months of 2025, the company successfully raised €1.3 million by selling treasury stock, a significant achievement that aligns perfectly with its strategic plan to bolster its cash reserves. This financial boost is crucial as it positions the company to effectively tackle the anticipated investments in research and development, as well as the necessary global certifications that are expected to lead to increased revenue and an improved market share. Additionally, the sales costs and all associated operational expenses are tracking as per the established plans, reinforcing the organization's commitment to maintaining financial discipline while pursuing its growth objectives.

As part of the private placement of treasury shares, Inmolecule Nanotech carried out a series of transactions in February 2025. Below are the details of the transaction, including the number of shares, the date of each transaction, and the sale price per share:

- Milimex Global SA de CV – 12 February 2025: 288,750 shares at €3.46 per share
- Benjamin Ernesto Gonzalez – 26 February 2025: 42,188 shares at €3.46 per share
- Comercializadora Flightless SA – 26 February 2025: 40,418 shares at €3.46 per share
- Alejandro Manuel Cambeses Ballina – 28 February 2025: 6,500 shares at €3.46 per share

All shares were allocated at the same price of €3.46 per share, ensuring equal terms for all participating shareholders. While the majority of transactions took place on 26 February 2025, some were executed on different dates throughout the month.

15. SHARE CAPITAL

“Article 6.- Share Capital

The share capital of the Company is €1,500,000 (ONE MILLION FIVE HUNDRED THOUSAND EUROS), represented by 7,500,000 (SEVEN MILLION FIVE HUNDRED THOUSAND) shares, comprising a single series, equal, cumulative, and indivisible, with a nominal value of €0.20 (TWENTY CENTS OF EURO) each, numbered from 1 to 7,500,000, inclusive.

The share capital is fully subscribed and paid up.”

Inmolecule Nanotech confirms that all shares represent the company’s capital, with no notes or exchangeable securities that could alter this structure. The characteristics of the shares are accurately detailed in the Information Document.

Furthermore, the company has not issued any convertible securities, exchangeable securities, or warrants, and therefore, no procedures for conversion, exchange, or subscription apply.

Regarding authorized share capital, all authorized capital has been issued, and there are no authorized but unissued shares or any related acquisition rights or obligations.

Finally, no capital of the company or any group member is subject to options, nor are there any agreements, whether conditional or unconditional, to place any capital under option.

16. IMPORTANT CONTRACTS

At this stage, the company has not entered into exclusive agreements with any distributor. It has deliberately declined offers from potential partners willing to finance clinical trials in exchange for exclusivity, as such agreements would constrain its commercial flexibility. This strategic decision positions Inmolecule for greater market opportunities as it advances into the pharmaceutical sector.

The Company currently does not have any signed contracts outside the scope of ordinary business. However, Inmolecule has several commitments to supply disinfectants throughout 2025. Some of the commitments are already formalized through signed contracts. Others are expressed via letters of intent or are currently under negotiation, reflecting varying stages of engagement with potential purchasers.

The Company is anticipating the signing of contracts that will have an initial duration of three years. These contracts will include provisions for renewal, allowing for the possibility of extending the agreement beyond the initial term. This structure provides both flexibility and stability for Inmolecule's ongoing business relationships, ensuring that the Company can continue to collaborate effectively with its partners over an extended period.

The commitments pertain specifically to Inmolecule's operations in Mexico at this time. However, the Company is actively pursuing contracts in the European and African markets as well. Inmolecule anticipates that some of these contracts will be ready for execution by late 2025 and early 2026. This strategic expansion into Europe underscores Inmolecule's dedication to broadening its market presence and capitalizing on new opportunities for growth in that region.

While specific names cannot be disclosed due to confidentiality agreements, the Company is currently advancing agreements with a leading cement manufacturer in Mexico and entities within the Mexican hospital market. During 2024, the company has started a close collaboration with a global leader in the Food & beverages sector focused on bread manufacturing, developing in the past months a disinfection protocol which saves 75% of the water usage and 65% manpower. These partnerships reflect Inmolecule's strategy of targeting high-impact sectors with strong growth potential.

SECTION 2: ADDITIONAL INFORMATION TO DISCLOSE REGARDING THE TYPE OF SECURITIES ADMITTED

1. RISK FACTORS RELATED TO THE SHARES

| 1 RISKS OF THE LISTING OF SHARES | | |
|---|-----|-----|
| 1.1 Increase costs following the listing of shares | LOW | LOW |
| 1.2 Risk of dividend payment | LOW | LOW |
| 1.3 Liquidity of the listed shares | LOW | MED |
| 1.4 Risk related to the volatility of shares/market | LOW | MED |
| 1.5 Risk of ownership dilution | LOW | LOW |
| 1.6 Tax risk | LOW | LOW |
| 1.7 Obligations as a listed company | LOW | LOW |

1.1 INCREASE COSTS FOLLOWING LISTING OF SHARES

As a listed Inmolecule, the Issuer will be subject to rules and regulations that listed companies must follow in the market. To be compliant, the Issuer may need to establish certain procedures as well as adopt certain policies, which may result in significant compliance costs for the Issuer. Such increased costs may adversely affect the Issuer's business, financial and economic position and results of operations.

The increase in costs will not be significant compared to the benefits and expected revenue within the first 2 -3 years.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

1.2 RISK OF DIVIDEND PAYMENT

The Company's ability to pay dividends on Shares may be restricted by the terms of any future debt incurred or preferred securities issued by the Company or law.

Payments of future dividends, if any, may be proposed after considering various factors, including financial conditions, results of operations, current and anticipated cash needs, plans for expansion, and any legal or contractual limitations on the Company's ability to pay dividends. There can be no assurance that, in the future, the Company will be able to make dividend payments.

If cash is not available to pay dividends, the board may decide to pay in shares. Nevertheless, the Company does not plan to distribute dividends to its shareholders in the short-term, hence this risk will not happen at least in the first year of listing.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

1.3 LIQUIDITY OF THE LISTED SHARES

An investment in the Shares is associated with a high degree of risk and the price of the Shares may not develop favorably. Prior to the Admission to Trading, there has been no public market for the Shares, as the Shares have not been listed or admitted to trading on any stock exchange, regulated market or multilateral trading facility. Following Admission to Trading on Euronext Access, an active or liquid trading market for the Shares may not develop or be sustained. If such a market fails to develop or be sustained, it could have a negative impact on the price of the Shares. Investors may not be able to sell their shares quickly, at the market price or at all if there is no active trading in the Shares.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of high relevance.

1.4 RISK RELATED TO THE VOLATILITY OF SHARES / MARKET

The share prices of companies admitted to trading on Euronext Access can be highly volatile and the trading volume and price of the Shares could fluctuate significantly. Some of the factors that could negatively affect the Share price or result in fluctuations in the price or trading volume of the Shares include, for example, changes in the Company's current or projected results of operations or those of its competitors, changes in earnings projections or failure to meet investors' and analysts' earnings expectations, investors' evaluations of the

success and effects of the Company's strategy, as well as the evaluation of the related risks, changes in general economic conditions or the equities markets generally, changes in the industries in which the Company operates, changes in shareholders and other factors. This volatility has had a significant impact on the market price of securities issued by many companies. Those changes may occur without regard to the operating performance of these companies. The price of the Shares may therefore fluctuate due to factors that have little or nothing to do with the Company, and such fluctuations may materially affect the price of the Shares.

The market price of the Shares may be affected by high levels of volatility. In fact, the market price for newly listed shares, as the Shares, is often volatile for a period after the Listing. The share market in general, and for smaller companies, may be subject to significant price and volume fluctuations, which are not possible to predict out of the companies' developments or disclosed results. As a result of this potential volatility, Shareholders may not be able to sell their Shares at or above the initial Listing Price. The market price of the Shares may fluctuate significantly in response to several factors, many of which are beyond the Company's control, including, among others:

- Actual or anticipated fluctuations in the Company's revenues and results of operations.
- Announcements by the Company or its competitors of significant technical innovations, acquisitions, strategic partnerships, joint ventures, or capital commitments.
- The standalone and/or consolidated financial projections that the Company may provide to the public, any changes in these projections, or the Company's failure to meet these projections.
- Fluctuations in the Company's stock price may occur if securities analysts fail to initiate or maintain coverage of the Company, if there are changes in their ratings or financial estimates, or if they publish news that affect the Company. Additionally, if the Company fails to meet the financial estimates or expectations set by these analysts or investors, it may impact the stock price.
- The size of the Issuer's free float.
- Price and volume fluctuations in the trading of the Shares and in the overall stock market, including trends in the economy.
- New laws or regulations or new interpretations of existing laws or regulations applicable to the Issuer's business or industry, including data privacy, data protection, and information security.
- Lawsuits threatened or filed against the Company and its Group.
- Changes in the Company's Board of Directors or key management.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of high relevance.

1.5 RISK OF OWNERSHIP DILUTION

Inmolecule may in the future decide to offer and issue new Shares or other securities to finance new capital-intensive projects, in connection with unanticipated liabilities or expenses or for any other purposes. Depending on the structure of any future offering, certain existing shareholders may not have the ability to purchase additional equity securities. An issuance of additional equity securities or securities with rights to convert into equity could reduce the market price of the Shares and would dilute the economic and voting rights of the existing shareholders if made without granting subscription rights to existing shareholders. Accordingly, the Company's shareholders bear the risk of any future offerings reducing the market price of the Shares and/or diluting their shareholdings in the Company. Additionally, the Company could implement stock compensation schemes for employees that could dilute previous shareholders.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

1.6 TAX RISK

By purchasing and holding the Shares, investors should take their own tax advice as to the consequences of owning such Shares as well as receiving returns from them. Investors should be aware that ownership of the Shares could be treated differently according to each jurisdiction.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

1.7 OBLIGATIONS AS A LISTED COMPANY

Though the constraints are lower than those applicable for a Inmolecule listed on a regulated market, as a public Inmolecule, the Company will incur significant legal, accounting, audit, reporting and other expenses in connection with its obligations under applicable securities laws, including the internal and external costs of

maintaining the system of internal controls as well as the costs of preparing and distributing periodic public reports, including financial statements and notes, and including the costs related to the ongoing reporting obligations under the EU regulation NO°596/2014 of the European Parliament dated April 16th, 2014 on market abuse (“Market Abuse Regulation”).

Effective internal controls are necessary for the Company to provide reliable financial reports and, together with adequate disclosure controls and procedures, to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause the Company to fail to meet its reporting obligations. In addition, changing laws, rules and regulations relating to corporate governance and public disclosure, including regulations implemented by Euronext for companies listed on the Euronext Access market, increase the Company's legal and financial costs, including costs relating to monitoring, evaluating and complying with such laws, rules and regulations.

These laws, rules and regulations are subject to varying interpretations and may evolve over time as new guidance is provided by regulatory and governing bodies, which may result in increased compliance and governance costs and the diversion of management resources. If the Company's efforts to comply with such laws, rules and regulations are not successful, it could be subject to fines, penalties or regulatory proceedings, which can be time-consuming and costly to litigate and could lead to negative publicity. If any of these risks occur, or if these requirements divert the management's attention from other business concerns, they could have a material adverse effect on the Company's business, financial condition, and results of operations.

The occurrence of the events subject to such risks is considered by the Issuer to be of low probability and of low relevance.

2. WORKING CAPITAL STATEMENT

Cash Flow Forecast 12 Months (May 2025-May 2026)

| (€) | FY25Q1 | FY25Q2 | FY25Q3 | FY25Q4 | FY'25 |
|---|------------------|--------------------|--------------------|--------------------|--------------------|
| CASH AT THE BEGINNING | 87,301 | | | | |
| TRADE RECEIVABLES | 1,016,731 | 1,294,724 | 1,256,114 | 1,580,438 | 5,148,007 |
| Trade payables for COGS | (674,369) | (858,754) | (833,145) | (1,048,260) | (3,414,528) |
| Personnel Expenses (payroll tax included) | (156,250) | (156,250) | (156,250) | (156,250) | (625,000) |
| Operating Expenses | (112,813) | (106,063) | (107,000) | (99,125) | (425,000) |
| Value Added tax | (38,440) | (48,950) | (47,490) | (108,282) | (243,162) |
| TRADE PAYABLES | (981,871) | (1,170,016) | (1,143,885) | (1,411,918) | (4,707,690) |
| OPERATING CASH FLOW | 34,860 | 124,708 | 112,229 | 168,520 | 440,317 |
| PAYMENTS FOR CAPEX | (24,688) | (31,438) | (30,500) | (38,375) | (125,000) |
| INVESTMENT CASH FLOW | (24,688) | (31,438) | (30,500) | (38,375) | (125,000) |
| FINANCIAL EXPENSES | (3,045) | (3,045) | (3,045) | (3,045) | (12,181) |
| CASH FLOW AT THE END | 94,428 | 90,225 | 78,684 | 127,100 | 390,437 |

The projected cash flow for 2025 reflects the Company's financial and operational evolution, supported by recent changes in revenues, cost structure, investments, and market strategy.

- The consolidated projection for trade receivables for the year 2025 includes net turnover from both Inmolecule's white label business and platform revenues. This financial forecast reflects a holistic view of its operations, highlighting the anticipated performance of both segments as we aim for growth. By integrating these revenue streams, the Company can better assess its strategic direction for the coming years, emphasizing the importance of diversification by monetizing its platform in its revenue model.
- The increase in Operating Cash Flow responds to a 30% rise in sales between 2023 and 2024, which is a positive factor in cash flow generation. The Company's new patent approvals will enable them to enter new markets, facilitating faster internationalization and, consequently, driving further sales growth.

- Capex is not expected to increase significantly, as the Company has already renewed and modernized its equipment, which has improved operational efficiency and allowed for production capacity growth without a substantial increase in labor costs. This explains why investment cash flow remains low. Additionally, given the Company has already invested in securing the patents, no further significant Capex costs are expected.
- The Company's financing structure is based on shareholder contributions rather than institutional debt. This approach reduces financial risk and provides greater flexibility in the growth strategy.

Inmolecule confirms that the working capital available to the Issuer is sufficient for its present requirements, that is, for at least the next twelve months from the date of this document.

3. INFORMATION CONCERNING THE SECURITIES TO BE OFFERED/ADMITTED TO TRADING

3.1 TYPE AND CLASS OF SECURITIES

Admission to trading procedure: Registration of shares for trading on Euronext Access Paris through Technical Admission.

ISIN: ES0105908000

LEI: 959800F0D3TQYVTXW034

Euronext Ticker: MLINA

Number of shares to be listed: 7,500,000 ordinary shares

Nominal price per share: 0,20 EUR €

Reference price per share: 3,82EUR €

Market capitalization: 28,565,525 EUR €

Initial listing and trading date: 25th July 2025

Listing Sponsor: LKS Financial Solutions & Corporate, S.L.

Central Securities Depositary: EUROCLEAR France

Paying Agent: Banco de Sabadell, S.A.

3.2 CONDITIONS FOR THE TRANSFER OF SHARES

“Article 7.- The Shares

1. *The shares will be represented by book entries, in accordance with the legally established requirements. The entity responsible for maintaining the accounting register must meet the requirements set by current legislation.*

The share grants its legitimate holder the status of shareholder and implies full and total compliance with the provisions in these Bylaws and with the agreements validly adopted by the governing bodies of the Company, while granting the holder the exercise of the rights inherent to their status, in accordance with these Bylaws and the Law.

2. *The shares are indivisible.*

Co-owners of a share are jointly and severally liable to the Company for any obligations arising from their shareholder status, and must designate a single person to exercise the rights inherent to their shareholder status on their behalf. This rule will apply to other cases of co-ownership of rights over shares.

In cases of usufruct, seizure, and pledge of shares, the provisions of the current legislation shall apply.

3. *The exercise of rights attached to shares that are not in circulation will be suspended until they have been subscribed and paid up.”*

3.3 MANDATORY TAKEOVER BIDS

Inmolecule is not aware of any mandatory takeover bids and/or squeeze-out and sell-out rules in relation to the shares.

3.4 RATIONALE OF THE LISTING

This transaction is carried out within the procedure for a technical admission to trading on the Euronext Access Market operated by Euronext Paris S.A. The proposed transaction does not require a visa from the Autorité des Marchés Financiers (AMF). Listing on Euronext Access will give the Company greater credibility among customers, suppliers and investors, allowing it to build stronger relationships and giving it a competitive advantage. The listing gives the Company access to a broader and more diverse universe of investors and an indication on how the market evaluates its business model. Moreover, being listed gives current shareholders and new investors access to a built-in liquidity event in the medium-term.

4. INFORMATION ON THE ISSUE/ OFFER/ DISTRIBUTION SALE THAT WILL BE CARRIED OUT IN CONNECTION WITH ADMISSION TO TRADING

Offer-Related Costs

Total transaction costs (listing fees, legal, audit and sponsor services) approximated € 110,000.

Lock-Up Agreements

The Founding Partners have agreed to a lock-up period of three (3) years from the date of listing, during which 90% of their shares shall be restricted from sale, transfer, or any other form of disposal. The founding partners are:

- GLG capital: 28%
- Seleg: 28%
- SEMA: 7.5%
- Atlas: 7.5%

Additionally, the Company has agreed to impose a lock-up restriction on 2.03% of the shares owned by AMEUR INVESTMENTS LLC for a period of twelve (12) months, starting on May 8, 2024, and ending on May 8, 2025. During this period, these shares may not be sold, transferred, or otherwise disposed of without the prior written consent of the Company.

Dividend Rights

Each ordinary share carries equal entitlement to dividends declared after the listing; no special dividend arrangements apply to the transferred shares.

5. ADMISSION TO TRADING AND DEALING ARRANGEMENTS

5.1 TRADING PLATFORM

No, the Company's shares are not admitted to any other trading platforms or markets.

5.2 LIQUIDITY PROVIDER

The Company has not appointed a Liquidity Provider.

6. LISTING SPONSOR

LKS Financial Solutions & Corporate, S.L.

Adres: Calle Don Diego López de Haro 33, 3ª planta 48009 Bilbao, Spain

Telephone: +34 943 038 714

Web: <https://www.lksnext.com/es/servicios/financial-corporate/>

INMOLECULE NANOTECH, S.A. designated LKS Financial Solutions & Corporate, S.L. as a Listing Sponsor in order to lead the incorporation to Euronext Access of the Issuer. It was authorized by the Euronext Listing Board on the 28th of May 2024.

LKS is domiciled in Don Diego López de Haro 33, 3ª planta 48009 Bilbao, Spain, registered in the Mercantile Registry, with Identification Code: B95650107. It is represented in this operation by Mr. Mariano Colmenar, Managing Director of the firm.


