

ALMIRALL, S.A.
ORDINARY GENERAL SHAREHOLDERS' MEETING 2025
REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSAL FOR THE
RE-ELECTION OF MR. SETH J. ORLOW AS INDEPENDENT DIRECTOR

1. INTRODUCTION

This report is prepared by the Board of Directors of Almirall, S.A. (the “**Company**” or “**Almirall**”) in accordance with section 5 of article 529 *decies* of the Royal Legislative Decree 1/2010, of 2 July, which approves the revised text of the Companies Act (the “**Companies Act**”), to favourably inform the proposal for the re-election of Mr. Seth J. Orlow as an independent director of the Company, which must be submitted for approval at the next Ordinary General Shareholders' Meeting of the Company.

Article 19 of the Board of Directors' Regulations establishes that the Board of Directors, before proposing the re-election of directors to the Ordinary General Shareholders' Meeting of the Company, will evaluate the quality of the work and dedication to the position of the proposed directors during the previous term of office.

In view of the above and due to the upcoming expiration of Dr. Orlow's term of office, as well as in accordance with section 5 of article 529 *decies* of the Companies Act, the Board of Directors of Almirall records its assessment of the competencies, experience and merits of Mr. Seth J. Orlow, on the basis of the reasoned proposal prepared by the Nominations and Remuneration Commission, in accordance with section 4 of article 529 *decies* of the Companies Act, which is attached as an **Annex** to this report.

2. CANDIDATE EVALUATION

The following is the Board's assessment of Mr. Seth J. Orlow's competence, experience and merits, and his suitability to fulfil his functions as an independent director of the Company, in view of the proposal made by the Company's Nominations and Remuneration Commission at its meeting on 31 March 2025, in accordance with section 4 of article 529 *decies* of the Companies Act.

For the purposes of article 518.e) of the Companies Act, it is stated that this report contains complete information about the identity, curriculum and category to which the proposed director belongs. Additionally, it contains an assessment of the quality of his work and dedication during the previous term of office and on the concurrence of the suitability requirements that are demanded for the exercise of the functions of a director of the Company.

2.1 PROFESSIONAL AND BIOGRAPHICAL PROFILE AND MEMBERSHIP OF OTHER BOARDS OF DIRECTORS

Dr. Orlow holds a Doctorate in Medicine and a Doctorate in Molecular Pharmacology from the Albert Einstein College of Medicine at Yeshiva University and a Bachelor's degree in Biomedical Sciences from Harvard University. He is a senior advisor at Pharos Securities. In the past, Dr. Orlow was, among other roles, a partner at Easton Capital Partners, co-founder

of Anaderm Research Corporation, and director of Protez Pharmaceuticals and Transave, Inc. Throughout his career, he has been a professor in the departments of Dermatology, Cell Biology and Pediatrics at the Grossman School of Medicine at NYU, where he has also been the chair of the Ronald O. Perelman Department of Dermatology since 2006.

He is a member of the board of directors of R2 Technologies, Inc.

2.2 ASSESSMENT OF WORK QUALITY AND DEDICATION

Mr. Seth J. Orlow has been a member of the Company's Board of Directors since 6 May 2016, with his last re-election on 5 May 2023, and a member of the Dermatology Commission since 22 July 2016, and its Chair since the same date.

The Board of Directors endorses the assessment of the Nominations and Remuneration Commission regarding the quality of Mr. Seth J. Orlow's work and his dedication to the position of member of the Company's Board of Directors, as well as a member and Chair of the Dermatology Commission during his previous term.

Furthermore, the Board of Directors endorses the proposal of the Nominations and Remuneration Commission and considers that Mr. Seth J. Orlow's curriculum and professional profile demonstrate that the candidate has the appropriate competencies, experience and merits to be re-elected as a director of the Company by the next General Shareholders' Meeting, and that he is not subject to any cause of incompatibility, prohibition or conflict of interest.

