



COMUNICACIÓN DE OTRA INFORMACIÓN RELEVANTE

3 de febrero de 2021

En virtud de lo previsto en el artículo 17 del Reglamento (UE) nº 596/2014 sobre abuso de mercado y en el artículo 228 del texto refundido de la Ley del Mercado de Valores, aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre, y disposiciones concordantes, así como en la Circular 3/2020 de BME MTF Equity, ponemos en su conocimiento:

Se adjunta presentación Corporativa soporte para el webinar que se celebrará hoy a las 12:00 para presentar la operación corporativa de OPA de ATRYS sobre ASPY Global Services, S.A.

Se podrá acceder al Webinar en el siguiente enlace:

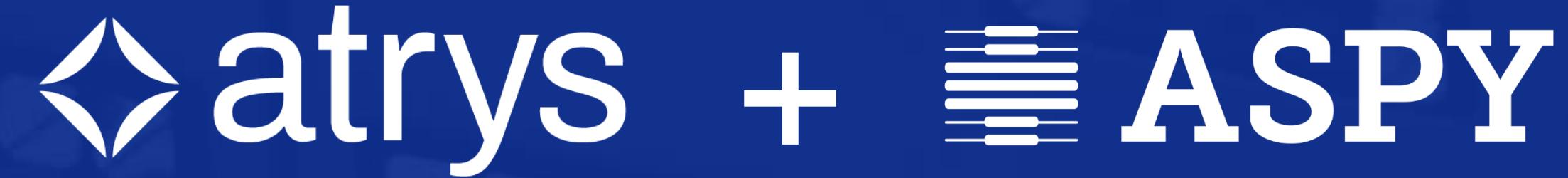
<https://www.rankia.com/acciones/atrys-health-atry/webinars/3754-presentacion-opa-atrys-aspy>

La información comunicada ha sido elaborada bajo exclusiva responsabilidad del emisor y sus administradores.

Madrid, 3 de febrero de 2021.

Doña Isabel Lozano Fernández.

Consejera Delegada.



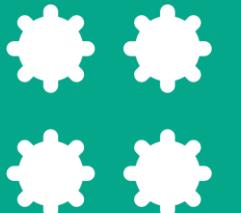
Una transformación para mejorar el sector salud

Santiago de Torres
Presidente Ejecutivo

Isabel Lozano
CEO

José M^a Huch
CFO

3 de febrero de 2021





Disclaimer

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ATRYS + ASPY, una sólida combinación para modernizar la atención a la salud en las empresas en España

ATRYS

Atrys, compañía con presencia internacional dedicada a la medicina de precisión.

- Tratamientos avanzados de oncología radioterápica
- Diagnósticos radiológicos, cardiológicos, monitorización de crónicos, tele consulta realizados por telemedicina
- Red propia en España de laboratorios de diagnóstico anatomía patológica y genética
- Expertos en Smart data y business intelligence de datos de salud

4M de pruebas diagnósticas al año

+350 médicos especialistas trabajando en red

Plataformas propias de tele diagnóstico, consulta

+2,6M/año invertidos en I+D herramientas IA

ASPY

ASPY, compañía nacional dedicada a la prevención de riesgos laborales con especial foco en la salud de los empleados. 3era compañía por cuota de mercado en ESP.

- Vigilancia de la salud con consultas análisis y exploraciones médicas
- Servicios de prevención de riesgos laborales
- Servicios de formación a empleados de empresas en materia de prevención y riesgos laborales
- Servicios a empresas de adaptación LOPD y compliance

234 delegaciones cobertura en todas las provincias

>1M empleados bajo cobertura

>100k clientes (empresas)

+400 personal sanitario



Racional de negocio de la integración (1/3)

Cross selling servicios médicos: 234 delegaciones de ASPY con capilaridad nacional permiten la venta directa B2C de los servicios diagnósticos de ATRYS.

- **Laboratorios ATRYS:** Centros de extracción y recogida de muestras en todo el país, brindan la capacidad de establecer laboratorios propios de patología en las principales capitales de provincia (hasta ahora sólo presentes en BCN).
- **Genética:** Capacidad para introducir en la red de ASPY servicios de genética de consumo, prenatal, de intolerancia alimentaria y de prevención, en la red nacional para extracción y recogida de muestras.
- **Radiología y Cardiología:** Posibilidad de reforzar los servicios que presta ASPY con pruebas diagnósticas de mayor valor añadido optimizando la capacidad de las delegaciones.
- **Oncología:** La red de ASPY con capacidad de referir pacientes oncológicos a los centros propios de tratamiento oncológico de ATRYS.



Racional de negocio de la integración (2/3)

Aceleración de la digitalización de servicios de prevención laboral ASPY: Los servicios de prevención de riesgos laborales prestados por ASPY pueden ser más eficientes utilizando las tecnologías de salud digital de ATRYS, reforzando su competitividad.

- Automatización procedimientos internos y mejora del conocimiento de los pacientes mediante gestión de datos:
 - Internalización pruebas diagnósticas que ASPY subcontrata.
 - Automatización pruebas diagnósticas ECG.
 - Automatización contacto telefónico.
 - Introducción servicios de gestión de enfermos crónicos, y central de cuidados integrados 24h.
- Procesos de innovación:
 - Miniaturización de equipos y digitalización de proceso (digital onboarding).
 - Servicios añadidos de medicina: vídeo consulta.
 - Telemedicina del trabajo en zonas remotas.
 - Tele ecografía abdominal.
 - Tele consulta de especialidades médicas.



Racional de negocio de la integración (3/3)

La integración de ASPY refuerza la capacidad de ATRYS para establecer alianzas estratégicas con Grupos Hospitalarios.

- Mejora en la capacidad de negociación de ATRYS con grupos hospitalarios al actuar la red de ASPY con cobertura a 1 millón de personas.
- Mejor posición para participar en concursos públicos y contrataciones competitivas en todas las Comunidades Autónomas, dado que ASPY tiene presencia en todas ellas.
- Acceso a las claves de aseguradoras médicas de los centros de ASPY Salud para la prestación de servicios médicos.