LKS Financial Solutions & Corporate is represented by a multidisciplinary team of professionals with high experience in security issuance and overall capital markets activities both in public as well as in private markets. No other consultants concur in the incorporation process or in the preparation of this information document.

7. LARGE TRANSACTIONS

Inmolecule has not carried out any transactions that represent more than 25% of its total assets.

8. ARTICLES OF ASSOCIATION

A black and white copy of this document is not official.



State of Florida

Department of State


APOSTILLE

(Convention de La Haye du 5 octobre 1961)

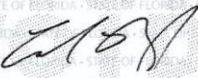
1. Country: **United States of America**
2. This public document
3. has been signed by **Zulma E Bourelly**
4. acting in the capacity of **Notary Public of Florida**
5. bears the seal/stamp of **Notary Public, State of Florida**

Certified

6. at **Tallahassee, Florida**
7. the **Sixth day of January, A.D., 2025**
8. by **Secretary of State, State of Florida**
9. No. **2025-2447**
9. Seal/Stamp:
10. Signature:



DSDE 99 (2/12)



Secretary of State

This document contains a true watermark. Hold up to light to see "SAFE" and "VERIFY FIRST."

"State of Florida" appears in small letters across the face of this 8 1/2" x 11" document.

The word "VOID" appears when photocopied.

English version for information purposes.
In the event of discrepancies, the Spanish version shall prevail.

| | |
|---|------------------------------------|
| ESTATUTOS DE LA SOCIEDAD MERCANTIL | BYLAWS OF THE COMPANY |
| "INMOLECULE NANOTECH, S.A." | "INMOLECULE NANOTECH, S.A." |

| | |
|--|---|
| <u>TÍTULO I. DISPOSICIONES GENERALES</u> | <u>TITLE I. GENERAL PROVISIONS</u> |
| ARTÍCULO 1.- DENOMINACIÓN. La Sociedad se denomina INMOLECULE NANOTECH, S.A. y se registrará por los presentes estatutos, así como por las disposiciones legales que le sean aplicables en cada momento. | ARTICLE 1.- NAME. The Company is named INMOLECULE NANOTECH, S.A. and shall be governed by these bylaws, as well as by the legal provisions applicable to it at any given time. |
| ARTÍCULO 2.- OBJETO. La Sociedad tiene por objeto: <ul style="list-style-type: none"> - Actividades de investigación, desarrollo e innovación en todos los campos de actividad de la empresa, su aplicación y explotación industrial y comercial. - La adquisición, enajenación y explotación, por cualquier título legal, de patentes, certificados de invención, marcas, nombres comerciales y, en general, toda clase de derechos de propiedad industrial e intelectual. - Promover y establecer todo tipo de acuerdos de cooperación con todo tipo de entidades y organismos, sean públicos o privados, con el objeto de desarrollar y avanzar en la tecnología de la salud, del medio ambiente, agrícola, construcción, industria y servicios en general. - El estudio y la realización de análisis de todo tipo. - La comercialización, fabricación, producción, compra, venta, importación, exportación, almacenamiento, | ARTICLE 2.- PURPOSE. The Company's purpose is: <ul style="list-style-type: none"> • Research, development, and innovation activities in all fields of the company's operations, their application, and industrial and commercial exploitation. • The acquisition, disposal, and exploitation, by any legal means, of patents, invention certificates, trademarks, trade names, and, in general, all types of industrial and intellectual property rights. • Promoting and establishing all kinds of cooperation agreements with any type of entities and organizations, whether public or private, with the aim of developing and advancing technology in health, the environment, agriculture, construction, industry, and general services. • Conducting studies and performing all types of analyses. • The commercialization, manufacturing, production, purchase, sale, import, export, storage, leasing, installation, distribution, reconstruction, representation, management, possession, design, consignment, packaging, and transportation of all types of articles and goods permitted by law. |

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| <p>arrendamiento, instalación distribución, reconstrucción, representación, administración, posesión, diseño, consignación, embalaje, y transporte de todo tipo de artículos y mercancías permitidas por la Ley.</p> <ul style="list-style-type: none"> - La asistencia técnica y asesoramiento a todo tipo de entidades y organismos, públicos o privados, nacionales o extranjeros, que lo requieran sobre sistemas de organización técnica empresarial, situación técnica y trabajos de investigación y laboratorio de nuevos productos o patentes. - La promoción, constitución, organización, explotación y/o participación en todo tipo de entidades, sociedades o asociaciones, ya sean civiles o mercantiles, nacionales o extranjeras, prestando servicios administrativos, técnicos o profesionales, relacionados y necesarios con el correcto funcionamiento de empresas industriales, comerciales o de servicios. - Las actividades propias de las sociedades holding, pudiendo al efecto constituir o participar, en concepto de socio o accionista, en otras sociedades, incluso asociaciones y empresas civiles, mediante suscripción o adquisición y tenencia de acciones o participaciones, sin invadir las actividades de instituciones de inversión colectiva, sociedades o agencias de valores u otras entidades regidas por leyes especiales, así como establecer objetivos, estrategias y prioridades, coordinar las actividades de las filiales, definir objetivos financieros, controlar el comportamiento y eficacia financiera y, en general, llevar a cabo la dirección, gestión y control de las mismas. <p>En todo caso, quedan excluidas todas aquellas</p> | <ul style="list-style-type: none"> • Providing technical assistance and advice to all types of entities and organizations, whether public or private, national or foreign, requiring support regarding technical business organization systems, technical situations, and research and laboratory work for new products or patents. • The promotion, establishment, organization, exploitation, and/or participation in all types of entities, companies, or associations, whether civil or commercial, national or foreign, providing administrative, technical, or professional services related to and necessary for the proper functioning of industrial, commercial, or service enterprises. • Typical activities of holding companies, including forming or participating as a partner or shareholder in other companies or even associations and civil enterprises by subscribing to or acquiring and holding shares or participations, without encroaching on the activities of collective investment institutions, securities companies or agencies, or other entities governed by special laws, as well as establishing objectives, strategies, and priorities, coordinating subsidiary activities, defining financial objectives, controlling financial performance and efficiency, and generally carrying out their management, administration, and control. <p>In any case, all activities requiring special legal conditions for their exercise are excluded, and such activities may not commence until these conditions are met, including, if applicable, the corresponding registration in public or administrative records.</p> <p>The activities comprising the corporate purpose may be carried out both in Spain and abroad, either partially or fully, directly or indirectly, in any legally accepted manner, particularly through the creation of subsidiaries or branches, as well as through ownership of shares or participations in other companies or legal entities with an identical, similar, ancillary, or complementary purpose, including their</p> |
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| <p>actividades para cuyo ejercicio la Ley exija requisitos especiales, no pudiendo iniciarse las mismas hasta que se cumplan dichos requisitos, incluido, en su caso, la correspondiente inscripción en registros públicos o administrativos.</p> <p>Las actividades que integran el objeto social podrán desarrollarse tanto en España como en el extranjero, pudiendo llevarse a cabo en forma parcial y de modo directo o indirecto, en cualquiera de las formas admitidas en Derecho y, en particular, mediante creación de filiales, sucursales, así como mediante la titularidad de acciones o participaciones en otras sociedades o entidades jurídicas con objeto idéntico, análogo, accesorio o complementario a tales actividades, incluyendo su extensión y/o expansión mediante cualquier figura societaria y/o contractual, entre otras, y a título meramente enunciativo, la franquicia, uniones temporales de empresa, Joint ventures y/o agrupaciones de interés económico.</p> <p>En el supuesto de que para el desarrollo de alguna de las actividades que conforman el objeto social, fuera necesaria la obtención previa de autorización administrativa, la Sociedad no podrá desarrollar dicha actividad hasta no obtener la pertinente autorización.</p> <p>Si entre las actividades comprendidas en el objeto social existen, en su caso, alguna que requiera titulación profesional, deberán realizarse a través de persona que ostente titulación suficiente, constituyéndose la Sociedad respecto de las mismas como de intermediación o coordinación de tales prestaciones.</p> <p>La actividad principal de la Sociedad es la investigación y desarrollo experimental en biotecnología (CNAE 7211).</p> | <p>extension and/or expansion via any corporate or contractual arrangement, such as franchises, temporary business associations, joint ventures, and/or economic interest groupings.</p> <p>In cases where the development of any activities within the corporate purpose requires prior administrative authorization, the Company may not engage in such activity until the necessary authorization is obtained.</p> <p>If any activities included in the corporate purpose require professional qualifications, they must be carried out through individuals with sufficient qualifications, with the Company acting in such cases as an intermediary or coordinator for these services.</p> <p>The Company's main activity is research and experimental development in biotechnology (CNAE 7211).</p> |
| <p>ARTICULO 3.- DOMICILIO SOCIAL.</p> | <p>ARTICLE 3.- REGISTERED OFFICE.</p> |

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| <p>El domicilio social se fija en Paseo de la Castellana, 91 – 4ª Planta (28046 Madrid).</p> <p>Por acuerdo del Órgano de Administración de la Sociedad, podrá trasladarse el domicilio social dentro del territorio nacional.</p> <p>Del mismo modo, el Órgano de Administración podrá crear, suprimir o trasladar todas las sucursales, agencias o delegaciones que el desarrollo de la actividad social haga necesarias o convenientes, tanto en territorio nacional como extranjero.</p> | <p>The registered office is established at Paseo de la Castellana, 91 – 4th Floor (28046 Madrid).</p> <p>The Management Body of the Company may resolve to move the registered office within the national territory.</p> <p>Similarly, the Administrative Body may create, eliminate, or relocate any branches, agencies, or offices deemed necessary or convenient for the development of the Company's activity, both nationally and internationally.</p> |
| <p>ARTÍCULO 4.- DURACION</p> <p>La duración de la Sociedad es indefinida, y dio comienzo a sus operaciones el día del otorgamiento de su escritura de constitución.</p> | <p>ARTICLE 4.- DURATION</p> <p>The duration of the Company is indefinite and started its operations on the date of the granting of its deed of incorporation.</p> |
| <p>ARTICULO 5.- WEB CORPORATIVA. COMUNICACIONES ENTRE ACCIONISTAS Y ADMINISTRADORES POR MEDIOS TELEMÁTICOS.</p> <p>1) Todos los accionistas y Administradores, por el mero hecho de adquirir dicha condición, aceptan que las comunicaciones entre ellos y con la sociedad puedan realizarse por medios telemáticos y están obligados a notificar a la sociedad una dirección de correo electrónico y sus posteriores modificaciones si se producen. Las de los accionistas se anotarán en el Libro Registro de Accionistas. Las de los Administradores en el acta de su nombramiento y podrán consignarse en el documento de inscripción de su cargo en el Registro Mercantil</p> <p>2) La web corporativa es www.inmolecule.com</p> <p>3) Por acuerdo de la Junta General, la</p> | <p>ARTICLE 5.- CORPORATE WEBSITE. COMMUNICATIONS BETWEEN SHAREHOLDERS AND ADMINISTRATORS THROUGH ELECTRONIC MEANS.</p> <p>1. All shareholders and administrators, by the mere fact of acquiring such status, accept that communications between them and with the company may be carried out through electronic means and are required to notify the company of an email address and any subsequent changes. Shareholders' addresses will be recorded in the Shareholder Register. Administrators' addresses will be recorded in the minutes of their appointment and may be included in the registration document of their position in the Commercial Registry.</p> <p>2. The corporate website is www.inmolecule.com</p> <p>3. By resolution of the General Meeting, the Company may establish a Corporate Website, in accordance with the provisions of Article 11 bis of the Capital Companies Act. Once the creation of the Corporate Website has been approved</p> |

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| <p>Sociedad podrá tener una página Web Corporativa, de conformidad con lo dispuesto en el artículo 11 bis de la Ley de Sociedades de Capital. La Junta General, una vez acordada la creación de la Web Corporativa, podrá delegar en el Órgano de Administración la concreción de la dirección URL o sitio en Internet de la Web Corporativa. Decidida la misma, el Órgano de Administración la comunicará a todos los accionistas.</p> <p>4) Será competencia del Órgano de Administración la modificación, el traslado o la supresión de la Web Corporativa.</p> <p>5) Asimismo, el Órgano de Administración podrá crear, dentro de la Web Corporativa, áreas privadas para los diferentes Órganos sociales que puedan existir, particularmente un área privada de accionistas y un área privada de Consejo de Administración, con la finalidad y de acuerdo con lo previsto en estos Estatutos y en el Art. 11. quáter de la Ley de Sociedades de Capital. Dichas áreas privadas serán visibles en la Web Corporativa, pero accesibles sólo por sus usuarios mediante un sistema de identificación consistente en una dirección de correo electrónico, una contraseña y una clave de firma. De acuerdo con lo previsto en el citado artículo, la sociedad habilitará en ellas el dispositivo que permita acreditar la fecha indubitada de la recepción, así como el contenido de los mensajes intercambiados a través de estas.</p> <p>6) La creación de las áreas privadas por el Órgano de Administración se comunicará por correo electrónico a sus usuarios facilitándoles una contraseña de acceso y una clave de firma que podrán ser modificada por ellos.</p> <p>7) El área privada de accionistas podrá ser el</p> | <p>by the General Meeting it may delegate to the Administrative Body the determination of the URL or Internet address of the Corporate Website. Once decided, the Administrative Body will notify all shareholders.</p> <p>4. The Administrative Body will be responsible for modifying, relocating, or removing the Corporate Website.</p> <p>5. The Administrative Body may also create private areas within the Corporate Website for various corporate bodies, particularly a private area for shareholders and a private area for the Board of Directors, in accordance with these Bylaws and Article 11. quáter of the Capital Companies Act. These private areas will be visible on the Corporate Website but accessible only to authorized users via an identification system consisting of an email address, a password, and a signing key. As provided in the aforementioned article, the company will enable a mechanism to verify the definitive date of receipt and the content of messages exchanged through these areas.</p> <p>6. The creation of private areas by the Administrative Body will be communicated to users via email, providing them with access credentials and a signing key, which they may modify.</p> <p>7. The shareholders' private area may serve as a communication channel between the Joint and Several Administrators and, separately, between the Administrative Body and the shareholders, for all corporate relations and particularly for the purposes specified in these Bylaws.</p> <p>8. The Board of Directors' private area may serve as a communication channel among its members for all corporate relations and particularly for the purposes specified in these Bylaws.</p> <p>9. The use of the identification system by each shareholder, administrator, or</p> |
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| <p>medio de comunicación, por una parte, de los Administradores Mancomunados y Solidarios entre sí, y por otra, del Órgano de Administración y los accionistas, para todas sus relaciones societarias y muy especialmente para las finalidades previstas en estos Estatutos.</p> <p>8) El área privada del Consejo de Administración podrá ser el medio de comunicación entre sus miembros para todas sus relaciones societarias y muy especialmente para las finalidades previstas en estos Estatutos.</p> <p>9) La utilización del sistema de identificación por cada accionista, Administrador o miembro del Consejo para el acceso a un área privada les vinculará a todos los efectos legales en sus relaciones con la sociedad y entre ellos a través de esa área privada. Por tanto, además de los efectos jurídicos que de acuerdo con la Ley y estos estatutos tengan, por su mera inserción, las publicaciones o comunicaciones que se realicen en la web corporativa se imputarán a los accionistas y administradores cualesquiera actuaciones ejecutadas en ella mediante su sistema de identificación.</p> <p>10) Las notificaciones o comunicaciones de los accionistas a la sociedad se dirigirán al Presidente del Consejo de Administración o a cualquiera de los Administradores si la administración no se hubiera organizado en forma colegiada.</p> <p>11) De conformidad con lo establecido en la normativa vigente de protección de datos, los datos personales de los accionistas, administradores y miembros del Consejo serán incorporados a los correspondientes ficheros, automatizados o no, creados por la sociedad, con la finalidad de gestionar las obligaciones y derechos inherentes a su condición,</p> | <p>board member to access a private area will bind them to all legal effects in their relations with the company and among themselves through that private area. Therefore, in addition to the legal effects provided by law and these bylaws, any publications or communications made on the corporate website will be attributed to shareholders and administrators for any actions carried out using their identification system.</p> <p>10. Notifications or communications from shareholders to the company will be addressed to the Chairman of the Board of Directors or any of the Administrators if the administration is not organized collegially.</p> <p>11. In accordance with current data protection regulations, the personal data of shareholders, administrators, and board members will be incorporated into the corresponding files, automated or otherwise, created by the company, to manage the obligations and rights inherent to their status, including, if applicable, the administration of the corporate website, as provided by law and these bylaws. They may exercise their rights at the registered office using methods that verify their identity. Data will be retained for as long as the relationship persists and potential liabilities to the company may arise.</p> |
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| <p>incluyendo la administración, en su caso, de la web corporativa, según lo dispuesto en la ley y los presentes estatutos, pudiendo aquellos ejercitar sus derechos en el domicilio social, haciendo uso de los medios que permitan acreditar su identidad. Los datos serán conservados durante el tiempo que perdure la relación y posible exigibilidad de responsabilidades a la sociedad.</p> | |
| <p><u>TÍTULO II. DEL CAPITAL SOCIAL Y DE LAS ACCIONES</u></p> | <p><u>TITLE II. OF THE SHARE CAPITAL AND THE SHARES</u></p> |
| <p>ARTÍCULO 6.- CAPITAL SOCIAL</p> <p>El capital social de la Sociedad es de 1.500.000 € (UN MILLION QUINIENTOS MIL EUROS), representado por 7.500.000 (SIETE MILLONES QUINIENTAS MIL) acciones, integrantes de una única serie, iguales, acumulables e indivisibles de 0,20 € (VEINTE CÉNTIMOS DE EURO) de valor nominal cada una de ellas, numeradas del 1 al 7.500.000, ambas inclusive.</p> <p>El capital social está íntegramente suscrito y desembolsado.</p> | <p>ARTICLE 6. SHARE CAPITAL</p> <p>The share capital of the Company is €1,500,000 (ONE MILLION FIVE HUNDRED THOUSAND EUROS), represented by 7,500,000 (SEVEN MILLION FIVE HUNDRED THOUSAND) shares, comprising a single series, equal, cumulative, and indivisible, with a nominal value of €0.20 (TWENTY CENTS OF EURO) each, numbered from 1 to 7,500,000, inclusive.</p> <p>The share capital is fully subscribed and paid up.</p> |
| <p>ARTÍCULO 7.- LAS ACCIONES</p> <p>1) Las acciones estarán representadas por anotaciones en cuenta, con los requisitos legalmente señalados. La entidad encargada de la llevanza del registro contable habrá de reunir los requisitos establecidos en la legislación vigente.</p> <p>La acción confiere a su titular legítimo la condición de socio e implica para éste el pleno y total acatamiento de lo dispuesto en los presentes Estatutos y en los acuerdos válidamente adoptados por los órganos rectores de la sociedad, al</p> | <p>ARTICLE 7. THE SHARES</p> <p>1. The shares will be represented by book entries, in accordance with the legally established requirements. The entity responsible for maintaining the accounting register must meet the requirements set by current legislation.</p> <p>The share grants its legitimate holder the status of shareholder and implies full and total compliance with the provisions in these Bylaws and with the agreements validly adopted by the governing bodies of the company, while granting the holder the exercise of the rights inherent to their status, in accordance with these Bylaws and the Law.</p> |

