



BME - GROWTH

Palacio de la Bolsa Plaza de la
Lealtad, 1 28014 Madrid.

Madrid, 28 December 2022

COMMUNICATION - OTHER RELEVANT INFORMATION - SUBSTRATE ARTIFICIAL INTELLIGENCE S.A.

Dear Sirs / Madams,

Pursuant to Article 17 of Regulation (EU) No 596/2014 on market abuse and Article 227 of the consolidated text of the Securities Market Law, approved by Royal Legislative Decree 4/2015, of 23 October, and concordant provisions, as well as BME Growth Circular 3/2020 of BME MTF Equity, we inform you of the following information regarding the company **SUBSTRATE ARTIFICIAL INTELLIGENCE S.A.** (hereinafter the "**Company**").

The Board of Directors has agreed to convene an Extraordinary General Meeting of Shareholders of the Company, for its celebration at the registered office, located in street María de Molina, 41, oficina 506, 28006, Madrid, on January 30, 2023, at 1:30 p.m., on first call, and, if sufficient quorum is not reached, at the same time and place, the next day, on second call

It is attached, as **an Annex**, the full text of the call, published on the website www.substrate.ai

In compliance with the provisions of Circular 3/2020 of the BME Growth segment of BME MTF Equity, it is expressly stated that the information communicated herein has been prepared under the sole responsibility of the Company and its administrators.

We remain at your disposal for as many clarifications as you deem appropriate.

Kind regards

Don Lorenzo Serratosa Gallardo
Chairman



NOTICE OF CONVOCAION OF THE GENERAL MEETING

EXTRAORDINARY SHAREHOLDERS OF THE COMPANY

"SUBSTRATE ARTIFICIAL INTELLIGENCE S.A."

ANNOUNCEMENT OF CONVOCAION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY "SUBSTRATE ARTIFICIAL INTELLIGENCE S.A."

By resolution of the Board of Directors of SUBSTRATE ARTIFICIAL INTELLIGENCE, S.A. (hereinafter, the "Company"), the shareholders are summoned to the Extraordinary General Meeting of the Company that will take place at the registered office, located at Calle María de Molina, 41, oficina 506, 28006, Madrid, on January 30, 2023, at 1:30 p.m. on first call, and, if sufficient quorum is not reached, at the same time and place, the following day, on second call, for deliberation and, where appropriate, approval of the next

AGENDA

- I.** Study and, where appropriate, approval of statutory modification in order to incorporate the legal regime of non-voting shares, as well as any acts necessary for their complete execution.
- II.** Study and, where appropriate, approval of a capital increase of non-voting shares by means of a non-monetary contribution under the credit compensation formula; with modification of article 6 of the current Bylaws, as well as any acts necessary for its complete execution.
- III.** Study and, where appropriate, approval of the modification of the Incentive Policy, as well as the delegation to the Board of Directors for the definition and approval of an Incentive Plan for employees and investors during the years 2023 to 2026, with approval for the purchase of own shares of the company for, where appropriate, transfer to the beneficiaries of the Incentive Plan defined for this purpose by the Board of Directors of the company. Delegation also to the Board of Directors for the signing of the corresponding agreements for the purposes of the present definition and execution of the Incentive Plan approved for the aforementioned years; as well as any acts necessary for its complete execution.
- IV.** Study and approval, where appropriate, of the authorization to the Board of Directors so that, in accordance with the provisions of article 297.1.b), 506 and concordant of the Capital Companies Law, it can carry out capital increases, for a period of five years, up to the maximum amount of 20% of the share capital at the time of authorization, in a or several times, through the issuance of new shares, with or without vote, with the provision of incomplete subscription established in article 507 of the Capital Companies Law. Expressly authorize the Board of Directors, in the terms established in Article 506 of the Capital Companies Law, to have the power to exclude the right of preferential subscription if the interest of the company so requires; as well as any acts necessary for its complete execution.
- V.** Delegation of powers.

- VI. Drafting, reading and, where appropriate, approval of the minutes of the meeting, or delegation for signature.