La integración actúa como “Booster” financiero

	2021e
Cifra de negocios	160 - 170
Ebitda ajustado proforma	38-40
Cash Flow (EBITDA – capex)	30
DFN/EBITDA ¹	2,2 – 2,6x
Market Cap ²	592
Reducción coste deuda est. 2021	(150) p.b.s.
Sinergias costes impacto Ebitda 2021	3,0M
Sinergias impacto en ingresos 2022	8,0M

- ASPY compañía bien gestionada, con progresiva mejora del Ebitda.
- ASPY alta tasa conversión EBITDA en Cash Flow Libre >60%. Inversión en capex ejecutada en 2016-2020.
- Mejora solvencia: Top 10% clientes pasan del 23% en 2020 al 5% de los ingresos en 2021e y ratio DFN/Ebitda 2021e entre 2,0-2,5%.
- Índice IGBM: #76 de 131 empresas.

¹ Deuda Financiera Neta / Ebitda proforma ajustado según definición DBI Programa bonos.

² Market cap suponiendo un precio por acción de la resultante de 10 euros por acción.



Estructura de la OPA

- La Oferta se formula como compraventa y canje de valores, a libre elección de los accionistas de ASPY con los siguientes términos:
 - Efectivo, a €2,875 por acción de ASPY.
 - Acciones ordinarias de ATRYS de nueva emisión a un tipo de canje de 3,147826 acciones de ASPY por 1 acción de ATRYS (€2,875 x acción de ASPY y €9,05 por acción de ATRYS).

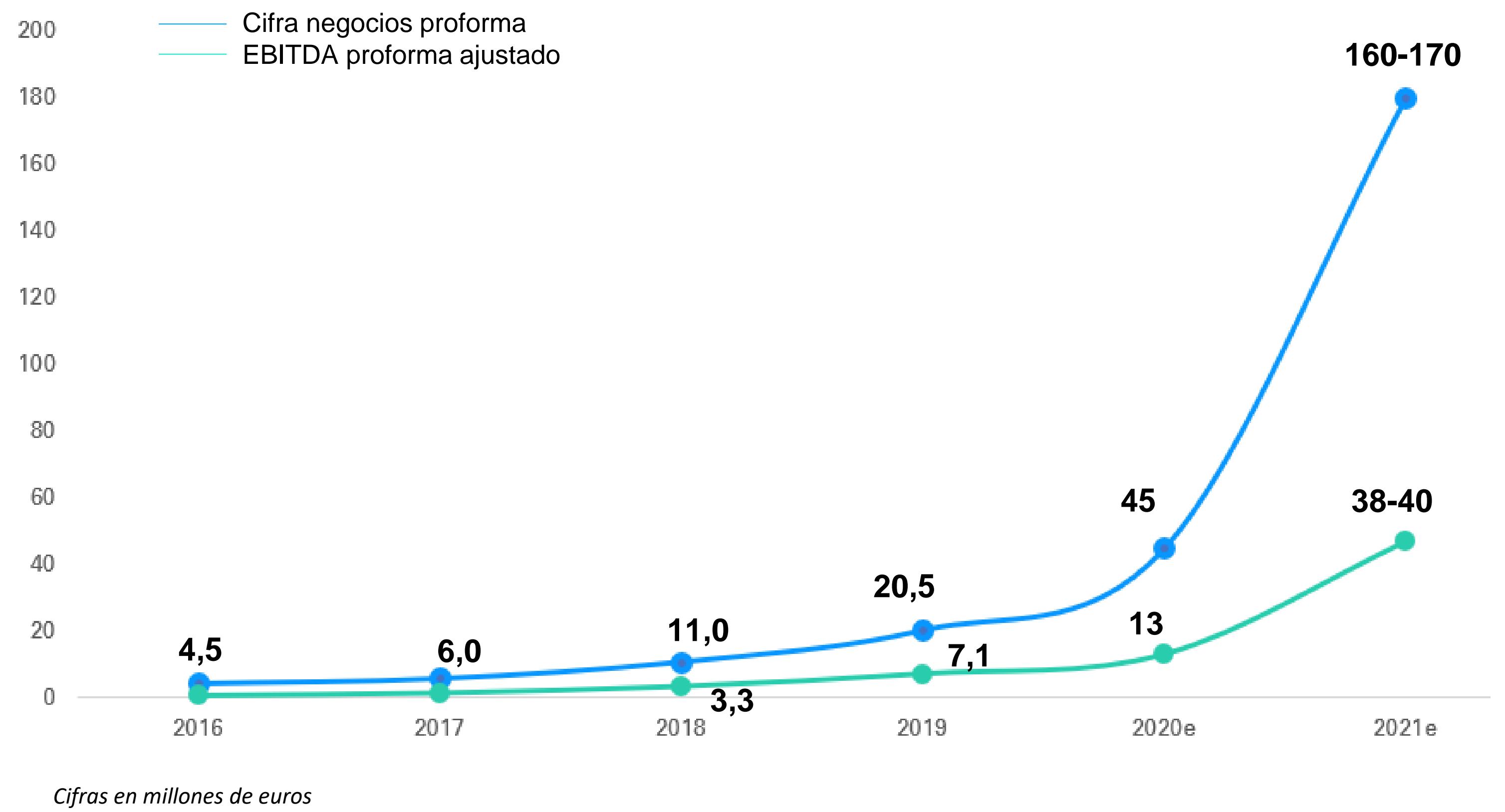
La oferta está condicionada a la obtención de adhesiones que representen un mínimo del 90% del capital social de ASPY y a que el canje de valores alcance el 85%

- Acuerdo con Excelsior Times S.L.U (72,3% del capital de ASPY) que se compromete aceptar la oferta en la modalidad de canje de acciones.
- Desembolso máximo en cash €33,5M. Facility loan bullet a 5 años.
- Valoración del 100% de ASPY en €223 millones. EV/EBITDA ajustado proforma est. 2021 en 10,5x.