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| <p>tiempo que se faculta para el ejercicio de los derechos inherentes a su condición, conforme a los presentes Estatutos y a la Ley.</p> <p>2) Las acciones son indivisibles.</p> <p>Los copropietarios de una acción responden solidariamente frente a la Sociedad de cuantas obligaciones se deriven de la condición de accionistas, y deberán designar a una sola persona que ejercite en su nombre los derechos inherentes a su condición de socio. La misma regla se aplicará a los demás supuestos de cotitularidad de derechos sobre las acciones.</p> <p>En los casos de usufructo, embargo y prenda de acciones, se estará a lo dispuesto por la legislación vigente.</p> <p>3) El ejercicio de los derechos incorporados a las acciones que no se encuentren en circulación, quedará en suspenso hasta que hayan sido suscritas y desembolsadas.</p> | <p>2. The shares are indivisible.</p> <p>Co-owners of a share are jointly and severally liable to the Company for any obligations arising from their shareholder status, and must designate a single person to exercise the rights inherent to their shareholder status on their behalf. This rule will apply to other cases of co-ownership of rights over shares.</p> <p>In cases of usufruct, seizure, and pledge of shares, the provisions of the current legislation shall apply.</p> <p>3. The exercise of rights attached to shares that are not in circulation will be suspended until they have been subscribed and paid up.</p> |
| <p>ARTÍCULO 8.- RÉGIMEN DE TRANSMISIÓN DE LAS ACCIONES.</p> <p>1) Las acciones y los derechos económicos que derivan de ellas, incluido el derecho de suscripción preferente, son libremente transmisibles por todos los medios admitidos en Derecho, y no estará sujeta a consentimiento ni autorización alguna, ni por la Sociedad ni por los accionistas de la Sociedad.</p> <p>2) La persona que, siendo o no accionista de la Sociedad, quiera adquirir una participación accionarial superior al cincuenta por ciento (50%) del capital social deberá realizar al mismo tiempo una compra dirigida, en los mismos</p> | <p>ARTICLE 8. REGIME OF TRANSFER OF SHARES</p> <p>1. The shares and the economic rights derived from them, including the preemptive subscription right, are freely transferable by all means permitted by law, and are not subject to consent or authorization from the Company or from the shareholders of the Company.</p> <p>2. Any person, whether or not a shareholder of the Company, wishing to acquire a shareholding greater than fifty percent (50%) of the share capital must simultaneously make a directed purchase, under the same terms and conditions, to all shareholders.</p> <p>3. A shareholder who receives, from</p> |

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| <p>términos y condiciones, a la totalidad de los accionistas.</p> <p>3) El accionista que reciba, de un accionista o de un tercero, una oferta de compra de sus acciones en virtud de la cual, por cuyos términos y condiciones de formulación, las características del adquirente y restantes circunstancias concurrentes, deba razonablemente deducir que tiene por objeto atribuir al adquirente una participación accionarial superior al 50% del capital social, solo podrá transmitir acciones que determinen que el adquirente supere el indicado porcentaje si el potencial adquirente le acredita que ha ofrecido a la totalidad de los accionistas la compra de sus acciones en los mismos términos y condiciones.</p> | <p>another shareholder or a third party, an offer to purchase their shares under terms and conditions that, based on the terms and conditions of the offer, the characteristics of the purchaser, and other relevant circumstances, would reasonably lead to the conclusion that the purpose is to grant the purchaser a shareholding greater than 50% of the share capital, may only transfer shares that would result in the purchaser exceeding the specified percentage if the potential purchaser proves that they have offered to buy all shareholders' shares under the same terms and conditions.</p> |
| <p>ARTICULO 9.- RÉGIMEN DE COMUNICACIONES ESPECIALES EN RELACIÓN CON LA ADQUISICIÓN O PÉRDIDA SIGNIFICATIVA DE LAS ACCIONES.</p> <p>Los accionistas estarán obligados a comunicar a la Sociedad cualquier adquisición o pérdida de acciones, por cualquier título, que determine que su participación total, directa e indirecta, alcance, supere o descienda, respectivamente del cinco por ciento (5%) del capital social y sus sucesivos múltiplos.</p> <p>Si el accionista fuera administrador o directivo de la Sociedad, la obligación de comunicación será obligatoria cuando la participación total, directa e indirecta, de dicho administrador o directivo alcance, supere o descienda, respectivamente por encima o por debajo del uno por ciento (1%) del capital social y sus sucesivos múltiplos.</p> <p>Las comunicaciones correspondientes a las participaciones significativas deberán realizarse al órgano o persona que la Sociedad haya designado al efecto y dentro del plazo máximo de</p> | <p>ARTICLE 9. REGIME OF SPECIAL COMMUNICATIONS REGARDING THE ACQUISITION OR LOSS OF SIGNIFICANT SHARES</p> <p>Shareholders are required to notify the Company of any acquisition or loss of shares, by any title, that results in their total, direct, and indirect participation reaching, exceeding, or decreasing, respectively, five percent (5%) of the share capital and its successive multiples.</p> <p>If the shareholder is administrator or executive of the Company, the obligation to notify will apply when their total, direct, and indirect participation reaches, exceeds, or decreases, respectively, above or below one percent (1%) of the share capital and its successive multiples.</p> <p>The communications related to significant shareholdings must be made to the body or person designated by the Company for this purpose and within a maximum period of four (4) business days following the event triggering the notification. The Company, if applicable, will make these communications public in accordance with the regulations governing the securities markets.</p> |

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| cuatro (4) días hábiles siguientes a aquél en que se hubiera producido el hecho determinante de la comunicación. La Sociedad, si llegara el caso, dará publicidad a dichas comunicaciones de conformidad con lo dispuesto en la normativa reguladora de los mercados de valores. | |
| TÍTULO III. DE LOS ÓRGANOS SOCIALES | TITLE III. CORPORATE BODIES |
| ARTICULO 10.- ORGANOS SOCIALES. La Sociedad estará regida por la Junta General como órgano supremo deliberante en que se manifiesta la voluntad social en los asuntos de su incumbencia, y gestionada y representada por un Órgano de Administración, con las facultades que le atribuye la Ley y los presentes Estatutos. | ARTICLE 10. CORPORATE BODIES The Company will be governed by the General Meeting as the supreme deliberative body in which the corporate will is expressed on matters within its scope, and managed and represented by a Board of Directors, with the powers granted to it by the Law and these Statutes. |
| <u>CAPÍTULO I. DE LA JUNTA GENERAL.</u> | <u>CHAPTER I. OF THE GENERAL MEETING.</u> |
| ARTICULO 11.- LA JUNTA GENERAL Los accionistas, constituidos en Junta General debidamente convocada y constituida decidirán, por las mayorías establecidas en estos Estatutos y, en su defecto, por las de la ley, en los asuntos propios de la competencia de la Junta. No obstante, para la adopción de los acuerdos a que se refiere el artículo 194 de la Ley de Sociedades de Capital, si el capital presente o representado supera el cincuenta por ciento bastará con que el acuerdo se adopte por mayoría absoluta. Sin embargo, se requerirá el voto favorable de los dos tercios del capital presente o representado en la junta cuando en segunda convocatoria concurran accionistas que representen el veinticinco por ciento o más del capital suscrito con derecho de voto sin alcanzar el cincuenta por ciento. Todos los socios, incluso los disidentes y no asistentes a la reunión, quedan sometidos a los acuerdos de la Junta General. Quedan a salvo los derechos de separación e impugnación establecidos en la ley. | ARTICLE 11. THE GENERAL MEETING The shareholders, duly convened and constituted in a General Meeting, will decide on matters within the scope of the General Meeting's competence by the majorities established in these Statutes and, if not provided, by the law. However, for the adoption of the resolutions referred to in Article 194 of the Companies Act, if the capital present or represented exceeds fifty percent, the resolution will be valid with an absolute majority. However, the favorable vote of two-thirds of the capital present or represented in the meeting will be required when, in the second call, shareholders representing twenty-five percent or more of the subscribed capital with voting rights are present but do not reach fifty percent. All shareholders, including dissenting and non-attending shareholders, are bound by the resolutions of the General Meeting. The rights of separation and challenge established by law are reserved. |

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| <p>ARTICULO 12.- CLASES DE JUNTAS. OBLIGATORIEDAD DE CONVOCATORIA</p> <p>Las Juntas Generales podrán ser ordinarias o extraordinarias y habrán de ser convocadas por el órgano de administración.</p> <p>La Junta General Ordinaria es la que debe reunirse dentro de los seis primeros meses de cada ejercicio social para, en su caso, aprobar la gestión social, aprobar, en su caso, las cuentas del ejercicio anterior y resolver sobre la aplicación del resultado.</p> <p>La Junta General Extraordinaria es cualquiera otra que no sea la ordinaria anual. El órgano de administración la convocará siempre que lo considere necesario y conveniente para los intereses sociales y, en todo caso, en las fechas y supuestos que determinen la Ley y los presentes Estatutos.</p> | <p>ARTICLE 12. TYPES OF MEETINGS. OBLIGATION TO CONVENE</p> <p>The General Meetings may be ordinary or extraordinary and must be convened by the administration body.</p> <p>The Ordinary General Meeting is the one that must be held within the first six months of each fiscal year to, if applicable, approve the social management, approve the accounts of the previous fiscal year, and resolve on the allocation of results.</p> <p>The Extraordinary General Meeting is any other meeting that is not the annual ordinary one. The administration body will convene it whenever it considers necessary and convenient for the company's interests and, in any case, on the dates and in the situations determined by the law and these Statutes.</p> |
| <p>ARTICULO 13.- ÓRGANO CONVOCANTE</p> <p>La Junta General será convocada por el Órgano de administración y, en su caso, por los Liquidadores. En el caso de Consejo de Administración, la convocatoria de la Junta General la hará el Consejo mediante decisión adoptada en el seno de éste.</p> | <p>ARTICLE 13. CONVENING BODY</p> <p>The General Meeting will be convened by the administration body and, if applicable, by the Liquidators. In the case of a Board of Directors, the General Meeting will be convened by the Board through a decision made within it.</p> |
| <p>ARTÍCULO 14.- ANTELACIÓN DE LA CONVOCATORIA.</p> <p>Entre la convocatoria y la fecha señalada para la celebración de la junta deberá existir un plazo de al menos un mes, salvo que una disposición legal exija un plazo superior.</p> | <p>ARTICLE 14. NOTICE PERIOD</p> <p>There must be a period of at least one month between the notice and the scheduled date for the meeting, unless a legal provision requires a longer period.</p> |
| <p>ARTÍCULO 15.- ANUNCIO Y FORMA DE LA CONVOCATORIA.</p> <p>El anuncio expresará el nombre de la sociedad, la fecha y hora de la reunión en primera convocatoria, el orden del día, en que figurarán los asuntos a tratar, y el cargo de la persona o personas que realicen la convocatoria. Podrá</p> | <p>ARTICLE 15. ANNOUNCEMENT AND METHOD OF CONVOCATION</p> <p>The announcement shall include the company name, the date and time of the meeting in the first call, the agenda listing the matters to be addressed, and the title of the person or persons making the call. It may also state the date and</p> |

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| <p>también hacerse constar la fecha y hora, en su caso, de la segunda convocatoria, por lo menos veinticuatro horas después de la primera, todo ello de la siguiente forma:</p> <p>1) Si la sociedad no tiene Web Corporativa, las Juntas se convocarán por cualquier procedimiento de comunicación individual y escrita que asegure la recepción del anuncio por todos los accionistas en el domicilio designado al efecto o en el que conste en la documentación de la sociedad. En el caso de que algún accionista resida en el extranjero, éste solo será individualmente convocado si hubiera designado un lugar del territorio nacional para notificaciones o una dirección de correo electrónico con dicha finalidad.</p> <p>Esa comunicación podrá realizarse por correo electrónico a la dirección de correo electrónico consignada por cada accionista siempre que la remisión esté dotada de algún sistema técnico que permita confirmar su recepción por el destinatario.</p> <p>2) Si la sociedad tiene Web Corporativa, inscrita en el Registro Mercantil y publicada en el BORME, las convocatorias de Juntas se publicarán mediante su inserción en dicha Web.</p> <p>3) Si, de acuerdo con lo previsto en estos Estatutos, se hubiera creado en la Web Corporativa el área privada de accionistas, la inserción de los anuncios de convocatorias de Juntas podrá realizarse, dentro de la citada web, en el área pública o, para preservar la confidencialidad, en el área privada de accionistas.</p> <p>En este último supuesto los anuncios serán sólo accesibles por cada accionista a través de su sistema de identificación.</p> <p>No obstante, la convocatoria deberá realizarse en el área pública cuando por su naturaleza deba ser conocida por otras personas además de por los accionistas.</p> <p>4) Si bien la convocatoria se producirá por la</p> | <p>time of the second call, if applicable, at least 24 hours after the first. This will be done as follows:</p> <p>1. If the company does not have a Corporate Website, the meetings will be called using any individual and written communication method that ensures the receipt of the notice by all shareholders at the address designated for this purpose or the one recorded in the company documentation. If a shareholder resides abroad, they will only be individually notified if they have designated a location within the national territory for notifications or an email address for this purpose.</p> <p>Such communication may be done via email to the address provided by each shareholder, as long as the sending is equipped with a technical system that confirms its receipt by the recipient.</p> <p>2. If the company has a Corporate Website, registered with the Mercantile Registry and published in the BORME (Official Bulletin of the Mercantile Registry), the announcements for the meetings will be published by being inserted into this Website.</p> <p>3. If, according to these Bylaws, a private shareholder area has been created on the Corporate Website, the insertion of meeting notices may be done either in the public area of the website or, to maintain confidentiality, in the private shareholder area.</p> <p>In the latter case, the notices will only be accessible by each shareholder through their identification system.</p> <p>However, the notice must be made in the public area when the nature of the notice requires it to be known by individuals other than shareholders.</p> <p>4. Even though the notice will be posted on the corporate website, the company may also communicate to shareholders via email about the insertion of the notice.</p> <p>5. If a Corporate Website exists, making the documentation that shareholders are</p> |
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| <p>inserción del anuncio en la web corporativa, la Sociedad podrá comunicar a los accionistas mediante correo electrónico dicha inserción.</p> <p>5) Si existiera Web Corporativa, la puesta a disposición de los accionistas de la documentación que tengan derecho a conocer u obtener en relación con una Convocatoria de Junta podrá hacerse mediante su depósito en la misma, bien en la parte pública o en el área privada de accionistas habilitada al efecto.</p> <p>Si se hiciera en el área privada de accionistas se aplicará lo dispuesto en los párrafos 3 y 4 anteriores.</p> <p>6) Cuando así lo disponga una norma legal especial se convocará la Junta en la forma que en ella se establezca.</p> | <p>entitled to review or obtain in relation to the Convocation of the Meeting available may be done by depositing it on the site, either in the public section or in the private shareholder area designated for this purpose.</p> <p>If it were done in the private shareholders' area, the provisions of paragraphs 3 and 4 will apply.</p> <p>6. When required by a specific legal provision, the meeting shall be called in the manner established by that provision.</p> |
| <p>ARTÍCULO 16.- JUNTA UNIVERSAL.</p> <p>La Junta de accionistas quedará válidamente constituida para tratar cualquier asunto, sin necesidad de previa convocatoria, siempre que esté presente o representada la totalidad del capital social y los asistentes acepten, por unanimidad, la celebración de la reunión y el orden del día.</p> <p>Cumpliendo dichos requisitos podrán celebrarse juntas universales, aunque los concurrentes se encuentren en diferentes sitios geográficos, siempre que los mismos estén interconectados entre sí por videoconferencia u otros medios telemáticos que permitan el reconocimiento e identificación de los asistentes y la permanente comunicación entre ellos.</p> | <p>ARTICLE 16. UNIVERSAL MEETING</p> <p>The shareholders' meeting shall be validly constituted to address any matter without the need for prior notice, as long as the entire share capital is present or represented, and the attendees unanimously agree to hold the meeting and accept the agenda.</p> <p>If these requirements are met, universal meetings may be held, even if the attendees are in different geographic locations, as long as they are interconnected by videoconference or other telematic means that allow the recognition and identification of the participants and continuous communication between them.</p> |
| <p>ARTÍCULO 17.- ADOPCIÓN DE ACUERDOS POR LA JUNTA POR ESCRITO Y SIN SESIÓN.</p> <p>La Junta de accionistas podrá adoptar acuerdos sin sesión cumpliendo los requisitos y el procedimiento que se establecen a continuación.</p> <p>1. Requisitos.</p> <p>1.1. Que los asuntos sobre los que se recabe el acuerdo de la Junta sean susceptibles</p> | <p>ARTICLE 17. ADOPTION OF RESOLUTIONS BY THE MEETING IN WRITING AND WITHOUT A SESSION</p> <p>The shareholders' meeting may adopt resolutions without a session by meeting the requirements and procedure set forth below.</p> <p>1. Requirements.</p> <p>1.1. The matters for which the resolution is sought must be subject to a simple affirmative or negative vote.</p> |