RIGHT TO INFORMATION

In accordance with the provisions of articles 197.1 and 197.2. of the Capital Companies Law, it is stated that from the publication of this notice of call and until the seventh day prior to the day scheduled for the holding of the Meeting on first call, shareholders have the right to request in writing the information or clarifications that refer to items included in the agenda of the meeting, or to ask the questions they consider necessary. Additionally, during the holding of the general meeting, shareholders may verbally request the information or clarifications they deem appropriate regarding the matters included in 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 following the end of the meeting.

Likewise, in accordance with the provisions of Articles 414 and 417, it is hereby stated that, as of the publication of this notice of call, the Company makes available to shareholders the reports made by the Board of Directors in relation to each of the proposed resolutions corresponding to points I, II, III and IV of the Agenda.

RIGHT OF ASSISTANCE AND REPRESENTATION

In accordance with article 15 of the current Bylaws, shareholders who prove to be holders of at least one thousand (1,000) shares and appear as holders in the corresponding book-entry register, five (5) days before its celebration, may attend the General Meeting, present or by means of a power of attorney granted in writing. which may be accredited by means of the appropriate attendance card, certificate issued by any of the entities legally authorized to do so or by any other form admitted by law. The proxy may be conferred in physical or electronic writing or by any other means of distance communication that duly guarantees the identity of the shareholder who grants it. If it is not recorded in a public document, it must be special for each Meeting.

Any shareholder who requests it and proves his status as such and compliance with the aforementioned attendance requirements established by statute may obtain at the registered office the aforementioned attendance card, nominative and personal, which will allow him to exercise all rights corresponding to him as a shareholder of the Company. You can also obtain the attendance card by requesting it by email to the following address: accionistas@substrate.ai

In order to prove the identity of the shareholders or their valid representative, at the entrance to the premises where the General Meeting is held, attendees may be requested, together with the presentation of the corresponding attendance card, to prove their identity by presenting the National Identity Document or any other official document generally accepted for this purpose. In the case of shareholders of legal persons, a copy of the document accrediting the sufficient representative powers of the signatory must be attached.

The shareholders are informed that remote or telematic attendance at the Meeting will not be possible as the Company does not have technical means that allow the recognition and identification of the attendees, the permanent communication between the attendees, as well as the intervention and issuance of the vote in real time.

COMPLEMENT OF CALL

Under Article 172 of the Capital Companies Law, shareholders representing at least five percent (5%) of the share capital may request that a supplement to this call of the General Shareholders' Meeting be published, including one or more items on the agenda. The exercise of this right must be done by reliable notification that must be received at the registered office within five days of the publication of the call.

DATA PROTECTION

The personal data that shareholders send to the Company for the exercise of their rights of attendance, delegation and voting at the General Meeting, or that are provided by the banking entities and securities companies and agencies in which said shareholders have deposited their shares, or through the entity legally authorized to keep the book entry register, IBERCLEAR, will be treated in order to manage the development, compliance and control of the existing shareholder relationship.

Likewise, shareholders are informed that said data will be incorporated into a computer file owned by the Company, and shareholders will have the possibility to exercise their right of access, rectification, cancellation and opposition, in accordance with the provisions of Regulation 2016/679 of the European Parliament and of the Council, on Data Protection and Organic Law 3/2018, of 5 December, Protection of Personal Data and guarantee of digital rights, and by written communication addressed to the Company (Calle María de Molina, 41, oficina 506, 28006, Madrid) or to the email accionistas@substrate.ai.

In Madrid, on December 28, 2022.

Jose Ivan Garcia Braulio

Secretary

Lorenzo Serratosa Gallardo

Chairman

SPECIAL REPORT ON CAPITAL INCREASE FOR
COMPENSATION OF CREDITS, COURSE
PROVIDED FOR IN ARTICLE 301 OF THE TEXT
RECAST OF THE CAPITAL COMPANIES LAW

SUBSTRATE ARTIFICIAL INTELIGENCE S.A.

**SPECIAL REPORT ON CAPITAL INCREASE FOR CREDIT CLEARING,
CASE PROVIDED FOR IN ARTICLE 301 OF THE CONSOLIDATED TEXT OF THE LAW ON
CAPITAL COMPANIES**

To the shareholders of SUBSTRATE ARTIFICIAL INTELLIGENCE S.A.

