

GLOBAL CORPORATE POLICY

Board of Directors Composition and Member Selection Policy

Effective date	24 July 2025
-----------------------	--------------

Content

Section 1	Introduction	Page 2
Section 2	Purpose	Page 3
Section 3	Scope	Page 3
Section 4	General criteria	Page 3
Section 5	Selection process and appointment of directors	Page 4
Section 6	Conditions that must be met by the candidates	Page 5
Section 7	External Validation	Page 5
Section 8	Implementation and monitoring	Page 5

1. Introduction

This Policy, designed to ensure an appropriate composition of the Board of Directors of Almirall, S.A. (“**Company**”) and its group entities (collectively, “**Almirall**”) (the “**Policy**”), has been drawn up by the Nominations and Remunerations Commission of the Company under Recommendation 14 of the Code of Good Corporate Governance of listed companies, as approved by the National Stock Market Commission (*Comisión Nacional del Mercado de Valores*) in June, 2020 and has been approved by the Board of Directors at its meeting held on 24 July 2025.

Almirall considers the members of its Board of Directors to be key figures in the governance and long-term success of the organisation, not only due to the responsibilities they assume and the decisions they make, but also because of their strategic contribution to fulfilling Almirall’s corporate purpose and achieving its long-term objectives.

Except for matters reserved to the General Shareholders’ Meeting, the Board of Directors is Almirall’s highest decision-making body, responsible for those functions assigned to it by law, the Company’s articles of association and the Board of Directors’ regulations. The Board exercises its duties with unity of purpose and independent judgment, treating all shareholders equitably and acting in pursuit of the corporate interest—understood as the creation of sustainable, long-term value that ensures Almirall’s continuity and economic growth.

A central element of the Board’s role is the approval of Almirall’s strategy and the establishment of an appropriate organisational structure to implement it effectively. The Board also oversees and monitors the performance of the management team to ensure alignment with strategic goals and full compliance with the corporate interest.

In fulfilling its responsibilities, the Board is also committed to ensuring that Almirall, in its interactions with stakeholders, acts in accordance with applicable laws and regulations, faithfully adheres to its contractual obligations, and respects the best practices of the pharmaceutical industry, its status as a listed company, and the jurisdictions in which it operates. Moreover, the Board, together with the Audit Commission, ensures compliance with any additional principles of corporate social responsibility that Almirall has voluntarily adopted.

As part of its governance model, the Board delegates the day-to-day management of Almirall to the executive team (Management Board), focusing its own activity on general oversight and on decisions that are strategic or of particular relevance to Almirall, as set forth under the law, the Company’s articles of association and the Board of Directors’ regulations.

2. Purpose

This Policy seeks to promote an optimal composition of Almirall’s Board of Directors and its Commissions, and aims to be specific and verifiable, ensuring that proposals for appointment or re-election of directors are based on a prior analysis of the Board’s needs (in terms of size, skills required, and the appropriate balance among the different categories of directors at any given time), and

promoting diversity of gender, age, disability, professional training and experience within the Board (and thereby enriching the decision-making process and ensuring that a variety of perspectives contribute to the discussion of matters within its remit).

3. Scope

This Policy applies to the Company without prejudice of the legal requirements and regulations applicable in the corresponding jurisdiction where each company of the group is incorporated and performs its business operations.

4. General criteria

The Board of Directors shall consist of no less than five and no more than fifteen members, as determined by the General Shareholders' Meeting and in accordance with the Company's Articles of Association.

The Board will propose to the Shareholders' General Meeting the number of directors it considers most suitable, as reflected in, or within the limits set forth, in the Company's Articles of Association. To ensure appropriate and compliant representation in the Board, while maintaining its functioning efficient, the Board will take into account the law, the Company's internal regulations, the good corporate governance recommendations applicable from time to time, and Almirall's current or future business strategies.

According to the Company's Articles of Association, Directors are appointed for a term of two years and may be re-elected for successive terms of the same duration.

Candidates for director positions are selected through a prior assessment conducted by the Board of Directors, guided by proposals or reports from the Nominations and Remunerations Commission. This process, outlined in section 5 below, takes into careful consideration Almirall's specific needs and identifies areas where additional expertise is required.

The candidate selection process must at all times avoid any form of implicit bias or discrimination, particularly any that could hinder the selection of candidates based on gender, ethnic origin, age, or any other personal or social characteristic. In addition, the candidate selection process shall promote equality between women and men, as well as diversity in terms of age, disability, and professional training and experience. In particular, they shall facilitate the selection of female directors in sufficient numbers to achieve a balanced representation of women and men.