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| <p>de voto simplemente afirmativo o negativo.</p> <p>1.2. Que todos los accionistas manifiesten su conformidad para la adopción de los acuerdos sin necesidad de sesión.</p> <p>2. Procedimiento.</p> <p>2.1. El Órgano de Administración propondrá a los accionistas los asuntos sobre los que recabe de la Junta la adopción de acuerdos sin sesión, expresando, si lo estima conveniente, su propuesta de acuerdo sobre cada asunto.</p> <p>A dichos efectos remitirá a cada accionista una comunicación escrita conteniendo esos extremos, acompañada de toda la información necesaria sobre cada asunto.</p> <p>2.2. Esa comunicación expresará el plazo, no superior a 10 días, para que los accionistas manifiesten su conformidad o no a este sistema de adopción de acuerdos, y expresen el sentido de su voto.</p> <p>2.3. Si en ese plazo algún accionista no hubiera manifestado su conformidad, el procedimiento decaerá, y si todos los accionistas hubieran manifestado su conformidad, el procedimiento continuará.</p> <p>La expresión por algún accionista del sentido de su voto sobre todos o algunos de los asuntos propuestos implicará su conformidad con el procedimiento.</p> <p>Cuando algún accionista, habiendo expresado el sentido de su voto sobre algún asunto propuesto, no lo hiciera sobre otros, se entenderá que se abstiene en relación con ellos.</p> | <p>1.2. All shareholders must express their consent to adopt the resolutions without the need for a session.</p> <p>2. Procedure.</p> <p>2.1. The Administration Body will propose to the shareholders the matters on which it seeks resolutions from the meeting without a session, stating, if deemed appropriate, its proposed resolution for each matter.</p> <p>For this purpose, it will send each shareholder a written communication containing these details, along with all the necessary information about each matter.</p> <p>2.2. The communication will state the deadline, not exceeding 10 days, for the shareholders to express their consent or opposition to this resolution process and to indicate the direction of their vote.</p> <p>2.3. If any shareholder does not express their consent within this period, the procedure will be void, and if all shareholders have expressed their consent, the procedure will proceed.</p> <p>The expression of a shareholder's vote on all or some of the proposed matters will imply their consent to the procedure.</p> <p>If a shareholder, after expressing their vote on some matters, does not do so on others, it will be understood as an abstention regarding those matters.</p> <p>2.4. In addition to the means established by applicable legislation, the communications in this procedure may be made in physical or electronic writing, or by any other distance communication method that duly guarantees the identity of the sender, as well as the integrity of the content.</p> <p>If the company has a corporate website and within it has created an area that complies with the requirements of Article 11 quarter of the Capital Companies Law, the adoption of such resolutions may take place through insertion in this area:</p> <ul style="list-style-type: none"> • By the Administration Body, of the document in electronic format containing |
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| <p>2.4. Además de por los medios establecidos en su caso por la legislación aplicable, las comunicaciones previstas en este procedimiento podrán realizarse por escrito físico o electrónico, o por cualquier otro medio de comunicación a distancia que garantice debidamente la identidad del sujeto que la realiza, así como la integridad de su contenido.</p> <p>Si la sociedad tuviera Web Corporativa y dentro de ella hubiera sido creada un área que cumpla con los requisitos del Art. 11 quáter de la Ley de Sociedades de Capital, la adopción de este tipo de acuerdos podrá tener lugar mediante la inserción en dicha área:</p> <ul style="list-style-type: none"> o Por el Órgano de Administración, del documento en formato electrónico conteniendo los asuntos sobre los que se solicita de la Junta la adopción de acuerdos sin sesión, y de la información correspondiente. o Por los accionistas, de la conformidad con el procedimiento y el voto sobre aquellos, mediante documentos en formato electrónico conteniéndolos, o por su manifestación de voluntad expresada de otra forma a través de dicha área. <p>El Órgano de Administración deberá comunicar por correo electrónico a los accionistas las referidas inserciones.</p> <p>De todas las comunicaciones que se realicen en este procedimiento habrá de quedar constancia.</p> <p>3. Acta del procedimiento y en su caso de los acuerdos adoptados.</p> <p>Según lo previsto en el artículo 100 del</p> | <p>the matters on which resolutions are sought from the meeting without a session, along with the corresponding information.</p> <ul style="list-style-type: none"> • By the shareholders, of their consent to the procedure and vote on the matters, through electronic documents containing them, or by expressing their will in another manner through this area. <p>The Administration Body must notify the shareholders of these insertions by email. All communications made in this procedure must be recorded.</p> <p>3. Minutes of the procedure and, where applicable, the resolutions adopted.</p> <p>As provided for in Article 100 of the Commercial Registry Regulations, the individuals authorized to certify in the company shall record in the minutes the procedure followed and the resolutions adopted, stating the identity of the shareholders, their consent to the procedure, the system used to form the will of the meeting, and the vote cast by each shareholder. The resolutions will be considered adopted at the company's registered office and on the date of receipt of the last vote cast.</p> |
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| <p>Reglamento del Registro Mercantil, las personas con facultad de certificar en la sociedad dejarán constancia en acta del procedimiento seguido y de los acuerdos adoptados en su caso, expresando la identidad de los accionistas, la conformidad de todos ellos con el procedimiento, el sistema utilizado para formar la voluntad de la Junta, y el voto emitido por cada accionista. Se considerará que los acuerdos han sido adoptados en el lugar del domicilio social y en la fecha de recepción del último de los votos emitidos.</p> | |
| <p>ARTÍCULO 18.- LUGAR DE CELEBRACIÓN DE LA JUNTA. ASISTENCIA A LA MISMA POR MEDIOS TELEMÁTICOS.</p> <ol style="list-style-type: none"> 1) Podrán asistir a la Junta General los accionistas que figuren como titulares en el correspondiente registro de anotaciones en cuenta con cinco días de antelación a su celebración, lo que podrán acreditar mediante la oportuna tarjeta de asistencia, certificado expedido por alguna de las entidades autorizadas legalmente para ello o por cualquier otra forma admitida en derecho. 2) La Junta General se celebrará en el término municipal donde la sociedad tenga su domicilio. Si en la convocatoria no figurase el lugar de celebración, se entenderá que la Junta ha sido convocada para su celebración en el domicilio social. 3) La asistencia a la Junta General podrá realizarse, o acudiendo al lugar en que vaya a celebrarse la reunión o por medios telemáticos. Para ello, en la convocatoria se especificarán los medios a utilizar, que deberán garantizar el reconocimiento e identificación de los asistentes y la permanente comunicación entre ellos, así | <p>ARTICLE 18. LOCATION OF THE MEETING. ATTENDANCE BY TELECOMMUNICATION MEANS</p> <ol style="list-style-type: none"> 1. Shareholders who are listed as holders in the corresponding account registration five days prior to the meeting may attend the General Meeting. They may prove this with the appropriate attendance card, a certificate issued by any legally authorized entity, or any other legally accepted form. 2. The General Meeting will be held in the municipality where the company's registered office is located. If the location of the meeting is not specified in the call, it will be understood that the meeting is called to be held at the registered office. 3. Attendance at the General Meeting may be in person at the location of the meeting or through telecommunication means. The call will specify the means to be used, which must ensure the recognition and identification of the attendees, as well as continuous communication among them. It will also outline the deadlines, methods, and ways for shareholders to exercise their rights as set by the administration body to ensure the orderly conduct of the meeting. 4. Attendees, regardless of the means used, will be considered as attending a |

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| <p>como los plazos, formas y modos de ejercicio de los derechos de los accionistas previstos por el órgano de administración para permitir el ordenado desarrollo de la junta.</p> <p>4) Los asistentes en cualquiera de esas formas se considerarán como siéndolo a una única reunión, que se entenderá celebrada donde radique el lugar principal de la actividad o, en su defecto, en el domicilio social.</p> | <p>single meeting, which will be understood to have been held at the location of the company's main activity or, in the absence of that, at the registered office.</p> |
| <p>ARTÍCULO 19.- REPRESENTACIÓN EN LAS JUNTAS GENERALES DE ACCIONISTAS.</p> <p>1) Todo accionista podrá ser representado por cualquier persona, sea o no accionista, en las Juntas Generales de accionistas.</p> <p>Además de por los medios establecidos en su caso por la legislación aplicable, la representación podrá conferirse por escrito físico o electrónico o por cualquier otro medio de comunicación a distancia que garantice debidamente la identidad del accionista que la otorga y deberá ser especial para cada Junta.</p> <p>2) Si existiera el área privada de accionistas dentro de la Web Corporativa, la representación podrá otorgarse por el accionista mediante el depósito en la misma, utilizando su sistema de identificación, del documento en formato electrónico conteniendo el escrito de representación, el cual se considerará como suscrito por el accionista, o por su manifestación de voluntad expresada de otra forma a través de dicha área.</p> <p>3) La representación es siempre revocable y se entenderá automáticamente revocada por la presencia, física o telemática, del accionista en la Junta o</p> | <p>ARTICLE 19. REPRESENTATION AT THE GENERAL SHAREHOLDERS' MEETINGS</p> <p>1. Any shareholder may be represented by any person, whether or not a shareholder, at the General Shareholders' Meetings.</p> <p>In addition to the means established by applicable law, representation may be granted by physical or electronic written form or any other means of remote communication that duly guarantees the identity of the shareholder granting it, and must be specific for each meeting.</p> <p>2. If a private shareholders' area exists within the Corporate Website, representation may be granted by the shareholder by depositing the representation document in electronic format, using their identification system. The document will be considered signed by the shareholder, or by their expression of intent in another manner through that area.</p> <p>3. Representation is always revocable and will be automatically revoked by the physical or telematic presence of the shareholder at the meeting or by the remote vote cast by the shareholder before or after granting the representation. In case of multiple representations, the most recent one will prevail.</p> |

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| <p>por el voto a distancia emitido por él antes o después de otorgar la representación. En caso de otorgarse varias representaciones prevalecerá la recibida en último lugar.</p> | |
| <p>ARTÍCULO 20.- VOTO A DISTANCIA ANTICIPADO EN LAS JUNTAS GENERALES CONVOCADAS.</p> <ol style="list-style-type: none"> 1) Los accionistas podrán emitir su voto sobre los puntos o asuntos contenidos en el Orden del Día de la convocatoria de una Junta general de accionistas remitiéndolo, antes de su celebración, además de por los medios establecidos en su caso por la legislación aplicable, por escrito físico o electrónico o por cualquier otro medio de comunicación a distancia que garantice debidamente la identidad del accionista que lo emite. En él, el accionista deberá manifestar el sentido de su voto separadamente sobre cada uno de los puntos o asuntos comprendidos en el Orden del Día de la Junta de que se trate. Caso de no hacerlo sobre alguno o algunos se entenderá que se abstiene en relación con ellos. 2) Si existiera el área privada de accionistas dentro de la Web Corporativa, el voto podrá ejercitarse por el accionista mediante el depósito en la misma, utilizando su sistema de identificación, del documento en formato electrónico conteniendo el escrito en el que lo exprese o por su manifestación de voluntad expresada de otra forma a través de dicha área. 3) El voto anticipado deberá recibirse por la sociedad con un mínimo de 72 horas de antelación a la hora fijada para el comienzo de la Junta. Hasta ese momento el voto podrá revocarse o modificarse. Transcurrido el mismo, el | <p>ARTICLE 20. ADVANCE REMOTE VOTING AT CONVENED GENERAL SHAREHOLDERS' MEETINGS</p> <ol style="list-style-type: none"> 1. Shareholders may cast their vote on the items or matters listed in the Agenda of the notice of a general shareholders' meeting by submitting it prior to the meeting. In addition to the means established by applicable law, the vote may be submitted in physical or electronic written form or any other means of remote communication that duly guarantees the identity of the shareholder casting the vote. The shareholder must express the direction of their vote separately on each item or matter included in the meeting's agenda. If the shareholder does not do so on one or more matters, it will be considered an abstention for those items. 2. If a private shareholders' area exists within the Corporate Website, the shareholder may exercise their vote by depositing the document in electronic format expressing the vote, using their identification system, or by manifesting their intent in another manner through that area. 3. The advance vote must be received by the company at least 72 hours before the scheduled time for the start of the meeting. Up until that time, the vote may be revoked or modified. After that time, the remote vote can only be annulled by the shareholder's physical or telematic presence at the meeting. |

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| <p>voto emitido a distancia sólo podrá dejarse sin efecto por la presencia, personal o telemática, del accionista en la Junta.</p> | |
| <p>ARTÍCULO 21.- CONSTITUCIÓN DE LA JUNTA Y ADOPCIÓN DE ACUERDOS.</p> <p>1. Constitución de la Junta.</p> <p>1.1. Quórum.</p> <p>La junta general de accionistas quedará válidamente constituida en primera convocatoria cuando los accionistas presentes o representados posean, al menos, el veinticinco por ciento del capital suscrito con derecho de voto. En segunda convocatoria será válida la constitución de la junta cualquiera que sea el capital concurrente a la misma.</p> <p>Sin embargo, para que la junta general ordinaria o extraordinaria pueda acordar válidamente el aumento o la reducción del capital y cualquier otra modificación de los estatutos sociales, la emisión de obligaciones, así como la transformación, la fusión, la escisión o la cesión global de activo y pasivo y el traslado de domicilio al extranjero, será necesaria, en primera convocatoria, la concurrencia de accionistas presentes o representados que posean, al menos, el cincuenta por ciento del capital suscrito con derecho de voto. En segunda convocatoria será suficiente la concurrencia del veinticinco por ciento de dicho capital.</p> <p>1.2. Mesa y Desarrollo de la Junta.</p> <p>La mesa de la Junta estará constituida por el Presidente y el Secretario que serán quienes ocupen dichos cargos en el Consejo de Administración, en su caso, y en su defecto, las personas designadas por los accionistas concurrentes al comienzo de la reunión. De</p> | <p>ARTICLE 21. CONSTITUTION OF THE MEETING AND ADOPTION OF AGREEMENTS</p> <p>1. Constitution of the Meeting</p> <p>1.1. Quorums</p> <p>The general shareholders' meeting will be validly constituted on the first call when the shareholders present or represented hold at least twenty five percent of the subscribed capital with voting rights. On the second call, the meeting will be validly constituted regardless of the capital present.</p> <p>However, for the general ordinary or extraordinary meeting to validly agree on capital increases or reductions, any other modification of the bylaws, the issuance of bonds, as well as transformation, merger, spin-off, or the global transfer of assets and liabilities, and the transfer of domicile abroad, the attendance of shareholders holding at least 50% of the subscribed capital with voting rights is required on the first call. On the second call, the attendance of 25% of that capital will be sufficient.</p> <p>1.2. Meeting Board and Development of the Meeting</p> <p>The meeting board will be composed by the President and the Secretary, who will hold these positions in the Board of Directors, where applicable, or, if necessary, the persons appointed by the attending shareholders at the beginning of the meeting. If no designation occurs, the oldest shareholder will preside over the meeting, and the youngest will act as the secretary.</p> <p>Before entering the agenda, the attendance list will be created, stating the names of the attending shareholders and the represented shareholders, as well as the number of shares owned by them, whether directly or through representation. Shareholders who have cast a</p> |

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| <p>no producirse esa designación, presidirá la junta el accionista de más edad y será secretario el de menor edad.</p> <p>Antes de entrar en el orden del día, se formará la lista de asistentes, expresando el nombre de los accionistas asistentes y el de los accionistas representados, así como el número de acciones propias o ajenas con que concurren. Los accionistas que hayan emitido anticipadamente un voto a distancia o asistan por medios telemáticos, de acuerdo con lo previsto en el art. 182 de la Ley de Sociedades de Capital, se considerarán como asistentes a la Junta.</p> <p>Al final de la lista se determinará el número de accionistas presentes o representados, así como el importe del capital de que sean titulares, especificando el que corresponde a accionistas con derecho de voto.</p> <p>La lista de asistentes figurará al comienzo del acta de la Junta de Accionistas o bien se adjuntará a la misma por medio de anexo.</p> <p>Formada la lista de asistentes, el presidente de la Junta de Accionistas, si así procede, declarará válidamente constituida la Junta de Accionistas y determinará si ésta puede entrar en la consideración de todos los asuntos incluidos en el orden del día. Asimismo, someterá a la junta, si fuera el caso, la autorización para la presencia en la misma de otras personas.</p> <p>La grabación de imagen o sonido, en cualquier soporte, no será permitida en las juntas de accionistas, salvo autorización expresa para ello de la Mesa de la Junta, a criterio del Presidente de la misma. Asimismo, no estará permitido el uso de teléfonos móviles u otro tipo de medios de comunicación durante el desarrollo de la junta.</p> <p>Abierta la sesión se dará lectura por el</p> | <p>prior remote vote or attend via telematics, as provided in Article 182 of the Capital Companies Act, will be considered as attending the meeting.</p> <p>At the end of the list, the number of present or represented shareholders will be determined, as well as the amount of capital they hold, specifying the part belonging to shareholders with voting rights.</p> <p>The attendance list will appear at the beginning of the minutes of the shareholders' meeting or will be attached to it by means of an annex.</p> <p>Once the attendance list is formed, the President of the meeting, if appropriate, will declare the meeting validly constituted and determine whether the meeting may proceed to consider all the matters included in the agenda. He will also submit, if necessary, the authorization for the presence of other persons at the meeting.</p> <p>The recording of images or sound on any medium will not be allowed during shareholders' meetings unless explicitly authorized by the meeting board, at the discretion of the President. Furthermore, the use of mobile phones or other communication devices will not be permitted during the meeting.</p> <p>After the session is opened, the Secretary will read the items that make up the agenda, and deliberations on them will proceed, with the President and those he designates taking the floor first.</p> <p>Once these interventions have taken place, the President will give the floor to shareholders who request it, guiding and maintaining the debate within the limits of the agenda and closing it when the matter has, in his judgment, been sufficiently discussed. Finally, the various proposed agreements will be put to a vote.</p> <p>2. Adoption of Agreements</p> <p>Each share of equal nominal value grants its holder the right to cast one vote.</p> <p>Corporate agreements will be adopted by a simple majority of the votes of the shareholders present or represented at the meeting, with an agreement being considered adopted when it</p> |
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| <p>Secretario a los puntos que integran el orden del día y se procederá a deliberar sobre ellos, interviniendo en primer lugar el Presidente y las personas que él designe a tal fin.</p> <p>Una vez se hayan producido estas intervenciones, el Presidente concederá la palabra a los accionistas que lo soliciten, dirigiendo y manteniendo el debate dentro de los límites del Orden del Día y poniendo fin al mismo cuando el asunto haya quedado, a su juicio, suficientemente tratado. Por último, se someterán a votación las diferentes propuestas de acuerdos.</p> <p>2. Adopción de Acuerdos.</p> <p>Cada acción de igual valor nominal concede a su titular el derecho a emitir un voto.</p> <p>Los acuerdos sociales se adoptarán por mayoría simple de los votos de los accionistas presentes o representados en la junta, entendiéndose adoptado un acuerdo cuando obtenga más votos a favor que en contra del capital presente o representado.</p> <p>Para acordar válidamente el aumento o la reducción del capital y cualquier otra modificación de los estatutos sociales, la emisión de obligaciones, así como la transformación, la fusión, la escisión o la cesión global de activo y pasivo y el traslado de domicilio al extranjero, si el capital presente o representado supera el cincuenta por ciento, bastará con que el acuerdo se adopte por mayoría absoluta.</p> <p>Sin embargo, se requerirá el voto favorable de los dos tercios del capital presente o representado en la junta cuando en segunda convocatoria concurren accionistas que representen el veinticinco por ciento o más del capital suscrito con derecho de voto sin alcanzar el cincuenta por ciento</p> <p>3. Quórum y mayorías especiales.</p> | <p>receives more votes in favor than against from the present or represented capital.</p> <p>To validly agree on capital increases or reductions, any other modification of the bylaws, the issuance of bonds, as well as transformation, merger, spin-off, or the global transfer of assets and liabilities, and the transfer of domicile abroad, if the present or represented capital exceeds 50%, the agreement will be adopted by an absolute majority.</p> <p>However, a favorable vote from two-thirds of the present or represented capital at the meeting will be required when, on the second call, shareholders representing 25% or more of the subscribed capital with voting rights attend but the 50% threshold is not met.</p> <p>3. Quorum and Special Majorities</p> <p>This article does not affect any cases of agreements that, by their nature, must be adopted with certain quorums or special majorities legally established and not subject to modification by the bylaws.</p> |
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| <p>Se dejan a salvo todos aquellos supuestos de acuerdos que, por su naturaleza, deban adoptarse con determinados quórum o mayorías legalmente establecidos y no susceptibles de modificación estatutaria.</p> | |
| <p><u>CAPITULO II. DEL ORGANO DE ADMINISTRACION.</u></p> | <p><u>CHAPTER II. OF THE MANAGEMENT BODY.</u></p> |
| <p>ARTÍCULO 22.- MODOS DE ORGANIZAR LA ADMINISTRACIÓN.</p> <p>La administración y representación de la sociedad en juicio o fuera de él es competencia del Órgano de Administración.</p> <p>Por acuerdo unánime de todos los accionistas en el otorgamiento de la escritura fundacional o, posteriormente, por acuerdo de la Junta General, la sociedad podrá adoptar alternativamente cualquiera de las siguientes modalidades de órgano de administración:</p> <ol style="list-style-type: none"> 1. Un Administrador Único, al que corresponde con carácter exclusivo la administración y representación de la sociedad. 2. Varios Administradores Solidarios, con un mínimo de dos y un máximo de cinco, a cada uno de los cuales corresponde indistintamente las facultades de administración y representación de la sociedad, sin perjuicio de la capacidad de la Junta General de acordar, con eficacia meramente interna, la distribución de facultades entre ellos. 3. Dos Administradores Conjuntos, quienes ejercerán mancomunadamente las facultades de administración y representación. 4. Un Consejo de Administración, que actuará colegiadamente. | <p>ARTICLE 22.- WAYS TO ORGANIZE THE MANAGEMENT.</p> <p>The administration and representation of the company, both in and out of court, are the responsibility of the Management Body.</p> <p>By unanimous agreement of all the shareholders at the time of the founding deed or later, by agreement of the General Meeting, the company may adopt alternatively any of the following forms of management body:</p> <ol style="list-style-type: none"> 1. A Sole Administrator, who is exclusively responsible for the administration and representation of the company. 2. Several Joint Administrators, with a minimum of two and a maximum of five, each of whom has the powers of administration and representation of the company, without prejudice to the ability of the General Meeting to agree, with purely internal effectiveness, on the distribution of powers among them. 3. Two Joint Administrators, who will exercise the powers of administration and representation jointly. 4. A Board of Directors, which will act collectively. |

