

Alicante, 16<sup>th</sup> of May 2025

## **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 4.5.1 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:

The Board of Directors of Facephi, at its meeting held on May 13, 2025, resolved to convene the Ordinary and Extraordinary General Shareholders' Meeting of the Company, to be held at the company's registered office located at Avenida Perfecto Palacio de la Fuente, 6, 03003 Alicante, on June 16, 2025, at 12:00 p.m. on first call. Should the required quorum not be met, the Meeting will be held on second call, on the following day at the same time and place.

It is highly likely that the Meeting will be held on second call, given the possibility that the necessary quorum for a valid constitution may not be reached on first call.

The full text of the notice of meeting is attached as an Annex and will be published today on the Facephi website: [www.facephi.es](http://www.facephi.es)

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

Sincerely,

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



## Facephi Biometria S.A.

### Ordinary & Extraordinary Shareholders general meeting call

The Board of Directors of Facephi Biometría, S.A. (hereinafter, the Company), in a meeting that took place on 13<sup>th</sup> of May 2025, calls an Ordinary and Extraordinary General Shareholders Meeting. The meeting will take place at the Company's registered office, that is, Avenida Perfecto Palacio de la Fuente, 6, 03003, Alicante, Spain. It will be held **on first call on June 16<sup>th</sup>, 2025, at 12:00**. If a sufficient quorum is not reached, it will take place on second call (the following day at the same place and time) for deliberation and, if necessary, approval of the next one.

#### MEETING AGENDA

**FIRST – Examination and approval of the annual accounts (comprising the balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes), together with the management report for the year ended 31 December 2024.**

**SECOND: Examination and approval of the consolidated annual accounts (comprising the consolidated balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes to the financial statements, all of which are consolidated), together with the consolidated management report for the year ended 31 December 2024.**

**THIRD. – Examination and approval, as the case may be, of the proposal for the application of the Company's results corresponding to financial year 2024.**

**FOURTH: Examination and approval, as the case may be, of the management carried out by the Board of Directors of the Company for the financial year 2024.**

**FIFTH: Approval, as the case may be, of the remuneration to be received by the executive officers of the Company, as well as by the members of the Board of Directors during the 2025.**

**SIXTH – Capital increase by set-off of credits, therefore without pre-emptive subscription rights, for a nominal amount of 33,895.12 euros, by issuing and putting into circulation 847,378 ordinary shares with a nominal value of 0.04 euros each and a total share premium of 2,025,402.895 euros. Amendment of article 5 of the Articles of Association**

**SEVENTH - Delegation in favour of the Board of Directors of the power to carry out capital increases with the limit established in article 297.1.b) of the Capital Companies Act, up to half of the share capital on the date of authorisation, within the legal period of five years from the date of this Meeting, with the power to carry out the increase on one or more occasions and with the power to exclude pre-emptive subscription rights, in whole or in part, in accordance with the provisions of article 506 of the Capital Companies Act. Although this delegation to increase the share capital with the exclusion of pre-emptive subscription rights may not relate to more than twenty per cent of the Company's share capital, it may not relate to more than twenty per cent of the share capital of the Company.**

**EIGHTH – Authorisation to the Board of Directors to acquire treasury shares under the terms of article 146 of the Capital Companies Act for the maximum period permitted by law, also respecting the limit on share capital applicable under the regulations in force at the time of the acquisition for the acquisition of treasury shares.**

**NINTH - Revocation of the Auditor based on fair ground, for the financial year ending on 31 December 2025.**

**TENTH - Appointment of a new auditor of the accounts of the Company and its consolidable group, to audit the individual and consolidated annual accounts for the financial years ending on 31<sup>st</sup> December 2025, 2026, and 2027.**

*To authorise the directors to proceed with the registration of the revocation and appointment in the Companies Register.*

**ELEVENTH - Delegation of powers.**

**TWELFTH - Requests and questions.**

**THIRTEENTH - If appropriate, drafting, reading and approval of the minutes of the General Meeting.**

#### **RIGHT TO INFORMATION**

In accordance with the provisions of Articles 287, 301.4, 414 and 417 of the Law on Corporations, the shareholders are informed that there is no documentation to be submitted for approval.

- Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Annual Report), management report and report of the Company's auditor, and Consolidated Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Annual Report), management report and report of the Group's auditor.
- The Report of the Board of Directors of the Company on item 6 of the Agenda.
- The special report of the Company's auditor on item 6 on the agenda.

Additionally, any shareholder may examine the mentioned documentation at the Company's registered office, all without prejudice to the fact that they are available on the Company's web page <https://facephi.com/>

Likewise, in accordance with the provisions of Articles 197.1 and 2 of the Law on Corporations, it is hereby stated that from the publication of this notice of call (up to the seventh day prior to the date scheduled for the meeting at first call) the shareholders have the right to request in writing the information or clarifications regarding the agenda. They may also ask any questions they consider necessary. Moreover, during the celebration of the general meeting, the shareholders may verbally request the information or clarifications they consider convenient regarding the agenda. If the shareholder's right cannot be satisfied at that time, the directors will be obliged to provide the requested information in writing, within seven days after the conclusion of the meeting.

#### **RIGHT OF ATTENDANCE AND REPRESENTATION**

The General Meeting may be attended by all shareholders who appear as holders in the corresponding accounting register (at least five days before the meeting is held) and who have the attendance card at the company's registered office. This card may be replaced by the appropriate certificate of entitlement issued by the corresponding entity affiliated to IBERCLEAR.

Any shareholder who so requests and accredits his status may obtain the aforementioned attendance card, both nominative and personal, at the registered office. This card will allow the shareholder to exercise all his rights as a shareholder of the Company. Any shareholder who is entitled to attend the General Meeting but does not attend may be represented by another person. This person may not be a shareholder but must comply with the requirements and formalities required by law. The representation must be conferred in writing or by any telematic or audiovisual means. In the latter case, it must be recorded on film, magnetic tape or computer, accompanied by an electronic copy of the attendance and proxy card

duly signed by the shareholder. If it is not recorded in a public document, it must be special for each Meeting. The representation shall include all the shares held by the represented shareholder. The representation is always revocable. The attendance of the represented shareholder to the General Meeting will imply a revocation of the representation right.

The shareholders must be informed that it will not be possible to attend the meeting remotely as the Company does not have the technical means to guarantee the permanent communication between those present, and the intervention and issuance of the vote in real time.

#### **DATA PROTECTION**

The personal data that shareholders send to the Company for the exercise of their rights of attendance, delegation and vote at the General Meeting will be treated with the purpose of managing the development, compliance and control of the existing shareholder relationship. Also, the data provided by the banks, companies and securities agencies in which these shareholders have their shares deposited or through the entity legally authorized to keep the register of book entries: IBERCLEAR.

Likewise, the shareholders are informed that these data will be included in a computer file owned by the Company, and the shareholders will have the possibility to exercise their right of access, rectification, cancellation and opposition by means of written communication sent to the Company (Avda. Perfecto Palacio de la Fuente 6, 03003, Alicante) or to the email address dpo@Facephi.com (in accordance with the provisions of Regulation 2016/679 of the European Parliament and the Council, on Data Protection and in Organic Law 3/2018, of 5 December, on Personal Data Protection and guarantee of digital rights,).

In the event that the shareholder includes personal data in the representation card referring to other individuals, the shareholder must inform them of the points contained in the previous paragraphs and comply with any other requirements that may be applicable for the correct transfer of the personal data to the Company, requesting, if appropriate, expressed consent for the processing of their data.

Facephi will apply the security levels established by the regulations according to the nature of the data being processed, adopting certain measures to guarantee a level of security appropriate to the risk. These measures include, among others, the pseudonymization and encryption of personal data, the ability to guarantee the confidentiality, integrity and availability of the processing systems and services, and the ability to restore access to personal data in the event of a physical or technical incident.