The Company will at all times comply with the relevant legal requirements applicable from time to time regarding Board composition, member selection and representation.

5. Selection process and appointment of directors

Once the need to select a new director has been identified—whether to fill a vacancy on the Board or to increase its size—the Nominations and Remunerations Commission shall, prior to the start of the selection process, evaluate the skills, knowledge and experience required on the Board based on the assessment of competencies that it develops and periodically updates. To this end, the Commission will specify the functions and competencies necessary for each vacancy and determine the exact time commitment and dedication required for candidates to effectively fulfill their responsibilities.

The competencies matrix shall require that director candidates meet at least the criteria outlined in the relevant sections of this Policy. Additionally, it shall incorporate standards that promote a diverse, independent, suitable and balanced composition of the Board of Directors, considering factors such as gender, age, disability, professional training and experience.

The Nominations and Remunerations Commission shall set a target for the representation of the underrepresented gender on the Board and develop procedures on how to achieve this target, as well as report to the Board on gender diversity and director qualifications.

The Nominations and Remunerations Commission shall present to the Board of Directors proposals for the appointment of independent directors, either by co-option or for submission to the General Shareholders' Meeting, as well as their re-election or removal by the General Shareholders' Meeting. Additionally, the Commission shall report on the proposed appointment of other directors—whether by co-option or for the General Shareholders' Meeting's decision—as well as on their re-election or removal proposals.

Once the proposals have been discussed within the Commission—along with any additional suggestions that may arise from the deliberations among its members—the Nominations and Remunerations Commission shall issue a supporting proposal or report, as appropriate. This document will include the results of the prior functions and competencies analysis, shall be duly recorded in the minutes of the corresponding Commission and Board meeting, and a copy shall be kept by the Secretary of the Board for documentation and archiving purposes. Additionally, the proposal or report will be published when calling the General Shareholders' Meeting to which the relevant appointment is submitted.

The same procedure set forth above shall apply in cases of ratification or re-election of directors.

Any director may request that the Nominations and Remunerations Commission consider potential candidates to fill director vacancies, if they deem them suitable.

When appointing or ratifying the appointment or re-election of directors, the General Shareholders' Meeting shall be informed of each director's category. This information will also be included in the Company's Annual Corporate Governance Report, after verification by the Nominations and Remunerations Commission.

Prior to proposing a candidate for appointment to the Board, the individual will be informed of the expectations regarding their dedication, participation in specialized Commissions and commitment to Almirall.

6. Conditions that must be met by the candidates

The Board of Directors shall be composed of individuals of acknowledged professional reputation and demonstrated expertise in the relevant areas, whose qualifications and experience ensure they can effectively contribute to Almirall's governance and carry out their duties with an independent and objective mindset.

When selecting candidates for the Board of Directors, the Nominations and Remunerations Commission shall ensure that candidates are selected on the basis of their recognized solvency, competence, and experience and that they possess impeccable professional standing and are fully suitable for the role. This includes having a proven track record, relevant expertise, appropriate qualifications and training, as well as the availability and commitment necessary to fulfil their responsibilities effectively. Additionally, it must be ensured that each candidate aligns with Almirall's cultural values and possesses the qualities necessary to promote and uphold them.

The candidates for the Board of Directors shall not be in a situation of incompatibility, disqualification or conflict of interest, as set forth under the law, the Company's internal regulations and the good corporate governance recommendations applicable from time to time. The Nominations and Remunerations Commission shall verify this to the extent possible.

Regarding the relevant director's category, the meaning of the different classes of directors (i.e. executive, proprietary, independent and other external) will be determined in accordance with the law, the Company's internal regulations and the good corporate governance recommendations applicable from time to time.

7. External Validation

Almirall may rely on the assistance of independent external advisors to validate the suitability of persons nominated for appointment or re-election as directors of Almirall in accordance with the provisions of this Policy, as well as for any other assistance to best comply with this Policy.

8. Implementation and monitoring

This Policy was approved by the Board of Directors on 24 July 2025, following the prior favorable report from the Nominations and Remuneration Commission and shall be applicable as from the date of its approval.

The Board of Directors, with the support of the Nominations and Remunerations Commission, shall periodically evaluate the level of compliance with, and effectiveness of, this Policy at Almirall, and especially compliance with the law, the Company's internal regulations and the good corporate governance recommendations applicable from time to time. This will be reported in the Company's Annual Corporate Governance Report.

9. Update

This Policy shall be updated by the Board of Directors whenever necessary to bring it into line with the applicable provisions in force, subject to a prior favorable report from the Nominations and Remuneration Commission.