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| <p>ARTÍCULO 23.- CAPACIDAD Y DURACION DEL CARGO.</p> <p>1. Capacidad.</p> <p>Para ser nombrado Administrador no se requiere la cualidad de accionista. En caso de que se nombre Administrador a una persona jurídica, deberá ésta designar una persona física que la represente en el ejercicio del cargo.</p> <p>2. Duración del cargo y separación.</p> <p>Los Administradores ejercerán su cargo por el plazo de seis (6) años, pudiendo ser separados del mismo en cualquier momento por la Junta General, aun cuando la separación no conste en el orden del día.</p> <p>Podrá nombrarse suplentes de los Administradores para el caso de que éstos cesen por cualquier causa. Tales suplentes ejercerán el cargo de Administrador por el período pendiente de cumplir por la persona cuya vacante se cubra. El nombramiento y aceptación de los suplentes como administradores se inscribirá en el Registro Mercantil cuando se produzca el cese del anterior titular.</p> | <p>ARTICLE 23.- CAPACITY AND TERM OF POSITION.</p> <p>1. Capacity.</p> <p>To be appointed as Administrator, shareholder status is not required. If an entity is appointed as Administrator, it must designate a natural person to represent it in the performance of the role.</p> <p>2. Term of position and removal.</p> <p>The Administrators will hold their position for a term of six (6) years, and may be removed at any time by the General Meeting, even if their removal is not included in the agenda.</p> <p>Substitutes may be appointed for the Administrators in case they cease their duties for any reason. Such substitutes will serve the remaining term of the person whose position is being filled. The appointment and acceptance of the substitutes as administrators will be registered in the Commercial Register when the previous holder's term ends.</p> |
| <p>ARTÍCULO 24.- EL CONSEJO DE ADMINISTRACIÓN.</p> <p>1. Composición.</p> <p>El Consejo de Administración es el órgano encargado de dirigir, administrar y representar a la Sociedad, sin perjuicio de las atribuciones que correspondan a la Junta General de Accionistas.</p> <p>El Consejo de Administración estará compuesto por un mínimo de tres (3) miembros y un máximo de catorce (9) miembros. El Consejo de Administración</p> | <p>ARTICLE 24.- THE BOARD OF DIRECTORS.</p> <p>1. Composition.</p> <p>The Board of Directors is the body responsible for directing, managing, and representing the Company, without prejudice to the powers belonging to the General Shareholders' Meeting.</p> <p>The Board of Directors will consist of a minimum of three (3) members and a maximum of nine (9) members. The Board of Directors will act collegiately and will be governed by the legal norms applicable to it and by these Bylaws.</p> <p>The directors will serve for a term of six (6) years and may be re-elected for successive terms of the same duration, in addition to the</p> |

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| <p>actuará colegiadamente y se regirá por las normas legales que le sean de aplicación y por los presentes Estatutos.</p> <p>Los consejeros ejercerán su cargo por un plazo de seis (6) años y podrán ser sucesivamente reelegidos por igual plazo, así como de la facultad de la Junta General de proceder en cualquier tiempo y momento a su cese de conformidad a lo establecido en la Ley de Sociedades de Capital.</p> <p>No será necesario tener la condición de accionista de la Sociedad para ser nombrado consejero de la misma. Si durante el plazo para el que fueron nombrados los consejeros se produjesen vacantes, el Consejo podrá designar entre los accionistas a las personas que hayan de ocuparlas hasta que se reúna la primera Junta General.</p> <p>Los miembros del Consejo de Administración siempre y cuando el Consejo de Administración entendiéndose preciso, según la evolución de la Compañía y la complejidad que, en su caso, su actividad y estructura corporativa exijan, se podrán clasificar según las definiciones siguientes: Ejecutivos, Dominicales, Independientes y otros Consejeros.</p> <p>a) Ejecutivos: serán Consejeros ejecutivos aquellos que desempeñen funciones de dirección en la sociedad o su grupo, cualquiera que sea el vínculo jurídico que mantengan con ella. No obstante, los Consejeros que sean altos directivos o Consejeros de Sociedades pertenecientes al grupo de la, en su caso, entidad dominante de la Sociedad tendrán en ésta la consideración de dominicales.</p> <p>Cuando un Consejero desempeñe funciones de dirección y, al mismo tiempo, sea o represente a un accionista significativo o que esté</p> | <p>General Meeting's power to remove them at any time and as established by the Capital Companies Law.</p> <p>Shareholder status is not required to be appointed as a director. If vacancies occur during the term for which the directors were appointed, the Board may designate individuals from among the shareholders to fill them until the first General Meeting is held.</p> <p>The members of the Board of Directors, as long as the Board deems it necessary, according to the Company's evolution and the complexity that, if applicable, its activity and corporate structure may require, may be classified into the following categories: Executive, Dominical, Independent, and other External Directors.</p> <p>a) Executive: Executive directors are those who hold management functions in the company or its group, regardless of the legal relationship they have with it. However, directors who are senior executives or directors of companies belonging to the parent company of the Company will be considered as Dominical directors in this context.</p> <p>When a director holds management functions and, at the same time, represents a significant shareholder or one represented on the Board, they will be considered as an executive director.</p> <p>All other directors of the Company are considered non-executive, and may be dominical, independent, or other external directors.</p> <p>b) Dominical: Dominical directors are those who hold a shareholding equal to or greater than the threshold specified by the MAB regulations as significant or who have been appointed due to their shareholder status, even if their shareholding does not reach that threshold, as well as those representing shareholders of the aforementioned.</p> <p>c) Independent: Independent directors are those who, appointed based on their personal and professional conditions, can carry out their functions without being influenced by relationships with the</p> |
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| <p>representado en el Consejo de Administración, se considerará como ejecutivo.</p> <p>Son Consejeros no ejecutivos todos los restantes Consejeros de la Sociedad, pudiendo ser dominicales, independientes u otros externos.</p> <p>b) Dominicales: serán Consejeros dominicales aquellos que posean una participación accionarial igual o superior a la que la normativa del MAB señale como significativa o que hubieran sido designados por su condición de accionistas, aunque su participación accionarial no alcance dicha cuantía, así como quienes representen a accionistas de los anteriormente señalados.</p> <p>c) Independientes: serán Consejeros independientes aquellos que, designados en atención a sus condiciones personales y profesionales, puedan desempeñar sus funciones sin verse condicionados por relaciones con la Sociedad o su grupo, sus accionistas significativos o sus directivos.</p> <p>d) Otros Consejeros: serán aquellos Consejeros que no pudiesen clasificarse en las categorías anteriores.</p> <p>Cuando un miembro del Consejo de Administración sea nombrado Consejero Delegado o se le atribuyan funciones ejecutivas en virtud de otro título, será necesario que se celebre un contrato entre este y la sociedad que deberá ser aprobado previamente por el Consejo de Administración con el voto favorable de las dos terceras partes de sus miembros.</p> <p>El consejero afectado deberá abstenerse de</p> | <p>Company or its group, significant shareholders, or its executives.</p> <p>d) Other Directors: These are directors who cannot be classified into the previous categories. When a member of the Board of Directors is appointed as CEO or is assigned executive functions under another title, a contract must be signed between the director and the Company, which must be previously approved by the Board of Directors with the favorable vote of two-thirds of its members.</p> <p>When a member of the Board of Directors is entitled CEO or is given executive functions under another title, it will be necessary to enter into a contract between him/her and the company, which must be previously approved by the Board of Directors with the favorable vote of two thirds of its members.</p> <p>The affected director must abstain from attending the deliberation and voting. The approved contract must be attached as an annex to the meeting minutes. The contract will detail all remuneration items for executive functions, including, if applicable, any compensation for early termination of such functions and any amounts to be paid by the Company in terms of insurance premiums or contributions to savings systems. The director will not be entitled to any remuneration for executive functions that are not covered by the contract.</p> <p>The contract must comply with the remuneration policy approved by the General Meeting, if applicable.</p> <p>2. Incompatibilities.</p> <p>Persons who are subject to any prohibition, incapacity, or incompatibility established by current legislation, whether state or regional, general or specific, cannot be members of the Board of Directors.</p> <p>3. Duty of Confidentiality of the Director.</p> <p>The director must maintain confidentiality regarding the deliberations of the Board of Directors and any delegated bodies they may be</p> |
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| <p>asistir a la deliberación y de participar en la votación. El contrato aprobado deberá incorporarse como anejo al acta de la sesión. En el contrato se detallarán todos los conceptos por los que pueda obtener una retribución por el desempeño de funciones ejecutivas, incluyendo, en su caso, la eventual indemnización por cese anticipado en dichas funciones y las cantidades a abonar por la sociedad en concepto de primas de seguro o de contribución a sistemas de ahorro. El consejero no podrá percibir retribución alguna por el desempeño de funciones ejecutivas cuyas cantidades o conceptos no estén previstos en ese contrato.</p> <p>El contrato deberá ser conforme con la política de retribuciones aprobada, en su caso, por la Junta General.</p> <p>2. Incompatibilidades.</p> <p>No podrán ser miembros del Consejo de Administración las personas incurso en alguna prohibición, incapacidad o incompatibilidad de las establecidas por la legislación vigente, estatal o autonómica, general o especial.</p> <p>3. Deber de secreto del Consejero</p> <p>El Consejero guardará secreto de las deliberaciones del Consejo de Administración y de los órganos delegados de que, en su caso, forme parte, y, en general, se abstendrá de revelar las informaciones a las que haya tenido acceso en el ejercicio de su cargo, de conformidad con lo previsto en la legislación aplicable, los presentes Estatutos y el Reglamento del Consejo de Administración, si existiera.</p> <p>4. Obligación de no competencia</p> <p>El Consejero no puede prestar sus servicios laborales o profesionales o desempeñar</p> | <p>part of, and in general, refrain from disclosing any information they may have had access to in the course of their duties, in accordance with applicable legislation, these Bylaws, and the Board of Directors' Rules, if any.</p> <p>4. Obligation of Non-competition.</p> <p>The director may not provide services or hold positions in companies that have an identical, analogous, or complementary corporate purpose to that of the Company. However, positions may be held in companies of the Company's group (for these purposes, the terms "control" and "group" will be interpreted according to article 42 of the Commercial Code).</p> <p>5. Powers of the CEO.</p> <p>In any case, each CEO will have the powers granted by the Board of Directors, within the limits established by law.</p> <p>6. Delegation of Powers.</p> <p>The Board may delegate all or some of its powers to one or more of its members through the figure of the CEO or the Executive Committee, either permanently or temporarily, except for those powers that are non-delegable by law.</p> <p>Permanent delegation of powers to one or more directors and the appointment of administrators to occupy such positions will require the favorable vote of two-thirds of the Board members for validity, and will not take effect until registered with the Commercial Register. Once registered, its effects, in relation to actions taken since the appointment date, will be retroactive to the time of their execution.</p> <p>The Board of Directors may not delegate the following powers under any circumstances:</p> <ul style="list-style-type: none"> • Supervising the effective functioning of any committees established and the actions of the delegated bodies and executives designated by the Board. • Determining the general policies and strategies of the Company. • Authorizing or dispensing obligations |
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| <p>cargos en sociedades que tengan un objeto social idéntico, análogo o complementario al de la Sociedad. Quedan a salvo los cargos que puedan desempeñarse en sociedades del grupo de la Sociedad (a estos efectos, en estos Estatutos se interpretarán las expresiones "control" y "grupo" conforme al artículo 42 del Código de Comercio).</p> <p>5. Facultades del Consejero Delegado</p> <p>En todo caso, cada Consejero Delegado tendrá las facultades que le otorgue el Consejo de Administración con los límites establecidos por la Ley.</p> <p>6. Delegación de facultades.</p> <p>El Consejo podrá delegar todas o algunas de sus facultades en uno o varios de sus miembros a través de la figura del Consejero Delegado o de la Comisión Ejecutiva, con carácter permanente o transitorio, salvo las indelegables por Ley.</p> <p>La delegación permanente de facultades en uno o varios consejeros y la designación de los Administradores que hayan de ocupar tales cargos, requerirá para su validez el voto favorable de las dos terceras partes de los componentes del Consejo, y no producirá efecto alguno hasta su inscripción en el Registro Mercantil. Inscrita la delegación, sus efectos, en relación con los actos otorgados desde la fecha del nombramiento, se retrotraerán al momento de su celebración.</p> <p>El Consejo de Administración no podrá delegar en ningún caso las siguientes facultades:</p> <ul style="list-style-type: none"> - La supervisión del efectivo funcionamiento de las comisiones que hubiera constituido y de la actuación de los órganos delegados y de los directivos que hubiera designado. | <p>arising from the duty of loyalty, as provided in Article 230 of the Spanish Companies Act.</p> <ul style="list-style-type: none"> • Its own organization and functioning. • Preparing the annual accounts and presenting them to the General Meeting. • Preparing any report required by law for the Board of Directors, as long as the operation referred to in the report cannot be delegated. • Appointing and removing the Company's CEOs, as well as establishing the terms of their contracts. • Appointing and removing executives who report directly to the Board or any of its members, as well as establishing the basic conditions of their contracts, including their remuneration. • Decisions relating to the remuneration of the directors, within the statutory framework and, if applicable, the remuneration policy approved by the General Meeting. • Calling the General Shareholders' Meeting, preparing the agenda, and proposing agreements. • Policy regarding treasury shares. • Powers delegated by the General Meeting to the Board of Directors, unless expressly authorized by it for sub-delegation. |
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| <ul style="list-style-type: none"> - La determinación de las políticas y estrategias generales de la sociedad. - La autorización o dispensa de las obligaciones derivadas del deber de lealtad conforme a lo dispuesto en el artículo 230 de la Ley de Sociedades de Capital. - Su propia organización y funcionamiento. - La formulación de las cuentas anuales y su presentación a la Junta General. - La formulación de cualquier clase de informe exigido por la ley al Órgano de Administración, siempre y cuando la operación a que se refiere el informe no pueda ser delegada. - El nombramiento y destitución de los consejeros delegados de la Sociedad, así como el establecimiento de las condiciones de su contrato. - El nombramiento y destitución de los directivos que tuvieran dependencia directa del consejo o de alguno de sus miembros, así como el establecimiento de las condiciones básicas de sus contratos, incluyendo su retribución. - Las decisiones relativas a la remuneración de los consejeros, dentro del marco estatutario y, en su caso, de la política de remuneraciones aprobada por la junta general. - La convocatoria de la Junta General de Accionistas y la elaboración del orden del día y la propuesta de acuerdos. - La política relativa a las acciones propias. | |
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| <p>- Las facultades que la Junta General hubiera delegado en el Consejo de Administración, salvo que hubiera sido expresamente autorizado por ella para subdelegarlas.</p> | |
| <p>ARTÍCULO 25.- FUNCIONAMIENTO DEL CONSEJO DE ADMINISTRACION.</p> <p>1. Reuniones del Consejo. Convocatoria, constitución y celebración.</p> <p>1.1. Convocatoria</p> <p>El Consejo se reunirá siempre que lo acuerde el Presidente, o quien haga sus veces, por corresponderle convocarlo o, en caso de fallecimiento, ausencia, incapacidad o imposibilidad de este, por el Vicepresidente, si existiera, siempre que lo considere necesario o conveniente. Igualmente, podrá convocarse por otros consejeros que constituyan al menos un tercio de los miembros del Consejo, de acuerdo con lo dispuesto en el artículo 246 de la Ley de Sociedades de Capital.</p> <p>Si se convocase a instancia de uno o varios consejeros, tal como se establece en el párrafo anterior, el Presidente deberá convocarlo dentro del plazo máximo de 15 días desde la recepción fehaciente de la solicitud.</p> <p>La convocatoria se hará por el Presidente a cada uno de los Consejeros, mediante cualquier medio escrito físico o electrónico, remitido a la dirección de cada consejero y que permita acreditar su recepción, indicándose el día, lugar y hora de la reunión. Entre la convocatoria y la fecha de la reunión, deberá mediar un plazo mínimo de siete (7) días.</p> <p>Si la sociedad tuviera Web Corporativa y en la</p> | <p>ARTICLE 25.- OPERATION OF THE BOARD OF DIRECTORS.</p> <p>1. Board Meetings. Convocation, constitution, and celebration.</p> <p>1.1. Convocation</p> <p>The Board will meet whenever the President, or their substitute, deems it necessary or convenient to call a meeting. In the case of death, absence, incapacity, or impossibility of the President, the Vice-President, if applicable, may call a meeting. Additionally, other board members representing at least one-third of the Board members, in accordance with Article 246 of the Capital Companies Act, may request a meeting.</p> <p>If convened by one or more board members as described above, the President must call the meeting within 15 days from the receipt of the request.</p> <p>The convocation will be made by the President to each board member through any written physical or electronic medium sent to each member's address that allows for proof of receipt. The meeting's day, place, and time will be indicated. There must be a minimum of seven (7) days between the convocation and the meeting date.</p> <p>If the company has a corporate website and a private area for the Board of Directors, the convocation may be made by uploading the convocation document in electronic format, accessible only to each board member through their identification system. An email will be sent to each member alerting them of the insertion of the notice of meeting.</p> <p>Documents the board members are entitled to know or obtain concerning a convocation or</p> |