For the purposes set forth in Article 301 of the Consolidated Text of the Capital Companies Law, we issue this Special Report on the proposal to increase the capital by 96,316.10 euros, with an issue premium of 866,844.90 euros, for compensation of credits amounting to 963,161 euros, including their corresponding accrued and outstanding interest, formulated by the Administrators of SUBSTRATE ARTIFICIAL INTELLIGENCE S.A. on December 27, 2022 that is presented in the attached Report. We have verified, in accordance with generally accepted auditing standards, the information prepared under the responsibility of the Directors in the aforementioned Report, regarding the credits destined to the capital increase and that they are at least 25% liquid, overdue and due, and that the maturity of the remaining is not more than 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 SUBSTRATE ARTIFICIAL INTELLIGENCE S.A., which at least 25% are liquid, overdue and payable, and that the maturity of the remaining is not more than five years.

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



ERNST & YOUNG, S.L.



Amparo Ruiz Genovés
Partner

December 27, 2022


UNIVERSAL BOARD OF DIRECTORS MINUTES SUBSTRATE ARTIFICIAL INTELLIGENCE SA

List of Assistants

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Don Lorenzo Serratosa Gallardo

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Don José Iván García Braulio

DocuSigned by:
CHRISTOPHER NICOLAS DEMBIK
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Don Christopher Nicolas Dembik

DocuSigned by:
JMR
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Don Jesús Mota Robledo

DocuSigned by:
CYRILLE RESTIER
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Don Cyrille Francois Restier

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Don Manuel Vera Revilla

**MINUTES OF THE UNIVERSAL BOARD OF DIRECTORS OF
THE SUBSTRATE INTELLIGENCE SA ENTITY**

In Madrid, on December 27, two thousand and twenty-two.

Being 12:00 hours, appear, present or represented, the members of the Board of Directors and other attendees who appear in the List of attendees consigned at the beginning of the Act that is signed by all of them, deciding to constitute and celebrate, with universal character, through one of the means expressly admitted legally and statutorily, session of the Board of Directors, proceeding to deal with the points fixed and included in the following,

AGENDA

- I. Convocation of Extraordinary General Meeting and approval of the different mandatory reports that must be accompanied according to the Agenda.
- II. Delegation of powers.
- III. Study and, where appropriate, approval of the Minutes of the Session.

They act, as President, Don Lorenzo Serratosa Gallardo and as Secretary Don José Iván García Braulio, who hold these positions within the council. Lawyer Don Manuel Vera Revilla also attends.

The Chairman declared open the meeting of the Board of Directors, assuming that there was a sufficient quorum for the valid constitution of the Board and the adoption of resolutions.

After having dealt with and studied the items on the agenda and concluded the deliberations, the Councillors unanimously adopted the following

AGREEMENTS

1. "Convocation of the Extraordinary General Meeting and approval of the different mandatory reports that must be accompanied according to the Agenda."

The Directors unanimously approve, in accordance with the legal requirements and statutorily required, to convene an Extraordinary General Meeting of Shareholders to be held at the registered office on January 30, 2023 at 1:30 p.m. on first call and, where appropriate, on second call at the same place and time the following day, for the deliberation and, where appropriate, adoption of Agreements with respect to the following

AGENDA

- I. Study and, where appropriate, approval of statutory amendments in order to incorporate the legal regime of non-voting shares, as well as any acts necessary for their complete execution.
- II. Study and, where appropriate, approval of an increase in the capital of non-voting shares by means of a non-monetary contribution under the compensation rule of credits; with modification of Article 6 of the current Bylaws, as well as of any acts necessary for their complete execution.

III. Study and, where appropriate, approval of the modification of the Incentive Policy, as well as the delegation to the Board of Directors for the definition and approval of a Plan of Incentives for employees and investors during the years 2023 to 2026, with approval for the purchase of own shares of the company to, where appropriate, transfer to the beneficiaries of the Incentive Plan defined for this purpose by the Board of Directors of the company. Delegation also to the Board of Directors for the subscription of the agreements corresponding to the purposes of the present definition and execution of the Incentive Plan approved for the aforementioned years; as well as any acts necessary for its complete execution.

