

In Barcelona, 8 April 2024

OTHER RELEVANT INFORMATION

Almirall, S.A. (the "**Company**"), in accordance with the provisions of the Securities Market Act, announces that:

The Board of Directors of the Company has adopted the resolution to call the Ordinary General Shareholders' Meeting of the Company to be held on 10 May 2024, at 13:00 hours, at Diagonal 514, 6th floor, 08006 Barcelona, at first call and, if the required quorum is not reached, at the same place and at the same time on 11 May 2024, at second call, in accordance with the following:

AGENDA

1. Consideration and approval, if appropriate, of the individual annual accounts of the Company for the financial year 2023 and the accompanying management report.
2. Consideration and approval, if appropriate, of the consolidated annual accounts of the group of which the Company is the parent company, for the financial year 2023, and the accompanying management report.
3. Consideration and approval, if appropriate, of the Statement of Non-Financial Information for the financial year 2023.
4. Consideration and approval, if appropriate, of the management and performance of the Board of Directors during the financial year 2023.
5. Consideration and approval, if appropriate, of the allocation of the result of the financial year 2023.
6. Consideration and approval, if appropriate, of the distribution of dividends charged to unrestricted reserves.
7. Composition of the Board of Directors: Acknowledgement of the resignation tendered by Sir Tom McKillop from his position as external director. Determination of the number of members of the Board of Directors within the limits established in the Articles of Association. Appointment of independent directors.
 - 7.1 Acknowledgement of the resignation tendered by Sir Tom McKillop from his position as external director.
 - 7.2 Determination of the number of members of the Board of Directors as ten directors (10).
 - 7.3 Appointment of Mr. Ugo Di Francesco, as an independent director.
 - 7.4 Appointment of Ms. Eva Abans Iglesias, as an independent director

8. Re-election of KPMG Auditores, S.L. as statutory auditors of the Company and its consolidated group for financial years 2024, 2025 and 2026.
9. Consideration and approval, if appropriate, of the following amendments to the Company's Articles of Association:
 - 9.1 Amendment of Article 37 ("Composition of the Board of Directors") of Section II ("The Managing Body") of Title V ("Regime and Administration of the Company").
 - 9.2 Amendment of Article 42 ("Meetings of the Board of Directors") of Section II ("The Managing Body") of Title V ("Regime and Administration of the Company").
 - 9.3 New article 47 *quater* ("Governance Committee. Composition, functions and operation") in Section III ("Delegated bodies appointed by the Board") of Title V ("Regime and Administration of the Company").
 - 9.4 Approval of a new consolidated text of the Articles of Association.
10. Approval of a new Long-Term Incentive Plan for the Senior Management.
11. Approval of the authority to remunerate the members of the Board of Directors by delivering treasury shares of the Company.
12. Approval of a new Remuneration Policy for the Members of the Board of Directors.
13. Consideration and approval, if appropriate, of the share capital increase for the amount to be determined under the terms of the resolution through the issue of new ordinary shares of 0.12 euros par value each, with no share premium, belonging to the same class and series as the existing shares and charged to voluntary reserves from undistributed profits. Reference to the possibility of incomplete allotment. Delegation of powers to the Board of Directors to establish the terms and conditions governing the increase in all matters not provided for by this General Meeting, to carry out the acts necessary for its execution, to adapt the wording of Article 5 of the Articles of Association to the new figure of the share capital and to sign such public and private documents as may be necessary for the execution of the increase. Application to the competent bodies for admission to trading of the new shares on the Madrid, Bilbao, Valencia and Barcelona Stock Exchanges through the Stock Exchange Automated Quotation System (Continuous Market).
14. Authorisation to the Board of Directors for the Company and/or its subsidiaries to acquire treasury shares (*adquisición derivativa*) under applicable laws.
15. Delegation of powers to the Board of Directors for the development, construction, correction, completion, execution and adaptation of the resolutions of the General Meeting.
16. Submission of the Annual Report on Directors' Remuneration to an advisory vote.

During the meeting, information will be provided on the amendment of the Regulations of the Board of Directors of the Company under section 528 of the Spanish Companies Act, as well as on the degree of compliance with the corporate governance recommendations published by the CNMV.

It will also be enabled to attend the General Shareholders' Meeting by telematic means, on the terms indicated further on in this announcement.

It is hereby announced that the Board of Directors of the Company has also approved the notice convening the General Shareholders' Meeting and the proposed resolutions to be submitted to the consideration of the General Shareholders' Meeting. The above documents are attached hereto for the purpose of publicity.

Although a first and second call of the Ordinary General Shareholders' Meeting is envisaged, the Board of Directors expects the General Shareholders' Meeting to be held on first call on 10 May 2024, at 1:00 p.m., at the aforementioned venue.

Yours sincerely,

Pablo Divasson del Fraile
Investor Relations Department
investors@almirall.com

ALMIRALL, S.A.

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024

The Board of Directors of Almirall, S.A. (“**Almirall**” or the “**Company**”) has resolved to call its shareholders to an Annual General Meeting to be held on first call on 10 May 2024, at 1:00 p.m. at Diagonal 514, 6^a planta, 08006 Barcelona or, if the necessary quorum is not reached, on second call on the following 11 May 2024, at the same place and time. **The General Meeting of Shareholders is expected to be held on first call.**

Shareholders may attend the meeting remotely as set out below.

AGENDA

1. Consideration and approval, if appropriate, of the individual annual accounts of the Company for the financial year 2023 and the accompanying management report.
2. Consideration and approval, if appropriate, of the consolidated annual accounts of the group of which the Company is the parent company, for the financial year 2023, and the accompanying management report.
3. Consideration and approval, if appropriate, of the Statement of Non-Financial Information for the financial year 2023.
4. Consideration and approval, if appropriate, of the management and performance of the Board of Directors during the financial year 2023.
5. Consideration and approval, if appropriate, of the allocation of the result of the financial year 2023.
6. Consideration and approval, if appropriate, of the distribution of dividends charged to unrestricted reserves.
7. Composition of the Board of Directors: Acknowledgement of the resignation tendered by Sir Tom McKillop from his position as external director. Determination of the number of members of the Board of Directors within the limits established in the Articles of Association. Appointment of independent directors.
 - 7.1 Acknowledgement of the resignation tendered by Sir Tom McKillop from his position as external director.
 - 7.2 Determination of the number of members of the Board of Directors as ten directors (10).
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8. Re-election of KPMG Auditores, S.L. as statutory auditors of the Company and its consolidated group for financial years 2024, 2025 and 2026.
9. Consideration and approval, if appropriate, of the following amendments to the Company's Articles of Association:
 - 9.1 Amendment of Article 37 (“Composition of the Board of Directors”) of Section II (“The Managing Body”) of Title V (“Regime and Administration of the Company”).
 - 9.2 Amendment of Article 42 (“Meetings of the Board of Directors”) of Section II (“The Managing Body”) of Title V (“Regime and Administration of the Company”).
 - 9.3 New article 47 *quater* (“Governance Committee. Composition, functions and operation”) in Section III (“Delegated bodies appointed by the Board”) of Title V (“Regime and Administration of the Company”).
 - 9.4 Approval of a new consolidated text of the Articles of Association.
10. Approval of a new Long-Term Incentive Plan for the Senior Management.
11. Approval of the authority to remunerate the members of the Board of Directors by delivering treasury shares of the Company.
12. Approval of a new Remuneration Policy for the Members of the Board of Directors.
13. Consideration and approval, if appropriate, of the share capital increase for the amount to be determined under the terms of the resolution through the issue of new ordinary shares of 0.12 euros par value each, with no share premium, belonging to the same class and series as the existing shares and charged to voluntary reserves from undistributed profits. Reference to the possibility of incomplete allotment. Delegation of powers to the Board of Directors to establish the terms and conditions governing the increase in all matters not provided for by this General Meeting, to carry out the acts necessary for its execution, to adapt the wording of Article 5 of the Articles of Association to the new figure of the share capital and to sign such public and private documents as may be necessary for the execution of the increase. Application to the competent bodies for admission to trading of the new shares on the Madrid, Bilbao, Valencia and Barcelona Stock Exchanges through the Stock Exchange Automated Quotation System (Continuous Market).
14. Authorisation to the Board of Directors for the Company and/or its subsidiaries to acquire treasury shares (*adquisición derivativa*) under applicable laws.