#### **ADDITION TO THE AGENDA OF THE GENERAL MEETING**

As from the publication of the announcement of this notice of the General Meeting, those shareholders representing at least 5% of the share capital may address to the Company suggestions they consider appropriate in order to promote the inclusion of new items in the agenda. Moreover, they may request the publication of a supplement to the notice of the General Meeting. The new points must be accompanied by a justification or a justified proposal for a resolution. The exercise of this right must be done by means of reliable notification that must be received at the registered office within five days of the publication of this notice of call.

**Shareholders are informed that it is very likely that the Meeting will be held on 2nd call, given the probability of not reaching the quorum necessary for it to be validly held on 1st call.**

Alicante, 13<sup>th</sup> May 2025

## REPORT OF THE BOARD OF DIRECTORS REGARDING THE PROPOSAL FOR A CAPITAL INCREASE BY CREDIT COMPENSATION, THEREFORE, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, AND AMENDMENT OF THE ARTICLES OF ASSOCIATION.

### 1. Purpose of the report

This report is formulated by the Board of Directors of FACEPHI BIOMETRÍA, S.A. ("Facephi" or the "Company") in relation to the proposal for a capital increase by credit compensation, therefore, without preferential subscription rights, and amendment of the Company's Articles of Association. In this regard, in accordance with the provisions of Articles 286, 296, and 301 of the Law on Capital Companies approved by Royal Legislative Decree 1/2010, of July 2 (the "Law on Capital Companies") and related provisions of the Commercial Registry Regulations approved by Royal Decree 1784/1996, of July 19, the aforementioned proposal to the General Meeting requires the formulation of the following explanatory report by the Board of Directors.

### 2. Context, description, and justification of the proposal

The capital increase by credit compensation subject to this report is proposed to the General Meeting under the Financing Agreement granted between the company and its largest shareholder, the Swiss entity Nice & Green SA. This operation is structured to comply with the agreement reached by the Company with Nice & Green S.A. ("Nice & Green") whereby the latter has invested €2,000,000 in the Company's capital through a loan whose capitalization is proposed to the General Meeting of shareholders and from which this report originates.

Thus, since the capitalization of the credit is consistent with the process of rationalization and optimization of the Company, as it allows it to meet the credit payment in the most efficient way possible, as well as the improvement of its financial situation, maintaining its economic sustainability, and providing greater liquidity to face and develop upcoming projects. Not capitalizing this credit would result in significant harm to the Company, as its amortization would have to be carried out through the company's cash outflow, thereby reducing its liquidity, with the financial implications that this entails.

The financial support from Nice & Green has been strengthening the company's penetration in the dynamic EMEA (Europe & Middle East) market, thus expanding its expansion strategy to this new market, as well as maintaining financial support for the expansion strategy in APAC, which began months ago. The operation aims, therefore, to provide the Company with an adequate level of equity that allows it to meet its corporate needs in general and those arising from its organic and inorganic growth, as well as to develop its activity and advance in the research, development, and commercialization of the ecosystem developed by the Company for user identity verification processes, specializing in digital onboarding and biometric authentication solutions, maintaining the highest standards of respect for individuals' data privacy rights.

For all the above reasons, the Board of Directors understands that the operation and, consequently, the proposal for the capitalization of the loan presented to the General Meeting of shareholders, are fully in line with the social interest and are motivated by the convenience of providing the Company with the necessary equity resources for the effective and competitive development of its corporate purpose.

### 3. Nature and characteristics of the credit to be compensated

The credit to be compensated corresponds to the loan amounting to €2,000,000 granted by Nice & Green SA to the Company through the corresponding loan agreement signed on September 30, 2024, and with an end date of April 2, 2025. The agreed interest was 2% per annum (365) plus the 3-month Euribor. In this regard, as a result of the Loan, Nice & Green holds a credit against the Company amounting to €2,059,298.0156, of which €2,000,000 corresponds to the principal of the Loan and €59,298.0156 to accrued interest (the "Credit").