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| <p>misma hubiera sido creada el área privada de Consejo de Administración, la convocatoria se realizará mediante la inserción en ella del documento en formato electrónico conteniendo el escrito de convocatoria, que sólo será accesible por cada miembro del Consejo a través de su sistema de identificación. Se remitirá a cada consejero un correo electrónico alertándole de la inserción del escrito de convocatoria.</p> <p>La puesta a disposición de los miembros del Consejo de la documentación que tengan derecho a conocer u obtener en relación con una convocatoria o en cualquier otro supuesto podrá hacerse mediante su depósito en dicha área privada. En este caso se aplicará por analogía lo dispuesto en el párrafo anterior.</p> <p>No será necesaria la convocatoria cuando estando presentes o representados todos los consejeros, o interconectados entre sí por medios telemáticos que garanticen el reconocimiento e identificación de los asistentes y la permanente comunicación entre ellos, acepten por unanimidad constituirse en Consejo de Administración, así como el Orden del Día de este.</p> <p>1.2. Constitución del Consejo de Administración.</p> <p>El Consejo quedará válidamente constituido cuando concurran a la reunión, presentes o representados, la mitad más uno de sus componentes.</p> <p>No obstante lo anterior, el Consejo quedará válidamente constituido, sin necesidad de convocatoria, cuando estén presentes o representados todos los consejeros o interconectados entre sí por medios telemáticos que garanticen el reconocimiento e identificación de los asistentes y la permanente comunicación entre ellos, acepten por unanimidad constituirse en Consejo de Administración</p> | <p>other circumstances may be made available by depositing them in the private area. The same procedure as described above will apply.</p> <p>A convocation is not necessary when all board members are present or represented, or interconnected through telematics ensuring the recognition and identification of attendees and permanent communication between them, agreeing unanimously to constitute the Board and approve the meeting's agenda.</p> <p>1.2. Constitution of the Board of Directors</p> <p>The Board will be validly constituted when at least half plus one of its members, present or represented, attend the meeting.</p> <p>The Board may also be validly constituted without convocation when all board members are present or represented or interconnected through telematics ensuring recognition and identification of attendees and permanent communication, agreeing unanimously to constitute the Board.</p> <p>The Board of Directors will meet as often as necessary for the proper performance of its duties, but at least once per quarter, or in the cases determined by the Board's regulations or these Bylaws.</p> <p>1.3. Place of Celebration. Attendance via Telecommunication</p> <p>The Board of Directors will hold its meetings at the registered office, unless another location is specified in the convocation.</p> <p>However, the Board may meet via telecommunication, at multiple locations connected by systems ensuring the recognition and identification of attendees, permanent communication, and the ability to accept, resign, intervene, and vote in real-time. All attendees, regardless of location, will be considered present at the same meeting. The meeting will be deemed held at the location where the majority of board members are present, and in case of a tie, at the location of the President or their substitute.</p> <p>2. Attendance by Representation. Voting Delegation</p> |
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| <p>El Consejo de Administración se reunirá con la frecuencia que resulte conveniente para el buen desarrollo de sus funciones y, al menos, una vez al trimestre y en los supuestos que determine el Reglamento del Consejo de Administración o los presentes Estatutos.</p> <p>1.3.Lugar de celebración. Asistencia por medios telemáticos.</p> <p>El Consejo de Administración celebrará sus sesiones en el domicilio social, salvo que en la convocatoria se indique otro lugar de celebración.</p> <p>Sin perjuicio de lo anterior, el Consejo de Administración podrá celebrarse por medios telemáticos, en varios lugares conectados por sistemas que permitan el reconocimiento e identificación de los asistentes, la permanente comunicación entre los concurrentes independientemente del lugar en que se encuentren, así como la aceptación, dimisión, intervención y emisión del voto, todo ello en tiempo real. Los asistentes a cualquiera de los lugares se considerarán, a todos los efectos, como asistentes a la misma y única reunión. La sesión se entenderá celebrada donde se encuentre el mayor número de consejeros y, en caso de empate, donde se encuentre el Presidente del Consejo de Administración o quien, en su ausencia, la presida.</p> <p>2. Asistencia por Representación. Delegación de voto.</p> <p>Si alguno de los Consejeros no pudiera asistir a la reunión, podrá delegar su representación en otro Consejero. Además de por los medios establecidos en su caso por la legislación aplicable, la representación podrá conferirse por escrito físico o electrónico o por cualquier otro medio de comunicación a distancia que garantice debidamente la identidad del Consejero que la otorga y deberá ser especial para cada reunión.</p> | <p>If a board member is unable to attend the meeting, they may delegate their representation to another board member. In addition to the applicable legal means, the representation may be conferred in writing, either physical or electronic, or through any other remote communication method that guarantees the identity of the delegating board member. This delegation must be specific for each meeting.</p> <p>Board members may only delegate their representation to another board member. Non-executive board members may only delegate to other non-executive board members.</p> <p>If the company has a corporate website with a private area for the Board of Directors, the delegation of vote may be done by depositing the representation document electronically in the private area, using their identification system.</p> <p>The representation is always revocable and will be automatically revoked by the board member's physical or telematic presence at the meeting or by the distance vote they cast before or after granting the representation. If multiple delegations are granted, the most recent will prevail.</p> <p>3. Mode of Deliberation and Adoption of Agreements</p> <p>3.1. General Provision</p> <p>The President of the Board of Directors will open the session and direct the debates, granting the floor to each attendee.</p> <p>Once the President considers a matter sufficiently debated, they will put it to a vote, and each board member, present or represented, will cast one vote.</p> <p>Except when the law, Bylaws, or the Board's regulations provide otherwise, agreements must be adopted with the favorable vote of the absolute majority of the board members attending the meeting. In case of a tie, the President of the Board of Directors will have the casting vote.</p> <p>In exceptional cases of urgency, if the President wants to submit decisions or agreements not</p> |
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| <p>Los miembros del Consejo de Administración solo podrán delegar su representación en otro miembro del Consejo. En caso de consejeros no ejecutivos solo podrán ser representados por otro miembro del Consejo de Administración no ejecutivo.</p> <p>Si la sociedad tuviera Web Corporativa y dentro de ella hubiera sido creada el área privada de Consejo de Administración, la delegación de voto por parte del consejero podrá realizarse mediante el depósito en la misma utilizando su sistema de identificación del documento en formato electrónico conteniendo el escrito de representación o por su manifestación de voluntad expresada de otra forma a través de dicha área.</p> <p>La representación es siempre revocable y se entenderá automáticamente revocada por la presencia física o telemática en la reunión del miembro del Consejo, o por el voto a distancia emitido por él antes o después de otorgar la representación. En caso de otorgarse varias representaciones, prevalecerá la recibida en último lugar.</p> <p>3. Modo de deliberar y Adopción de Acuerdos.</p> <p>3.1. Disposición General</p> <p>El presidente del Consejo de Administración abrirá la sesión y dirigirá los debates, concediendo el uso de palabra a cada uno de los asistentes a la misma.</p> <p>Una vez que el Presidente considere suficientemente debatido un asunto, lo someterá a votación, correspondiendo a cada miembro del Consejo, presente o representado, un voto.</p> <p>Salvo cuando la ley, los Estatutos Sociales o el Reglamento del Consejo, si existiera, establezcan lo contrario, los acuerdos</p> | <p>listed in the agenda for approval by the Board, prior and express consent from the majority of attending members is required, and it must be recorded in the minutes.</p> <p>In the case of delegating powers of the Board, the provisions of Article 249 of the Capital Companies Act will apply. When the law requires a reinforced majority, that will be adhered to.</p> <p>The discussions and agreements of the Board will be recorded in a minute book, signed by the President and the Secretary of the Board.</p> <p>3.2. Agreements in Writing and Without a Meeting</p> <p>Agreements adopted in writing and without a meeting will also be valid, provided no board member opposes this method.</p> <p>Both the document containing the proposed agreements and the votes on them by all board members can be expressed electronically.</p> <p>In particular, if the company has a corporate website with a private area for the Board of Directors, these types of agreements may be made by inserting the electronic document with proposed agreements and votes into the private area, using their identification system. The company may notify board members of the insertion by email.</p> <p>3.3. Advance Distance Voting for a Convened Board Meeting</p> <p>Advance distance voting is valid for a Board meeting that is called and will be held in person.</p> <p>This vote can be expressed, in addition to the applicable legal methods, in writing (physical or electronic) or any other means of remote communication ensuring the identity of the board member. The member must indicate their vote on each item of the agenda. If they do not vote on any item, they will be considered to have abstained.</p> <p>If the company has a corporate website with a private area for the Board, the vote may be cast by depositing the document in the private area, using their identification system of the document</p> |
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| <p>deberán adoptarse con el voto favorable de la mayoría absoluta de los Consejeros concurrentes a la reunión, presentes o representados. En caso de empate tendrá voto de calidad el del Presidente del Consejo de Administración.</p> <p>Cuando excepcionalmente, por razones de urgencia, el Presidente quiera someter a la aprobación del Consejo de Administración decisiones o acuerdos que no figuren en el orden del día, será necesario el consentimiento previo y expreso de la mayoría de los Consejeros presentes, debiendo constar en acta.</p> <p>Para el supuesto de delegación de facultades del Consejo de Administración, se aplicará lo dispuesto en el art. 249 de la Ley de Sociedades de Capital. Y cuando la legislación exigiera una mayoría reforzada se estará a lo dispuesto en la misma.</p> <p>Las discusiones y acuerdos del consejo se llevarán a un libro de actas que serán firmadas por el Presidente y el Secretario del Consejo de Administración.</p> <p>3.2.Acuerdos por escrito y sin sesión.</p> <p>Serán válidos también los acuerdos adoptados por el Consejo por escrito y sin sesión siempre que ningún consejero se oponga a esta forma de adoptar acuerdos.</p> <p>Tanto el escrito, que contendrá los acuerdos que se proponen, como el voto sobre los mismos de todos los consejeros, podrán expresarse por medios electrónicos.</p> <p>En particular, si la sociedad tuviera Web Corporativa y dentro de ella hubiera sido creada el área privada de Consejo de Administración, la adopción de este tipo de acuerdos podrá tener lugar mediante la inserción en dicha área del documento en formato electrónico conteniendo los acuerdos</p> | <p>in electronic format containing the writing in which it is contained or by your expressed will in such area.</p> <p>The advance vote will only be effective if the Board is validly constituted, and it must be received by the Board at least 24 hours before the meeting. The vote can be revoked or modified until this time. Afterward, the distance vote can only be annulled by the board member's physical or telematic presence at the meeting.</p> <p>4. Organization of the Board of Directors</p> <p>The Board will regulate its own functioning and may designate a President and one or more Delegated Board Members. It may also appoint a Secretary, who may or may not be a Board member.</p> <p>The Board may confer any kind of general or special powers and delegate to the Delegated Board Members any faculties that are not prohibited by law or the company's bylaws, to be exercised collectively.</p> <p>The Board may revoke delegations and powers it has conferred at its discretion.</p> <p>5. Remuneration</p> <p>The Board members may receive remuneration consisting of: (i) a fixed monetary allocation, and/or (ii) a variable allocation determined annually by the General Shareholders' Meeting, proportional to the company's importance, its financial situation, and market standards, as established by Article 217 of the Capital Companies Act. If a financial year lasts less than 12 months, the amount of the remuneration will be reduced proportionally. If a financial year lasts less than 12 months, the amount of the remuneration will be reduced proportionally.</p> <p>The remuneration will accrue monthly, proportional to the time each board member has served their role.</p> <p>Payment will be made within the first 15 days of the following month.</p> <p>Until the General Shareholders' Meeting determines the remuneration for a given year,</p> |
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| <p>propuestos y del voto sobre los mismos por todos los consejeros expresado mediante el depósito, también en ese área privada, utilizando su sistema de identificación, de documentos en formato electrónico conteniéndolo o por su manifestación de voluntad expresada de otra forma a través de dicha área. A estos efectos la sociedad podrá comunicar por correo electrónico a los Consejeros las referidas inserciones o depósitos.</p> <p>3.3.Voto a distancia anticipado en un Consejo convocado.</p> <p>Será válido el voto a distancia expresado por un consejero en relación con una reunión del Consejo de Administración convocada y que vaya a celebrarse de modo presencial.</p> <p>Dicho voto podrá expresarse, además de por los medios establecidos en su caso por la legislación aplicable, por escrito, físico o electrónico, o por cualquier otro medio de comunicación a distancia que garantice debidamente la identidad del Consejero que lo emite, dirigido al Presidente del Consejo. El consejero deberá manifestar el sentido de su voto sobre cada uno de los asuntos comprendidos en el Orden del Día del Consejo de que se trate. Caso de no hacerlo sobre alguno o algunos se entenderá que se abstiene en relación con ellos.</p> <p>Si existiera el área privada de Consejo de Administración en la Web Corporativa, el voto podrá ejercitarse por el consejero mediante el depósito en la misma, utilizando su sistema de identificación, del documento en formato electrónico conteniendo el escrito en el que lo contenga o por su manifestación de voluntad expresada de otra forma a través de dicha área. El depósito deberá realizarse con un mínimo de 24 horas de antelación a la hora fijada para el comienzo de la reunión del Consejo.</p> | <p>the last agreed remuneration will apply, updated according to the Consumer Price Index or any equivalent index or equivalent index. The remuneration thus received will be regularized, upward or downward, within the first 15 days of the calendar month following that in which the General Meeting approves the remuneration corresponding to the year in question</p> <p>The determination of the exact amount to be paid to each director, the conditions for obtaining it and its distribution among the different directors will be responsibility of the Board of Directors, which for this purpose will attend to the functions, responsibilities, membership or attendance on Board committees, and, in general, to the administration of the Company, based on quantifiable criteria and objectives.</p> <p>The Board will determine the exact amount to be paid to each board member, based on their functions, responsibilities, participation in committees, and dedication to the company's administration.</p> <p>5.1. Dietary Allowances</p> <p>The Board will receive allowances as agreed annually by the General Shareholders' Meeting for attending Board sessions and any related committees. The General Shareholders' Meeting will set rules for accrual and payment. Until the Meeting sets an amount for a given year, the previous year's amount will apply, adjusted for the Consumer Price Index or its equivalent.</p> <p>The Board will distribute these allowances based on the members' duties, responsibilities, participation in committees, and their overall dedication to the company's management.</p> <p>5.2. Other Remuneration Systems Linked to Share Value</p> <p>In addition to the above remuneration, there may be systems based on the share's market value or that involve awarding shares or options to Board members. These systems will be subject to approval by the General Shareholders' Meeting, which will determine the reference share value, the number of shares to be awarded, the option exercise price, and the duration and conditions of the remuneration system.</p> |
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| <p>El voto a distancia sólo producirá efectos si el Consejo se constituye válidamente y deberá ser recibido por el Consejo con una antelación mínima de 24 horas en relación con la hora fijada para el comienzo de la reunión. Hasta ese momento el voto podrá revocarse o modificarse. Transcurrido el mismo, el voto emitido a distancia sólo podrá dejarse sin efecto por la presencia personal, física o telemática, del Consejero en la reunión.</p> | <p>Likewise, and subject to compliance with legal requirements, similar remuneration systems may be established for the Company's personnel (managerial or not).</p> |
| <p>4. Organización del Consejo de Administración.</p> | <p>5.3. Compatibility with Other Compensation</p> |
| <p>El Consejo de Administración regulará su propio funcionamiento, podrá designar de su seno a un Presidente y a uno o varios Consejeros-Delegados. Asimismo, podrá nombrar a un Secretario que podrá ser o no Consejero.</p> | <p>The remuneration described in this article is compatible and independent from any salaries, compensation, or indemnities established for Board members performing executive or consultative functions, or any other type of role, regardless of their relationship with the company.</p> |
| <p>El Consejo de Administración podrá conferir toda clase de poderes generales o especiales y podrá delegar a favor de los Consejeros Delegados todas aquellas facultades y atribuciones cuya delegación no esté impedida por ministerio de la Ley o por los estatutos de la Compañía, para que éste pueda ejercer cada una de ellas de forma solidaria.</p> | <p>5.4. Liability and Other Contributions</p> |
| <p>El Consejo de Administración podrá revocar, cuando considere oportuno, las delegaciones y apoderamientos, generales o especiales, que hubiese efectuado.</p> | <p>The company may take out liability insurance for its Board members and, with prior approval from the General Shareholders' Meeting, may make contributions to pension systems for administrators (life, accidents, illness, health care, etc.) on terms that are customary and appropriate for the company's circumstances.</p> |
| <p>5. Retribución.</p> | <p>6. Representation</p> |
| <p>La retribución de los Consejeros consistirá: (i) en una asignación fija en metálico; y (ii) en una asignación variable que determinará anualmente la Junta General y establecida para cada ejercicio de doce (12) meses, y que guardará una proporción razonable con la importancia de la Sociedad, la situación económica que tenga en cada momento y los</p> | <p>The Board of Directors has the broadest powers to represent the company, both in and out of court. It may carry out all kinds of legal acts and business, including ordinary and extraordinary administration, with the exception of matters reserved for other bodies or outside the company's purpose.</p> |
| | <p>7. Common Powers of Board Members, the President, and the Secretary</p> |
| | <p>All Board members, as well as the President and Secretary, are authorized to appear before a Notary Public to formalize certifications of Board or General Meeting minutes and to rectify or amend any errors or omissions in those documents. They can also obtain their registration in the commercial registry, as necessary.</p> |

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| <p>estándares de mercado de empresas comparables, tal como establece el artículo 217 de la Ley de Sociedades de Capital. Si un ejercicio social tuviere una duración menor a doce meses, el importe de la retribución se reducirá proporcionalmente.</p> <p>El devengo de la retribución se entenderá por meses vencidos, de tal forma que la retribución de cada administrador será proporcional al tiempo que haya ejercido su cargo.</p> <p>El pago se efectuará por meses vencidos, dentro de los quince (15) primeros días del mes natural siguiente a aquél en que se haya devengado la retribución de que se trate.</p> <p>Mientras la Junta General no haya fijado la retribución aplicable a un determinado ejercicio, se aplicará mensualmente la última retribución acordada, actualizada según el Índice de Precios al Consumo, o índice equivalente que lo sustituya. Las retribuciones así percibidas serán regularizadas, al alza o a la baja, dentro de los quince (15) primeros días del mes natural siguiente a aquél en el que la Junta General apruebe la retribución correspondiente al ejercicio en cuestión.</p> <p>La fijación de la cantidad exacta a abonar a cada administrador, las condiciones para su obtención y su distribución entre los distintos administradores corresponderá al Consejo de Administración, que a tal efecto atenderá a las funciones, responsabilidades, pertenencia o asistencia a comisiones del Consejo, y, en general, a la dedicación de los consejeros a la administración de la Sociedad, sobre la base de criterios objetivos y cuantificables.</p> <p>5.1.Dietas: Asimismo, el Consejo percibirá colegiadamente las dietas que anualmente acuerde la Junta General por asistencia a las sesiones del Consejo de Administración de la Sociedad y, en su caso, de sus Comisiones. La Junta</p> | |
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General establecerá las reglas de devengo y pago de dichas dietas. Mientras la Junta General no haya fijado el importe de las dietas de un determinado ejercicio, se aplicarán las últimas acordadas, si bien actualizadas según el Índice de Precios al Consumo o índice equivalente que lo sustituya.

