



13 June 2023

Making Science Group, S.A. (hereinafter referred to as the "Company") pursuant to the provisions of Article 17 of Regulation (EU) No. 596/2014 on market abuse and of Article 227 of Law 6/2023, of 17 March, on Securities Markets and Investment Services, and related Investment Services, and concordant provisions, hereby brings to your attention the following information:

OTHER RELEVANT INFORMATION

The general meeting of the syndicate of bondholders (hereinafter referred to as the "**General Meeting**") of the first issue of bonds, maturing on 13 October 2024, for a total nominal amount of 12 million euros and with ISIN code ES0305463004, issued by the Company under the so-called "Making Science 2021 Bond Issuance Programme", and with Bondholders, S.L. acting as the commissioner, has been convened today.

The General Meeting will be held in Madrid, calle de López de Hoyos 135, 3rd floor, on 29 June 2023 at 11:00 a.m. (CET) on first call, or on second call at the same place on 30 June 2023 at 11:00 a.m. (CET).

A full copy of the above-mentioned announcement of the call, which has been published on the Company's website (<https://www.makingscience.com/investors/>), and as announcement of other relevant information (OIR) on the website of the MARF (<https://www.bolsasymercados.es/bmeexchange/es/Mercados-y-Cotizaciones/Renta-Fija/MARF-Hechos-Relevantes>), is attached here to.

It is expressly stated that the information communicated has been prepared under the sole responsibility of the Company.

Yours sincerely,

Chief Executive Officer of Making Science Group, S.A.
José Antonio Martínez Aguilar



MAKING SCIENCE GROUP, S.A.
Notice of the general meeting of the so-called "syndicate of bondholders of the first Making Science 2021 bond issue".

Bonds ISIN code ES0305463004, maturing on 13 October 2024, for a total nominal amount of EUR 12 million (the "Bonds"), issued under the so-called "Making Science 2021 Bond Issuance Programme" (the "Programme")

In accordance with the provisions of:

- (i) Article 422 et seq. of Royal Legislative Decree 1/2010, of 2 July 2010, approving the Consolidated Text of the Capital Companies Act (the "**Capital Companies Act**"); and
- (ii) Article 8.1 and article 22.1 of the rules of the syndicate of Bondholders (the "**Syndicate Rules**") contained in Annex I to the final terms document setting out the terms and conditions (the "**Final Terms**") of the Bonds,

Bondholders, S.L., in its capacity as the commissioner of the syndicate of Bondholders (the "**Commissioner**") convenes the general meeting (the "**General Meeting**") of the holders of the Notes (the "**Bondholders**") to be held in Madrid, calle López de Hoyos 135, 3ª planta, on 29 June 2023 at 11:00 a.m. (CET) on first call, or on second call at the same place, on 30 June 2023 at 11:00 a.m. (CET), or on 30 June 2023 at 11:00 a.m. (CET) on second call.m. (CET) on first call, or on second call at the same place on 30 June 2023 at 11:00 a.m. (CET), in accordance with the following agenda.

AGENDA

First. In relation to the financial year ended 31 December 2022, *waiver of certain financial obligations of Making Science Group, S.A. (the "**Company**") (i) contained in section VI.11.1 ("**Financial Obligations**") of the base document of incorporation dated 26 July 2021, as amended by the supplement dated 8 October 2021 (together, the "**Base Document**") relating to the Programme; and (ii) assumed by the Company in the Final Terms of the Notes ("**Undertakings of the Issuer - Obligations assumed by the Issuer**") and, accordingly, waive the Company from the contribution of funds qualifying as capital provided in section VI.11.1 of the Base Document.*

Second. Modification of the point relating to the required level (15x) of the "Pro Forma Recurring EBITDA/Net Financial Expenses Ratio" (as defined in the Base Document) contained in section VI.11.1 ("**Financial Obligations**") of the Base Document relating to the Programme; and assumed by the Company in the Final Terms of the Bonds ("**Commitments of the Issuer-Obligations assumed by the Issuer**"), for the purpose of correcting the drafting error in said section VI.11.1 ("**Commitments of the Issuer-Obligations assumed by the Issuer**"), in order to correct the drafting error in said section VI.11.2 ("**Commitments of the Issuer-Obligations assumed by the Issuer**"), in order to correct the drafting error in said section VI.11.2 ("**Financial Obligations**").