15. Delegation of powers to the Board of Directors for the development, construction, correction, completion, execution and adaptation of the resolutions of the General Meeting.
16. Submission of the Annual Report on Directors' Remuneration to an advisory vote.

During the meeting, information will be provided on the amendment of the Regulations of the Board of Directors of the Company under section 528 of the Spanish Companies Act, as well as on the degree of compliance with the corporate governance recommendations published by the CNMV.

ADDENDUM TO THE NOTICE OF MEETING AND SUBMISSION OF PROPOSALS

Shareholders representing at least three per cent of the share capital may request the publication of an addendum to the notice of the General Shareholders' Meeting, including one or more items on the Agenda, provided that the new items are accompanied by a substantiated statement or, if appropriate, a substantiated proposed resolution. This right must be exercised through a reliable notice to be received at the registered office of the Company (Ronda del General Mitre, 151, 08022 Barcelona) within five days of the publication of this notice.

Shareholders representing at least three per cent of the share capital may, within the same period indicated in the preceding paragraph, submit reasoned proposals for resolutions on matters already included or to be included on the agenda of the forthcoming general shareholders' meeting. The company shall ensure that these proposals and any accompanying documentation are circulated to the other shareholders under the provisions of section 518(d) of the Spanish Companies Act.

The notice shall state the name or the corporate name of the requesting shareholder or shareholders and shall be accompanied by the appropriate documentation -a copy of the attendance card or certificate of entitlement- evidencing their status as shareholders. This information shall be verified on the basis of the information provided by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* ("IBERCLEAR").

RIGHT OF ATTENDANCE

Under Article 29 of the Articles of Association, shareholders who can establish that they hold shares registered in their name in the corresponding book-entry register five days prior to the date of the General Shareholders' Meeting (i.e. no later than 23:59 on 3 May 2024) may attend the General Shareholders' Meeting with a right to speak and vote. To attend the General Meeting of Shareholders in person, the shareholder must hold the relevant attendance, proxy and remote voting card, the

certificate issued by the entity in charge of the book-entry register, as applicable, or the document that, as per applicable regulations, identifies the shareholder as such. Shareholders shall register at the entrance to the premises where the General Meeting is to be held two hours before the scheduled start time. To establish the identity of shareholders or their proxies at the entrance to the premises where the General Meeting is to be held, attendees may be asked to exhibit their attendance card and produce their Spanish ID Card or any other official document generally accepted for such purposes. Remote attendance shall proceed as indicated below.

Once the production of attendance cards and proxies has been closed, shareholders or their proxies arriving late at the place where the General Meeting is being held shall be provided, where appropriate, with an invitation card so that they may follow the proceedings of the meeting (in the same room where the meeting is being held or, if deemed appropriate by the Company to avoid confusion during the General Meeting, in an adjoining room). No such shareholders and their representatives (or their proxies) shall be included in the list of attendees.

PROXIES AND REMOTE VOTING

Any shareholder entitled to attend may appoint another person (whether or not a shareholder) or cast its vote remotely in advance by sending a duly completed attendance, proxy and remote voting card by post to the Company (*Almirall, S.A., GENERAL SHAREHOLDERS MEETING 2024, Ronda del General Mitre, 151, 08022 Barcelona*) or electronically through the Company's website (www.almirall.com). Proxies granted electronically, or remote votes cast in advance, shall be admitted if they incorporate the shareholder's qualified or advanced electronic signature based on a recognised electronic certificate for which there is no record of revocation and that (i) it is an Electronic User Certificate issued by the Spanish Public Certification Authority (*CERES*) dependent on the Spanish Mint (*Fábrica Nacional de Moneda y Timbre*), or (ii) is incorporated into the Spanish ID e-Card issued under Royal Decree 1553/2005, of 23 December, which governs the issuance of the Spanish ID Card and associated electronic signature certificates. The shareholder shall be required to provide the relevant certificate issued by the entity in charge of the corresponding book-entry registry or the document that, under current regulations, identifies the shareholder as such. The Company shall provide shareholders casting their vote remotely an electronic acknowledgement of receipt.

Proxies, which must be granted for this specific General Meeting, are always revocable. Attendance (as per this notice of call) of the principal at the General Shareholders' Meeting shall, in any event, be understood as a revocation of the proxy. The shareholder's vote shall prevail over the proxy and, therefore, proxies issued previously shall be deemed revoked and those granted subsequently shall

be deemed not to have been granted. Attendance at the General Meeting by the shareholder renders the prior vote or proxy null and void, and attendance in person renders remote attendance null and void.

Proxies and absentee votes cast by post or electronically must be received by the Company at least one day before the date scheduled for the General Meeting of Shareholders on first call (i.e. no later than 23:59 on 9 May 2024).

Both proxies and remote votes shall be rendered ineffective upon any transfer of the shares conferring the right to attend of which the Company becomes aware at least five days before the date set for the General Meeting on first call (i.e. not later than 23:59 on 3 May 2024).

If the proxy was validly granted but failed to include voting instructions or if any doubts arise as to the recipient or the scope of the proxy, the proxy shall be deemed to (i) have been granted to the Chairperson of the Board of Directors, (ii) refer to all the items on the agenda of the General Shareholders' Meeting, (iii) direct the proxy holder to vote for all the proposals submitted by the Board of Directors and (iv) extend to any items that may arise outside the agenda of the General Shareholders' Meeting, in respect of which the proxy holder shall abstain from voting, unless the proxy holder has sufficient grounds to consider it more favourable to the interests of the shareholder to vote for or against such proposals.