In accordance with the terms of the loan, Facephi and Nice & Green agreed that all credit rights derived from the Loan (including principal and interest) would be compensated through the issuance, circulation, and subscription by Nice & Green of 847,378 shares of the Company, the amount resulting from dividing the principal and interest of the Loan by the conversion value agreed between the parties. This agreed value is the result of adding 3% to the volume-weighted average price of the five days prior to the loan's end date (€2.3595 per share \* 103% = €2.4302).

The Credit, in accordance with the agreement between the parties, will be fully compensated through the issuance, circulation, and subscription by Nice & Green of 847,378 new shares of the Company. It is expressly stated that the Credit, as of the date of signing this Report, is due, liquid, and payable and is duly recorded in the Company's accounts.

#### **4. Certification by the auditor**

In accordance with the provisions of Article 301.3 of the Law on Capital Companies, at the time of the General Meeting's call, a certification from the Company's auditor will be made available to shareholders at the registered office, certifying that, once the company's accounts have been verified, the data provided by the administrators regarding the Credit to be compensated are accurate.

#### **5. Identity of the contributor**

The contributor of the Credit is Nice & Green SA, an entity existing and duly constituted in accordance with Swiss laws, with its registered office at Avenue Reverdin 12, 1260, Nyon, Switzerland, registered in the Swiss Commercial Registry under number CH-550.1.057.729-3 and with Spanish Tax Identification Number (N.I.F.) N0395244G.

#### **6. Capital increase**

The proposed operation aims to increase the Company's share capital by an effective amount of €33,895.12, through the issuance and circulation of 847,378 ordinary shares of the Company, with a nominal value of €0.04 each. The new shares will be issued at an issuance price (nominal plus premium) of €2.4302 per share, with €0.04 corresponding to the nominal value and €2.3902 to the issuance premium.

The aforementioned increase will be carried out by compensating the Credit, with Nice & Green SA assuming the new shares issued in the capital increase.

#### **7. Proposed resolution**

The following is the proposed resolution for the capital increase by credit compensation, therefore, without preferential subscription rights, for an effective amount (nominal plus premium) of €2,000,000 principal plus €59,298.0156 interest:

**"Capital increase by credit compensation, therefore, without preferential subscription rights, for a nominal amount of €33,895.12 through the issuance and circulation of 847,378 ordinary shares of €0.04 nominal value each and a total issuance premium of €2,025,402.895. Amendment of Article 5 of the Articles of Association."**

It is agreed to increase the share capital of FACEPHI BIOMETRÍA, S.A. ("Facephi" or the "Company") by the amount of €33,895.12, by compensating the principal and interest of the loan granted by Nice & Green SA to the Company, dated September 30, 2024. As a result of the aforementioned loan, Nice & Green SA holds a credit against the Company amounting to €2,059,298.0156, of which €2,000,000 corresponds to the principal of the loan and €59,298.0156 to accrued interest (the "Credit"). It is expressly stated that the Credit is due, liquid, and payable and is duly recorded in the Company's accounts.

#### ***A. Identity of the contributor***

The contributor of the Credit is Nice & Green SA, an entity existing and duly constituted in accordance with Swiss laws, with its registered office at Avenue Reverdin 12, 1260, Nyon, Switzerland, registered in the Swiss Commercial Registry under number CH-550.1.057.729-3 and with Spanish Tax Identification Number (N.I.F.) N0395244G.

#### ***B. Capital increase***

It is agreed to increase the Company's share capital by a nominal amount of €33,895.12, through the issuance and circulation of 847,378 new ordinary shares of the Company, with a nominal value of €0.04 each. The new shares will be issued at an issuance price (nominal plus premium) of €2.4302 per share, with €0.04 corresponding to the nominal value and €2.3902 to the issuance premium. The increase will be carried out by compensating the Credit, with Nice & Green SA fully assuming and paying for the new shares.

