



ADL BIONATUR SOLUTIONS, S.A.

Extraordinary General Shareholders' Meeting

The Board of Directors of ADL BIONATUR SOLUTIONS, S.A. (the "**Company**") has resolved to call the shareholders to the Extraordinary General Shareholders' Meeting to be held on 3 November 2020 at 10 h (am), on first call, in Madrid, Hotel Meliá Madrid Serrano, 139 Claudio Coello St., and, if necessary, on the following day at the same time and place on second and last call (most certainly, the General Meeting will be held on first call), according to the following

Agenda

- 1st Item.-** Acknowledgement and, to the extent necessary, ratification of the resolutions adopted by the Board of Directors on 2 September 2020 in relation to the Project Pill, a transaction relating to the financing contracts of Antibióticos de León, S.L. execute on 8 August 2019 and 29 May 2020, respectively, and ratification of the term sheet on the restructuring of the financing and shareholding structure of the subsidiary Antibióticos de León, S.L., executed on 3 September 2020 (the "**Term Sheet**"), as well as ratification of the actions carried out to implement the aforementioned Term Sheet in accordance with the provisions of the restructuring framework agreement ("**Master Restructuring Agreement**") and its ancillary and complementary documents, including, in particular and without limitation, all the documents and actions formalised in relation to Phase 2 of the Master Restructuring Agreement.
- 2nd Item.-** In relation to the transaction referred to in 1st Item above and for the appropriate legal purposes, in particular and without limitation, for the purposes of the provisions of Article 160.f) of the Spanish Capital Companies Law (*Ley de Sociedades de Capital*), approval of the following points: (a) ratification of the capital increases and contributions to equity to the subsidiaries ADL LUX 2, S.à r.l., ADL LUX 1, S.à r.l. and Antibióticos de León, S.L., as provided in the Master Restructuring Agreement and its ancillary and complementary documents; (b) change of control in the subsidiaries ADL LUX 2, S.à r.l., ADL LUX 1, S.à r.l. and Antibióticos de León, S.L. as a result of the execution of the transactions provided in the Master Restructuring Agreement and in its ancillary and complementary documents; (c) granting of a call option in favour of the Company for the acquisition of the shares owned by Kartesia

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IV Topco, S. A. in ADL LUX 2, S.à r.l. in execution of the transactions provided in the Master Restructuring Agreement and its ancillary and complementary documents; (d) direct change of control in ADL LUX 2, S.à r.l, ADL LUX 1, S.à r.l. and Antibióticos de León, S.L. in the event that the call option indicated in paragraph (c) above is enforced; (e) ratification of the amendment of the call option agreement over the shares of Antibióticos de León, S.L. granted by ADL LUX 1, S. à r.l. in favour of Kartesia Securities, S.A. on 29 May, which was ratified by the Company's General Meeting on 3 July 2020; (f) acknowledgement and ratification of the Company's execution of a shareholders' agreement relating ADL LUX 2, S.à r.l, ADL LUX 1, S.à r.l. and Antibióticos de León, S.L.; and (g) ratification of the purchase by the Company of two shareholder's loans granted by BTC Uno, S.à r.l. and BTC Tres, S.à r.l. to Antibioticos de León, S.L.

3rd Item.- Delegation in favour of the Board of Directors of the power to increase the share capital in the terms of article 297.1.b) of the Spanish Capital Companies Law.

4th Item.- Delegation in favour of the Board of Directors of the power to issue fixed-income securities, preferred shares or instruments of a similar nature (including promissory notes or warrants), simple, convertible and/or redeemable into Company shares. Setting of the criteria for determining the bases and types of the conversion and/or swap and attribution to the Board of Directors of the powers to increase capital by the necessary amount.

5th Item.- Necessary authorizations.

Shareholders have the right to request in writing, prior to the Extraordinary General Shareholders' Meeting or verbally during the same, all the information or clarifications that they may deem necessary regarding the matters on the agenda and, specially, the rights that article 197 of the Spanish Capital Companies Law provides to shareholders in this regard.

It is expressly stated the right of any shareholder to examine, at the Company's registered office, and to immediately and freely obtain the documents which are submitted to the Extraordinary General Shareholders' Meeting for its approval, from the date of this notice of call to the General Shareholders' Meeting. These documents are also available at the Company's corporate website <https://adlbionatur.com/info-inversores/>.

Shareholders have also the right to be represented at the Extraordinary General Shareholders' Meeting by another person, whether a shareholder or not. Shareholders may obtain the necessary information for the exercise of that right by directly addressing the Company or by consulting the Company's corporate website www.adlbionatur.com.

In any case, shareholders attending the General Meeting will have to submit the assistance card issued for these purposes by the corresponding bank.

In the event that the Meeting could not be held in person due to the pandemic caused by COVID-19 is still in place or due to limitations to the mobility or the number of attendants, the Company will take the appropriate measures and will give notice through its corporate website (www.adlbionatur.com), at least five calendar days before the meeting is held, of the possible

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option of holding the meeting electronically under the applicable law Accordingly, shareholders are recommended to consult the Company's website prior to the holding of the Extraordinary General Shareholders' Meeting.

Shareholders may obtain more information by consulting the Company's corporate website www.adlbionatur.com, as well as by contacting the investor relations department in the following address: juntageneral@adlbionatur.com

Finally, it is noted that the Board of Directors has resolved to request the presence of a Notary Public to record the minutes of the meeting pursuant to section 203 of the Spanish Capital Companies Law, read together with article 101 of the Regulations of the Commercial Registry (*Reglamento del Registro Mercantil*).

Jerez de la Frontera, 2 October 2020.- Mr. Jaime Fedec, Chairman of the Board of Directors.

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