Unless expressly indicated otherwise by the principal, if the proxy holder is conflicted, the principal shall be deemed to have also appointed as proxies, jointly and severally and successively, the Chairperson of the Board of Directors and, where the latter is conflicted, the Secretary of the Board of Directors and, if the latter is also conflicted, the Deputy Secretary of the Board of Directors. For the purposes of sections 523 and 526 of the Spanish Companies Act, please note that the Chairperson of the Board, as well as any other member of the Board of Directors, may have a conflict of interest (i) concerning items 4 ("Approval of the management and performance of the Board of Directors during the year ended 31 December 2023"), 7 ("Composition of the Board of Directors: Acknowledgement of the resignation tendered by Sir Tom McKillop from his position as external director. Determination of the number of members of the Board of Directors within the limits established in the Articles of Association. Appointment of independent directors."), 11 ("Approval of the authority to remunerate the members of the Board of Directors by delivering treasury shares of the Company"), 12 ("Approval of the new Remuneration Policy for Members of the Board of Directors") and 16 ("Submission of the Annual Report on Directors' Remuneration to an advisory vote") of the agenda; and (ii) in the circumstances set out in section 526.1 of the Spanish Companies Act (appointment, re-election or confirmation of directors, removal, separation or

dismissal of directors, the exercise of a corporate action for liability and the approval or ratification of transactions entered into by the Company with the relevant director) which, where appropriate, may be submitted outside the agenda under applicable laws.

The validity of proxies granted and absentee votes cast is subject to verification -by checking against the file provided by IBERCLEAR- of the relevant shareholder's status as such. It is the sole responsibility of shareholders to keep their electronic signature secure to vote or grant a proxy electronically.

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms if so required for technical or security reasons. The Company shall not be liable for any damages that may be caused to shareholders as a result of breakdowns, overloads, line failures, connection failures, malfunctioning of the postal service or any other similar circumstances outside the Company's control, which prevent the use of the remote voting and proxy mechanisms.

Regarding corporate shareholders granting a proxy to a third party or voting remotely by post, a copy of the powers of attorney of the individual who, in the name and on behalf of such corporate shareholder, grants such proxy to a third party or votes remotely must be provided to the Company, together with any other documentation required under these rules.

REMOTE ATTENDANCE

Any shareholder (or its proxy) entitled to attend the General Shareholders' Meeting may also do so by using remote mechanisms that duly guarantee the identity of the shareholder and allow real-time connection with the premises where the General Shareholders' Meeting is being held. Remote attendance at the General Meeting shall be subject to the provisions of the Articles of Association and the Regulations of the General Meeting, to any applicable statutory regulations and to the following principles, which may be supplemented and developed by any rules published on the Company's website (www.almirall.com).

To guarantee the identity of the attendees, the proper exercise of their rights and the smooth running of the meeting, shareholders intending to use remote attendance mechanisms must register in advance on the Company's website (www.almirall.com). Registration is open from 10:00 a.m. to 12:45 p.m. on the day of the General Shareholders' Meeting (i.e. 10 May 2024 on first call and, if applicable, 11 May 2024 on second call). Thereafter, no prior registration for the exercise of the right to attend the General Meeting remotely shall be accepted.

This pre-registration requirement does not apply to proxy holders. Once the shareholder status of their principals has been verified, the Company will provide proxy holders with access to the online attendance platform so that they can connect to it under the provisions of this notice.

Shareholders willing to attend the General Shareholders' Meeting remotely must identify themselves for the purposes of the advance registration mechanism referred to above by using a recognised electronic signature under Spanish Act 59/2003, of 19 December, on Electronic Signatures. Such signature should be based on an unrevoked recognised electronic certificate which (i) is an Electronic User Certificate -*Certificado Electrónico de Usuario*- issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint or (ii) is embedded into a Spanish Electronic ID Card issued under Royal Decree 1553/2005, of 23 December, governing the issue of the Spanish ID Card and its electronic signature certificates.

Proxies intending to register to attend the General Meeting remotely on the basis of shares not owned by them, in circumstances where their proxy was not provided to the Company by electronic means, must establish their authority and identity by sending the duly completed and signed shareholder attendance and proxy card by e-mail (inversores@almirall.com), together with a copy of their identity card -or any other official valid document generally accepted for these purposes- by 23:59 on 9 May 2024. In the event of corporate shareholders, documentation establishing the authority of their representative must also be sent by e-mail (inversores@almirall.com), together with a copy of the ID card -or any other official valid document generally accepted for this purpose- of the representative by 23:59 on 9 May 2024.

Once the shareholder has registered in advance or its proxy has established its authority and identity in the form and within the period established above, the shareholder or its proxy may attend and vote at the General Meeting remotely by connecting to the relevant online platform on the day the meeting is held.

Specifically, and to ensure proper management of the remote attendance systems, shareholders previously registered or proxy holders who have established their authority and identity must, to attend the General Shareholders' Meeting remotely under the preceding paragraphs, log on to the Company's website (www.almirall.com) from 10:00 a.m. to 12:45 p.m. on 10 May 2024 if, as expected, the General Shareholders' Meeting is held on first call (or on 11 May 2024 if held on second call) and identify themselves as indicated in the instructions. The Company will livestream the meeting on its website (www.almirall.com).

Shareholders (or their proxies) are solely responsible for safeguarding the means of identification necessary to access and use the online attendance system. Corporate

shareholders must notify any amendment or revocation of the authority held by their proxies. The Company disclaims any liability until such notice is made.

Shareholders (or their proxies) attending remotely and intending to participate in the meeting and, if applicable, request information or clarifications or ask questions in writing regarding the matters included on the agenda, the information available to the public that has been provided by the Company to the CNMV since the last General Meeting and, if appropriate, regarding the auditor's report, or make proposals as per applicable regulations, must do so in writing and send their contribution, question or proposal in the format, terms and conditions specified on the web page of the Company between 10.00 a.m. and 12.45 p.m. on 10 May 2024 if, as expected, the General Meeting is held on first call (or on 11 May 2024 if it is held on second call). Remote attendees who wish their contribution to be recorded in the Minutes of the General Meeting must expressly and clearly indicate so in such contribution. Requests for information or clarification validly made by remote attendees shall be answered during the meeting itself or otherwise in writing to the requesting shareholder within seven calendar days following the end of the General Meeting.

Shareholders (or their proxies) attending remotely may vote on any proposals submitted in respect of the items on the agenda through the platform made available for remote attendance on the Company's website (www.almirall.com), from the time when they log in to such platform until such time at which voting takes place. Any proposals submitted in respect of items not included on the agenda may be voted on from the time they are read and displayed in the remote assistance platform for voting until such voting is completed. The mechanism made available for remote voting provides the necessary safeguards to identify the voting shareholder and to ensure the security of electronic communications. The rules for voting and adopting resolutions laid down in the Articles of Association and the Regulations of the General Meeting for shareholders attending in person shall apply to those attending remotely. The Company shall send any shareholder voting remotely an electronic confirmation of receipt of the vote. Shareholders (or their proxies) attending remotely who wish to expressly state that they are withdrawing from the General Meeting so that their vote will not be counted must do so by sending an electronic notice using the tools provided for remote attendance on the Company's website (www.almirall.com).

Remote attendance at the General Meeting is an additional measure to the various channels available to the Company's shareholders to participate in the General Meeting. Shareholders entitled to attend the meeting are kindly reminded that they may grant a proxy to another person (whether or not a shareholder) or cast their vote remotely in advance as described in this notice.

The Company shall not be liable for any damage that may be caused to shareholders or proxies as a result of the occasional unavailability of its website or any other connection failure or other event of the same or similar nature beyond the control of the Company, without prejudice to the adoption of the measures that each situation may require, including the possible temporary suspension or adjournment of the General Meeting. The Company reserves the right to modify, suspend, cancel or limit the mechanisms for remote participation in the General Meeting if technical or security reasons so require or mandate.

