

**BME - Growth**

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

Alicante, 21st May, 2021

**COMUNICACION – PRIVILEGED INFORMATION - FACEPHI BIOMETRIA, S.A.**

Dear Sirs,

Under the provisions of article 17 of the Regulation (EU) No. 596/2014 on market abuse, and article 228 of the consolidated text of the Spanish Securities Market Act, approved by the Spanish Royal Legislative Decree 4/2015, of 23rd October, and concordant provisions, as well as in the Circular 3/2020 of BME Growth, we hereby inform you about the following facts related to the company FACEPHI BIOMETRIA, S.A. (hereinafter "FacePhi" or "the Company").

**PRIVILEGED INFORMATION**

The Company published as privileged information on the 25th of January 2021 the resolutions adopted by the Extraordinary General Shareholders' Meeting held on that date, which included, as the first point, the delegation to the Board of Directors of the power to issue warrants convertible into shares of the Company in favour of Nice & Green, S.A. ("Nice & Green"), with the exclusion of pre-emptive subscription rights, for a maximum conversion amount of €20,000,000, as well as to increase de share capital by the amount necessary to cover the conversion of said warrants.

On 15 February 2021, the Board of Directors adopted a resolution, under the delegation of the Company's Extraordinary General Shareholders' Meeting of January 25<sup>th</sup> 2021, to carry out the first issue of 48,076,923 warrants convertible into shares of the Company for a maximum conversion amount of €2,500,000 (the "Equity Warrants (FEBRUARY 2021)"), with Nice & Green being the sole subscriber of the issue of the Equity Warrants.

On 18 February 2021, on 6 April and on 21 April, Nice & Green, under the terms of the investment agreement, informed the Company and exercised its right to convert 237,456, 147,872 and 137,129 Equity Warrants (FEBRUARY 2021) for a conversion amount of €1,850,000, communicated as Privileged Information on 19 February, 7 April and 23 April of 2021, respectively.

Additionally, on 19 May 2021, Nice & Green has informed the Company and exercised its right to convert 187,346 Equity Warrants (FEBRUARY 2021) for a conversion amount of €650,000.

After this fourth conversion, the FEBRUARY 2021 tranche has finalized, and the remaining 47,367,120 Equity Warrants from the first tranche FEBRUARY 2021 have been cancelled.

As a result of the above, FacePhi will grant a deed of capital increase in order to cover the conversion of the Equity warrants issued. The new shares of the Company, issued following the capital increase, will have an issuing price of €3.4695 per share (€0.04 nominal value plus €3.4295 issue premium). Consequently, the Company's share capital will be increased by a nominal amount of €7,493.84 (187,346\* €0.04).

After the aforementioned capital increase, the share capital is set at the sum of SIX HUNDRED FIVE THOUSAND THREE HUNDRED SEVENTY-TWO EUROS AND EIGHTY-EIGHT CENTS (€605,372.88), represented by FIFTEEN MILLION ONE HUNDRED THIRTY-FOUR THOUSAND THREE HUNDRED TWENTY-TWO (15,134,322) shares of FOUR CENTS OF EURO (0.04 euros) of nominal value each, of the same class, equal, accumulative and indivisible”.

In compliance with Circular 3/2020 of the segment BME Growth of BME MTF Equity, it is expressly stated that the information hereby communicated has been produced under the sole responsibility of the company and its administrators.

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

Sincerely,

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**Salvador Martí Varó**

**Chairman of the Board of Directors**