

substrate AI

C/ María de Molina, 41 – Office nº 506
28006 Madrid

BME - GROWTH

Stock Exchange Palace
Plaza de la Lealtad, 1
28014 Madrid

Madrid, 24 June 2024

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

Dear Sirs,

Pursuant to the provisions of Article 17 of Regulation (EU) No 596/2014 on market abuse and Article 227 of Law 6/2023 of 17 March 2023 on Securities Markets and Investment Services, and related provisions, as well as Circular 3/2020 of BME Growth of BME MTF Equity, We hereby inform you of the following information regarding the company **SUBSTRATE ARTIFICIAL INTELLIGENCE, S.A. (hereinafter "Substrate AI" or "the Company" indistinctly).**

During the Ordinary General Meeting of Shareholders of SUBSTRATE ARTIFICIAL INTELLIGENCE, S.A. (hereinafter, "Substrate" or the "Company"), held on June 21, 2024, at first call, with the attendance of a total of 59 shareholders, present or represented, representing a total of 60.65% (61,021,020 shares) of the share capital, all the resolutions submitted to the vote in accordance with the notice of the General Meeting published have been approved at the time. The agreements adopted are as follows:

I. Study and approval, where appropriate, of the Annual Accounts together with the management report for the year ended December 31, 2023, as well as any acts necessary for their complete execution.

The following proposed resolution is submitted for approval by the shareholders:

"To approve the Company's annual accounts for the fiscal year ended December 31, 2023, including the balance sheet, the profit and loss account, the Annual Report, the statement of changes in equity and the Cash Flow Study, together with the Management Report, as contained in the documents formulated and signed by all the members of the Board of Directors on March 27, 2023. 2024.

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The accounts have been prepared extensively in compliance with Circular 2/2022 as well as article 536 of the current Capital Companies Act, approved by Royal Legislative Decree 1/2010, having been duly audited by the Company's Auditor, corresponding to those audited, in accordance with the provisions of article 263 of the aforementioned regulatory provision."

Vote on the agreement: Approved unanimously

II. Examination and approval, where appropriate, of the proposal for the application of results for the financial year ended 31 December 2023, as well as any acts necessary for its full execution.

The following proposed resolution is submitted for approval by the shareholders:

"To approve the application of the result for the year ended December 31, 2023 proposed by the Board of Directors, in accordance with the following detail contained in Note 3 of the Annual Report:

Cast base:

Balance of the profit and loss account (€6,845,186.08)

Total: (€6,845,186.08)

Application:

Negative results from previous years: (€6,845,186.08).

Total: (6,845,186.08.-€)"

Vote on the agreement: It is approved unanimously.

III. Study and approval, where appropriate, of the Consolidated Financial Statements together with the consolidated management report for the year ended December 31, 2023, as well as any acts necessary for their full execution.

The following proposed resolution is submitted to the shareholders:

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"To approve the consolidated annual accounts of SUBSTRATE ARTIFICIAL INTELLIGENCE SA and its Subsidiaries, corresponding to the fiscal year ended December 31, 2023, comprising the consolidated balance sheet, the consolidated income statement, the Consolidated Annual Report, the statement of changes in Consolidated Equity and the Consolidated Cash Flow Study, together with the Consolidated Management Report, as contained in the documents formulated and signed by all the members of the Board of Directors on March 27, 2024."

Vote on the agreement: It is approved unanimously.

IV. Study of approval, if applicable, of the management carried out by the Board of Directors during the financial year ended December 31, 2023, as well as any acts necessary for its complete execution.

The following proposed resolution is submitted to the shareholders:

"To approve, as broadly as the law corresponds, the corporate management carried out by the body of the Administration during the financial year ended on December 31, 2023."

Vote on the agreement: It is approved unanimously.

V. Study and approval, where appropriate, of the maximum amount of the annual remuneration that corresponds to the Board of Directors, in accordance with Article 20 of the Bylaws, as well as any acts necessary for its complete execution.

The following proposed resolution is submitted to the shareholders:

"To approve the remuneration of the Board of Directors that complies with the provisions of Article 20 of the Bylaws, not exceeding in any case its limit, in the terms provided for in the aforementioned agreement."

Vote on the agreement: It is approved unanimously.

VI. Study and approval, where appropriate, of the authorisation to the Board of Directors so that, in accordance with the provisions of article 297.1.b), 506 and concordant of the Capital Companies Act, it may carry out capital increases, for a period of five years, up to a maximum amount of 20% of the share capital at the time of authorisation, on one or more occasions, through the issuance of new shares, with or

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without voting, with the provision of incomplete subscription established in article 507 of the Capital Companies Act. To expressly authorize the Board of Directors, under the terms established in Article 506 of the Capital Companies Act, to have the power to exclude the pre-emptive subscription right if the interest of the company so requires; as well as any acts necessary for its complete execution.

The following proposed resolution is submitted to the shareholders:

"To authorize the Board of Directors, in accordance with the provisions of articles 297.1.b), 506 and related articles of the Capital Companies Act, to agree on one or more occasions to increase the share capital up to a certain amount 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 in one 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 increase or increases agreed under this authorisation will not exceed 20% of the current share capital at the time of authorisation.