RIGHT TO INFORMATION

Shareholders are hereby informed that, from this date, all documents relating to the General Meeting which are required by statute to be published, as well as those which have been deemed appropriate to make available to shareholders, including, among others, the following, may be consulted on the corporate website (www.almirall.com):

1. This notice of call.
2. The full text of the proposals for resolutions to be adopted, if appropriate, by the General Meeting in respect of each of the items on the agenda, together with the relevant statutory reports of the Directors.
3. Attendance, proxy and remote voting card.
4. Total number of shares and voting rights at the date of the call.
5. The rules for establishing ownership and exercising attendance, proxy and voting rights.
6. The rules governing remote attendance.
7. The rules governing the electronic shareholder forum.
8. The individual Annual Financial Report, which includes the individual annual financial statements and the individual management report of the Company for the year ended 31 December 2023, the related auditors' report, and the Directors' statements of responsibility;
9. The consolidated Annual Financial Report, including the consolidated financial statements and the consolidated Directors' report of the Company, including non-financial information (together with the report verifying such information) for the year ended 31 December 2023, the auditors' report and the Directors' statements of responsibility
10. The annual Corporate Governance Report for the financial year 2023.
11. The annual Directors' Remuneration Report for 2023.
12. The annual Report of the Audit Commission for the financial year 2023.

13. The report of the Audit Commission on the independence of the auditor.
14. The report of the Audit Commission on related-party transactions.
15. The report on the operation of the Nominations and Remuneration Commission for the financial year 2023.
16. A reasoned proposal from the Nominations and Remuneration Commission regarding the appointments of Mr. Ugo Di Francesco and Ms. Eva Abans Iglesias as independent Directors.
17. The report of the Board of Directors supporting the appointments of Mr. Ugo Di Francesco and Ms. Eva Abans Iglesias as an independent Directors.
18. Regulations of the new Long-Term Incentive Plan for the Senior Management
19. The report of the Nominations and Remuneration Commission on the approval of the Remuneration Policy.
20. A substantiated proposal of the Board of Directors regarding the approval of the Remuneration Policy.
21. The full text of the Remuneration Policy.
22. A report of the Board of Directors supporting the proposed amendments to the Articles of Association.
23. A report of the Board of Directors supporting the proposed resolution to increase the share capital under item no. 13 of the Agenda.

In addition, shareholders have the right to inspect at the Company's registered office (Ronda del General Mitre, 151, 08022 Barcelona) and to request the immediate delivery or dispatch, free of charge (which may be by e-mail with acknowledgement of receipt if the shareholder accepts this method) of the documents to be submitted for approval by the General Meeting, subject to statutory provisions, including a copy of the individual and consolidated annual accounts and the management reports of the Company for the financial year ending 31 December 2023, together with the accompanying audit reports, as well as the other documents that must be made available to shareholders at the General Meeting.

Under the provisions of section 527 bis of the Spanish Companies Act, within one month of the General Meeting, any shareholder or its proxy and its ultimate beneficial owner may request confirmation that the votes corresponding to their shares have been properly recorded and counted by the Company unless they already have this information. The Company shall provide such confirmation within fifteen days of the request or, if later, of the date when the General Meeting was held.

Finally, from the date on which the notice of the General Meeting is published until 5 May 2024 (inclusive), if the General Meeting is held as expected on the first call (or 6 May 2024 if it is held on the second call), shareholders may request information or clarification or ask questions in writing regarding the items on the agenda, the information available to the public that the Company has provided to the CNMV since the last General Meeting and, where applicable, regarding the auditor's report.

These requests for information may be made by (i) filing the request with the Company's registered office, (ii) sending the request by post to Almirall, S.A. (General Shareholders' Meeting May 2024), Ronda del General Mitre, 151, 08022 Barcelona, or (iii) electronic notice sent by the requesting shareholder to inversores@almirall.com and signed with the shareholder's recognised electronic signature under Spanish Act 59/2003, of 19 December, on electronic signatures, provided that it is based on a recognised electronic certificate for which there is no record of revocation and issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint (*Fábrica Nacional de Moneda y Timbre*).

Whatever the means used to file requests for information, any request must include the name and surname of the requesting shareholder and identify the shares held by such shareholders through the relevant documentation (a copy of the attendance card or certificate of entitlement). Such information will be checked against the information provided by IBERCLEAR. However, if the information is requested by electronic communication, it shall not be necessary to send a copy of the attendance card or certificate of entitlement.

The shareholder shall be responsible for providing evidence that the request was sent to the Company in due time and form.

Requests for information shall be answered, once the identity and shareholder status of the applicant have been verified, at the Annual General Meeting. The Directors are obliged to provide the information in writing up to the date of the General Meeting, except in the circumstances provided for by statute.

In the case of corporate shareholders, if the information was requested remotely by post before the General Meeting, then a copy of the powers of attorney of the individual exercising such right to information in the name and on behalf of the requesting corporate shareholder must be sent to the Company, together with any other documents required by these regulations.

ELECTRONIC SHAREHOLDER FORUM

An Electronic Shareholders' Forum shall be implemented on the Company's website, to which both individual shareholders and groups of shareholders that may voluntarily be set up under section 539.4 of the Spanish Companies Act shall have secure access and intended to facilitate their communication before the holding of the General Meeting, all under the provisions in section 539 of the Spanish Companies Act.

NOTARIAL MINUTES

Under section 203 of the Spanish Companies Act, the Board of Directors will call on a Notary Public to attend and draw up the minutes of the Meeting.

ADDITIONAL INFORMATION

Please note that **the General Meeting will in all likelihood be held on first call on the day and at the place indicated above**. All information and documentation of the General Meeting is also available to shareholders on the Company's website (www.almirall.com).

PROTECTION OF PERSONAL DATA

The personal data (i) provided to the Company by shareholders and, where applicable, proxies (to exercise or delegate their information, attendance, representation and voting rights), (ii) provided both by the financial entities and investment services companies in which such shareholders have deposited or safeguarded their shares and by the entities required by statute to keep records of those securities represented in book-entry form, or (iii) obtained through the recording of the General Meeting (i.e., image and voice) will be processed by the Company as data controller to manage the relationship with shareholders and the exercise of shareholders' rights at the General Meeting, as well as to manage and control the conduct of the General Meeting and comply with the Company's statutory duties. This processing is necessary for such purposes and the legal basis is your status as a shareholder and the fulfilment of legal obligations.

This information shall be disclosed to the Notary Public exclusively in connection with the preparation of the notarial minutes of the General Meeting and may be disclosed to third parties in the exercise of the right to information provided for by law, or be made accessible to the public insofar as it is contained in the documentation available on the website (www.almirall.com) or stated at the General Meeting. Please note that the proceedings of the General Meeting may be recorded (audio and video). For reasons of both security and transparency, by attending the General Meeting the attendee authorises the taking of photographs and the recording of images and/or voice. The legal basis for the processing of personal data consisting of image and/or voice is both

the existence of a legitimate interest of the Company to record the General Meeting, which is recognised by the applicable rules and principles of transparency, and the consent given by the participant when attending the General Meeting.