IV. Study and approval, where appropriate, of the authorization to the Board of Directors so that, in accordance with the provisions of article 297.1.b), 506 and related articles of the Capital Companies Law, it can carry out capital increases, for a period of five years, up to the maximum amount of 20% of the share capital. at the time of authorization, in one or several times, through the issuance of new shares, with or without vote, with the provision of incomplete subscription established in Article 507 of the Capital Companies Law. Expressly authorize the Board of Directors, in the terms established in Article 506 of the Capital Companies Law, to have the power to exclude the right of preferential subscription if the interest of the company so requires; as well as any acts necessary for its complete execution.

V. Delegation of powers.

VI. Drafting, reading and, where appropriate, approval of the minutes of this session, or delegation for signature.

Likewise, the Councillors approve at least the Reports that are attached as an Annex to this Minutes, including points I or IV of the Order of the Day, namely:

1.1 Report of the Board of Directors on the proposed amendment of the Bylaws.

1.2 Report of the Board of Directors for the purposes of the provisions of Article 301 of Royal Legislative Decree 1/2010, which is subject to accounting verification.

1.3. Report on the proposal to amend the incentive policy for employees and investors approved at the meeting of 14 March 2022 and the approval of the incentive plan for the period 2023 to 2026.

1.4. Report on the proposal to authorize the Board of Directors to increase the share capital as well as to exclude the right of pre-emption if the interest of the company so requires.

2. "Delegation of powers"

It is agreed to empower and authorize so broadly the Law corresponds to DON JOSE IVAN GARCIA BRAULIO, in his capacity as Secretary of the Board of Directors so that they can execute the foregoing agreements, carrying out for this purpose all the actions and procedures and granting the public or private documents that are necessary or convenient, being also empowered for this purpose to supplement, clarify, correct or correct such documents, if they suffer from any error, imprecision or omission, especially if this is cause to suspend or prevent their registration or effectiveness in the Commercial Register or in any other public register.

And there being no more business to discuss, the sitting is suspended for a few minutes so that the Secretary can proceed to the drafting of the minutes of the session of the Board of Directors. The attendees, after reading the minutes of the session, unanimously adopted the following agreement:

3. "Study and, where appropriate, approval of the minutes of the meeting"

The Directors approve this Minutes of the Session of the Board of Directors.

Minutes that are signed by all the attendees in test in accordance with its integral content.

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Don Lorenzo Serratosa Gallardo

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Don José Iván García Braulio

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Don Christopher Nicolas Dembik

DocuSigned by:

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Don Jesús Mota Robledo

DocuSigned by:

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Don Cyrille Francois Restier

**REPORT OF THE GOVERNING BODY
DE SUBSTRATE ARTIFICIAL INTELLIGENCE SA TO THE EFFECTS OF
ESTABLISHED IN ARTICLE 301 OF THE ROYAL LEGISLATIVE DECREE
1/2010, APPROVING THE REVISED TEXT OF THE LAW
OF CAPITAL COMPANIES.**

The undersigned, in their capacity as members of the Board of Directors of the entity **SUBSTRATE ARTIFICIAL INTELLIGENCE SA**, for the purposes of their presentation to the Extraordinary General Meeting of shareholders, and as a budget for approving the capital increase by offsetting credits,

INFORM AND CERTIFY

I. That, after examining the social accounts, the company is responsible for the credits detailed below, which have the character of the liquids, due and payable, corresponding to the next creditor, for the financial loan concept made to the entity.

ACREEDOR	IMPORTE (EUROS)	FECHA CONSTITUCIÓN
Manuel Novillo Pintado	50.875	20/12/2021
Aclamax Q Capital SL	15.263	20/12/2021
Jesús Mariano Cánovas	10.150	20/12/2021
Pol Ferrer Tarter	4.568	21/12/2021
Mercedes Irache Saenz	10.150	10/01/2022
Fernando Martínez García	50.000	07/02/2022
Juan José Esteve Pous	100.000 275.000	15/07/2022 23/12/2022
Kiko Ramos	150.000	15/12/2022
Jorge Quilis	20.000	15/12/2022
Victor Latorre	4.000	15/12/2022
Hector Beltrán Sanguesa	2.000	30/05/2022
José Manuel Beltrán Bisbal	2.000	30/05/2022
Alonso Juan Carretero	50.000	06/07/2022
Kau Situaciones Especiales	219.155	01/10/2022

That this Board of Directors unanimously considers it appropriate to propose to the General Meeting a capital increase, through the modality of compensation of credits provided for in Article 301 of Royal Legislative Decree 1/2010, which approves the Revised Text of the Capital Companies Law, in the amount of 963,161 by offsetting the revised balance of the aforementioned loans to be borne by the company, which will be completely extinguished as a result of the increase.

