

REPORT OF THE BOARD OF DIRECTORS OF ALMIRALL, S.A. ON THE PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION FOR SUBMISSION TO THE 2024 GENERAL SHAREHOLDERS' MEETING

This report has been prepared in accordance with the provisions of section 286 of Royal Legislative Decree 1/2010, of 2 July, approving the restatement of the Spanish Companies Act (the “**Spanish Companies Act**”). The report is intended to substantiate the proposal to be submitted for approval to the 2024 General Shareholders' Meeting of Almirall, S.A. (“**Almirall**” or the “**Company**”) under Item 9 of the Agenda, relating to the amendment of the Company's Articles of Association.

1. GENERAL RATIONALE FOR THE AMENDMENTS

The purpose of the amendment to the Articles of Association proposed for approval by the General Shareholders' Meeting of the Company is to reflect in the Articles of Association the creation of a Governance Committee within the Board of Directors and to provide for the existence of the position of a lead independent director and its functions.

The new consolidated version of the Articles of Association (attached as an **Annex**) shall be submitted to the General Meeting for approval.

2. SPECIFIC RATIONALE OF THE PROPOSAL

2.1 PROPOSAL TO AMEND ARTICLE 37

2.1.1 Rationale

The purpose of the following amendments to section 37 of the Articles of Incorporation is to expressly provide for the obligation established in section 529 *septies* of the Spanish Companies Act regarding the appointment of a lead independent director chosen from among the independent directors in the event that the Chairperson of the Board of Directors is an executive Director.

2.1.2 Proposed amendment

It is proposed to amend Article 37 of the Articles of Association to 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".

2.2 PROPOSAL TO AMEND ARTICLE 42

2.2.1 Rationale

The purpose of the amendment to Article 42 of the Articles of Association is to expressly include the authority of the lead independent director to request that a meeting of the Board of Directors be convened.

2.2.2 Proposed amendment

It is proposed to amend Article 42 of the Articles of Association to 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."

2.3 THE PROPOSED INTRODUCTION OF A NEW ARTICLE 47 QUATER

2.3.1 Rationale

The new Article 47 *quater* is intended to reflect in the Articles of Association the formation of a new Governance Committee within the Board of Directors, as well as the rules relating to its composition, powers and operation.

2.3.2 Proposal

It is proposed to add a new Article 47 *quater* to the Articles of Association, to read 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.”*

The members of the Board of Directors have issued this report on 8 April 2024 for the purposes laid down in the Spanish Companies Act and for any other appropriate legal purposes.

ANNEX

Consolidated version of the Articles of Association of Almirall, S.A.