Personal data shall be retained for the duration of the shareholding relationship and thereafter for a period of 6 years solely for the purpose of any legal or contractual claims, unless, exceptionally, a longer period of limitation for any legal or contractual claims applies.

Data subjects may exercise their right of access, rectification, opposition, cancellation, restriction of processing, portability or any other rights available under the applicable data protection regulations concerning the data processed by the Company. These rights may be exercised under applicable laws by sending a letter to Almirall, S.A. (address: Ronda del General Mitre, 151, 08022 Barcelona) or an e-mail dpo.global@almirall.com, attaching or enclosing a copy of your ID card or equivalent identification document. Data subjects may also lodge a complaint with the competent data protection supervisory authority. In Spain, this is the Spanish Data Protection Agency (www.agpd.es).

In the event that the shareholder includes personal data on the attendance, proxy and remote voting card relating to individuals other than the shareholder and if a third party attends the General Meeting as the shareholder's proxy, the shareholder must inform such individuals of the provisions included in the preceding paragraphs and comply with any other requirements that may be applicable for the transfer of personal data to the Company, without the latter having to take any additional action concerning the data subjects.

Barcelona, 8 April 2024

The Chairperson of the Board of Directors

Carlos Gallardo Piqué

ALMIRALL, S.A.
2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
PROPOSED RESOLUTIONS

FIRST.- Item 1 of the Agenda

Consideration and approval, if appropriate, of the annual accounts of the Company for the financial year 2023 and the accompanying management report.

To approve the individual annual accounts and the individual management report of the Company for the year ended 31 December 2023.

SECOND.- Item 2 of the Agenda

Consideration and approval, if appropriate, of the consolidated annual accounts of the group of which the Company is the parent company for the financial year 2023 and the accompanying management report.

To approve the consolidated annual accounts and the consolidated management report for the year ended 31 December 2023.

THIRD.- Item 3 of the Agenda

Consideration and approval, if appropriate, of the Statement of Non-Financial Information for the financial year 2023.

To approve the statement of non-financial information for the financial year ended 31 December 2023.

FOURTH.- Item 4 of the Agenda

Consideration and approval, if appropriate, of the management and performance of the Board of Directors during the financial year 2023.

To approve the management and performance of the Board of Directors as conducted during the financial year 2023.

FIFTH.- Item 5 of the Agenda

Consideration and approval, if appropriate, of the allocation of the result of the financial year 2023.

To approve the allocation of the result obtained during the financial year 2023, namely a loss of 60,153,596.90 euros, to negative results of previous financial years.

SIXTH.- Item 6 of the Agenda

Consideration and approval, if appropriate, of the distribution of dividends

charged to unrestricted reserves.

To approve the payment of a dividend out of unrestricted reserves in the amount of 39,784,807.56 euros.

Such dividend shall be paid at the latest on 3 June 2024.

SEVENTH.- Item 7 of the Agenda

Composition of the Board of Directors: Acknowledgement of the resignation tendered by Sir Tom McKillop from his position as external director. Determination of the number of members of the Board of Directors within the limits established in the Articles of Association. Appointment of independent directors.

SEVENTH 1.- Item 7.1 of the Agenda

Acknowledgement of the resignation tendered by Sir Tom McKillop from his position as external director.

To acknowledge the resignation tendered by Sir Tom McKillop on 8 April 2024 with effect from the end of this Shareholders' Meeting, from his position as external director of the Company and, consequently, from his positions as Deputy Chairman of the Board of Directors of the Company and as member of the Nominations and Remuneration Commission.

SEVENTH 2.- Item 7.2 of the Agenda

Establishment of the number of members of the Board of Directors at ten (10).

To set the number of members of the Board of Directors at ten (10) Directors, within the limits established in the Articles of Association.

SEVENTH 3.- Item 7.3 of the Agenda

Appointment of Mr. Ugo Di Francesco as an independent Director.

In accordance with the proposal of the Nominations and Remuneration Commission and the report of the Board of Directors, to appoint Mr. Ugo Di Francesco, of legal age, an Italian national, with address at Via Menardi 8/A, 32043 Cortina d'Ampezzo, Italy and a holder of a passport no. YB0329207, as a member of the Board of Directors and specifically as an independent Director for a term of 2 years from the date of his appointment by the General Meeting.

The proposed appointment is supported by a report of the Board of Directors assessing the competence, experience and merits of Mr. Ugo Di Francesco. This report and the above proposal submitted by the Nominations and Remuneration Commission have been made available to the shareholders since the publication of the notice convening the General Meeting.

Mr. Ugo Di Francesco may accept his appointment in any manner permitted by law.

SEVENTH 4.- Item 7.4 of the Agenda

Appointment of Ms. Eva Abans Iglesias as an independent Director.

In accordance with the proposal of the Nominations and Remuneration Commission and the report of the Board of Directors, to appoint Ms. Eva Abans Iglesias, of legal age, a Spanish national, with address at O'Donnell Street, 51, 28009 Madrid, Spain and a holder of National ID no. 02893046Z, as a member of the Board of Directors and specifically as an independent Director for a term of 2 years from the date of his appointment by the General Meeting.

The proposed appointment is supported by a report of the Board of Directors assessing the competence, experience and merits of Ms. Eva Abans Iglesias. This report and the above proposal submitted by the Nominations and Remuneration Commission have been made available to the shareholders since the publication of the notice convening the General Meeting.

Ms. Eva Abans Iglesias may accept her appointment in any manner permitted by law.

EIGHTH.- Item 8 of the Agenda

Re-election of KPMG Auditores, S.L. as statutory auditors of the Company and its consolidated group for the financial years 2024, 2025 and 2026.

To re-elect KPMG Auditores, S.L. as the statutory auditor of Almirall, S.A. and its consolidated group, to carry out the audit for the financial years 2024 to 2026, both inclusive, and to authorise the Board of Directors -with the express power to delegate- to enter into the relevant professional services agreement subject to any clauses and provisions the Board deems appropriate. The Board of Directors is also authorized to make the relevant amendments thereto in accordance with applicable regulations from time to time.

This resolution is being passed on a proposal of the Board of Directors, following a proposal from the Audit Commission.

KPMG Auditores, S.L. may accept their appointment in any manner permitted by law.

KPMG Auditores, S.L. has its registered office at Paseo de la Castellana, 259C 28046 Madrid, Spain, and holds a Spanish tax ID number B-78510153. It is registered with the Commercial Register of Madrid, at volume 11.961, section 8, folio 90, page M-188,007, and in the Official Register of Auditors (ROAC) under number S0702.

NINTH.- Item 9 of the Agenda

Consideration and approval, if appropriate, of the following amendments to the Company's Articles of Association.

NINTH 1.- Item 9.1 of the Agenda

Amendment of Article 37 ("Composition of the Board of Directors") of Section II ("The Managing Body") of Title V ("Regime and Administration of the Company").

To amend Article 37 ("Composition of the Board of Directors") of Section II ("The Governing Body") of Title V ("Regime and Administration of the Company"), which shall read as follows:

"Article 37.- Composition of the Board of Directors

The Board of Directors will be composed of at least five (5) but no more than fifteen (15) members, to be decided by the General Meeting.