#### ***C. Amendment of Article 5 of the Company's Articles of Association***

It is agreed to amend Article 5 of the Company's Articles of Association, which, henceforth and with the express repeal of its previous wording, will read as follows:

##### **"Article 5.- SHARE CAPITAL**

The share capital is set at the sum of ONE MILLION SIXTY-FOUR THOUSAND NINE HUNDRED SIXTY-THREE EUROS AND FORTY-EIGHT CENTS (€1,064,963.48), which is fully subscribed and paid up, divided into TWENTY-SIX MILLION SIX HUNDRED TWENTY-FOUR THOUSAND EIGHTY-SEVEN (26,624,087) shares of FOUR CENTS OF EURO (€0.04) nominal value each, numbered from 1 to 26,624,087, of the same class, equal, cumulative, and indivisible."

#### ***D. Rights of the new shares***

The new shares will grant their holders the same political and economic rights as the Company's currently outstanding shares from the date they are registered in their name in the corresponding accounting records. In particular, regarding economic rights, the new shares will be entitled to social dividends, whether interim or final, whose distribution is agreed upon from that date.

#### ***E. Representation of the new shares***

The newly issued shares will be represented by book entries, with their accounting record attributed to Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).

#### ***F. Application for admission to trading***

It is agreed to apply for the incorporation of the new shares to BME GROWTH (Expanding Companies segment) where the Company's currently outstanding shares are listed, subject to the rules that exist or may be issued in this matter, especially regarding contracting, permanence, and exclusion from official listing.

#### ***G. Exclusion of preferential subscription rights***

In accordance with the provisions of Article 304 of the Law on Capital Companies approved by Royal Legislative Decree 1/2010, of July 2, and the doctrine of the Directorate General of Registries and Notaries regarding capital increases by credit compensation, since this is not a capital increase through cash contributions, there will be no preferential subscription rights over the new shares. Consequently, when the General Meeting agrees on a capital increase by credit compensation, as in this case, the preferential subscription right must be considered automatically excluded.

#### ***H. Delegation of powers***

It is agreed to empower the Board of Directors, with all the breadth required by law and with express powers of substitution in the members of the Board it deems appropriate, including the secretary, so that any of them, indistinctly and with their sole signature, may carry out all necessary or convenient actions for the successful completion of this agreement and, in particular, by way of indication and not limitation, to:

- Adopt any agreements necessary or convenient to comply with current legal regulations, execution, and successful completion of this agreement, including carrying out any procedures and signing any public or private documents;
- Declare the capital increase executed, issuing and putting into circulation the new shares that have been subscribed and paid, as well as redrafting the article of the Articles of Association relating to capital, nullifying the part of the capital increase that has not been subscribed and paid under the established terms;
- Draft, sign, and submit, if applicable, to the governing body of the MAB or any other supervisory authorities that may be appropriate, in relation to the issuance and incorporation to trading of the new shares issued under this agreement, the complete extension document or reduced extension document and any necessary or convenient supplements, assuming responsibility for them, as well as other documents and information required in compliance with applicable regulations; and
- Grant in the name of the Company any public or private documents necessary or convenient for the successful completion of this agreement and, in general, carry out any necessary procedures, as well as rectify, clarify, interpret, specify, or complement this agreement adopted by the General Meeting of Shareholders and, in particular, any defects, omissions, or errors, whether substantive or formal, resulting from verbal or written qualification, preventing the access of the agreements and their consequences to the Commercial Registry, or any others."

This report has been formulated and approved by the Company's Board of Directors, in Alicante, in its session dated May 13, 2025.

Approved by: The President, Javier Mira Miró, and The Secretary, Juan Alfonso Ortiz Company

*("This is a free translation of the original auditor's report issued in Spanish by Ernst & Young, S.L. In the event of any discrepancy, the Spanish version shall prevail.")*

**SPECIAL REPORT ON CAPITAL INCREASE BY CREDIT COMPENSATION, AS PROVIDED IN ARTICLE 301 OF THE CONSOLIDATED TEXT OF THE LAW ON CAPITAL COMPANIES**

To the shareholders of FACEPHI BIOMETRIA S.A.

