

Alicante, 19<sup>th</sup> of June 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:

During the Ordinary and Extraordinary General Shareholders’ Meeting of FACEPHI BIOMETRÍA, S.A. (hereinafter, “FACEPHI” or the “Company”), held on June 17, 2025, on second call, with the attendance of a total of 14 shareholders, either present or duly represented, representing 39.29% of the Company’s share capital, all the resolutions submitted to vote were approved in accordance with the notice of the General Meeting published in due time.

The resolutions adopted, all unanimously, are as follows:

***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.***

These annual accounts were published on the BME Growth website and the Company’s website on April 29, 2025. Furthermore, these accounts were audited by ERNST & YOUNG, S.L., who issued their independent audit report on April 29, 2025, expressing a favorable opinion.

The aforementioned annual accounts for the 2024 financial year, as prepared by the Company’s Board of Directors on March 31, 2025, are hereby approved.

***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.***

These consolidated annual accounts were published on the BME Growth website and the Company’s website on April 29, 2025. These consolidated annual accounts were audited by ERNST & YOUNG, S.L., who issued their independent audit report on April 29, 2025, expressing a favorable opinion.

The aforementioned consolidated annual accounts for the 2024 financial year, as prepared by the Company’s Board of Directors on March 31, 2025, are hereby approved.

***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.***

As indicated in Note 11.1 of the 2024 financial statements, the Company recorded a negative result of 12,380,247 euros for this financial year.

It is resolved to allocate the total losses for the year to the “Accumulated losses from previous years” item to be offset in future financial years.

***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.***

The management of the Board of Directors during the financial year ending December 31, 2024, is hereby approved.

***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.***

The remuneration of the Governing Body and the Board of Directors of the Company for the 2025 financial year is unanimously approved, in accordance with the proposals of the Board of Directors dated December 10, 2024.

Regarding the remuneration of the Board of Directors, and considering the increasing involvement of the Company's majority shareholder (N&G) in the management of the company—financially supporting and helping to solve issues—the total remuneration of the Board is increased from the current 390,000 euros to 440,000 euros.

***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***

The capital increase of the Company from its current amount of €1,031,068.36 to €1,064,963.48 is hereby approved, that is, an increase of €33,895.12 and the issuance of 847,378 ordinary shares with a nominal value of €0.04.

The new wording of Article 5 of the Articles of Association relating to share capital is approved, adapting it to the new nominal value and number of shares issued. The amendment will read as follows:

“ARTICLE 5.- SHARE CAPITAL.

The share capital is set at the amount of ONE MILLION SIXTY-FOUR THOUSAND NINE HUNDRED SIXTY-THREE EUROS AND FORTY-EIGHT CENTS (€1,064,963.48), fully subscribed and paid up, divided into TWENTY-SIX MILLION SIX HUNDRED TWENTY-FOUR THOUSAND EIGHTY-SEVEN (26,624,087) shares, represented by book entries, with a nominal value of FOUR CENTS OF EURO (€0.04) each, of a single class, equal, cumulative, and indivisible.”

***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.***

Authorization is granted to the Board of Directors so that, pursuant to Articles 297.1.b), 506, and related provisions of the Spanish Companies Act, it may agree one or more capital increases under the following conditions:

1. Term: The capital increase may be carried out in one or more tranches within five years from the date of this General Meeting.
2. Maximum amount: The total maximum amount of the increase(s) under this authorization may not exceed 20% of the Company's current share capital at the time of the authorization.

3. Scope: The Board is authorized to set the conditions of each capital increase, carry out all necessary formalities, and obtain all required authorizations. This includes determining the amount, date, number of shares, issuance with or without a premium, whether they carry voting rights, and the terms of subscription and delivery.
4. Incomplete subscription: In accordance with Article 507, capital increases will be valid even if not fully subscribed, with the capital only increased by the amount effectively subscribed.
5. Registration: The capital increase resolutions will be registered in the Commercial Registry before execution, as incomplete subscription is allowed.
6. Amendment of the Articles of Association: The Board is empowered to update the wording of the capital-related article of the Articles of Association once the increase is resolved and executed.
7. Admission to trading: The Company will seek the listing of the new shares on multilateral trading systems in Spain (BME Growth) or other regulated markets through dual listing.

***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.***

Authorization is granted to the Board of Directors to acquire treasury shares under the following terms:

- Term: Maximum period of 5 years from the resolution date.
- Number of shares: Up to 10% of the share capital.
- Price range: If the acquisition is for consideration, the minimum and maximum value may vary by +/- 10% from market value on the acquisition date.

Furthermore, in accordance with the provisions of Article 146.1 of the Spanish Capital Companies Act, by virtue of this authorization, the Board of Directors may allocate, in whole or in part, the treasury shares acquired to the implementation of remuneration programs that the Company may establish, which involve or result in the delivery of shares or the granting of stock option rights.

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

The revocation of the appointment of the current auditor for the annual accounts of the year ending December 31, 2025, is approved due to just cause, in accordance with applicable regulations.

***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.***

KPMG Auditores, S.L., an independent auditing firm registered with number S0702 in the ROAC, with registered office in Madrid, Torre de Cristal, Paseo de la Castellana No. 259 C, and registered in the Madrid Commercial Registry (Volume 11,961, Sheet M-188,007), with Tax ID B-78510153, is appointed as the Company's new auditor for the 2025, 2026, and 2027 financial years.

***ELEVENTH - Delegation of powers.***

Approval is granted to delegate to the Chairman and Secretary of the Board all necessary actions to execute the resolutions and elevate them to public deed.



*TWELFTH - Requests and questions.*

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

There being no further business to discuss, the minutes were approved unanimously by those present.

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

Sincerely,

Javier Mira Miró

**Chairman of the Board of Directors**