The number of board members will be determined by the General Meeting. To this end, the number of Board members may be determined directly by express agreement or indirectly by filling vacancies or appointing new members, up to the maximum limit indicated above.

The General Meeting must strive to ensure that, to the extent possible, the composition of the Board of Directors is such that the external or non-executive directors represent the majority compared to the executive directors, with the presence of independent directors as well.

The definitions of the different categories of directors will adhere to the Laws applicable at any given time.

In the case that an external director cannot be considered proprietary or independent, the company will disclose this circumstance and the links that person maintains with the company, its senior officers or shareholders.

To this end, directors who perform management functions for the Company or any member company of its Group will be understood as executive directors.

The Board will also strive to ensure, to the extent possible, that a majority of the external directors is composed of owners or representatives of owners of significant stable stakes in the Company's capital (proprietary directors) and persons of recognised prestige with no ties to the executive staff or significant shareholders (independent directors).

The Board must explain the classification of each Director to the General Meeting of Shareholders responsible for appointing or ratifying the Directors.

If the Chairperson is an executive director, the Board of Directors shall necessarily appoint, with the abstention of the executive Directors, a lead Director from among the independent Directors, who shall, in particular, have the authority to request the calling of a board meeting or the inclusion of new items on the agenda of a board meeting already convened, to coordinate and bring together the non-executive Directors and, where appropriate, to lead the periodic evaluation of the Chairperson of the Board of Directors".

NINTH 2.- Item 9.2 of the Agenda

Amendment of Article 42 ("Meetings of the Board of Directors") of Section II ("The Managing Body") of Title V ("Regime and Administration of the Company").

To amend Article 42 ("Meetings of the Board of Directors") of Section II ("The Managing Body") of Title V ("Regime and Administration of the Company"), which shall read as follows:

"Article 42.- Board of Directors meetings

The Board of Directors will meet as frequently as required to perform its functions and at least once a quarter, adhering to the dates and agenda items established at the beginning of the year. Each director may propose additional agenda items as long as the request is made at least five days before the scheduled meeting date. The Board will meet as convened by the Chairman as required for the smooth operation of the Company and at the request of at least two directors or the independent lead Director in which case the Meeting will be convened by the Chairman to be held within fifteen days of receiving the request.

If the Chairman is asked to call a meeting and fails to do so, without just cause, within one month of the request, directors accounting for at least one-third of the members of the Board may call a meeting, stipulating the agenda, to be held in the city where the Company's registered offices are located.

The call for ordinary meetings will be sent by certified letter, fax, telegram or e-mail and will be authorised with the signature of the Chairman or the Secretary or Assistant Secretary, by order of the Chairman. The call must be sent at least three days before the meeting date.

The call must include the agenda and be accompanied by any relevant information, duly prepared and summarised.

The above notwithstanding, the Board of Directors may be validly convened without the need for advance notice if all members are present or represented and they unanimously agreed to hold the meeting and address the proposed agenda items.

The Board may also pass motions by written vote without the need to hold a meeting, as provided for in the Capital Companies Act. Additionally, the meetings of the Board of Directors may be held being the attendants in different places interconnected by means of remote communication systems that enable, in real time, (i) the recognition and identification of the attendants to the meeting, (ii) the permanent communication amongst the members and (iii) the issuance of the members' vote. Such meetings will be deemed held in the social domicile. The members of the Board of Directors present in any of the interconnected places will be deemed as attending the same and sole meeting of the Board of Directors."

NINTH 3.- Item 9.3 of the Agenda

New Article 47 quater ("Governance Committee. Composition, powers and operation") in Section III ("Delegated bodies appointed by the Board") of Title V ("Regime and Administration of the Company").

A new Article 47 quater ("Governance Committee. Composition, powers and operation") in Section III ("Delegated bodies appointed by the Board") of Title V ("Regime and Administration of the Company") shall be added to the Articles of Association of the Company, reading as follows:

"Article 47 quater.- Governance Commission. Composition, powers and operation

- 1. A Governance Commission shall also be established within the Board of Directors in accordance with the following rules:*
 - a) The Governance Commission shall be composed of at least three (3) directors nominated by the Board of Directors, all of whom shall be independent and/or other external directors, without prejudice to the attendance of other Directors of other categories or senior officers if expressly resolved by the members of this Commission. The members of the Governance Commission shall be appointed with due regard to their knowledge, skills and experience, as well as the functions of the Commission. The Coordinating Director, if any, shall be a member of the Corporate Governance Commission.*
 - b) The Chairman of the Governance Commission shall necessarily be an independent director elected from among the members of the Commission. The Coordinating Director, if appointed, shall chair the Governance Commission.*
 - c) The Commission shall appoint a Secretary, who need not be a director. The Secretary shall attend meetings of the Commission with the right to speak but not to vote, unless he/she is a Director.*
- 2. Without prejudice to any other functions delegated to it by the Board, the Governance Commission shall advise and assist the Coordinating Director in the discharge of his/her duties, having the following core functions:*

- *Advising to the Coordinating Director in relation to the possible convening of the Board, as well as regarding the introduction of new items on the agenda of any meeting of the Board that has already been convened.*
 - *Advising and assisting the Coordinating Director in coordinating and meeting with Non-Executive Directors and in communicating to the competent bodies of the Company the matters of concern he/she receives from them.*
 - *Advising and assisting the Coordinating Director in conducting, where appropriate, a periodic assessment of the performance of the Chairman of the Board of Directors when the Company's Chairman is an executive director, identifying potential conflicts of interest or situations of lack of transparency.*
 - *Informing and assisting the Coordinating Director in contacting investors and shareholders to ascertain their views in order to reach an opinion on their concerns and, in particular, in relation to the corporate governance of the Company.*
 - *Analysing and reviewing governance evaluations made by external agents (e.g. proxy advisors) and recommending appropriate measures to the Board of Directors.*
 - *Holding meetings and maintaining a direct and fluid dialogue with the areas of the Company in charge of Compliance and Governance, in order to identify potential areas of improvement and proposing appropriate measures to the Board of Directors.*
 - *Informing and assisting the Coordinating Director in coordinating any succession plans for the Chairman, without prejudice to the functions assigned to the Nominations and Remuneration Committee.*
 - *Advising and assisting the Coordinating Director in connection with chairing the Board in the absence of the Chairman and the Vice Presidents, if any.*
3. *The Governance Commission shall generally meet quarterly. It shall also meet whenever convened by its Chairman, who shall do so whenever the Board or its Chairman requests the submission of a report or the adoption of proposals and in any case whenever it is appropriate to properly discharge its duties. Meetings of the Commission may be held in different locations connected by means of remote communication systems that allow the recognition and identification of the participants, permanent communication between them, discussion and voting, all in real time. Such meetings shall be deemed to have been held at the registered office. Members of the Commission attending at any of the connected locations shall be deemed for all purposes to be in attendance at the same and only meeting of the Commission.*

The Commission shall also keep minutes of its meetings. A copy of such minutes shall be sent to all members of the Board.

The Board shall consider the proposals and reports submitted to it by the Commission.