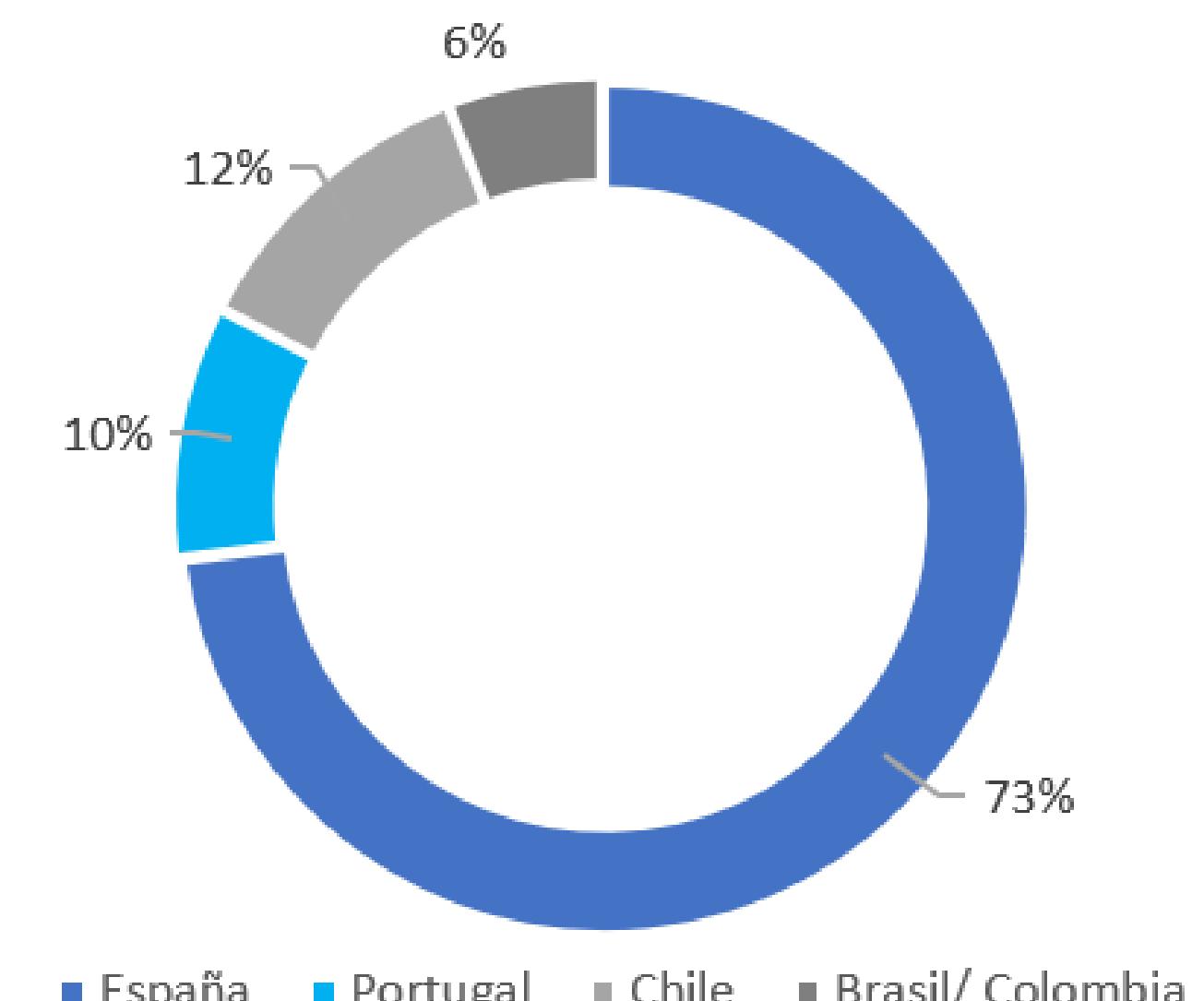
La integración actúa como “Booster” financiero