Section VI.11.1 of the Base Document, replacing it with a new required level (5x).

Three. Delegation of powers and empowerment to the Commissioner to grant as many public or private documents as he deems necessary or convenient for the full effectiveness of the resolutions adopted by the General Assembly.

Fourth. Requests and questions.

Fifth. Drafting and approval of the minutes of the General Assembly.

RIGHT TO INFORMATION

In connection with the above agenda, as from the publication of the announcement of this notice, Noteholders may consult the agenda on the Company's website (<https://www.makingscience.com>) and/or on the website of Issuer Solutions, S.L. (www.issuersolutions.com/meeting/makingscience), in its capacity as information, tabulation and voting agent of the General Meeting (the "**Voting Agent**").

Those Noteholders who so wish may examine at the registered office of the Company and request the immediate delivery or dispatch free of charge of the full text of the document prepared by the Company relating to the application for *waiver of* certain financial obligations of the Company in relation to the Notes contained in paragraph VI.11.1 of the Basic Document, as well as the appropriate modifications.

In addition, Noteholders interested in receiving an electronic copy of such waiver request may request it by sending an e-mail to the Voting Agent at the following e-mail address: projects@issuersolutions.com.

ATTENDANCE AND VOTING RIGHTS

Pursuant to article 10 ("*Attendance Rights*") of the Syndicate Rules, Noteholders who are Noteholders at least (5) days prior to the date on which the General Meeting is to be held shall be entitled to attend the General Meeting.

Noteholders must prove such status by presenting the document issued by the financial institution where the Notes are deposited, stating such ownership.

The members of the Board of Directors of the Company shall also be entitled to attend the General Meeting.

Pursuant to Article 425 of the Companies Act and Article 12 ("*Quorum for Attendance and Adoption of Resolutions*") of the Syndicate Rules, resolutions shall be adopted by a "Simple Majority of Noteholders" (as such term is defined in the Syndicate Rules), with the exception of amendments to the term or terms of repayment of the nominal value of the Notes and the declaration of early redemption which shall require the affirmative vote of a "Supermajority of Noteholders" (as such term is defined in the Syndicate Rules).

Resolutions adopted by the General Meeting shall be binding on all Noteholders, including those not attending and dissenters, in accordance with the provisions of the Capital Companies Act.

In addition, pursuant to article 13 ("*Voting Rights*") of the Syndicate Rules, Noteholders will have the right to exercise their vote through the means set out in the procedure established by the Voting Agent at (www.issuersolutions.com/meeting/makingscience) or by e-mail request (projects@issuersolutions.com).

RIGHT OF REPRESENTATION

Pursuant to Article 11 ("*Right of Representation*") of the Syndicate Rules, Noteholders entitled to attend the General Meeting may be represented either by another Noteholder or by the Commissary, but in no case may they be represented by members of the Board of Directors of the Company even if they are also Noteholders.

The proxy must be granted in writing and in a special form for the General Assembly.

EXEMPTION FROM LIABILITY OF THE COMMISSIONER AND THE VOTING AGENT

Both the Commissioner and the Voting Agent are exempt from liability on account of the instrumental functions performed by the Commissioner and the Voting Agent, respectively.

The Commissioner shall be exempt from liability in relation to the convening of the General Meeting by following the instructions of the Company, the items on the agenda submitted for voting, his intervention in the General Meeting and the actions carried out by him in use of the powers conferred in accordance with item Three of the agenda, as well as the functions performed by the Voting Agent.

This disclaimer of liability is required by these entities for the proper performance of these functions in accordance with standard market practice.