Corresponderá al Consejo la distribución de las dietas entre sus miembros, debiendo atender a tal efecto a las funciones, responsabilidades, pertenencia o asistencia a comisiones del Consejo, y, en general, a la dedicación de los consejeros a la administración de la Sociedad, sobre la base de criterios objetivos y cuantificables.

5.2.Otros sistemas retributivos referenciados al valor de la acción:

Adicionalmente, y con independencia de la retribución contemplada en los apartados anteriores, se prevé el establecimiento de sistemas de remuneración referenciados al valor de negociación de las acciones o que conlleven la entrega de acciones o de derechos de opción sobre acciones, destinados a los Consejeros. La aplicación de dichos sistemas de retribución deberá ser acordada por la Junta General de Accionistas, que determinará el valor de las acciones que se tome como referencia, el número de acciones a entregar a cada Consejero, el precio de ejercicio de los derechos de opción, el plazo de duración de este sistema de retribución y las demás condiciones que estime oportunas.

Asimismo, y previo cumplimiento de los requisitos legales, podrán establecerse sistemas de retribución similares para el personal (directivo o no) de la Sociedad.

5.3.Compatibilidad con otras

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contraprestaciones: Las percepciones previstas en este artículo serán compatibles e independientes de los sueldos, retribuciones, indemnizaciones o compensaciones de cualquier clase establecidos con carácter general o individual para aquellos miembros del Consejo de Administración que realicen funciones ejecutivas, de carácter consultivo o de cualquier otro tipo a favor de la Sociedad, cualquiera que sea la naturaleza de su relación con la Sociedad, ya sea laboral -común o especial de alta dirección- mercantil o de prestación de servicios.

5.4. Responsabilidad civil y otras aportaciones: La Sociedad podrá contratar un seguro de responsabilidad civil para sus Consejeros, y, previo acuerdo de la Junta General de Accionistas, podrá realizar aportaciones a sistemas de previsión relativos a los administradores (vida, accidentes, enfermedad, asistencia sanitaria, etc.) en las condiciones usuales y proporcionadas a las circunstancias de la Sociedad.

6. Representación.

La representación de la Sociedad, en juicio y fuera de él, corresponde al Consejo de Administración que tendrá las más amplias facultades para contratar en general, pudiendo realizar toda clase de actos y negocios jurídicos, obligacionales o dispositivos, tanto de administración ordinaria y extraordinaria, como de riguroso dominio y ello respecto a toda clase de bienes muebles, inmuebles, dinero, valores mobiliarios y efectos de comercio, sin más excepción que la de aquellos asuntos que sean competencia de otros órganos o no estén incluidos en el objeto social.

7. Facultades comunes de los miembros del Consejo de Administración, del

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| <p>Presidente y del Secretario de la Junta y del Consejo de Administración.</p> <p>Todos los miembros del Consejo de Administración así como el Presidente y el Secretario estarán facultados para comparecer ante Notario Público, a fin de protocolizar las certificaciones que, conforme a lo previsto en los Estatutos, se expidan en relación o extracto de las Actas de los Acuerdos tomados por la Junta General o por el Órgano de Administración, y a tal fin, formalicen y otorguen cuantos documentos públicos o privados sean necesarios o convenientes, en orden a rectificar o subsanar posibles errores u omisiones, que pudieran estimarse existentes en tales documentos y en las escrituras que las protocolicen y obtener su inscripción en el Registro mercantil, e incluso para hacer salvedad de lo prevenido en preceptos legales de imperativa o prevalente aplicación a estos respectos.</p> | |
| <p>ARTÍCULO 26.- COMISIONES EN EL SENO DEL CONSEJO DE ADMINISTRACIÓN.</p> <p>Con carácter general, las normas establecidas en el artículo precedente sobre el funcionamiento del Consejo de Administración, especialmente en lo que se refiere a la creación de un área privada para el mismo a través de la Web Corporativa, la delegación de voto, voto a distancia y asistencia a sesiones por medios telemáticos, serán aplicadas analógicamente a cualquier comisión que el Consejo cree en su seno.</p> <p>1. Comisión de Auditoría</p> <p>El Consejo de Administración podrá acordar la creación de una Comisión de Auditoría y de Nombramientos que deberá estar integrada por, al menos, tres (3) Consejeros nombrados por el Consejo de Administración, quienes tendrán la capacidad, experiencia y dedicación necesarias para desempeñar sus funciones.</p> | <p>ARTICLE 26.- COMMITTEES WITHIN THE BOARD OF DIRECTORS.</p> <p>As a general rule, the regulations established in the previous article regarding the operation of the Board of Directors, especially regarding the creation of a private area for the Board through the Corporate Website, vote delegation, remote voting, and attendance at sessions via telecommunication means, shall be analogously applied to any committee created by the Board.</p> <p>1. Audit Committee</p> <p>The Board of Directors may decide to create an Audit and Nominations Committee, which must consist of at least three (3) Directors appointed by the Board of Directors, who must have the necessary skills, experience, and dedication to carry out their duties.</p> <p>The Audit Committee shall be composed exclusively of non-executive directors appointed by the Board of Directors, with the majority being independent directors. In the appointment of all members, and especially its chairman, their knowledge and experience in accounting,</p> |

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| <p>La Comisión de Auditoría estará compuesta exclusivamente por consejeros no ejecutivos nombrados por el Consejo de Administración, debiendo ser la mayoría consejeros independientes y debiendo tenerse en cuenta, en el nombramiento de todos ellos y, en especial, de su presidente, sus conocimientos y experiencia en materia de contabilidad, auditoría o gestión de riesgos.</p> <p>El Presidente de la Comisión de Auditoría será designado por el Consejo de Administración de entre los consejeros independientes que formen parte de la Comisión y deberá ser sustituido cada cuatro años, pudiendo ser reelegido una vez transcurrido el plazo de un año desde su cese como Presidente, sin perjuicio de su continuidad o reelección como miembro de la Comisión.</p> <p>Actuará como Secretario de la Comisión el Secretario del Consejo de Administración o la persona que, en su caso, designe el Consejo de Administración de la Compañía para el desempeño de ese cargo.</p> <p>La Comisión servirá de apoyo al Consejo de Administración en sus cometidos de vigilancia, mediante la revisión periódica del proceso de elaboración de la información económico-financiera, de los controles internos de la Sociedad y de la independencia del auditor externo.</p> <p>Sin perjuicio de cualesquiera otros cometidos que puedan serle asignados en cada momento por el Consejo de Administración o su Presidente, son funciones y competencias de la Comisión de Auditoría:</p> <ol style="list-style-type: none"> 1. Revisar periódicamente las Políticas de riesgos y proponer su modificación y actualización al Consejo de Administración. | <p>auditing, or risk management must be taken into account.</p> <p>The Chairman of the Audit Committee shall be appointed by the Board of Directors from among the independent directors who are part of the Committee and must be replaced every four years, with the possibility of re-election after a one-year period from the cessation of their role as Chairman, without affecting their continuity or re-election as a member of the Committee.</p> <p>The Secretary of the Committee shall be the Secretary of the Board of Directors or the person designated by the Board of Directors to perform this role.</p> <p>The Committee shall support the Board of Directors in its oversight responsibilities by periodically reviewing the process of preparing financial information, the internal controls of the Company, and the independence of the external auditor.</p> <p>Without prejudice to any other duties assigned by the Board of Directors or its Chairman, the functions and responsibilities of the Audit Committee are:</p> <ol style="list-style-type: none"> 1. To periodically review the risk policies and propose their modification and update to the Board of Directors. 2. To approve the policy regarding the appointment of the external auditor. 3. To inform the General Shareholders' Meeting on matters raised by shareholders within its jurisdiction. 4. To supervise the effectiveness of the internal control system of the Company and its Group, as well as its risk management systems, including tax matters. 5. To analyze, together with the external auditors, any significant weaknesses in the internal control system identified during the audit process. 6. To supervise the process of preparing and presenting the required financial information. |
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| <p>2. Aprobar la política relativa a la contratación del auditor de cuentas.</p> <p>3. Informar a la Junta General de Accionistas sobre cuestiones que en ella planteen los accionistas en materia de su competencia.</p> <p>4. Supervisar la eficacia del control interno de la Sociedad y de su Grupo, así como de sus sistemas de gestión de riesgos, incluidos los fiscales.</p> <p>5. Analizar, junto con los auditores de cuentas, las debilidades significativas del sistema de control interno detectadas en el desarrollo de la auditoría.</p> <p>6. Supervisar el proceso de elaboración y presentación de la información financiera preceptiva.</p> <p>7. Proponer al Consejo de Administración, para su sometimiento a la Junta General de Accionistas, el nombramiento, reelección o sustitución de los auditores de cuentas, así como las condiciones de su contratación, de acuerdo con la normativa aplicable, y recibir regularmente de estos información sobre el plan de auditoría y su ejecución, además de preservar su independencia en el ejercicio de sus funciones.</p> <p>8. Establecer las oportunas relaciones con los auditores de cuentas para recibir información sobre aquellas cuestiones que puedan poner en riesgo su independencia, para su examen por la Comisión de Auditoría, y cualesquiera otras relacionadas con el proceso de desarrollo de la auditoría de cuentas, así como aquellas otras comunicaciones previstas en la legislación de auditoría de cuentas y en las restantes normas de auditoría.</p> | <p>7. To propose to the Board of Directors, for submission to the General Shareholders' Meeting, the appointment, reappointment, or replacement of the external auditors, as well as the terms of their contract, in accordance with applicable regulations, and to regularly receive information from them on the audit plan and its execution while safeguarding their independence in carrying out their duties.</p> <p>8. To establish appropriate relations with external auditors to receive information on any issues that may threaten their independence, for examination by the Audit Committee, and other matters related to the audit process, as well as other communications required by audit legislation and regulations.</p> <p>9. In any case, to receive annually from the external auditors a written confirmation of their independence in relation to the Company or entities linked to it directly or indirectly, as well as information about additional services provided and corresponding fees received by these entities or their affiliates, as per auditing laws.</p> <p>10. To issue annually, prior to the audit report, an additional report expressing an opinion on the independence of the external auditors, which will be made available to shareholders in the meeting notice.</p> <p>11. This report must address the provision of additional services referred to in the previous section, in accordance with the law.</p> <p>12. To inform the Board of Directors prior to the adoption of decisions regarding financial information the Company must disclose periodically, ensuring that interim financial statements are prepared with the same accounting principles as the annual financial statements and, for this purpose, considering the need for a limited review by the external auditors.</p> |
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| <p>9. En todo caso, deberá recibir anualmente de los auditores de cuentas la confirmación escrita de su independencia en relación con la Sociedad o entidades vinculadas a esta directa o indirectamente, así como la información de los servicios adicionales de cualquier clase prestados y los correspondientes honorarios percibidos de estas entidades por los citados auditores de cuentas, o por las personas o entidades vinculadas a estos de acuerdo con lo dispuesto en la legislación sobre auditoría de cuentas.</p> <p>10. Emitir anualmente, con carácter previo al informe de auditoría de cuentas, un informe adicional en el que se expresará una opinión sobre la independencia de los auditores de cuentas, que se pondrá a disposición de los accionistas en la convocatoria de la Junta correspondiente.</p> <p>11. Este informe deberá pronunciarse, en todo caso, sobre la prestación de los servicios adicionales a que hace referencia el apartado anterior, en los términos establecidos por la ley.</p> <p>12. Informar previamente al Consejo de Administración respecto de la información financiera que, por su condición, la Sociedad deba hacer pública periódicamente, debiendo asegurarse de que los estados financieros intermedios se formulan con los mismos criterios contables que las cuentas anuales y, a tal fin, considerar la procedencia de una revisión limitada del auditor de cuentas.</p> <p>13. Informar al Consejo de Administración, con carácter previo a la adopción por este de la correspondiente decisión, sobre la creación o adquisición de participaciones en entidades de propósito especial o domiciliadas en países o territorios que tengan la consideración de paraísos fiscales y las operaciones con partes</p> | <p>13. To inform the Board of Directors prior to the adoption of decisions concerning the creation or acquisition of interests in special purpose entities or those domiciled in tax havens, as well as transactions with related parties.</p> <p>14. To issue reports and take actions within its competencies as requested by the Board of Directors or its Chairman in accordance with the corporate governance system.</p> <p>The Audit Committee shall meet as necessary to fulfill its functions and at least once a quarter. The Committee will also meet whenever called by its Chairman, either on their own initiative or at the request of any of its members, who may suggest adding a particular issue to the agenda. The meeting notice must be sent with sufficient notice, no less than three days (except in urgent cases), and in writing, including the agenda. However, a valid meeting of the Audit Committee can also occur if all members are present and agree to hold a session.</p> <p>2. Nominations Committee</p> <p>The Board of Directors may establish a Nomination and Remuneration Committee. The composition and functioning rules of the Nomination and Remuneration Committee should ideally follow these guidelines:</p> <ol style="list-style-type: none"> 1. The Board shall appoint members to this Committee, considering their knowledge and experience in human resources and remuneration policies, especially in expanding companies or those with small capital. 2. The Committee shall report to the Board on its meetings, activities, and work performed. 3. The Committee should have a minimum of three members. If possible, all members should be Directors, and preferably non-executive, with one or two being independent. If necessary to meet the minimum number, the Committee may include a non-Director, provided their professional background is appropriate, especially with experience in |
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| <p>vinculadas.</p> <p>14. Emitir los informes y desarrollar las actuaciones que, en su ámbito competencial, le correspondan, adicionalmente, de conformidad con el sistema de gobierno corporativo, le soliciten el Consejo de Administración o su Presidente.</p> <p>La Comisión de Auditoría se reunirá en las ocasiones necesarias para cumplir sus funciones y, al menos, una vez al trimestre. La Comisión se reunirá también en todas aquellas ocasiones en que sea convocada por su Presidente, por iniciativa propia o a instancia de cualquiera de sus miembros, quienes en cualquier caso podrán indicar al Presidente la conveniencia de incluir un determinado asunto en el Orden del Día de la siguiente reunión. La convocatoria habrá de hacerse con la suficiente antelación, no inferior a tres días (excepto en el caso de sesiones de carácter urgente), y por escrito, incluyendo el Orden del Día. Sin embargo, será también válida la reunión de la Comisión de Auditoría cuando, hallándose presentes todos sus miembros, éstos acuerden celebrar una sesión.</p> <p>2. Comisión de Nombramientos</p> <p>El Consejo de Administración, podrá constituir en su seno de una Comisión de trabajo para Nombramientos y Retribuciones.</p> <p>Las reglas de composición y funcionamiento de la Comisión de trabajo para Nombramientos y Retribuciones procurarán observar, en lo posible, las siguientes directrices:</p> <p>1. El Consejo designará, en su caso, los miembros de esta Comisión teniendo presentes sus conocimientos y experiencia en materia de recursos humanos y políticas retributivas,</p> | <p>expanding companies or small capital companies.</p> <p>4. Preferably, the Chairman shall be an independent Director, if possible.</p> <p>5. External advice may be sought when necessary to perform its duties.</p> <p>Minutes or appropriate records of the meetings will be taken, and copies or, where appropriate, information will be sent to the Board of Directors.</p> |
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| <p>especialmente en empresas en expansión o de reducida capitalización.</p> <p>2. La Comisión dará cuenta al Consejo de sus reuniones, actividad y trabajo realizado.</p> <p>3. La Comisión procurará contar con un mínimo de tres miembros. Si fuere posible, todos ellos serán Consejeros y, en su caso, se procurará que todos sean no ejecutivos y que uno o dos de ellos sean independientes. En lo menester, para alcanzar ese número mínimo de componentes, podría formar parte de esta Comisión alguna persona no Consejera, siempre y cuando sus condiciones profesionales fuesen adecuadas, en particular si contase con conocimientos y experiencia en empresas en expansión o de reducida capitalización.</p> <p>4. Preferiblemente, siempre que sea posible, su Presidente será un Consejero independiente.</p> <p>5. Se podrá recabar el asesoramiento externo, cuando se considere necesario para el desempeño de sus funciones.</p> <p>Se levantará acta o constancia adecuada de las reuniones, de las que se remitirá copia o, en su caso, información al Consejo de Administración.</p> | |
| <p><u>TITULO IV.- DEL EJERCICIO SOCIAL, CUENTAS ANUALES Y DISTRIBUCIÓN DE BENEFICIOS.</u></p> | <p><u>TITLE IV. OF THE FISCAL YEAR, ANNUAL ACCOUNTS, AND DISTRIBUTION OF PROFITS.</u></p> |
| <p>ARTICULO 27.- EJERCICIO SOCIAL.</p> <p>El ejercicio económico de la sociedad será anual, comenzando el uno de enero y terminando el treinta y uno de diciembre. Por excepción, el primero comenzará el día que den comienzo las operaciones sociales.</p> | <p>ARTICLE 27. FISCAL YEAR.</p> <p>The company's fiscal year shall be annual, starting on January 1st and ending on December 31st. By exception, the first fiscal year shall begin on the day the company's operations commence.</p> |