Principales magnitudes 2021 de la resultante



Distribución geográfica ingresos 2021e

Reequilibraremos riesgo divisas emergentes. 82% zona EUR – 18% países emergentes



Diversificación cartera clientes

Peso sobre facturación total TOP 10 clientes

22.8%

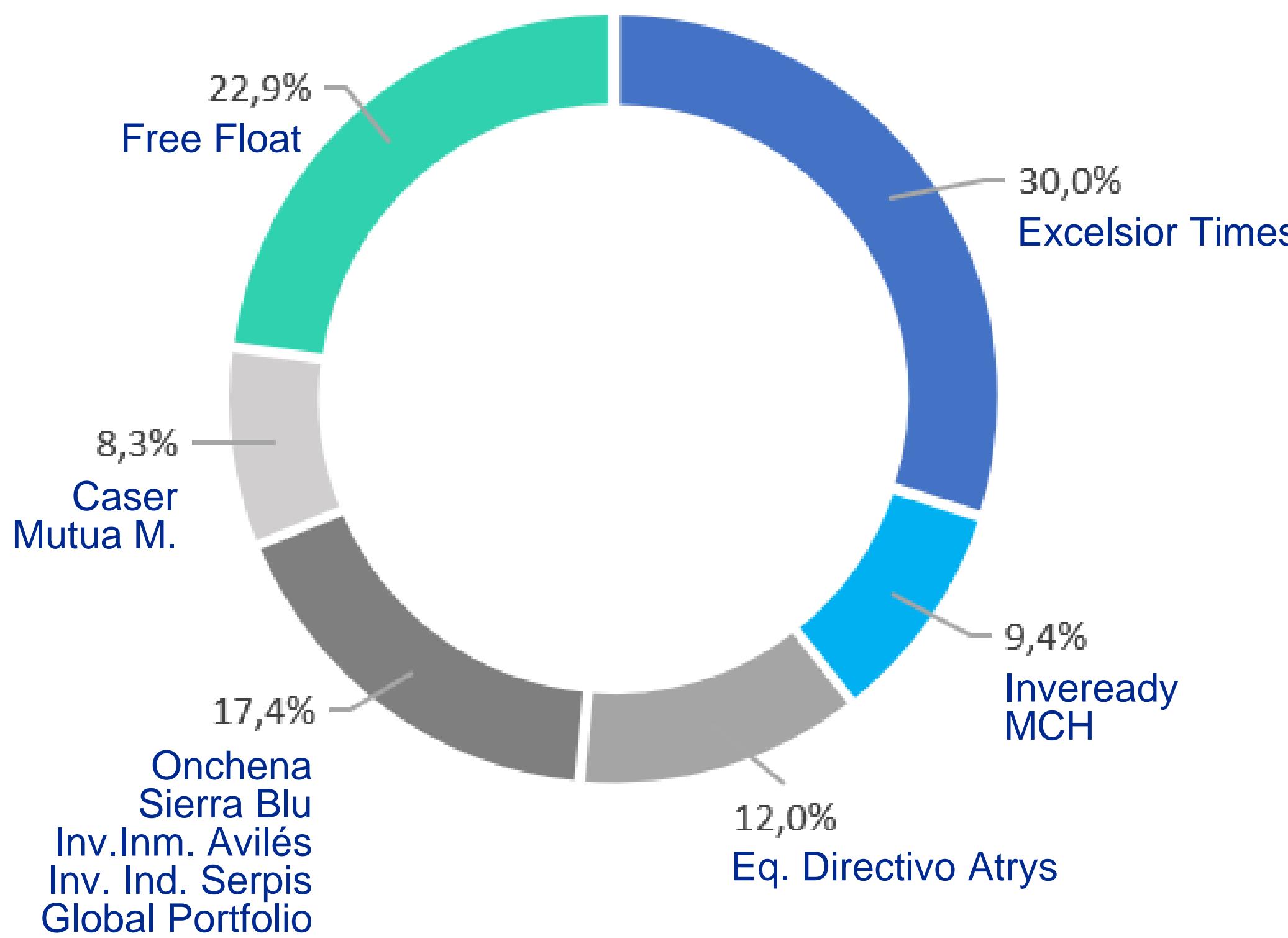
Pre adquisición

4.8%

Post adquisición

Gobierno Corporativo

Mantenemos una estructura accionarial equilibrada post transacción



- El equipo directivo de ATRYS sigue liderando la compañía a nivel corporativo.
- El actual equipo directivo de ASPY se integrará en ATRYS para seguir liderando el área de prevención de riesgos laborales.
- Se mantendrá una estructura equilibrada del CDA manteniendo estándares de gobierno corporativo.



Principales magnitudes post adquisición

- Cobertura nacional con **234 delegaciones**.
- Cifra de negocios 2021e: **> €170M**.
- Más de **5 millones** de pruebas diagnósticas realizadas al año.
- Más de **750 profesionales sanitarios**.
- **Compañía líder** en tele radiología y tele cardiología en lengua castellana.



Próximos objetivos post adquisición

- Expandir el footprint de la compañía en Europa vía adquisiciones.
- Acelerar la automatización diagnóstica incorporando herramientas de IA. Reducción de costes y mejora en la calidad diagnóstica.
- Potenciar nuestra gestión de datos vía Smart/Big Data.
- Introducir en Europa nuevos servicios diagnósticos (Tele consulta, monitorización crónicos).
- Listing Mercado Continuo. Mejora de la liquidez, entrada de fondos de inversión internacionales y ETFs.

Seguir creando valor para el accionista vía crecimiento orgánico, implementación de sinergias y crecimiento inorgánico.



Glosario de términos

Deuda Financiera Bruta (DFB)

Importe de todas las deudas que generan un gasto financiero pendientes de pago a 31.12 de cada ejercicio en los estados financieros consolidados formulados bajo IFRS 16 con la excepción de (i) Deudas sin recurso a la sociedad holding. (ii) Préstamos en acciones otorgados por socios de la compañía para dotar al proveedor de liquidez.

Deuda Financiera Neta

Es la deuda financiera bruta a 31.12 de cada ejercicio menos la Caja y activos financieros líquidos y la caja restringida en garantía de deuda con entidades públicas para financiar proyectos de I+D.

EBITDA

Beneficios antes de amortizaciones y depreciaciones, gastos financieros y impuestos de las cuentas consolidadas del Grupo formuladas bajo IFRS 16. Earnings before interest, taxes, depreciation and amortization of the consolidated Group accounts formulated under IFRS 16.

EBITDA ajustado

Es el EBITDA del ejercicio más el impacto de los gastos considerados 'One Shot' de la actividad de M&A, operaciones de financiación como ampliaciones de capital y programa de emisión de bonos ligadas a financiar adquisiciones, plan de stock options que no representen una salida de caja, y sinergias de costes ejecutadas y verificadas por los auditores de la compañía.

2019 Proforma

Impacto a año completo en las cuentas de PYG de las adquisiciones ejecutadas durante el ejercicio 2019 de Real Life Data (06/19); Teleradiología de Colombia (09/19) e IMOR (10/19).

2018 Proforma

Impacto a año completo en las cuentas de PYG de las adquisiciones ejecutadas durante el ejercicio 2018 de ITH (07/18); Llebalust Patología (11/18).

2019 EBITDA Proforma

EBITDA del ejercicio 2019 contemplando el impacto a ejercicio completo de las adquisiciones de Real Life Data (06/19); Teleradiología de Colombia (09/19); IMOR (10/19).

2018 Proforma EBITDA

EBITDA del ejercicio 2018 contemplando el impacto a ejercicio completo de las adquisiciones de 2018. ITH (07/18); Llebalust Patología (11/18).

2020 EBITDA Proforma ajustado

Es el EBITDA proforma del ejercicio 2020 más el impacto de los gastos considerados 'One Shot' de la actividad de M&A, operaciones de financiación como ampliaciones de capital y programa de emisión de bonos ligadas a financiar adquisiciones, plan de stock options que no representen una salida de caja, y sinergias de costes ejecutadas y verificadas por los auditores de la compañía.