The disclaimer of liability in favour of the Commissioner and the Voting Agent expressly includes the following paragraphs:

- (i) Neither the Commissioner nor the Voting Agent has independently verified nor assumes any responsibility for the content of the notice of meeting, or for the information which the Company or its legal and/or financial advisers may provide or make available at the General Meeting.
- (ii) Neither the Commissioner nor the Voting Agent (or their respective directors, employees, affiliates or advisers) makes any *representation or warranty* (*representation & warranty*) as to the convening of the General Meeting or any other document which may be prepared by the Company and provided to Noteholders at the General Meeting, nor does any of them make any recommendation to vote for, abstain, blank vote or vote against on each of the matters put to a vote at the General Meeting.

- (iii) Neither the Commissioner nor the Voting Agent (or their respective directors, employees, affiliates or advisers) assumes any responsibility for the accuracy or completeness of any information which may be provided to Noteholders in connection with the proposals submitted to them for vote at the General Meeting, nor do they assume any responsibility in the event that the Company or its legal and/or financial advisers have failed to disclose any fact or circumstance which may occur and affect the meaning or accuracy of the information provided.
- (iv) The Voting Agent has been appointed by the Company and has no contractual or non-contractual liability to any of the Noteholders.
- (v) Each Noteholder who decides to participate in the General Meeting either by exercising its attendance rights or its representation rights, or decides not to participate, must seek, request and obtain its own legal, financial, commercial and any other type of advice that each Noteholder deems appropriate and convenient in order to be able to analyse the points submitted for its approval and decide whether to attend the General Meeting and, if so, how it will vote on each of the matters to be voted on, if attending, the direction of its vote on each of the matters to be voted on, so that each Noteholder is solely responsible for making its own assessment of each of the proposals made by the Company and deliberated upon at the General Meeting and voting (or not voting) in accordance with such assessment.
- (vi) The delivery of any document in connection with the General Meeting shall not, under any circumstances, create any assumption whatsoever that the information is correct and/or up to date as at any date subsequent to the date of issue thereof (i.e. 13 June 2023). Such information shall be prepared by the Company solely for the benefit of the individual Noteholders and shall be solely for their benefit.
- (vii) Each Noteholder is recommended to seek, seek and obtain independent legal advice in connection with the General Meeting, as well as independent financial advice from its securities dealer, financial institution, legal and tax advisers, accountants and such other independent advisers as each Noteholder deems appropriate and of its own choice, and in the event that the Notes of a particular Noteholder are held or custodied by any financial intermediary or investment services company, custodian, trust or any other natural or legal person, such Noteholder should contact such person if it wishes to participate in the General Meeting.

ADDITIONAL INFORMATION: AMENDMENT FEE

In the event of approval of the requests to the General Meeting referred to in items 1 and 2 of the agenda relating to the waiver and amendment of certain financial obligations contained in section VI.11.1 ("Financial Obligations") of the Base Document relating to the Programme; and assumed by the Company in the Final Terms of the Bonds ("Issuer Undertakings-Issuer Undertakings")..1 ("*Financial Obligations*") of the Base Document relating to the Programme; and assumed by the Company in the Final Terms of the Notes ("*Undertakings of the Issuer-Obligations assumed by the Issuer*"), the Company will pay to each of the Noteholders a fee of 50 basis points (0.50%) of the nominal amount of the Notes held by each of the Noteholders. This fee will be paid in one lump sum on the next interest payment date of the Notes, i.e. 13 July 2023.

ADDITIONAL INFORMATION

The following means of contact have been set up for the purpose of providing or clarifying any information related to this General Assembly:

Voting Agent

Issuer Solutions, S.L.
For the attention of: Marina
Pettis Telephone: +34 963 222
555
e-mail: projects@issuersolutions.com

This convocation of the General Assembly shall be interpreted in accordance with Spanish law.

The General Assembly is scheduled to be held on first call, i.e. on 29 June 2023 at 11:00 a.m. (CET).

Madrid, 13 June 2023

Mr. Juan Carlos Perlaza. Sole
Administrator Bondholders, S.L.