4. *In order to best perform its duties, the Governance Commission may seek the advice of external experts whenever it deems it necessary to discharge its duties properly.”*

NINTH 4.- Item 9.4 of the Agenda

Approval of a new consolidated text of the Articles of Association

To approve a consolidated version of the Articles of Association as a result of the above changes. The new version has been made available to shareholders on the occasion of the notice of call of the Annual General Meeting and is attached to the report of the Board of Directors.

TENTH.- Item 10 of the Agenda

Approval of a new Long-Term Incentive Plan for the Senior Management

To approve a new Long-Term Incentive Plan for the Senior Management. The regulations of the Long-Term Incentive Plan, approved by the Board of Directors of the Company following a proposal of the Nominations and Remuneration Commission, were made available to the shareholders as part of the documentation relating to the General Meeting of Shareholders as of the date of publication of the announcement of the call to meeting.

ELEVENTH.- Item 11 of the Agenda

Approval of the authority to remunerate the members of the Board of Directors by delivering treasury shares in the Company.

To approve the application of a remuneration policy for Directors such that a portion of the fixed remuneration that Directors receive in their capacity as such may be paid, if the Board of Directors so resolves, by delivering treasury shares of the Company. Accordingly the Directors, on each date of payment of the fixed remuneration, shall receive the fixed amount due to them, partly in cash and partly in shares, based on the value of such shares at the close of trading on the stock exchange session immediately before the date on which the remuneration is paid.

The payment of fixed remuneration in the form of treasury shares may not exceed 50% of the individual remuneration due to each Director in each financial year. The maximum number of shares that may be allocated in each financial year under this remuneration system is 50,000 and the number of financial years in which

remuneration may be paid in this manner is 5 years including the current financial year (i.e. 2024, 2025, 2026, 2027 and 2028).

TWELFTH.- Item 12 of the Agenda

Approval of a new Remuneration Policy for Members of the Board of Directors

To approve, pursuant to the provisions of section 529 *novodecies* of the Spanish Companies Act and in accordance with the substantiated proposal approved by the Board of Directors supported by the report of the Nominations and Remuneration Commission, a new Remuneration Policy for the members of the Board of Directors of the Company, to apply for the financial years 2024 (from the date of its approval by the Annual General Meeting of Shareholders), 2025, 2026 and 2027.

The text of the Remuneration Policy for the members of the Board of Directors, together with the report of the Nominations and Remuneration Commission and the reasoned proposal approved by the Board, has been made available to shareholders as part of the Annual General Meeting of Shareholders materials on the date of publication of the notice of the Annual General Meeting of Shareholders.

THIRTEENTH.- Item 13 of the Agenda

Consideration and approval, if appropriate, of the share capital increase for the amount to be determined under the terms of the resolution through the issue of new ordinary shares of EUR 0.12 par value each, with no share premium, belonging to the same class and series as the existing shares, charged to voluntary reserves from undistributed profits. Reference to the possibility of incomplete allotment. Delegation of powers to the Board of Directors to establish the terms and conditions governing the increase in all matters not provided for by this General Meeting, to carry out the acts necessary for its execution, to adapt the wording of Article 5 of the Articles of Association to the new figure of the share capital and to sign such public and private documents as may be necessary for the execution of the increase. Application to the competent bodies for admission to trading of the new shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, through the Stock Exchange Automated Quotation System (Continuous Market) in the manner required therein.

1.- Share capital increase

It is resolved to increase the share capital by the amount resulting from multiplying (a) the nominal value of EUR 0.12 per share of the Company by (b) the number of new shares of the Company resulting from the formula set out in section 2 below (the "**New Shares**").

The capital increase shall proceed through the issue of New Shares, which will be

ordinary shares with a nominal value of EUR 0.12 each, belonging to the same class and series as the existing shares and represented by book entries.

The capital increase will be fully charged to the unrestricted reserve "Voluntary reserves" from retained earnings, which as of 31 December 2023 amounted to EUR 931,020,128.11.

The New Shares are issued at par value, i.e. for their nominal value of EUR 0.12, with no share premium, and will be allotted free of charge to the Company's shareholders.

In accordance with the provisions of section 311 of the Spanish Companies Act, In accordance with the provisions of article 311 of the Spanish Companies Act, the possibility of incomplete allotment of the increase is envisaged.

2.- New Shares to be issued

The number of New Shares shall be the number resulting from the application of the following formula, rounded down to the nearest whole number:

$$\text{NNS} = \text{NES} / \text{No. rights}$$

where,

NNS = Number of New Shares to be issued;

NES = Total number of outstanding shares of the Company on the date on which the Board of Directors approves the implementation of the capital increase;

No. rights = Number of free-of-charge allocation rights needed to receive one New Share, which shall be the result of applying the following formula, rounded up to the next whole number:

$$\text{No. rights} = \text{NES} / \text{Provisional no. of shares}$$

where,

$$\text{Provisional no. of shares} = 39,784,807.56 / \text{StockPrice}$$

For these purposes, StockPrice shall be the arithmetic mean of the weighted average prices of the Company's shares on the Spanish Stock Exchanges in the 5 trading sessions prior to the resolution of the Board of Directors implementing the capital increase, rounded to the nearest thousandth of a euro and, in the case of half a thousandth of a euro, up to the nearest thousandth of a euro.

3.- Free allocation rights

Each outstanding share of the Company shall confer one (1) free allocation right.

The number of free allocation rights required to receive one New Share will be

determined automatically according to the ratio between the number of New Shares and the number of outstanding shares (NES). Specifically, shareholders will be entitled to receive one New Share for each number of free allocation rights determined in accordance with the provisions in section 2 above (No. of rights) they hold.

If (i) the number of free allocation rights required for the allotment of one share (No. of rights) multiplied by the New Shares (NNS) results in a figure that is less than (ii) the number of outstanding shares (NES), the Company will waive a number of free allocation rights equal to the difference between the two figures, for the sole purpose of making the number of New Shares a whole number and not a fraction.

The free allocation rights will be allocated to Almirall shareholders registered as such in the records of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear)* on the relevant date in accordance with the applicable securities clearing and settlement rules. During the trading period of the free allocation rights, a sufficient number of such rights may be acquired on the market in the proportion necessary to subscribe for New Shares. Free allocation rights may be traded on the market for the period determined by the Board, but at least for fourteen calendar days.

4.- Irrevocable commitment to acquire free allocation rights.

The Company will enter into an irrevocable commitment to purchase the free allocation rights received free of charge at the price set out below. The purchase commitment does not extend to any allocation rights purchased or otherwise acquired on the market. This commitment shall remain in force and may be accepted by the aforementioned shareholders for such period, within the trading period of the rights, as may be determined by the Board of Directors. To this end, it is resolved to authorise the Company to acquire such free allocation rights (and the corresponding shares) up to the maximum limit of the total number of rights to be issued, and in any event in compliance with any statutory restrictions. The "Purchase Price" of each free allocation right will be equal to the result of the following formula, rounded to the nearest thousandth of a euro and, in the case of half a thousandth of a euro, up to the nearest thousandth of a euro:

$$\text{Purchase Price} = \text{StockPrice} / (\text{No. of rights} + 1)$$

5.- Balance sheet for the transaction and reserves against which the increase is made.