IOA

Instituto de Oncología Avanzada.



Glosario de términos

Covenant

Promesa a los tenedores de deuda de mantener ciertas limitaciones al endeudamiento de la compañía.

CAPEX

Promesa a los tenedores de deuda de mantener ciertas limitaciones al endeudamiento de la compañía.

CAPEX I+D

Inversión en activos relacionados con el desarrollo de la actividad de I+D.

COVID19

La enfermedad por coronavirus (COVID-19) es una enfermedad infecciosa causada por un coronavirus recién descubierto.

Auditor

Significa BDO Auditores S.L.P.

Shareholders Equity

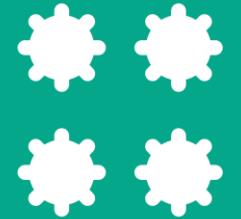
Significa a 31 de diciembre de cada ejercicio cerrado el importe de la Partida de Patrimonio Neto de las cuentas consolidadas auditadas. A efectos de cálculo en los covenants se excluirá de la cifra de Patrimonio Neto el importe de Acciones Propias.

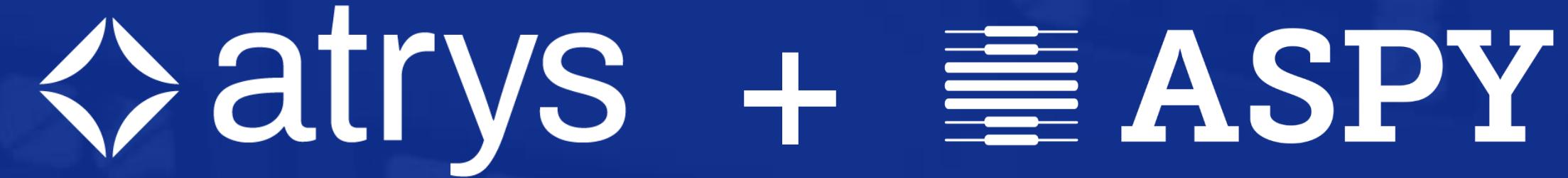


Gracias

atrys

Precision care for people





Building a better healthcare together

Santiago de Torres
Presidente Ejecutivo

Isabel Lozano
CEO

José M^a Huch
CFO

February 3, 2021





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ATRYS + ASPY, a solid combination to upgrade corporate health care in Spain

ATRYS

Atrys, an international company specialized in precision medicine.

- Advanced Radiotherapy treatments
- Radiological and cardiological diagnoses, monitoring of chronic patients, remote consultation through telemedicine
- Owned network of diagnostic, pathology and genetics laboratories in Spain
- Experts in smart data and business intelligence based on health data

ASPY

ASPY, a Spanish company dedicated to the prevention of labor risks, with a special focus on employee health. 3rd company by market share in Spain.

- Health surveillance through consultations, analysis and medical examinations
- Labor risks prevention services
- Training services for employees on prevention and labor risks
- Services to companies for the adaptation and compliance with the Spanish Law for the Protection of Personal Data (LOPD)

4M diagnostic tests per year

Network of **+350** medical specialists

Owned remote diagnostic and telemedicine platforms

+2,6M per year invested in R&D and AI tools

234 branches, covering all provinces

>1M employees covered

>100k clients (companies)

+400 health professionals



Business rationale for the integration (1/3)

Cross selling medical services: 234 ASPY branches with national capillarity allow direct B2C sales of ATRYS' diagnostic services.

- **ATRYS Laboratories:** Sampling and extraction centers throughout the country, provide us the capacity to establish our own pathology laboratories in the main spanish cities (so far only based in Barcelona)
- **Genetics:** Ability to introduce consumer genetics services, prenatal, nutrition and prevention, into the ASPY network
- **Radiology and Cardiology:** possibility of reinforcing the services provided by ASPY in its centers with diagnostic tests diagnostic tests of high added value, optimizing the capacity of the branches
- **Oncology:** The ASPY network can refer oncological patients to ATRYS's own cancer treatment centers.



Business rationale for the integration (2/3)

Accelerating the digitization of ASPY's labor risks prevention services: The labor risk prevention services provided by ASPY can be more efficient by leveraging ATRYS' digital healthcare technologies and reinforce its competitiveness.

- Automation of internal procedures and improvement of patient knowledge through data management:
 - Internalization of diagnostic tests that ASPY outsources.
 - ECG diagnostic test automation.
 - Phone contact automation.
 - Introduction of chronic disease management services and a 24h integrated care center.
- Innovation processes:
 - Equipment miniaturization and process digitization (digital onboarding).
 - Added medical services: video consultation.
 - Telemedicine for remote working areas.
 - Abdominal tele-ultrasound.
 - Teleconsultation of medical specialties.

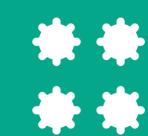


Business rationale for the integration (3/3)

The integration of ASPY enhances ATRYS capability to establish strategic alliances with Hospital Groups.

- Improvement in ATRYS' negotiation capacity with hospital groups, as ASPY's network covers 1 million people.
- Better position to participate in public tenders and competitive procurements in all Spanish regions, since ASPY is present in all of them.
- Access to ASPY Salud healthcare insurance agreements through its health care centers





Integration as a financial booster

	2021e
Revenue	160 - 170
Proforma adjusted EBITDA	38-40
Cash Flow (EBITDA – capex)	30
DFN/EBITDA ¹	2,2 – 2,6x
Market Cap ²	592
Debt cost reduction est. 2021	(150) p.b.s.
Synergies (impact on Ebitda 2021)	3,0M
Synergies (impact on revenues 2022)	8,0M

- ASPY is a well-managed company, with a progressive improvement in EBITDA.
- ASPY's high EBITDA to Free Cash Flow conversion rate >60%. Capex investment executed in 2016-2020.
- Improved solvency: Top 10% of customers from 23% in 2020 to 6.5% of revenues in 2021e and DFN/EBITDA ratio 2021e between 2.0 and 2.5%.
- IGBM Index: #76 out of 131 companies.