For the purposes provided in Article 301 of the Consolidated Text of the Law on Capital Companies, we issue this Special Report on the proposal to increase capital by €33,895.12 (thirty-three thousand eight hundred ninety-five euros and twelve cents), with a share premium of €2,025,402.895 (two million twenty-five thousand four hundred two euros and eighty-nine cents), through the capitalization of credits amounting to €2,000,000.00 (two million euros), plus accrued and unpaid interest of €59,298.0156 (fifty-nine thousand two hundred ninety-eight euros and two cents), as proposed by the Administrators of FACEPHI BIOMETRIA S.A. on May 13, 2025, as presented in the attached Report. We have verified, in accordance with generally accepted auditing standards, the information prepared under the responsibility of the Administrators in the aforementioned Report, regarding the credits intended for the capital increase, and that at least 25% of them are liquid, due, and payable, and that the maturity of the remaining credits does not exceed five years.

In our opinion, the attached Report prepared by the Administrators provides adequate information regarding the credits to be compensated to increase the share capital of FACEPHI BIOMETRIA S.A., which are at least 25% liquid, due, and payable, and that the maturity of the remaining credits does not exceed five years.

This Special Report has been prepared solely for the purposes provided in Article 301 of the Consolidated Text of the Law on Capital Companies, and should not be used for any other purpose.

May 13, 2025

INFORME ESPECIAL SOBRE AUMENTO DE  
CAPITAL POR COMPENSACIÓN DE  
CRÉDITOS, SUPUESTO PREVISTO EN EL  
ARTÍCULO 301 DEL TEXTO REFUNDIDO DE  
LA LEY DE SOCIEDADES DE CAPITAL

FACEPHI BIOMETRIA S.A.



The better the question.  
The better the answer.  
The better the world works.



Shape the future  
with confidence

**INFORME ESPECIAL SOBRE AUMENTO DE CAPITAL POR COMPENSACIÓN DE CRÉDITOS,  
SUPUESTO PREVISTO EN EL ARTÍCULO 301 DEL TEXTO REFUNDIDO DE LA LEY DE  
SOCIEDADES DE CAPITAL**

A los accionistas de FACEPHI BIOMETRIA S.A.

A los fines previstos en el artículo 301 del Texto Refundido de la Ley de Sociedades de Capital, emitimos el presente Informe Especial sobre la propuesta de aumentar el capital en 33.895,12 euros, con una prima de emisión de 2.025.402,895 euros, por compensación de créditos que ascienden a 2.000.000,00 euros, más sus correspondientes intereses devengados y pendientes de pago que ascienden a 59.298,0156 euros, formulada por los Administradores de FACEPHI BIOMETRIA S.A. el 13 de mayo de 2025 que se presenta en el Informe adjunto. Hemos verificado, de acuerdo con normas de auditoría generalmente aceptadas, la información preparada bajo la responsabilidad de los Administradores en el Informe antes mencionado, respecto a los créditos destinados al aumento de capital y que los mismos, al menos en un 25% son líquidos, vencidos y exigibles, y que el vencimiento de los restantes no es superior a cinco años.

En nuestra opinión, el Informe adjunto preparado por los Administradores ofrece información adecuada respecto a los créditos a compensar para aumentar el capital social de FACEPHI BIOMETRIA S.A., los cuales, al menos en un 25% son líquidos, vencidos y exigibles, y que el vencimiento de los restantes no es superior a cinco años.

Este Informe Especial ha sido preparado únicamente a los fines previstos en el artículo 301 del Texto Refundido de la Ley de Sociedades de Capital, por lo que no debe ser utilizado para ninguna otra finalidad.

**ERNST & YOUNG, S.L.**  
(Inscrita en el Registro Oficial de Auditores  
de Cuentas con el N° S0530)



Amparo Ruiz Genovés  
Socia

COLEGIO OFICIAL DE  
CENSORES JURADOS  
DECUENTAS DE LA  
COMUNIDAD VALENCIANA

ERNST & YOUNG SL

13 de mayo de 2025

2025 Núm. 30/25/01411  
SELLO CORPORATIVO: 30,00 EUR

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Informe sobre trabajos distintos  
a la auditoría de cuentas  
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