3. Scope: The authorisation to the Board, through the delegation of the Meeting, to increase the share capital shall extend, as widely as may be required by law, to the establishment and determination of the conditions inherent in each of the increases that may be carried out by virtue of this agreement, to the carrying out of any necessary procedures and to the obtaining of any authorisations required by the legal provisions in force.

By way of example, but not limited to, it shall be the responsibility of the Board of Directors to determine, for each increase in share capital, the amount and date of execution, the number of shares to be issued, with or without vote, with or without an issue premium, the equivalent value of the new shares to be issued consisting of monetary contributions, and may set the terms and conditions of the capital increase and the characteristics of the shares.

Likewise, the Board of Directors is expressly authorized to exclude the pre-emptive subscription right if the interest of the company so requires, in accordance with the provisions of article 506 of the Capital Companies Act.

4. Incomplete increase: In accordance with article 507 of the Capital Companies Act, in the

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event of incomplete subscription of the increase or increases in the share capital, these will be effective, and will therefore be increased or increased only by 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(s) will be registered in the Mercantile Registry before its execution as it has included the possibility of incomplete subscription.

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

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

Likewise, shareholders are informed that the following capital increases have been executed in relation to previous delegations:

- With respect to the delegation conferred at the Meeting of January 30, 2023, for an amount of €400,000.*
- With respect to the delegation conferred at the Meeting of January 19, 2024, for an amount of €2,039,962.47."*

Vote on the agreement: It is approved unanimously.

VII. Study and approval, where appropriate, of the authorisation to the Board so that, on behalf of the Company, it may join and vote in favour of those Incentive Plans that may be constituted in the investee companies.

The following proposed resolution is submitted to the shareholders:

"To authorise the Board of Directors, on behalf of the Company, to join and vote in favour of those Incentive Plans that may be constituted as investee companies, signing for this purpose as many public and/or private documents as may be required to give full legal effect to said agreement".

Vote on the agreement: It is approved unanimously.

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VIII. Study and approval, if applicable, of the ratification of the investment agreement signed on 7 February 2024 with the entity INDICO INVESTMENTS AND MANagements S.L., delegating to the Board the signing of complementary documents.

The following proposed resolution is submitted to the shareholders:

"To ratify, as broadly as required by law, the investment agreement signed on February 7, 2024 with the entity INDICO INVESTMENTS AND MANagements SL, delegating to the Board the signing of complementary documents to said agreement; as well as any public or private documents necessary to give full legal effect to the agreement adopted."

Vote on the agreement: It is approved unanimously.

IX. Delegation of powers.

The following proposed resolution is submitted to the shareholders:

"To specially and expressly empower the Managing Directors, on behalf of the company, indistinctly and jointly and severally, to carry out and grant the public and/or private acts or documents that are necessary for the full formalization, execution and good completion of the agreements adopted, being able to appear before a Notary Public and make public, in whole or in part, the corporate resolutions adopted until they are registered in the Commercial Registry, may also grant as many public or private documents as may be necessary for the correction, rectification, ratification or clarification of the same, and to carry out any procedures and declarations necessary for their registration in the relevant registers.

Without prejudice to the delegations of specific powers contained in the preceding paragraphs, it is agreed to empower and authorise both Mr JOSE IVAN GARCIA BRAULIO and Mr LORENZO SERRATOSA, in their respective capacity as Secretary and Chairman of the Board of Directors, as broadly as the law corresponds, to authorise and authorise without distinction, as broadly as is applicable by law, so that they can execute the above agreements, carrying out all the actions and procedures for this purpose and granting the public or private documents that are necessary or convenient, being also empowered for this purpose to complete, clarify, correct or correct said documents, if they suffer from any error, imprecision or omission, especially if this is cause to suspend or prevent their

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registration or effectiveness in the Commercial Registry or in any other public Registry; and, in particular, by way of indication and not limitation, for:

(i) Drafting, subscribing and filing, where appropriate, with BME Growth (or with any governing bodies of those markets, national or foreign, official or not, in which the Company's shares may be admitted to trading) or any other supervisory authorities that may be appropriate, in relation to the issuances and listings to trading of the new shares issued under this agreement, as many supplements as may be necessary or convenient, assuming responsibility for them, as well as the other documents and information that are required in compliance with the provisions of the applicable regulations; and

(ii) To execute on behalf of the Company as many public or private documents as may be necessary or convenient for the successful completion of this agreement and, in general, to carry out as many procedures as may be necessary, as well as to correct, clarify, interpret, specify or supplement this resolution adopted by the General Shareholders' Meeting and, in particular, any defects, omissions or errors, of substance or form, resulting from the verbal or written classification, prevent access to the agreements and their consequences to the Commercial Registry, or any other"

Vote on the agreement: It is approved unanimously.

Consequently, this resolution 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 Bylaws in force.

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

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

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

Vote on the agreement: It is approved unanimously.

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 directors.

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We remain at your disposal for any clarifications you may deem appropriate.

Kind regards

Lorenzo Serratosa Gallardo

Chairman of the Board of Directors