Figures estimated by the Atrys management team based on internal projections, not validated by the company's Board of Directors.

Figures in millions of euros. Lenitudes' acquisition included.

¹ Net Financial Debt / Ebitda proforma adjusted according to the definition of the DBI bonds program.

² Market cap supposing a price per share of the resultant of 10 euros per share.



Structure of the takeover bid (OPA)

- The Offer is formulated as a sale and exchange of shares, at the discretion of ASPY's shareholders and in the following terms:
 - Cash, at €2.875 per ASPY share.
 - Newly issued ATRYS common shares at an exchange rate of 3.147826 ASPY shares for 1 ATRYS share (€2.875 per ASPY share and €9.05 per ATRYS share).

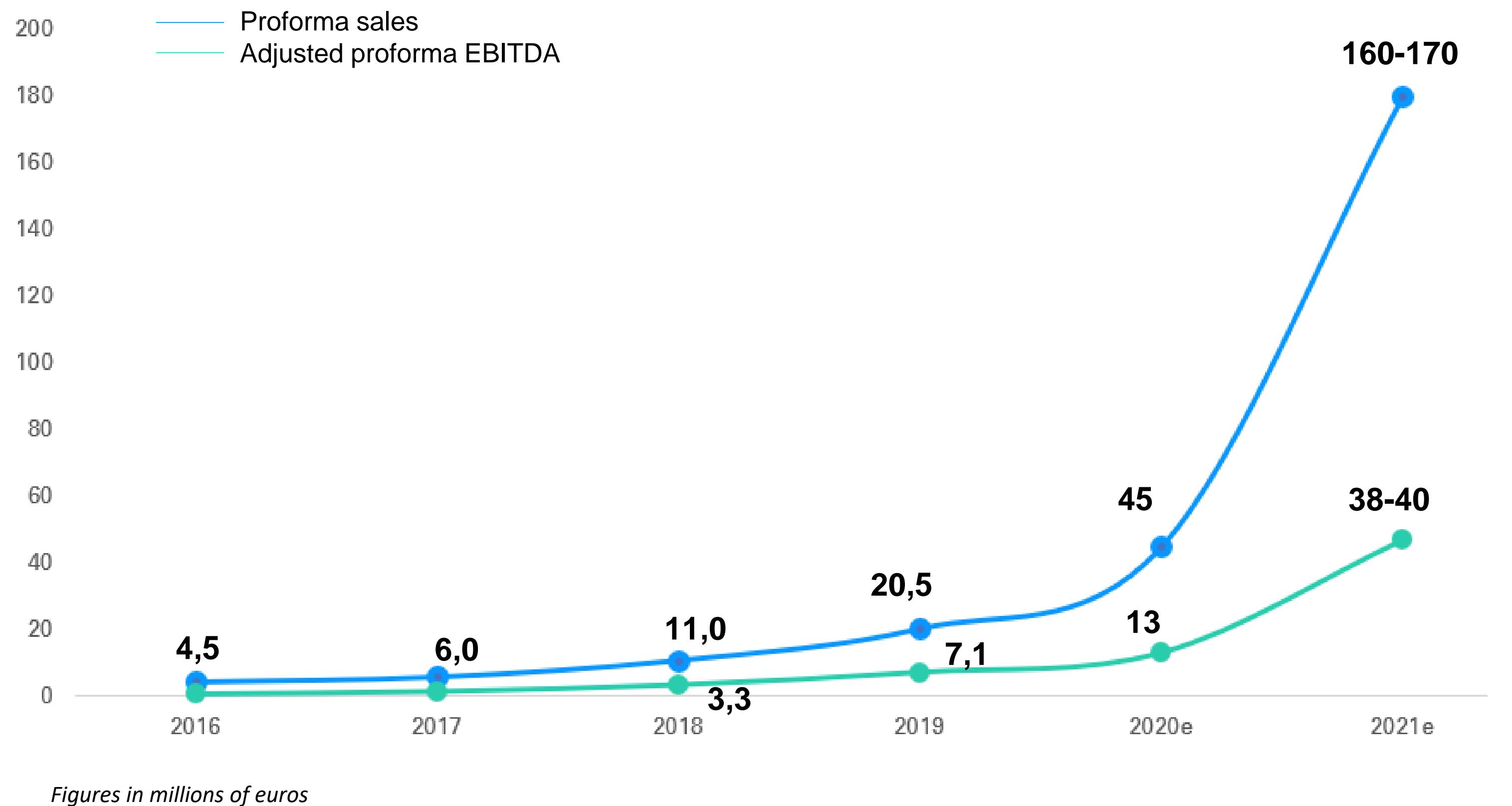
The offer is conditioned to the acquisition of shares representing a minimum of 90% of ASPY's capital and to the exchange in shares of 85%

- Agreement with Excelsior Times S.L.U. (72.3% of ASPY's capital), which agreed to accept the offer through an exchange of shares.
- Maximum cash disbursement of €33.5M through a 5-year bullet loan facility.
- Valuation of 100% of ASPY at €223 million. Pro forma adjusted EV/EBITDA est. 2021 at 10.5x.