2.3 CATEGORY

Mr. Seth J. Orlow has been proposed by the Nominations and Remuneration Commission in view of his personal and professional characteristics. The Nominations and Remuneration Commission has verified that he does not incur any of the prohibitions provided for in section 4 of article 529 *duodecies* of the Companies Act and considers that he can perform the position without being conditioned by relationships with the Company or its group, its significant shareholders or its executives. Therefore, in accordance with the applicable regulations, the candidate meets the requirements to be classified as an independent director of the Company.

3. FAVOURABLE REPORT

From the information provided, it is clear that Mr. Seth J. Orlow has the necessary competencies, experience and merits to perform the position. Therefore, in view of the reasoned proposal of the Nominations and Remuneration Commission, the Board of Directors favourably informs the re-election of Mr. Seth J. Orlow by the next Ordinary General Shareholders' Meeting as an independent director of the Company for a period of two years.

Barcelona, on 31 March 2025.

ANNEX
PROPOSAL OF THE NOMINATIONS AND REMUNERATION COMMISSION OF
ALMIRALL, S.A. REGARDING THE RE-ELECTION OF MR. SETH J. ORLOW AS
INDEPENDENT DIRECTOR

1. INTRODUCTION

This proposal has been prepared by the Nominations and Remuneration Commission of Almirall, S.A. (the “**Company**” or “**Almirall**”) in compliance with section 4 of article 529 *decies* of the Royal Legislative Decree 1/2010, of 2 July, which approves the revised text of the Companies Act (the “**Companies Act**”) and article 14.2 of the Board of Directors’ Regulations. It aims to formulate a reasoned proposal to the Board of Directors on the re-election of Mr. Seth J. Orlow as an independent director, which will be submitted for approval by the Company’s shareholders at the next Ordinary General Shareholders’ Meeting.

Article 17.3 of the Company’s Board of Directors’ Regulations establishes that proposals for the re-election of directors shall be based on a prior analysis of the needs of the Board and shall favor diversity of knowledge, experience and gender, and the result of such prior analysis of the needs of the Board shall be included in the report of the Nominations and Remuneration Commission to be published when calling the Ordinary General Shareholders’ Meeting to which the re-election of each director is submitted.

Due to the upcoming expiration of the term of office of several directors, the Nominations and Remuneration Commission analysed the current composition of the Board of Directors and, after examining the competency matrix of the Board and its current competencies and needs, concluded that the current composition of the Board of Directors adequately favoured the diversity of knowledge, experiences and gender. This diversification is adequately safeguarded with the re-election proposal being evaluated here. The selection process has not suffered from implicit biases that could imply any discrimination, whether for reasons of sex, ethnic origin, age or any other.

2. RE-ELECTION PROPOSAL

2.1 PROFESSIONAL AND BIOGRAPHICAL PROFILE AND MEMBERSHIP OF OTHER BOARDS OF DIRECTORS

Dr. Orlow holds a Doctorate in Medicine and a Doctorate in Molecular Pharmacology from the Albert Einstein College of Medicine at Yeshiva University and a Bachelor’s degree in Biomedical Sciences from Harvard University. He is a senior advisor at Pharos Securities. In the past, Dr. Orlow was, among other roles, a partner at Easton Capital Partners, co-founder of Anaderm Research Corporation, and director of Protez Pharmaceuticals and Transave, Inc. Throughout his career, he has been a professor in the departments of Dermatology, Cell Biology and Pediatrics at the Grossman School of Medicine at NYU, where he has also been the chair of the Ronald O. Perelman Department of Dermatology since 2006.

He is a member of the board of directors of R2 Technologies, Inc.

2.2 ASSESSMENT OF WORK QUALITY

The Nominations and Remuneration Commission favourably assesses the knowledge and experience accumulated by Mr. Seth J. Orlow throughout his extensive professional career, and in particular as a member of the Company's Board of Directors since 6 May 2016, with his last re-election on 5 May 2023, as well as a member of the Dermatology Commission since 22 July 2016, and its Chair since the same date.

