

Alicante, 7th of April 2021

PRESS RELEASE – FACEPHI BIOMETRIA, S.A.

Dear Sirs,

Under the provisions of article 17 of the Regulation (EU) No. 596/2014 on market abuse, and article 228 of the consolidated text of the Spanish Securities Market Act, approved by the Spanish Royal Legislative Decree 4/2015, of 23rd October, and concordant provisions, we hereby inform you about the following facts related to the company FACEPHI BIOMETRIA, S.A. (hereinafter “FacePhi” or “the Company”).

The Company published as Press Release on the 25th of January 2021 the resolutions adopted by the Extraordinary General Shareholders’ Meeting held on that date, which included, as the first point, the delegation to the Board of Directors of the power to issue warrants convertible into shares of the Company in favour of Nice & Green, S.A. (“Nice & Green”), with the exclusion of pre-emptive subscription rights, for a maximum conversion amount of €20,000,000, as well as to increase de share capital by the amount necessary to cover the conversion of said warrants.

On 15 February 2021, the Board of Directors adopted a resolution, under the delegation of the Company’s Extraordinary General Shareholders’ Meeting of January 25th, 2021, to carry out the first issue of 48,076,923 warrants convertible into shares of the Company for a maximum conversion amount of €2,500,000 (the “Equity Warrants (FEBRUARY 2021)”), with Nice & Green being the sole subscriber of the issue of the Equity Warrants (FEBRUARY 2021).

On 18 February 2021, Nice & Green, under the terms of the investment agreement, informed the Company and exercised its right to convert 237,456 Equity Warrants (FEBRUARY 2021) for a conversion amount of €850,000, communicated as Privileged Information on the 19th of February 2021.

On 6 April 2021, Nice & Green has informed the Company and exercised its right to convert 143,872 additional Equity Warrants (FEBRUARY 2021) for a conversion amount of €500,000

After this second conversion of the first tranche, Nice & Green still has the right to convert Equity Warrants up to the amount of €1,150,000 remaining from the first tranche, valid option until 19 May 2021, date in which the First Tranche’s exercise rights will end.

As a result of the above, FacePhi will grant a deed of capital increase in order to cover the issue of the Equity warrants issued. The new shares of the Company, issued following the capital increase, will have an issuing price of €3,4753 per share (€0.04 nominal value plus €3,4353 issue premium). Consequently, the Company’s share capital will be increased by a nominal amount of €5,754.88 (143,872 * €0.04).

After the aforementioned capital increase, the share capital is set at the sum of FIVE HUNDRED NINETY-TWO THOUSAND THREE HUNDRED NINETY-THREE EURO AND EIGHTY-EIGHT CENTS (€592,393.88), represented by FOURTEEN MILLION EIGHT

HUNDRED NINE THOUSAND EIGHT HUNDRED FORTY-SEVEN (14,809,847) shares of FOUR CENTS OF EURO (0.04 euros) of nominal value each, of the same class, equal, accumulative and indivisible.

We remain at your disposal for any clarification you might deem necessary.

Sincerely,

Salvador Martí Varó
Chairman of the Board of Directors