Integration as a financial booster

Key figures for 2021 of the resultant

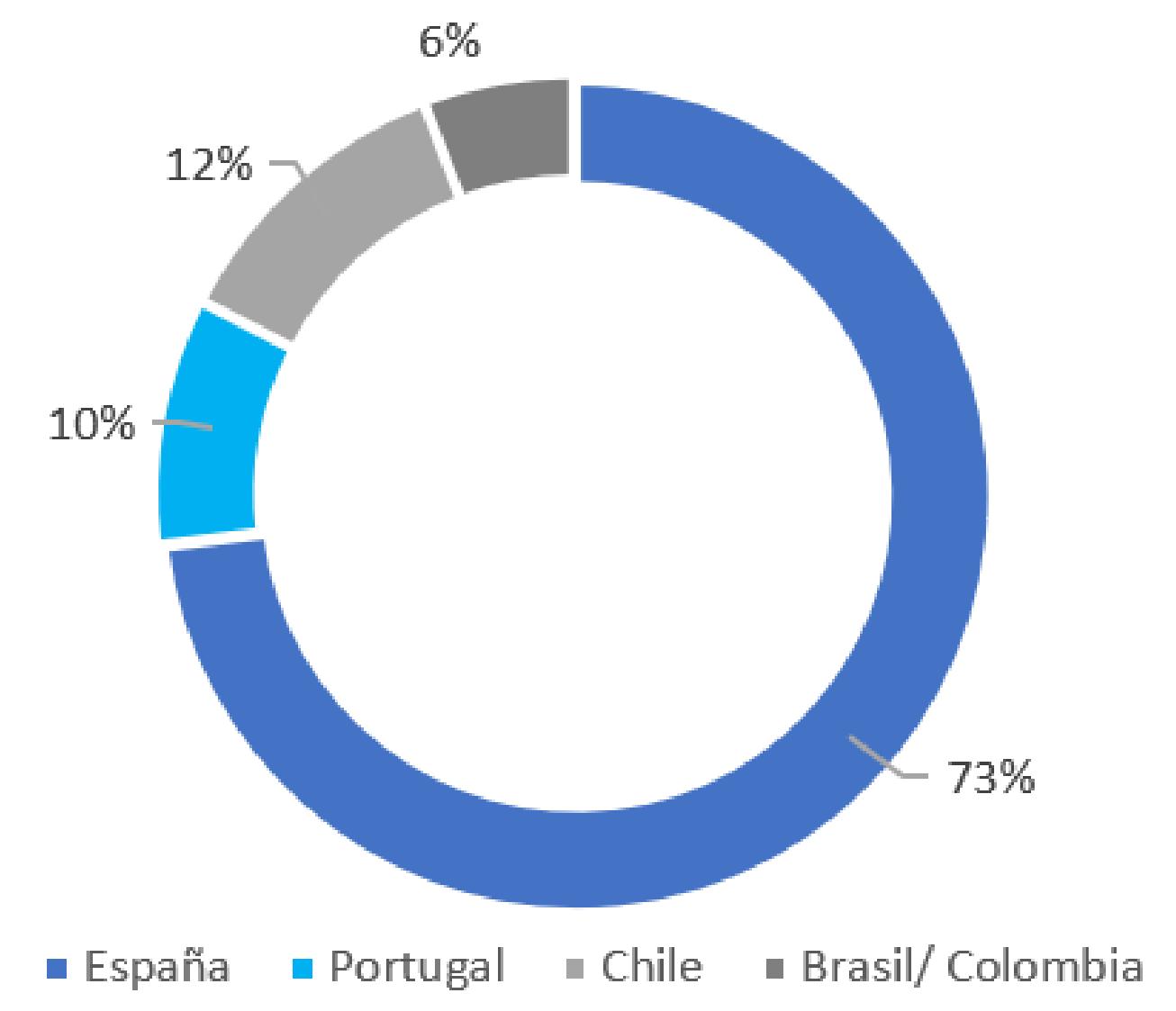


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Figures 2020 guidance published in December 2020's Extraordinary Shareholders' Meeting (JGEA).

