

BioTexCom Aktiengesellschaft
Registered office: Obstmarkt 1 9100 Herisau, Switzerland
Company number CHE-339.378.563

**MINUTES OF THE
ANNUAL GENERAL SHAREHOLDERS' MEETING
HELD ON JANUARY 24, 2020**

On January 24, 2020, the annual general shareholders' meeting of BioTexCom AG (the "Company") is held at Obstmarkt 1 9100 Herisau, Switzerland.

OPENING OF THE MEETING

The general shareholders' meeting is called to order at 10.30 a.m. by the Chairman of the meeting, Mr. Albert Totchilovski, the sole shareholder of the Company.

Furthermore, the Chairman noted that in accordance with the Company's articles of association, the minutes of the meeting will be made available via the Company's website during a certain period after the general shareholders' meeting.

COMPOSITION OF THE BUREAU

In accordance with the Company's articles of association, the Chairman of the meeting designated Mr. Theodor Georg Seitz, Company Director, as secretary of the meeting.

Upon proposal of the Chairman, the meeting selects the following persons amongst the shareholders or their representatives as tellers: Mr. Albert Totchilovski.

Together with the Chairman of the meeting, the secretary and the tellers constitute the bureau of the annual general shareholders' meeting.

DECLARATIONS BY THE CHAIRMAN

The Chairman makes the following statements with respect to the convening and composition of the meeting.

Agenda

The meeting was convened with the following agenda and proposed resolutions:

1. Reports on the statutory financial statements

Submission of, and discussion on, the annual report of the board of directors and the report of the statutory auditor on the statutory financial statements for the financial year ended on December 31, 2019.

2. Approval of the statutory financial statements

Approval of the statutory financial statements for the financial year ended on December 31, 2019, and of the proposed allocation of the result.

Proposed resolution: The general shareholders' meeting approves the statutory financial statements for the financial year ended on December 31, 2019, as well as the allocation of the result as proposed by the Director.

3. Resolutions in relation to the development plan of the Company

Taking into account the advice of representatives of BioTexCom AG branches, the Director recommends that the following resolutions be approved.

Proposed resolutions:

- (i) due to (a) increasing level of worldwide infertility rate according to WHO statistics; (b) anticipated changes in legislation of EU member states aiming on legalization of oocytes donation; (c) refusal of Italian counterparts to sell or lease a former IVF clinic in Milan; general shareholders' meeting grants the Director the power to amend and restate the development plan of BioTexCom AG according to the respective consequences and amendments:
 - a) BioTexCom AG plans to broaden the network of representative branches throughout European Union; b) the network is constituted of representative informational agencies and medical centers specialized in oocyte donation in Milan and Wien.
- (ii) due to (a) numerous facts of fraud from so-called ART agencies that allegedly disappear after receiving the first payment from clients; (b) the necessity of expanding the oocytes bank in order to perform the programs according to increasing number of clients that currently exceed 150 cycles per month; (c) the corporate social responsibility of BioTexCom AG that results bringing in enhanced standards of clients' care; general shareholders' meeting grants the Director the power to amend and restate the development plan of BioTexCom AG according to the respective consequences and amendments:
 - a) in case of an ART program (both surrogacy and egg donation) using donor oocytes in a medical center under the BioTexCom brand the agreement is concluded via e-mail and the first payment is due at the moment of egg donor puncture; b) if the client does not arrive on agreed date due to force majeure or other legitimate excuse (natural pregnancy, divorce, illness of a client) no payment is charged and egg cells retrieved are cryopreserved to the egg cells bank of BioTexCom.

Notices Convening the Meeting

The notices convening the general shareholders' meeting have sent by letter at least fifteen (15) calendar days before the date of the meeting to the Director of the Company, the statutory auditor of the Company, and the holders of registered shares issued by the Company. It is not required to submit any proof thereof.

Attendance

The Company's share capital amounts to CHF 100'000.00, and is represented by 100'000.00 shares, each representing the same fraction of the Company's share capital. Based on the aforementioned attendance lists and the verification of the admission to the general

shareholders' meeting, it appears that 100'000.00 shares in total or 100.0% of the outstanding and existing shares, are present or represented at the meeting.

Quorum and Voting

There is no quorum requirement for the deliberation and voting on the respective items referred to in the aforementioned agenda of the annual general meeting.

Each of the proposed resolutions under the respective items referred to in the aforementioned agenda shall be passed if it is approved by a simple majority of the votes validly cast.

Third Parties Admitted to the Meeting

Apart from the holders of financial instruments admitted to the meeting, a number of persons attend the meeting, such as members of the executive management and staff of the Company, and third parties engaged by the Company to provide services in connection with the general shareholders' meeting. Furthermore, upon proposal of the Chairman, the meeting admits members of the press.