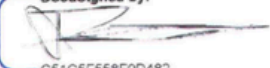
To this end, it is proposed to create 96,316,100 new non-voting Series B shares, of equal nominal value and content of rights and numbered consecutively from 1 to 96,316,100, inclusive, with a nominal value of 0.001.-€ each and an issue premium of 0.009.-€ amounting to an overall nominal value of 96,316.1 euros and a premium of 866,844.90 euros

The new shares shall be created at their nominal value and shall be fully paid up at the time of their award by offsetting the credits, and shall be borne in proportion by the creditors reviewed.

In accordance with the provisions of Article 304 of Royal Legislative Decree 1/2010, this capital increase is excluded from the right of preference with respect to current shareholders.

It also certifies that the data in the credits described above are exactly in line with those reflected in the social accounts.

And for the purposes provided for in article 301 of the current Capital Companies Law, and for its availability to the partners of the entity, it issues this Report-certification in Madrid, on December 27, 2022.

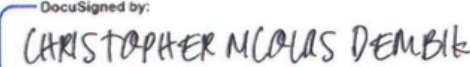
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Don Lorenzo Serratosa Gallardo

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Don Christopher Nicolas Dembik

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Don Jesús Mota Robledo

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Don Cyrille Francois Restier

Mr José Iván García Braulio, in his capacity as Secretary of the Board of Substrate Artificial Intelligence, S.A., hereby,

CERTIFIES

I. That the following shall be adopted by the Council, inter alia:

"AGREEMENT,

II. Study and, where appropriate, approval of an increase in the capital of non-voting shares by means of a non-monetary contribution under the compensation of credits; with modification of Article 6 of the current Bylaws, as well as of any acts necessary for its complete execution n.

II. That, the aforementioned resolution is understood to have been adopted by the Board of Directors. telematically on December 27, 2022.

III. That all the foregoing results from the Minutes, drawn up on December 27, 2022, in compliance with the provisions of Article 100 of the Regulations of the Commercial Registry, by the Secretary of the Board of Directors, under his signature, and with the approval of the President.

And for the record for the appropriate purposes, I issue this Certificate in Valencia on December 27, 2022.



Secretary of the Board

Mr José Iván García Braulio



REPORT OF THE GOVERNING BODY

SUBSTRATE ARTIFICIAL INTELLIGENCE SA ON THE PROPOSAL TO AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL AS WELL AS TO THE EXCLUSION OF THE RIGHT OF PREFERENCE IF THE INTEREST OF THE COMPANY SO REQUIRED TO SUBMIT TO THE GENERAL MEETING FOR APPROVAL EXTRAORDINARY TO BE HELD AT THE REGISTERED OFFICE ON NEXT JANUARY 30, 2023 AT 13:30 IN FIRST CALL AND, WHERE APPROPRIATE, THE NEXT DAY, ON JANUARY 31, 2023, AT THE SAME TIME AND PLACE IN SECOND CALL.

1. Purpose of the Report

The purpose of this Report is to justify the proposal to delegate to the Board of Directors of **SUBSTRATE ARTIFICIAL INTELLIGENCE SA** the power to increase the share capital in accordance with article 297.1.b) of the Capital Companies Law with the possibility of excluding the right of preferential subscription, if the interest of the company so requires, under the provisions of Article 506 of the aforementioned Capital Companies Law; all this in order to submit its approval to the General Shareholders' Meeting of the Company, which will be convened for its celebration at the registered office on January 30, 2023 at 1:30 p.m., on first call, and, where appropriate, the following day, January 31, 2023 at the same time and place on second call, under Agenda Item IV.

In accordance with the provisions of article 286 of the Capital Companies Law in relation to its article 297.1.b) and the concordant articles of the Regulations of the Commercial Registry, this proposal for resolution to the General Meeting requires the formulation by the Board of Directors of this Report.

Likewise, Article 506 of the Capital Companies Law, relating to the delegation of the directors of the power to exclude the pre-emptive subscription right in the event of the issuance of new shares, requires that from the convocation of the Meeting a report of the directors be made available to the shareholders in what justifies the proposal to delegate that power.

