

ALMIRALL, S.A.
2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSAL FOR THE
APPOINTMENT OF MR. UGO DI FRANCESCO AS AN INDEPENDENT DIRECTOR

1. INTRODUCTION

This report has been prepared by the Board of Directors of Almirall, S.A. (the “**Company**” or “**Almirall**”) in accordance with the provisions of section 529.5 *decies* of Royal Legislative Decree 1/2010, of 2 July, approving the consolidated version of the Spanish Companies Act (the “**Spanish Companies Act**”), in order to report favourably on the proposed appointment of Mr. Ugo Di Francesco as an independent director of the Company, to be submitted for approval at the next Annual General Meeting of the Company.

In accordance with the provisions of section 529.5 *decies* of the Spanish Companies Act, the Board of Directors of Almirall has considered the skills, experience and merits of Mr. Ugo Di Francesco, based on a substantiated proposal prepared by the Nominations and Remuneration Commission under section 529.4 *decies* of the Spanish Companies Act. The proposal by the Nominations and Remuneration Commission is attached as **Annex I** to this report.

2. ASSESSMENT OF THE CANDIDATE

The following is the Board's assessment of the competence, professional experience and merits of Mr. Ugo Di Francesco, and his suitability to discharge his duties as an independent Director of the Company in view of the proposal made by the Company's Nominations and Remuneration Commission at its meeting of 8 April 2024, under section 529.4 *decies* of the Spanish Companies Act.

In accordance with section 518.e) of the Spanish Companies Act, this report includes complete information on the identity, curriculum and category of the proposed Director, as well as an assessment of whether the Director meets the suitability requirements for the performance of the duties of a Director of the Company.

2.1 PROFESSIONAL AND BIOGRAPHICAL PROFILE

Mr. Di Francesco was CEO of the Chiesi Group from 2011 to 2022, overseeing all global operations of the company. He has 30 years of experience in the pharmaceutical industry. He previously served as Executive Vice Chairman and CEO of Sigma-Tau, overseeing all of Sigma-Tau's European and global operations. Among other projects, he led the acquisition of the Specialty Care business of Enzon Inc. in the US.

He has also served as vice chairman of Amgen Corp (Thousand Oaks, USA) for Southern Europe, the Middle East and Africa at the international headquarters in Zug, Switzerland. In 2002, he joined Novartis, based in Prague, as general manager and regional president of Novartis s.r.o. for the Czech Republic and Slovakia, and was subsequently appointed general manager and regional president of Novartis Pharma S.p.A. in Italy (Origgio, Varese).

In 1998, he joined Bristol Myers Squibb, based in Rome, as head of the Oncology Business Unit and, in 2000, he was appointed Vice President of the Pharmaceuticals Division of the Italian subsidiary of Bristol Myers Squibb Corp (Princeton, USA). Mr. Di Francesco holds an Executive MBA from the Bologna Business School.

2.2 VALIDATION

The Board of Directors endorses the proposal of the Nominations and Remuneration Commission and considers that the curriculum vitae and professional profile of Mr. Ugo Di Francesco are evidence that the candidate has the appropriate skills, professional experience and merits to be appointed as a Director of the Company by the next General Shareholders' Meeting, and that he is not subject to any grounds of incompatibility, prohibition or conflict of interest.

2.3 CATEGORY

Mr. Ugo Di Francesco has been proposed by the Nominations and Remuneration Commission in view of his personal and professional qualities. The Nominations and Remuneration Commission has verified that he is not subject to any of the prohibitions set out in section 529.4 *duodecies* of the Spanish Companies Act and believes that he may hold the position without being conditioned by any relationship with the Company or its group, its significant shareholders or Directors. Therefore, the candidate fulfils the requirements to be classified as an independent Director of the Company under applicable regulations.

3. FAVOURABLE OPINION

Based on the information provided, it appears that Mr. Ugo Di Francesco has the necessary skills, professional experience and merits to discharge the duties of the office of an independent Director. Therefore, the Board of Directors hereby issues a favourable opinion on the appointment of Mr. Ugo Di Francesco at the next Annual General Meeting as an independent Director of the Company for a term of two years, following the substantiated proposal submitted by the Nominations and Remuneration Commission.

In Barcelona, 8 April 2024.

ANNEX I
PROPOSAL OF THE NOMINATIONS AND REMUNERATION COMMISSION OF
ALMIRALL, S.A. IN RELATION TO THE APPOINTMENT OF MR. UGO DI
FRANCESCO AS AN INDEPENDENT DIRECTOR