VERIFICATION OF THE CONVENING AND COMPOSITION OF THE MEETING

The aforementioned statements by the Chairman are verified and are approved and confirmed by all members of general shareholders' meeting. Subsequently, the general shareholders' meeting determines and confirms that it has been validly convened and is validly constituted, and is authorized to deliberate and vote on the matters referred to on the agenda of the meeting.

DELIBERATIONS AND VOTING

Upon proposal by the Chairman the meeting begins with the deliberation on the items on the agenda.

Submission of Documentation

The Chairman summarizes the items on the agenda of the meeting.

The Chairman of the meeting submits to the meeting the following documentation that has been mentioned in the first items of the agenda of the meeting:

- the statutory financial statements of the company for the financial year ended on December 31, 2019

The Chairman states that these documents have been made available to the holders of financial instruments issued by the Company in accordance with the Company's articles of association and the Belgian Company Code. The Chairman also states that these documents have been made available to the holders of financial instruments issued by the Company and the public via the Company's website. The documents concerned will be kept in the files of the Company together with the minutes of this meeting.

The meeting takes note of the documentation that has been submitted. The meeting releases the Chairman from reading the documentation that has been submitted. The meeting subsequently takes note of the presentation by the CEO of the Company in connection with the

activities and financial result of the Company and the documents that are submitted to the meeting. The presentation of the CEO will be kept in the files of the Company, together with the minutes of the meeting.

Questions

After the aforementioned presentation, the meeting is given the opportunity to ask questions with respect to the documents submitted to the meeting and with respect to the items on the agenda of the meeting. In reply to questions raised by holders of financial instruments issued by the Company with respect to the different items on the agenda of the meeting and the documentation submitted to the meeting, additional explanation is given by the Chairman of the meeting, the CEO and other members present at the meeting.

Deliberations and Voting

Subsequently, upon proposal of the Chairman, the meeting proceeds with the deliberation and voting with respect to the respective items on the agenda.

1. Reports on the statutory financial statements

This agenda item concerns: submission of, and discussion on, the annual report of the board of directors and the report of the statutory auditor on the statutory financial statements for the financial year ended on December 31, 2019.

This agenda item requires no further resolution.

2. Approval of the statutory financial statements

This agenda item concerns: approval of the statutory financial statements for the financial year ended on December 31, 2019, and of the proposed allocation of the result.

After discussion, the following resolution is passed:

The general shareholders' meeting approves the statutory financial statements for the financial year ended on December 31, 2019, as well as the allocation of the result as proposed by the board of directors.

This resolution is unanimously passed as follows:

- votes cast: 100.000
- votes approving: 100.000
- votes disapproving: /
- abstentions: /

3. Resolutions in relation to the development plan of the Company

Taking into account the advice of representatives of BioTexCom AG branches, the Director recommends that the proposed resolutions set forth in agenda item 3 be approved (taking into account some technical rectifications).

After discussion the following resolutions are passed:

- (i) due to (a) increasing level of worldwide infertility rate according to WHO statistics; (b) anticipated changes in legislation of EU member states aiming on legalization of oocytes donation; (c) refusal of Italian counterparts to sell or lease a former IVF clinic in Milan; general shareholders' meeting grants the Director the power to amend and restate the development plan of BioTexCom AG according to the respective consequences and amendments:
 - a) BioTexCom AG plans to broaden the network of representative branches throughout European Union; b) the network is constituted of representative informational agencies and medical centers specialized in oocyte donation in Milan and Wien.

This resolution is unanimously passed as follows:

- votes cast: 100.000
- votes approving: 100.000
- votes disapproving: /
- abstentions: /

- (ii) due to (a) numerous facts of fraud from so-called ART agencies that allegedly disappear after receiving the first payment from clients; (b) the necessity of expanding the oocytes bank in order to perform the programs according to increasing number of clients that currently exceed 150 cycles per month; (c) the corporate social responsibility of BioTexCom AG that results bringing in enhanced standards of clients' care; general shareholders' meeting grants the Director the power to amend and restate the development plan of BioTexCom AG according to the respective consequences and amendments:
 - b) in case of an ART program (both surrogacy and egg donation) using donor oocytes in a medical center under the BioTexCom brand the agreement is concluded via e-mail and the first payment is due at the moment of egg donor puncture; b) if the client does not arrive on agreed date due to force majeure or other legitimate excuse (natural pregnancy, divorce, illness of a client) no payment is charged and egg cells retrieved are cryopreserved to the egg cells bank of BioTexCom.

This resolution is unanimously passed as follows:

- votes cast: 100.000
- votes approving: 100.000

- votes disapproving: /

- abstentions: /

* * *

There being no further business and since no further items were raised by shareholders, the meeting is adjourned at 13:25 a.m.

The minutes are signed in three original copies by the Chairman of the meeting.

Signed by:

Albert Totchilovski

The sole shareholder of the Company