2. Justification of the proposal.

Article 297.1.b) of the Capital Companies Law empowers the General Meeting, with the requirements provided for the modification of the Bylaws, to delegate to the directors the power to agree on one or more occasions the increase of the share capital up to a certain amount, at the time and in the amount that it decides, without the need for prior consultation of the General Meeting. This provision also provides that these increases may not exceed in any case half of the share capital at the time of their authorization, and must be made through monetary contributions within a maximum period of five years from the date of the resolution of the General Meeting.

To this we must add that article 506 of the Capital Companies Law, applicable to **SUBSTRATE ARTIFICIAL INTELLIGENCE SA** by virtue of its Thirteenth Additional Provision,



also establishes that when the General Meeting delegates to the directors the power to increase the share capital, it may also attribute to them the power to exclude the pre-emptive subscription right in relation to the issue of shares that are subject to delegation if the interest of the company so required, although in this case it could not refer to more than twenty percent of the capital of the company at the time of authorization.

This Board of Directors understands that the proposal to delegate the power to increase the share capital submitted to the General Meeting is justified by the convenience of the Board of Directors having a mechanism, provided for by current corporate regulations, that allows it to adapt, always within the limits established by law, to the dynamics and opportunity of the market, forcing the administrative bodies of commercial companies, and especially listed companies, to have sufficient legal and corporate resources to respond effectively to the needs that may arise in commercial traffic, for which it is mandatory that the company can have new financial resources articulated through new contributions in concept of capital that improve its patrimonial structure and its capacity for self-financing.

Although it is an undoubted fact that in almost all cases, and even more so in this environment of such dynamism, it is impossible not only to determine in advance what the Company's needs should be in terms of capital endowment, but also to foresee the delays or cost increases that the intervention of the General Shareholders' Meeting may entail for the adoption of the required resolutions, making it difficult for the Company to respond effectively and quickly to the needs of the market.

All this makes it highly recommended that the Board be in a position to use the authorized capital provided for in our legal system and that also constitutes usual practice in the market, providing it with an agile and flexible instrument for a more adequate attention to the needs of the Company depending on the circumstances of the market.

The proposal contemplates that the disbursement of issued shares, which may be with or without voting rights, expressly provides for the possibility of incomplete subscription of the shares that are issued in accordance with article 507 of the Capital Companies Law, as well as the registration of the agreement prior to its execution in accordance with article 508 of the Capital Companies Law.

In accordance with the provisions of Article 506 of the Capital Companies Law, it is proposed to the General Meeting that the delegation authorize this Board of Directors to exclude the pre-emptive subscription right, since this Board of Directors considers that this additional power, which expands the margin of maneuver and responsiveness with respect to the mere delegation of the power to increase the share capital, It is justified from the agility and flexibility with which it is often necessary to act in the markets to take advantage of the most favorable conditions in the appropriate conjunctural context.

Since such total exclusion is a power that the Board delegates to the Board of Directors, its responsible exercise will depend on the discretion of the Board itself, taking into account the concurrent circumstances and with respect for the legal requirements and the best interests of the Company.



As established in paragraphs 3 and 4 of article 506 of the Capital Companies Law, the extension agreements adopted based on the delegation of the Board will accompany the corresponding supporting report of the administrators, being the nominal value of the shares to be issued, plus, where appropriate, the amount of the issue premium, corresponding to the fair value under the terms of paragraph 3 of Article 504, for which purpose this Board of Directors shall make it available to the shareholders and communicate it to the first General Meeting to be held after the extension agreement.

For these purposes, the proposal to delegate to the Board the power to increase the capital of the Company in the amount decided up to the maximum amount equivalent to 20% of the share capital at the time of authorization, that is, up to € 441,376.56

3. Proposed agreement.

The full text of the proposed resolution that is submitted for approval by the Extraordinary General Meeting of shareholders to be held on January 30, 2023 at 1:30 p.m., on first call, and, where appropriate, the following day, January 31, 2023 at the same time and place on second call, as agenda item IV, it was as follows:

*"Study and approval, where appropriate, of the authorization to the **Board of Directors so that, in accordance with the provisions of article 297.1.b), 506 and concordant of the Capital Companies Law, it can carry out capital increases, for a period of five years, up to the maximum amount of 20% of the share capital at the time of authorization, on one or more occasions, through the issuance of new shares, with or without vote, with the provision of incomplete subscription established in article 507 of the Capital Companies Law. Expressly authorize the Board of Directors, in the terms established in Article 506 of the Capital Companies Law, to have the power to exclude the right of preferential subscription if the interest of the company so requires; as well as any acts necessary for its complete execution:***

"To authorize the Board of Directors, in accordance with the provisions of articles 297.1.b), 506 and related articles of the Capital Companies Law, to agree on one or more occasions the increase in share capital up to a certain figure at the time and in the amount it decides, in accordance with the following conditions:

1. *Term: The increase in the share capital may be carried out once or more times within a maximum period of five years from the date of this Meeting.*
2. *Maximum amount: The maximum total amount of the extension or extensions agreed under this authorization will not exceed the maximum amount of € 441,376.56, equivalent to 20% of the current share capital at the time of authorization.*
3. *Scope: The authorization to the Board, through the delegation of the Board, to increase the share capital will be extended, as widely as in law may be required, to the*



establishment and determination of the conditions inherent to each of the extensions that may be made by virtue of this agreement, to the realization of as many procedures as are necessary and to the obtaining of as many authorizations as required by the current legal provisions.

By way of example, and not limitation, it will be up to the Board of Directors to determine, for each increase in the share capital, the amount and date of execution, the number of shares to be issued, with or without a vote, with and without an issue premium, consisting of the consideration of the new shares to be issued in monetary contributions, being able to set the terms and conditions of the capital increase and the characteristics of the shares.

Likewise, the Board of Directors is expressly authorized so that, in accordance with the provisions of Article 506 of the Capital Companies Law, it can exclude the pre-emptive subscription right if the interest of the company so requires.

4. Incomplete increase: In accordance with article 507 of the Capital Companies Law, in case of incomplete subscription of the increase or increases in the share capital, these will be effective, being therefore increased or increased only in the amount of the subscriptions made.


5. Delivery of shares: It is expressly provided within the framework of this delegation agreement that the capital increase agreement or agreements are registered in the Commercial Registry before their execution as they have included the possibility of incomplete subscription.

6. Modification of the Bylaws: By virtue of this authorization, the Board of Directors is empowered to, where appropriate, redraft the article of the Bylaws relating to share capital, once the increase has been agreed and executed.


7. Admission to trading: The admission to trading of the new shares that can be issued under this agreement in the different multilateral trading systems will be requested both in Spain -BMW Growth- and in the United States -OTC- or any other regulated market through the dual listing system.

And for the purposes provided for in article 286 of the current Capital Companies Law, and for its availability to the partners of the entity, it issues this Report in Madrid, on December 27, 2022.

substrate**AI**

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Don Lorenzo Serratosa Gallardo


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Don José Iván García Braulio

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Don Christopher Nicolas Dembik

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Don Jesús Mota Robledo

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Don Cyrille Francois Restier



**REPORT OF THE GOVERNING BODY
OF SUBSTRATE ARTIFICIAL INTELLIGENCE SA ON THE PROPOSAL TO AMEND THE ARTICLES OF
ASSOCIATION TO BE SUBMITTED TO
APPROVAL OF THE EXTRAORDINARY GENERAL MEETING TO BE HELD
AT THE REGISTERED OFFICE ON JANUARY 30, 2023 AT
13:30 ON FIRST CALL AND, WHERE APPROPRIATE, UP TO DATE
NEXT, ON JANUARY 31, 2023, AT THE SAME TIME AND PLACE ON SECOND CALL.**

1. Purpose of the Report

The purpose of this Report is to justify the proposal to amend the Bylaws of **SUBSTRATE ARTIFICIAL INTELLIGENCE SA** by adding a new article 9 bis, called "Non-Voting Shares", whose approval is submitted to the General Shareholders' Meeting of the Company to be convened for its celebration at the registered office on January 30, 2023 at 1:30 p.m., on first call, and, where appropriate, the following day, 31 January 2023 at the same time and place on second call, under item I of the Agenda.