The balance sheet serving as the basis for the transaction is that corresponding to 31 December 2023, duly audited and approved by this Annual General Shareholders' Meeting. As indicated above, the capital increase will be carried out entirely with a charge to the unrestricted reserve called "Voluntary reserves", from retained earnings,

the amount of which as of 31 December 2023 was EUR 931,020,128.11.

6.- Representation of the new shares

The shares issued will be represented by book entries. The book-entry record shall be kept by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear)* and its participating entities.

7.- Rights conferred by the New Shares

The New Shares will confer on their holders the same voting and economic rights as the Company's existing ordinary shares from the date on which the increase is declared as subscribed and paid up.

8.- Shares on Deposit

At the end of the trading period for the free allocation rights, the New Shares that could not be allotted for reasons beyond the control of the Company shall be deposited and be available to those who can establish that they are the legitimate holders of the relevant free allocation rights. Three years after the end of the trading period for the free allocation rights, any shares still pending allotment may be sold in accordance with the provisions of section 117 of the Spanish Companies Act, at the risk and expense of the interested parties. The net proceeds of the sale shall be deposited with the Bank of Spain or the Spanish State Depository (*Caja General de Depósitos*) and shall remain available to such parties.

9.- Application for admission to trading

It is hereby resolved to apply for the New Shares to be admitted to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through the Stock Exchange Automated Quotation System (Continuous Market). The Company hereby submits to all rules and regulations that exist or may be issued in relation to the Stock Exchange, and in particular those relating to trading and continued listing and delisting. In the event of a subsequent request for the delisting of the Company's shares, such delisting shall be approved with any formalities as may apply at the time and, in this case, the rights of those shareholders who oppose or do not vote for the delisting resolution shall be guaranteed in accordance with the requirements established in the Spanish Companies Act and related regulations, all in compliance with the provisions of the Spanish Securities Market Act and its implementing regulations in force from time to time.

10.- Execution of the capital increase

Within one year from the date of this resolution, the Board of Directors may resolve to implement the increase and determine the terms and conditions thereof in all matters not provided for in this resolution. Notwithstanding the foregoing, if the Board of

Directors does not consider it advisable to carry out the capital increase within such period, it may decide not to carry it out and shall report on such decision at the first annual General Meeting held thereafter. In particular, the Board of Directors shall analyse and take into account, *inter alia*, market conditions when deciding on the implementation of the increase and, if it considers that these or other elements make it inadvisable to implement the increase, it may resolve not to implement it and shall inform the General Meeting as described above. The capital increase referred to in this resolution shall be null and void if the Board of Directors does not exercise the powers vested in it within the period of one year fixed by the General Meeting for the implementation of the capital increase resolution.

At the end of the trading period of the free allocation rights:

- (a) The New Shares will be allotted to those who, according to the book-entry records of Iberclear and its participating entities, hold free allocation rights in the proportion resulting from section 3 above.
- (b) The Board of Directors shall declare the trading period for the free allocation rights closed and shall proceed to formalize, for accounting purposes, the application of voluntary reserves in the amount of the capital increase, which shall therefore be paid up with such application.

Similarly, after the close of the trading period for the free allocation rights, the Board of Directors shall adopt the necessary resolutions to amend the Articles of Association to reflect the new share capital figure resulting from the increase and to apply for the admission of the New Shares to trading on the stock exchanges on which the Company's shares are listed.

11.- Delegation of authority

It is hereby resolved to delegate to the Board of Directors, in accordance with the provisions of section 297.1.a) of the current Spanish Companies Act, with the express power to delegate to the Chief Executive Officer, the authority to determine the terms and conditions of the capital increase in all matters not provided for in this resolution. In particular, and by way of example only, the Board of Directors is hereby delegated the authority to:

1. Determine the date on which the resolution so adopted to increase the share capital shall take effect, but in any case within one year of its adoption.
2. Determine the exact amount of the capital increase, the number of New Shares and the free allocation rights required for the allotment of the New Shares, by applying the rules set out in this resolution.
3. Determine the reference date and time for the allotment of the free allocation rights and the duration of the trading period for such rights.

4. Declare the capital increase closed and executed, and for such purposes to determine the number of New Shares actually allotted and, therefore, the amount by which the Company's share capital must be increased in accordance with the rules established by this General Meeting, as well as, if applicable, to declare that the capital increase has not been fully allotted.
5. Amend Article 5 of the Company's Articles of Association, relating to the share capital, in order to bring it into line with the result of the implementation of the capital increase.
6. Cancel the New Shares corresponding to the free allocation rights held by the Company at the end of the trading period for such rights.
7. Take all the necessary steps to ensure that the New Shares are registered with Iberclear and admitted to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through the Stock Exchange Automated Quotation System (Continuous Market) after each Capital Increase.
8. Take such actions as may be necessary or advisable to execute and formalise the capital increase before any public or private, Spanish or foreign entities and bodies, including all actions intended to declare, supplement or correct any defects or omissions that may prevent or hinder the full effectiveness of the foregoing resolutions.

FOURTEENTH.- Item 14 of the Agenda

Authorisation to the Board of Directors for the Company and/or its subsidiaries to acquire treasury shares (*adquisición derivativa*) under applicable laws.

To authorize the Company and/or its consolidated subsidiaries to acquire by means of any onerous title admitted in Law, within the limits and in accordance with statutory provisions, shares representing up to five per cent (5%) of the share capital of the Company, fully paid up, at a price per share not less than their par value and not more than five per cent (5%) higher than the last market price of the shares before the relevant acquisition.

This authority may only be exercised within five years from the date of the General Meeting.

The authorisation includes the acquisition of shares, if any, to be delivered directly to the employees and Directors of the Company as remuneration, incentive or otherwise, or as a consequence of the exercise of possible option rights held by them.

FIFTEENTH.- Item 15 of the Agenda

Delegation of powers to the Board of Directors for the development, construction, correction, completion, execution and adaptation of the resolutions of the General Meeting.

To authorize, as broadly and sufficiently as required by law, every member of the Board of Directors, as well as the non-director Secretary and the Deputy Secretary, so that any of them may, acting individually, formalise and notarise the resolutions adopted by this General Shareholders' Meeting, and thus to:

1. Develop, clarify, define, construe, complete and correct any such resolutions.
2. Carry out such acts or legal transactions as may be necessary or advisable to implement such resolutions; execute such public or private documents as may be deemed necessary or advisable for their full effectiveness, and correct such omissions, defects or errors, of substance or form, which may prevent such resolutions from being registered with the Companies Register or any other body, and in particular to file the relevant accounts with the Companies Register.
3. Delegate to one or more of the members of the Board of Directors, jointly or severally, all or part of the powers they deem appropriate among those corresponding to the Board and those expressly conferred upon them by this General Meeting.
4. Determine all other circumstances that may be necessary; adopt and execute any necessary resolutions; publish the notices and provide the appropriate guarantees for the purposes provided for by statute; and execute the necessary documents and complete all the appropriate formalities, thereby fulfilling all the requirements that may be necessary, in accordance with the law, to implement the resolutions adopted by this General Shareholders' Meeting.

SIXTEENTH.- Item 16 of the Agenda

Submission of the Annual Report on Directors' Remuneration to an advisory vote.

To approve the Annual Report on Remuneration of the members of the Board of Directors for the financial year 2023, as made available to the shareholders.