Geographic distribution of revenues 2021

We rebalance emerging currency risk. 82% EUR zone - 18% emerging countries



Customer portfolio diversification

Weight of TOP 10 customers in revenues

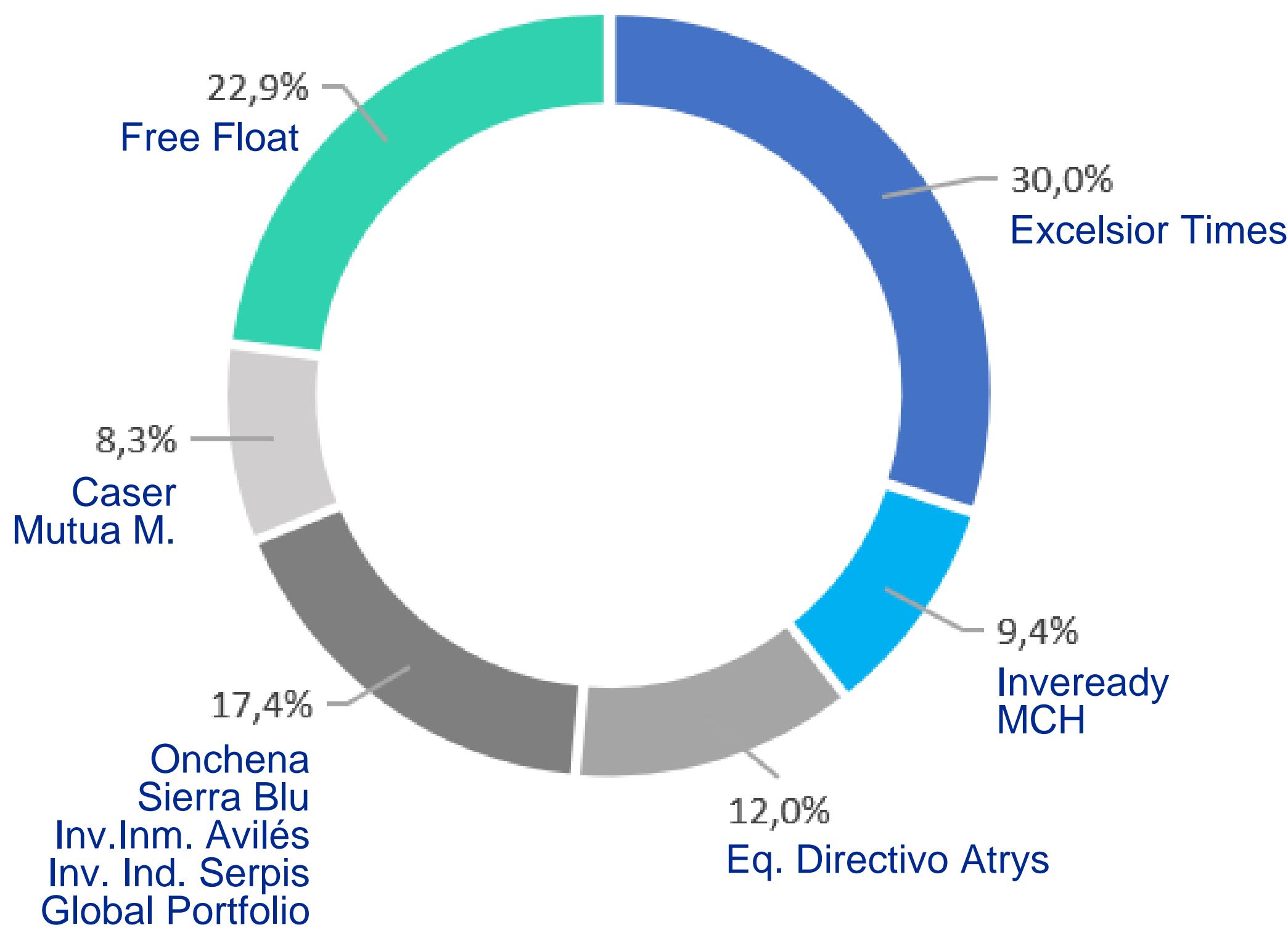
22.8% → 4.8%

Pre acquisition Post acquisition

2021 figures estimated by the Atrys management team based on internal projections, not validated by the company's Board of Directors.

Corporate Governance

We maintain a balanced shareholding structure post-transaction



- The ATRYS management team continues to lead the company at the corporate level.
- The current ASPY management team will join ATRYS to continue leading the labor risk prevention area.
- A balanced structure of the board of directors will be upheld, while maintaining corporate governance standards.



Key post-acquisition figures

- National coverage, with **234 branches**.
- Revenue **2021e: > €170M**.
- More than **5 million** diagnostic tests performed per year.
- Over **750** healthcare professionals.
- **Leading company** in tele-radiology and tele-cardiology in Spanish language.



Next post-acquisition targets

- Expand the company's footprint in Europe through acquisitions.
- Accelerate diagnostic automation by incorporating AI tools. Reduce costs and improve diagnostic quality.
- Enhance our data management through Smart/Big Data.
- Introduce new diagnostic services in Europe (tele-consultation, chronics monitoring).
- Listing in the Spanish continuous market: improvement in liquidity, entry of international investment funds and exchange-traded fund (ETFs).

Continue to create value for shareholders through organic growth, implementation of synergies and inorganic growth.



Glossary of terms

Gross Financial Debt (DFB)

Amount of all debts that generate a financial expense pending payment at 31.12 of each fiscal year in the consolidated financial statements formulated under IFRS 16, apart from (i) Non-recourse debts to the holding company; and (ii) Stock loans granted by partners of the company to provide the supplier with liquidity.

Net Financial Debt

This is the gross financial debt at 31.12 of each year minus cash and liquid financial assets and restricted cash in guarantee of debt with public entities to finance R&D projects.

EBITDA

Earnings before interests, taxes, depreciation and amortization of the consolidated annual accounts, formulated under IFRS 16.

Adjusted EBITDA

This is the EBITDA for the year plus the impact of expenses from M&A activities considered 'One Shots', financing transactions such as capital increases and bond issuance programs linked to financing acquisitions, stock option plans that do not represent cash outflows, and cost synergies executed and verified by the company's auditors.

2019 Proforma

Full-year impact on PYG's accounts of the acquisitions executed during 2019 of Real Life Data (06/19); Teleradiologia de Colombia (09/19); and IMOR (10/19).

2018 Proforma

Full-year impact on PYG accounts of acquisitions executed during 2018 of ITH (07/18); and Llebalust Pathology (11/18).

2019 EBITDA Proforma

EBITDA for 2019 considering the full-year impact of the acquisitions of Real Life Data (06/19); Teleradiologia de Colombia (09/19); and IMOR (10/19).

2018 Proforma EBITDA

EBITDA for 2018 considering the full-year impact of the acquisitions of ITH (07/18); and Llebalust Pathology (11/18).

2020 EBITDA Pro Forma ajustado

This is the pro forma EBITDA for the 2020 fiscal year plus the impact of expenses from M&A activities considered 'One Shots', financing transactions such as capital increases and bond issuance programs linked to financing acquisitions, stock option plans that do not represent a cash outflows, and cost synergies executed and verified by the company's auditors.

IOA

Institute of Advanced Oncology.



Glossary of terms

Covenant

A promise to debt holders to keep certain limitations on the company's indebtedness.

CAPEX

Funds used by the company to purchase, improve, maintain or develop physical or intangible assets such as buildings, machinery, technology or equipment.

CAPEX I+D

Investment in assets related to the development of R&D activities.

COVID19

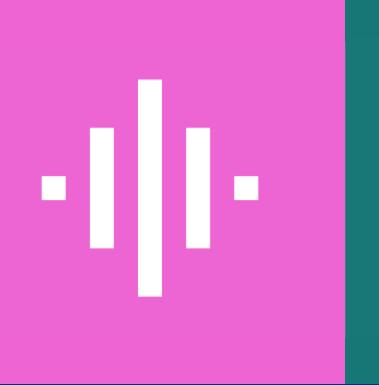
Coronavirus disease (COVID-19), an infectious disease caused by a newly discovered coronavirus.

Auditor

Means BDO Auditores S.L.P.

Shareholders Equity

It means the amount of equity in the audited consolidated accounts at the end of each financial year (31st December). For covenant calculation purposes, the amount of Treasury Stock will be excluded from the Net Equity figure.



Thank you

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Precision care for people