Given his demonstrated dedication to the roles during that time, his positive contribution to the functioning of the Board of Directors and the Dermatology Commission, and the fact that he has ensured enriching debate among the members of the Commission since his appointment as Chairman, as well as his deep and comprehensive knowledge of the Company, its group, its business, and the sector in which it operates, it is considered that Mr. Seth J. Orlow possesses the qualifications, experience and knowledge suitable for the role of director of the Company.

Regarding the work carried out by Mr. Seth J. Orlow in the Company since his re-election as director until the date of this proposal, the Nominations and Remuneration Commission concludes that he has performed his position with the loyalty of a faithful representative, acting in good faith, in the best interest of the Company and under the principle of personal responsibility. It is also concluded that the performance during the previous term of office of the candidate whose re-election is proposed has been satisfactory. Furthermore, he has demonstrated independence of judgment in relation to third-party instructions and his relationship with them, and has dedicated the necessary time to effectively perform his functions. Additionally, the Nominations and Remuneration Commission appreciates Dr. Orlow's extensive professional career and his proven experience and considers that he possesses the necessary knowledge and experience for the proper development of his functions as an independent director of the Company.

In particular, the Nominations and Remuneration Commission highly values Dr. Orlow's commitment, diligence and professionalism in the exercise of his functions as director and his contribution and input to the activities and sessions of the Board of Directors and its Commissions, and it is also concluded that Mr. Seth J. Orlow is fully qualified for the position for which he is proposed.

2.3 ASSESSMENT OF DEDICATION TO THE POSITION

Mr. Seth J. Orlow has been a member of the Dermatology Commission since 22 July 2016, and its Chair since the same date. During the previous term of office, he attended the 4 meetings of the Commission held in 2023 and attended the 4 meetings of the Commission held in 2024.

Regarding the Company's Board of Directors, Mr. Seth J. Orlow has been an independent director since 6 May 2016, with his last re-election on 5 May 2023. During the previous term of office, he attended the 8 meetings of the Board held in 2023 and attended the 8 meetings of the Board held in 2024.

In view of the above, the Nominations and Remuneration Commission considers that Dr. Orlow has dedicated the necessary time to effectively perform his duties and that he has sufficient availability of time for the proper development of his functions.

2.4 CATEGORY

Mr. Seth J. Orlow is proposed in view of his personal and professional characteristics. It has been verified that he does not incur any of the prohibitions provided for in section 4 of article 529 *duodecies* of the Companies Act and it is considered that he can perform the position without being conditioned by relationships with the Company or its group, its significant shareholders, or its executives. Therefore, the Nominations and Remuneration Commission considers that Mr. Seth J. Orlow meets the requirements to be classified as an independent director of the Company.

3. PROPOSAL OF AGREEMENT

In view of the above, the Nominations and Remuneration Commission understands that Mr. Seth J. Orlow possesses the competence, experience and merits suitable to perform his functions as a director of the Company in the legally established terms and, consequently, submits to the Board of Directors the proposal for the re-election of Mr. Seth J. Orlow as a director of the Company, with the category of independent director, for a period of two years.

The full text of the proposed agreement is as follows:

“SEVENTH 3.- Corresponding to Item 7.3° of the Agenda

Re-election of Mr. Seth J. Orlow, as an independent director

In accordance with the proposal of the Nominations and Remuneration Commission and the justification report of the Board of Directors, re-elect Mr. Seth J. Orlow, of legal age, of US nationality, with domicile for these purposes at Ronda del General Mitre, 151, 08022 Barcelona, and holder of Spanish Foreigner Identity Number Y4802916R, as a member of the Board of Directors, with the qualification of independent director, for a period of 2 years from his re-election by the General Meeting.

The proposed re-election is accompanied by a justification report from the Board of Directors which assesses the competence, experience and merits of Mr. Seth J. Orlow. This report and the aforementioned proposal of the Nominations and Remuneration Commission have been made available to shareholders since the publication of the announcement of the General Shareholders' Meeting.

Mr. Seth J. Orlow will accept his re-election by any means valid in law.”

Barcelona, on 31 March 2025