

BME - GROWTH

Palacio de la bolsa
Plaza de la Lealtad, 1
28014 Madrid

Madrid, 19 September 2023

COMMUNICATION - OTHER RELEVANT INFORMATION - GENERAL SHAREHOLDERS' MEETING AGREEMENTS - SUBSTRATE ARTIFICIAL INTELLIGENCE, S.A.

Pursuant to the provisions of Article 17 of Regulation (EU) No 596/2014 on market abuse and Article 228 of Law 6/2023, of 17 March, on Securities Markets and Investment Services, 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 "Substrate AI" or "the Company" indistinctly).

During the Extraordinary General Meeting of Shareholders of SUBSTRATE ARTIFICIAL INTELLIGENCE, S.A. (hereinafter, "Substrate" or the "Company"), held on September 19, 2023 at second call, with 83 shareholders representing 42.49% of the share capital present or represented, all the resolutions submitted to vote in accordance with the notice of the General Meeting published at the time have been approved. The agreements adopted are as follows:

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

The following proposed resolution is submitted to shareholders for approval:

"Increase the share capital through the credit compensation modality provided for in article 301 of Royal Legislative Decree 1/2010, approving the Consolidated Text of the Capital Companies Law, in view of the Report issued by the Board of Directors dated August 9, 2023 and the mandatory certification of the company's auditor of August 10, 2023, in the amount of 11,748,427 euros, by offsetting the balance of the loans payable by the company that all of them hold the status of overdue, liquid and payable with respect to the creditors listed below and who, being duly represented, accept it and assume it in full, declaring its total extinction, for which 27,000,365 new Series A voting shares are created, of equal nominal value and rights content, each with a nominal value of EUR 0.10 nominal value and

an issue premium of EUR 0.10, amounting to an overall nominal value of EUR 2 700 036.50 and a global share premium of EUR 2 700 036.50 and 42 322 360 new non-voting Series B shares, with a nominal value of EUR 0.001 each and an issue premium of EUR 0.149, which would amount to an overall nominal value of EUR 42 322.36 and a global issue premium of EUR 6 306 031.64.

The new shares are created for their nominal value, approving the subscription and disbursement that, of the new shares, is made in this act; All this according to the following detail:

Creditor	Amount (€)	Series A shares	Series B shares
YAMRO HOLDINGS LIMITED	2.602.573	13.012.865	
	1.572.854		10.485.693
Luis Daniel Fernandez Perez	1.000.000	5.000.000	
	600.000		4.000.000
Andres Martinez Anton	100.000	500.000	
	300.000		2.000.000
UNITED GENERAL LTD	1.300.000	6.500.000	
	1.950.000		13.000.000
INDICO INVESTMENTS AND MANAGERMENTS SL	1.573.000		10.486.667
Ivan Cid Salgado	194.775	973.875	
	172.725		1.151.500
Alejandra de la Barrera Martorell	202.725	1.013.625	
	179.775		1.198.500
	11.748.427	27.000.365	42.322.360

To modify, as a result of the extension, article 6 of the current Bylaws, which will be worded as follows:

Article 6. Share Capital and Shares.

The share capital, which is fully subscribed and paid up, is fixed at the amount of SIX MILLION EIGHT HUNDRED AND SIXTY-SEVEN THOUSAND SIXTY-NINE EUROS AND NINETY-SIX CENTS (6,867,079.96) represented by 205,922,775 shares, fully subscribed and paid-up, belonging to two different classes:

- (i) 67,284,315 shares belonging to class "A" of 0.10 euros par value each, numbered from 1 to 67,248,315, both inclusive, belonging to the same class and series, and which are the ordinary shares of the company (The "Class Shares" A");

(ii) 138,638,460 shares belonging to class "B" of 0.001 euros par value each, numbered from 1 to 138,638,460, both inclusive, belonging to the same class and series, and which are non-voting shares of the company with the legal regime and the preferential rights established in article 9 bis of these statutes (the "Class B Shares").

The shares are represented by book entries and are governed by the Securities Market Law and other provisions applicable to it. The keeping of the accounting register of book entries will correspond to the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores SA (IBERCLEAR) and its participating entities."

Vote on the agreement: It is approved unanimously.

Consequently, this agreement is approved with the favorable vote of the entire share capital present and represented, thereby complying with the requirement established by article 18 of the current Bylaws, delegating to the Board of Directors its complete execution, which will include the application for admission to trading of the new shares created in the BME Growth, as well as in any other multilateral negotiating system.

II. Delegation of powers.

The following proposed resolution is submitted to the shareholders:

"To specifically and expressly empower the Managing Directors, on behalf of the company, indistinctly and jointly and severally, to perform and grant the public and/or private acts or documents that are necessary for the full formalization, execution and successful completion of the resolutions adopted, being able to appear before a Notary Public and raise to public, in whole or in part, the corporate resolutions adopted until they are registered in the Mercantile Registry of the same, may also grant as many public or private documents as may be necessary for the correction, rectification, ratification or clarification of those, and to carry out as many steps and declarations as are necessary for their registration in the relevant registries "

Vote on the agreement: It is approved unanimously.

Consequently, this agreement is approved with the favorable vote of the entire share capital present and represented, thereby complying with the requirement established by article 18 of the current Bylaws.

III. Drafting, reading and, where appropriate, approval of the Minutes of the session, or delegation for signature.

Once the Minutes of the General Shareholders' Meeting have been drawn up by the Secretary, the following proposed resolution is submitted to the shareholders:

"Approval in its entirety of the Minutes of this Extraordinary General Shareholders' Meeting"

Vote on the agreement: It is approved unanimously.

Consequently, this agreement is approved with the favorable vote of the entire share capital present and represented, thereby complying with the requirement established by article 18 of the current Bylaws.

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 consider appropriate.

Kind regards

Lorenzo Serratosa Gallardo
Chairman