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| <p>ARTICULO 28.- CUENTAS ANUALES.</p> <p>1. Formulación.</p> <p>El Órgano de Administración deberá formular, en el plazo máximo de tres (3) meses contados a partir del cierre del ejercicio social, las cuentas anuales, el informe de gestión y, en su caso, la propuesta de aplicación del resultado, observando en todo caso las reglas establecidas para ello en la Ley de Sociedades de Capital y en las normas complementarias que le sean de aplicación en materia contable.</p> <p>2. Aprobación.</p> <p>De la misma forma, las cuentas anuales y el informe de gestión, debidamente formulados, así como la propuesta de aplicación del resultado, serán aprobadas por la Junta General de Accionistas, con carácter ordinario, según lo contenido en el artículo 12 de los presentes Estatutos, dentro de los seis (6) meses siguientes al cierre del cada ejercicio social.</p> | <p>ARTICLE 28. ANNUAL ACCOUNTS.</p> <p>1. Preparation.</p> <p>The Board of Directors shall prepare the annual accounts, the management report, and, where applicable, the proposal for the allocation of results, within a maximum period of three (3) months from the close of the fiscal year, in accordance with the rules established in the Capital Companies Act and the applicable accounting regulations.</p> <p>2. Approval.</p> <p>Similarly, the annual accounts and the management report, duly prepared, as well as the proposal for the allocation of results, shall be approved by the General Shareholders' Meeting, on a regular basis, in accordance with the provisions of Article 12 of these Bylaws, within six (6) months following the close of each fiscal year.</p> |
| <p>ARTICULO 29.- DISTRIBUCIÓN DE BENEFICIOS.</p> <p>Los beneficios para cada ejercicio, si los hubiere y acordare su distribución por la Junta General de Accionistas, se repartirán entre los accionistas en proporción al capital que los mismos hubieran desembolsado, sin perjuicio de las limitaciones y atenciones previstas en la Ley de Sociedades de Capital, o de las voluntarias acordadas legalmente, de conformidad con la Ley de Sociedades de Capital.</p> | <p>ARTICLE 29. DISTRIBUTION OF PROFITS.</p> <p>The profits for each fiscal year, if any, and as agreed upon for distribution by the General Shareholders' Meeting, shall be distributed among the shareholders in proportion to the capital they have contributed, without prejudice to the limitations and provisions established in the Capital Companies Act, or any voluntary agreements legally made, in accordance with the Capital Companies Act.</p> |
| <p><u>TITULO V.- DE LA DISOLUCION Y LIQUIDACIÓN DE LA SOCIEDAD.</u></p> | <p><u>TITLE V. DISSOLUTION AND LIQUIDATION OF THE COMPANY.</u></p> |
| <p>ARTÍCULO 30.- DISOLUCIÓN.</p> | <p>ARTICLE 30. DISSOLUTION.</p> |

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| La sociedad se disolverá por las causas y en las formas prevenidas en la ley. | The company will be dissolved for the reasons and in the manner provided by law. |
| ARTÍCULO 31.- LIQUIDACIÓN. Durante el período de liquidación continuarán aplicándose a la sociedad las normas previstas en la ley y en estos estatutos que no sean incompatibles con el régimen legal específico de la liquidación. Salvo acuerdo en contrario de la Junta General, la liquidación quedará a cargo del órgano de administración. Si su número fuera par, quedará excluido el consejero de menor edad, para que el número sea impar, por exigirlo así la vigente ley. Los así designados, en su condición de liquidadores, practicarán la liquidación y división de acuerdo con lo acordado por la Junta General o, en su defecto, por las disposiciones legales. Los liquidadores tendrán todas las facultades inherentes a su función de liquidación, de conformidad con el Código de Comercio y Ley de Sociedades de Capital. Tendrán facultades para enajenar los bienes sociales, sin necesidad de subasta pública, tratándose de inmuebles. Una vez satisfechos todos los acreedores y consignado el importe de sus créditos contra la Sociedad, y asegurados competentemente los no vencidos, el activo resultante se repartirá entre los socios, conforme a la Ley. El reparto del haber líquido, una vez satisfechas las deudas sociales, podrá hacerse en metálico o in natura, salvo que otra cosa acuerde la Junta General. | ARTICLE 31. LIQUIDATION. During the liquidation period, the rules established by law and these bylaws that are not incompatible with the specific legal regime of liquidation will continue to apply to the company. Unless otherwise agreed by the General Shareholders' Meeting, the liquidation will be carried out by the board of directors. If the number of board members is even, the youngest director will be excluded to ensure the number is odd, as required by current law. The designated individuals, in their capacity as liquidators, will carry out the liquidation and division according to what has been agreed by the General Shareholders' Meeting or, in its absence, by legal provisions. The liquidators will have all the powers inherent to their liquidation function, in accordance with the Commercial Code and the Companies Act. They will have the authority to sell the company's assets without the need for a public auction, in the case of real estate. Once all creditors have been satisfied and the amount of their claims against the company has been deposited, and the non-due claims have been adequately secured, the resulting assets will be distributed among the partners, in accordance with the law. The distribution of the remaining assets, once the company's debts have been settled, may be done in cash or in kind, unless the General Shareholders' Meeting agrees otherwise. |
| <u>TÍTULO VI.- OTRAS DISPOSICIONES</u> | <u>TITLE VI. OTHER PROVISIONS</u> |
| ARTÍCULO 32.- HABILITACIÓN AL ÓRGANO DE ADMINISTRACIÓN. El Órgano de Administración está plenamente facultado para desarrollar lo dispuesto en estos Estatutos, en particular, con relación a las áreas | ARTICLE 32. AUTHORIZATION OF THE ADMINISTRATION BODY. The Administration Body is fully authorized to implement the provisions of these Statutes, particularly in relation to the private areas of the Corporate Website, delegation of votes, remote |

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| <p>privadas de la Web Corporativa, delegación de voto, voto a distancia y asistencia a Juntas y Consejos por medios telemáticos, y en general todo lo relativo a las comunicaciones por dichos medios entre sociedad, accionistas y Administradores.</p> <p>En particular, podrán adaptar los medios de identificación de los accionistas y Administradores en sus relaciones con la sociedad a las evoluciones tecnológicas que pudieran producirse. El ejercicio de esta facultad por los Administradores deberá ponerse en conocimiento de todos los accionistas.</p> | <p>voting, and attendance at Shareholder and Board meetings by telematic means, as well as any other matters concerning communications through these means between the company, shareholders, and Administrators.</p> <p>In particular, they may adapt the identification methods for shareholders and Administrators in their interactions with the company to any technological advancements that may arise. The exercise of this authority by the Administrators must be communicated to all shareholders.</p> |
| <p>ARTÍCULO 33.- PROTECCIÓN DE DATOS PERSONALES.</p> <p>De conformidad con lo establecido en la normativa vigente de protección de datos, los datos personales de los accionistas, Administradores y miembros del Consejo serán incorporados a los correspondientes ficheros, automatizados o no, creados por la sociedad, con la finalidad de gestionar las obligaciones y derechos inherentes a su condición, incluyendo la administración, en su caso, de la Web corporativa, según lo dispuesto en la ley y los presentes Estatutos, pudiendo aquellos ejercitar sus derechos en el domicilio social, haciendo uso de los medios que permitan acreditar su identidad.</p> | <p>ARTICLE 33. PERSONAL DATA PROTECTION.</p> <p>In accordance with the applicable data protection regulations, the personal data of shareholders, Administrators, and Board members will be included in the corresponding files, whether automated or not, created by the company, with the purpose of managing the obligations and rights inherent to their status, including, where applicable, the administration of the corporate website, as provided by law and these Statutes. These individuals may exercise their rights at the company's registered office, using the means that allow them to verify their identity.</p> |
| <p>ARTÍCULO 34.- EXCLUSIÓN DE NEGOCIACIÓN.</p> <p>Desde el momento en el que las acciones de la Sociedad sean admitidas a negociación en un mercado o sistema de negociación multilateral, en el caso en que la Junta General adopte un acuerdo de exclusión de negociación de sus acciones en dicho mercado que no estuviese respaldado por la totalidad de los accionistas, la Sociedad estará obligada a ofrecer a los accionistas que no hubieran votado a favor, la adquisición de sus acciones al precio justificado que resulte de la regulación de las ofertas</p> | <p>ARTICLE 34. EXCLUSION FROM TRADING.</p> <p>From the moment the Company's shares are admitted for trading on a market or multilateral trading system, if the General Meeting adopts a resolution to exclude the shares from trading on such a market that is not supported by all shareholders, the company will be required to offer to shareholders who did not vote in favor, the acquisition of their shares at the justified price resulting from the regulations on public offers for the acquisition of securities in cases of exclusion from trading on the market where it is listed or on another multilateral trading system.</p> <p>The Company will not be subject to the above obligation if it resolves to admit its shares for</p> |

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| <p>públicas de adquisición de valores para los supuestos de exclusión de negociación en el mercado que cotice o en otro mercado o sistema multilateral de negociación.</p> <p>La Sociedad no estará sujeta a la obligación anterior cuando acuerde la admisión a cotización de sus acciones en un mercado secundario oficial con carácter simultáneo a su exclusión de negociación del mercado.</p> | <p>listing on an official secondary market simultaneously with its exclusion from trading on the current market.</p> |
| <p>ARTÍCULO 35.- PUBLICIDAD DE LOS PACTOS PARASOCIALES.</p> <p>Los accionistas estarán obligados a comunicar a la Sociedad los pactos que suscriban, prorroguen o extingan y en virtud de los cuales se restrinja la transmisibilidad de las acciones de su propiedad o queden afectados los derechos de voto que les confieren.</p> <p>Las comunicaciones deberán realizarse al órgano o persona que la Sociedad haya designado al efecto y dentro del plazo máximo de los cuatro (4) días hábiles siguientes a aquel en que se hubiera producido el hecho determinante de la obligación de comunicar.</p> <p>De ser el caso, la sociedad dará publicidad a dichas comunicaciones de conformidad con lo dispuesto en las normas reguladoras del mercado, si fuera el caso, en que esté cotizando.</p> | <p>ARTICLE 35.- PUBLICITY OF SHAREHOLDER AGREEMENTS.</p> <p>Shareholders will be required to notify the Company of any agreements they enter into, extend, or terminate, and by which the transferability of their shares is restricted or the voting rights conferred on them are affected.</p> <p>Such communications must be made to the body or person designated by the Company for this purpose within a maximum period of four (4) business days from the date on which the event triggering the obligation to communicate occurred.</p> <p>If applicable, the Company will publicize such communications in accordance with the regulations of the market, if any, in which it is listed.</p> |
| <p>ARTÍCULO 36.- REGIMEN SUPLETORIO.</p> <p>En lo no previsto en estos Estatutos, se estará a lo dispuesto en el Real Decreto Legislativo 1/2010, de 2 de julio, por el que se aprueba el Texto Refundido de la Ley de Sociedades de Capital (Ley de Sociedades de Capital en los presentes Estatutos) y demás legislación aplicable.</p> | <p>ARTICLE 36.- SUPPLEMENTARY REGIME.</p> <p>In matters not provided for in these Statutes, the provisions of Royal Legislative Decree 1/2010, of July 2, which approves the Consolidated Text of the Spanish Companies Act (referred to as the Companies Act in these Statutes), and other applicable legislation, shall apply.</p> |
| <p>ARTÍCULO 37.- LEGISLACION APLICABLE.</p> | <p>ARTICLE 37.- APPLICABLE LEGISLATION.</p> |

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| <p>La remisión que en estos estatutos se hace a la Ley de Sociedades de Capital u otras leyes, legislación o normas que puedan resultar de aplicación, se entenderá hecha a las sucesivas que interpreten, amplíen, condicionen, modifiquen, sustituyan o deroguen las vigentes.</p> | <p>Any reference in these statutes to the Companies Act or other laws, legislation, or regulations that may apply shall be understood as referring to any subsequent laws that interpret, extend, modify, replace, or repeal the current ones.</p> |
| <p>ARTÍCULO 38.- JURISDICCIÓN.</p> <p>Toda cuestión o diferencia que se suscite entre la Sociedad y sus accionistas, por motivos sociales, será sometida, si llegase a la vía contenciosa, a la jurisdicción de los tribunales de Madrid Capital.</p> | <p>ARTICLE 38.- JURISDICTION.</p> <p>Any issue or dispute arising between the Company and its shareholders, for corporate reasons, shall be submitted, if it becomes contentious, to the jurisdiction of the courts of Madrid Capital.</p> |

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ESTATUTOS DE LA SOCIEDAD MERCANTIL INMOLECULE NANOTECH, S.A.

BYLAWS OF INMOLECULE NANOTECH, S.A.

ENGLISH VERSION OF THE PRESENT BYLAWS IS A FREE TRANSLATION INTO ENGLISH LANGUAGE ORIGINALLY ISSUED IN SPANISH LANGUAGE ONLY FOR INFORMATION PURPOSES. ALL POSSIBLE CARE HAS BEEN TAKEN TO ENSURE THAT THE TRANSLATION IS AN ACCURATE REPRESENTATION OF THE ORIGINAL. HOWEVER, IN THE EVENT OF DISCREPANCIES, THE SPANISH VERSION SHALL PREVAIL.

YO EDGAR ALONZO SANCHEZ BAJO PROTESTA DE DECIR VERDAD MANIFIESTO QUE LOS ESTATUTOS AQUI TRADUCIDOS DEL ESPAÑOL AL INGLÉS, FUERON TRADUCIDOS POR MI BAJO MI LEAL SABER Y ENTENDER.
I EDGAR ALONZO SANCHEZ, UNDER OATH OF TRUTH, DECLARE THAT THE STATUTES TRANSCRIBED FROM SPANISH TO ENGLISH HERE, WERE TRANSLATED BY ME TO THE BEST OF MY KNOWLEDGE AND UNDERSTANDING

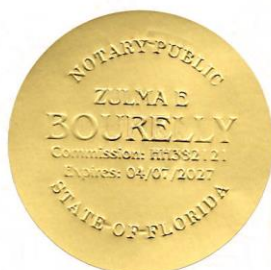
Edgar Alonzo Sanchez



TRADUCTOR PROFESIONAL; PROFESSIONAL TRANSLATOR



STATE OF FLORIDA
COUNTY OF MIAMI DADE



Sworn to (or affirmed) and subscribed before me by means of

☐

Physical Presence,

--- OR ---

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Online Notarization,

this 05 day of January, 2025, by

EDGAR ALONZO SANCHEZ

Name of person appearing before me



ZULMA E BOURELly
Notary Public
State of Florida
Commission: HH 382121
Expires: 04/07/2027

Place Notary Seal Stamp Above

ZULMA E BOURELly

Notary Public, State of Florida
My Commission: HH 382121
Expires: 04/07/2027

☐

is personally known to me

--- OR ---

☒

has produced a(n) **Identification Card** as
identification



175 SW 7th ST, Suite 1905
Miami FL 33130



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9. ONGOING OBLIGATIONS

In accordance with Euronext Access Rule Book, the next Ordinary Shareholders' meeting following the Technical Admission will be held during the first quarter in 2025, in order to resolve upon the approval of the financial statements for the financial year ended on 2024.

Website

An Issuer shall maintain an up-to-date website containing general information on its operations, governance and contact details. In accordance with the Market Abuse Regulation an Issuer shall post inside information on its website.

Accounting Standards

An Issuer must establish its accounting standards in accordance with the accounting standards of IFRS for consolidated accounts and local GAAP for individual accounts without prejudice to the National Regulations. An Issuer must publish on its website its annual financial statements in accordance with National Regulations timetable. In case no publication is foreseen in local rules and regulations, financial statements shall be published before the end of the first semester of the following year.

Report of changes

An Issuer shall report to Euronext the changes to its senior executive's team (managers with the power to take managerial decisions affecting the future developments and business prospects of the issuer) and the composition of its board as well as any changes to its Beneficial Owners to be made public in accordance with the Market Abuse Regulation as soon as the Issuer becomes aware of it. This information shall be sent to Euronext as soon as it is disclosed on the website.

Annual Certificate

An Issuer shall provide Euronext in December of each year a certificate in the form prescribed by Euronext confirming – among other things – that it has and will comply with the Market Abuse Regulation and that the changes in the management, board composition and shareholders have been duly notified to Euronext. This provision does not apply to Issuers that are admitted to trading on a Regulated Market or on

another organized market subject to equivalent standards as determined by Euronext.

Corporate action

Each Issuer shall inform Euronext of events affecting Securities that Euronext deems necessary to run a fair, orderly and efficient market. The relevant information shall be provided to Euronext in due time before the event affecting the Securities or the relevant corporate action, so that Euronext may take any appropriate technical measure. The events covered by this provision include the corporate actions as referred to in Article 61004/2 of Euronext Rule Book I.

Application of new securities

An application for admission to trading must cover all the Issuer's Securities of the same class issued at the time of the application or proposed to be issued for the admission planned. When additional Securities of the same class as Securities already admitted to trading are issued, application for admission to trading of such additional Securities shall be made: (a) as soon as they are issued in the case of a Public Offer of the Securities; and/or (b) no later than ninety (90) days after their issue in cases other than Public Offer.

Legal Entity Identifier

An Issuer shall take all necessary measures to have its LEI for as long as its Securities are admitted to trading on Euronext Access.

10. OTHER SIGNIFICANT MATTERS

10.1 OTHER SIGNIFICANT MATTERS

There are no other significant matters or characteristics associated with the issuer or its shares that are not covered by the disclosure requirements of Notice - Information Document.

10.2 PRESS RELEASE

CONFIDENTIALITY NOTICE

All the information contained in this document is confidential. It has been provided to you solely for your possible investment. For 2 years from the date of access to this document, you are obliged to: I. Maintain the Information in strict confidentiality, i.e. not to transmit it (in whole or in part) to any natural or legal person. This information shall not be transmitted to any other person or entity except with prior authorization or in cases where its disclosure is legally required, in which case you shall immediately inform the Company concerned. II. Use the Information exclusively for the purpose of studying its participation in the Project.