In accordance with the provisions of article 286 of Royal Legislative Decree 1/2010, which approves the Consolidated Text of the Capital Companies Law and concordant of the Regulations of the Mercantile Registry, this proposal of resolution to the General Meeting requires the formulation by the Board of Directors of this Report.

2. Justification of the proposal.

In general, this proposal to amend the Articles of Association responds to the Company's need to obtain its own resources through a legally valid formula widely used in the corporate field, which facilitates access to third parties interested in being part of the Business Project through an instrument that responds to the demand of third parties interested in being part of the business project in exclusively patrimonial terms without the need to make use of it. of their eventual political rights.

Non-voting shares are true shares, constitute an aliquot part of the share capital and therefore the general rules established for shares in the Capital Companies Law are applicable to them.

Their particularity lies in the content of the rights they confer

to its owner, so they represent a class of shares different from that constituted by voting shares and, therefore, require a legal regime duly delimited and defined in the Company's Bylaws.

Although it is true that the Legislator has implemented that this class of shares, by not conferring voting rights, have a series of privileges inherent to their economic rights, included in articles 98 and following of Royal Legislative Decree 1/2010, among which are:



- (i) The right to a preferential dividend of an annual, fixed or variable nature, to be established by the Bylaws, which, once agreed, would entitle the same dividend that corresponds to ordinary shares.
- (ii) Right to the cumulative coverage of the part of the minimum dividend not paid due to the absence of distributable profits or if there are not sufficient amounts, to be paid within the following five years.
- (iii) The right not to be affected in cases of reduction of share capital for losses.
- (iv) The preferential right in the liquidation of the company to obtain the reimbursement of its paid-up value before any amount is distributed to the remaining companies.
- (v) The recovery of voting rights in the event of non-payment of the minimum dividend.

However, this Board of Directors understands that it must seek a balance between this new source of self-financing and the trust placed in the Business Project by its current shareholders, so that, in exercise of the right conferred on it by article 499.2 of Royal Legislative Decree 1/2010, which includes specialities in the field of listed companies, It is proposed to the Board that the Statutory regime that will regulate such non-voting shares:

- (i) The pre-emptive subscription right is excluded in relation to voting capital increases.
- (ii) The regime of cumulative accrualability of unpaid minimum dividends is repealed.
- (iii) The right to recovery of the voting period in the event of non-payment of the minimum dividend is excluded.

3. Proposed agreement.

The full text of the proposed resolution submitted for approval by the Ordinary General Shareholders' Meeting at the registered office on January 30, 2023 at 1:30 p.m., on first call, and, where appropriate, the following day, January 31, 2023 at the same time and place on second call, as Agenda Item I, it is as follows:

"Study and, where appropriate, approval of statutory modification in order to incorporate the legal regime of non-voting shares; as well as any acts necessary for its complete execution.

Approve the incorporation of a new article to the current Bylaws, indicated with 9 bis, which will have, from now on, the following wording:

Article 9. Encore. Non-voting shares.

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The Company may issue non-voting shares for a nominal amount not exceeding half of the paid-up share capital. In such a case, the non-voting shares will form a new class, called "non-voting."

Holders of non-voting shares will enjoy the rights recognized by Royal Legislative Decree 1/2010, which approves the Consolidated Text of the Capital Companies Law, and will be entitled to receive a minimum annual dividend of 0.1 euro for each non-voting share. Upon agreement with this minimum dividend, holders of non-voting shares will be entitled to the same dividend as ordinary shares.


The minimum dividend is conditional on the existence of distributable profits, excluding the issue premium. The amount of the minimum unpaid dividend for one financial year shall not be accumulated for subsequent financial years.

Non-voting shares shall not confer on their holders any pre-emptive subscription rights in relation to voting capital increases.


Successive issues of non-voting shares shall not require the approval, by special meeting or separate vote, of the holders of pre-existing non-voting shares.

Non-voting shares shall not recover this right where the company has not paid the minimum dividend in full for five consecutive financial years.

And for the purposes provided for in article 286 of the current Capital Companies Law, and for its availability to the partners of the entity, it issues this Report in Madrid, on December 27, 2022.

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Don Lorenzo Serratos Gallardo Don José Iván García Braulio

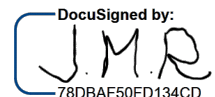
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Don Christopher Nicolas Dembik

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Don Cyril Francois Restier