

Alicante, 7<sup>th</sup> November 2022

## COMMUNICATION – MARKET NOTICE – FACEPHI BIOMETRIA, S.A.

Dear Sirs,

Pursuant to Article 17 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation), and section 4.2.1 of Euronext Growth Markets Rule Book Part I: Harmonized Rules, on ongoing obligations of companies listed on Euronext, (hereinafter "Facephi" or "the Company") hereby notifies the following:

During the Extraordinary General Shareholders' Meeting of FACEPHI BIOMETRÍA, S.A. (hereinafter, "FACEPHI" or the "Company"), held on 7 November 2022, at first call, with the attendance of a total of 17 shareholders, present or represented, and representing a total of 30.49% of the share capital, all the resolutions submitted to vote in accordance with the notice of the General Meeting published at the time have been approved. The resolutions adopted are as follows:

### **FIRST – Examination and ratification of the schedule of work to be carried out by the audit committee for the 2022-2023 financial year.**

The Board be informed that the audit committee plans to carry out the following work during the financial year 2022-2023:

- Oversee the effectiveness of the Company's internal control, internal audit and risk management systems.
- Follow up, where appropriate, on significant weaknesses in the internal control system identified by the auditor during the audit.
- Oversee the process of preparing and presenting the required financial information.
- Submit to the Board of Directors proposals for the selection, appointment, re-election, and replacement of the auditor, as well as the responsibilities assumed with respect to the selection process, in accordance with the provisions of articles 16, paragraphs 2, 3 and 5, and 17.5 of Regulation (EU) No. 537/2014 of 16 April, as well as in relation to the determination of the terms and conditions of his engagement.
- Regularly collect information from the statutory auditor on the audit plan and its implementation.
- Review and, where appropriate, authorise the services performed by the auditor, other than those prohibited, on the terms contemplated in articles 5.4 and 6.2.b) of Regulation (EU) No. 537/2014 of 16 April 2014

and in the provisions of section 3 of Chapter IV of Title I of Law 22/2015 of 20 July 2015 on the auditing of accounts, on the independence regime.

**SECOND - Proposal and approval of the appointment and re-election of Mr Fernando Orteso de Travesedo as member of the Board of Directors, in his capacity as independent board member.**

It is unanimously approved to appoint Mr Fernando Orteso de Travesedo as Independent board member, for the statutory term of six (6) years, at the proposal and after a justifying report from the Board of Directors, and to ratify his performance to date.

**THIRD - Communication and submission to the General Meeting of the Criminal Risk Prevention and Compliance Policy, in accordance with UNE 19601 Standard on criminal compliance management systems approved by the Board of Directors.**

We now report to the Shareholders' Meeting on the approval by the Board of Directors of the update of the Compliance and Criminal Risk Prevention Plan, as well as on the new composition of the Compliance Committee.

The update of the Compliance and Criminal Risk Prevention Plan has included all the aspects required to ensure that Facephi has an updated Compliance Model, which are detailed through the development of the following actions:

- 1) Development of the Criminal Risk Prevention and Compliance Policy. In accordance with the UNE 19601 Standard on criminal compliance management systems, FacePhi has developed a Compliance and Criminal Risk Prevention Policy that includes the general principles of action and the bases of the Company Model, as well as the commitment of the Board of Directors to respect the Law and the "absolute rejection" of the commission of unlawful acts within the organisation.
- 2) Review of the Criminal Risk Prevention and Compliance Manual. Specifically, the content of the Compliance and Criminal Risk Prevention Manual has been reviewed in order to establish in detail the elements that make up the Corporate Model, which are as follows:
  - Analysis of the organisational context
  - Criminal compliance objectives
  - Internal governance model (three lines of defence model)
  - Financial Resources Management System
  
  - System for supervision, ongoing monitoring and verification/revision of the Compliance Model

- Complaints channel
  - Disciplinary proceedings
  - Communication, dissemination and training system
- 3) Updating of internal procedures that guarantee the existence of a Compliance Model with all the guarantees. In particular, the updated procedures are as follows:
- the Criminal Risks and Controls Matrix, which contains details of the identification and assessment of the criminal risks that apply to the Company and the controls implemented to prevent them.
  - the Basic Guide to supervision and monitoring of the Compliance Model, which describes the guidelines to be followed in order to comply with the management and organisation system for regulatory compliance and criminal prevention.

The Board of Directors has removed the former members of the Compliance Committee and appointed new members. To this effect, the Committee is composed of:

- Mr. Ramón Villot Sánchez, of Spanish nationality, of legal age, domiciled for professional purposes at Calle México, número 20, Edificio Marsamar, piso 3ºC, 03008, with National Identity Document nº \_ \_ \_, in his capacity as Head of Legal & Compliance of Facephi.
- Mr. Baldo Santana Martínez, of Spanish nationality, of legal age, domiciled for professional purposes at Calle México, number 20, Edificio Marsamar, piso 3ºC, 03008, with National Identity Document no. \_ \_ \_, in his capacity as Legal Assistant of Facephi.
- Ms. Marta Gómez Zambrana, of Spanish nationality, of legal age, domiciled for professional purposes at Calle México, number 20, Edificio Marsamar, floor 3ºC, 03008, with National Identity Document no. \_ \_ \_, in her capacity as Legal Assistant of Facephi.

The Board of Directors of Facephi has selected these persons taking into account their professional profiles, qualifications, knowledge and experience sufficient to guarantee the correct development of the daily work of the Compliance Committee and to exercise the functions entrusted to it in this respect.

Thus, in the performance of their duties, the members of the Compliance Committee must act under the strictest standards of autonomy, independence, professionalism, dedication and honesty, ensuring in all cases compliance with the provisions of the Law and, in general, with the rest of the Company's internal procedures and regulations.

#### **FOURTH – Questions and Answers**

There being no further questions, this section is closed and we shall move on to the next.

#### **FIFTH – Delegation of powers**

It was unanimously approved to delegate to the Chairman and the Secretary of the Board all the necessary formalities to make the agreements reached public.

#### **SIXTH.- If applicable, drafting, reading and approval of the minutes of the General Meeting.**

The minutes were then drawn up and signed

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

Sincerely,

Javier Mira Miró  
**Chairman of the Board of Directors**