

**ALMIRALL, S.A.**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING 2025**  
**REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSAL FOR THE**  
**RE-ELECTION OF MS. ALEXANDRA B. KIMBALL 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 Ms. Alexandra B. Kimball 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. Kimball'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 Ms. Alexandra B. Kimball, 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 Ms. Alexandra B. Kimball's competence, experience and merits, and her suitability to fulfil her 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 her 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**

Ms. Alexandra B. Kimball holds a degree in Molecular Biology from Princeton University, a Doctor of Medicine (MD) from Yale University School of Medicine, and a Master of Public Health from Johns Hopkins School of Public Health. Dr. Kimball is President and CEO of Harvard Medical Faculty Physicians at Beth Israel Deaconess Medical Center and a member

of the board of directors and dermatologist at the same centre. She is a Professor of Dermatology at Harvard Medical School and Co-Chair of the Board of Directors of Beth Israel Lahey Health Performance Network (BILPN). In recognition of her research on medical workforce economics, quality of life, and outcomes, she received the American Skin Association Research Award for Health Policy and Medical Education and the Bowditch Award from Massachusetts General Hospital. Other awards received include Mentor of the Year from the Women's Derm Society and Outstanding Clinician and Lifetime Achievement Award from the National Psoriasis Foundation. Dr. Kimball has served on the boards of non-profit organisations such as the Society for Investigative Dermatology, the Massachusetts Foundation for the Humanities and Public Policy, and the Hidradenitis Suppurativa Foundation. She is a former President of the International Psoriasis Council and a member of the Director's Advisory Committee of the National Institutes of Health.

She is a member of the board of directors of the American Dermatology Association, Beth Israel Deaconess Medical Center and Beth Israel Lahey Health.

## **2.2 ASSESSMENT OF WORK QUALITY AND DEDICATION**

Ms. Alexandra B. Kimball has been a member of the Board of Directors of the Company since 24 July 2020, with her last re-election on 5 May 2023, and a member of the Dermatology Commission since 24 July 2020.

The Board of Directors endorses the assessment of the Nominations and Remuneration Commission regarding the quality of Ms. Alexandra B. Kimball's work and her dedication to the position of member of the Board of Directors of the Company, as well as a member of the Dermatology Commission, during her previous term of office.

Furthermore, the Board of Directors endorses the proposal of the Nominations and Remuneration Commission and considers that Ms. Alexandra B. Kimball'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 she is not subject to any cause of incompatibility, prohibition or conflict of interest.

## **2.3 CATEGORY**

Ms. Alexandra B. Kimball has been proposed by the Nominations and Remuneration Commission in view of her personal and professional characteristics. The Nominations and Remuneration Commission has verified that she does not incur any of the prohibitions provided for in section 4 of article 529 *duodécies* of the Companies Act and considers that she 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 Ms. Alexandra B. Kimball 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 Ms. Alexandra B. Kimball 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 MS. ALEXANDRA B. KIMBALL**  
**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 Ms. Alexandra B. Kimball 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**

Ms. Alexandra B. Kimball holds a degree in Molecular Biology from Princeton University, a Doctor of Medicine (MD) from Yale University School of Medicine, and a Master of Public Health from Johns Hopkins School of Public Health. Dr. Kimball is President and CEO of Harvard Medical Faculty Physicians at Beth Israel Deaconess Medical Center and a member of the board of directors and dermatologist at the same centre. She is a Professor of Dermatology at Harvard Medical School and Co-Chair of the Board of Directors of Beth Israel Lahey Health Performance Network (BILPN). In recognition of her research on medical workforce economics, quality of life, and outcomes, she received the American Skin Association Research Award for Health Policy and Medical Education and the Bowditch Award from Massachusetts General Hospital. Other awards received include Mentor of the Year from the Women’s Derm Society and Outstanding Clinician and Lifetime Achievement Award from the National Psoriasis Foundation. Dr. Kimball has served on the boards of non-profit

organisations such as the Society for Investigative Dermatology, the Massachusetts Foundation for the Humanities and Public Policy, and the Hidradenitis Suppurativa Foundation. She is a former President of the International Psoriasis Council and a member of the Director's Advisory Committee of the National Institutes of Health.

She is a member of the board of directors of the American Dermatology Association, Beth Israel Deaconess Medical Center and Beth Israel Lahey Health.

## **2.2 ASSESSMENT OF WORK QUALITY**

The Nominations and Remuneration Commission favourably assesses the knowledge and experience accumulated by Ms. Alexandra B. Kimball throughout her extensive professional career, and particularly as a member of the Board of Directors of the Company since 24 July 2020, with her last re-election on 5 May 2023, and as a member of the Dermatology Commission since 24 July 2020.

Given her demonstrated dedication to the roles during that time, her positive contribution to the functioning of the Board of Directors and the Dermatology Commission, as well as her deep and comprehensive knowledge of the Company, its group, its business, and the sector in which it operates, it is considered that Ms. Alexandra B. Kimball possesses the appropriate qualifications, experience and knowledge to perform the role of director of the Company.

Regarding the work carried out by Ms. Alexandra B. Kimball in the Company since her re-election as director until the date of this proposal, the Nominations and Remuneration Commission concludes that she has performed her 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, she has demonstrated independence of judgment in relation to third-party instructions and her relationship with them, and has dedicated the necessary time to effectively perform her functions. Additionally, the Nominations and Remuneration Commission appreciates Dr. Kimball's extensive professional career and her proven experience and considers that she possesses the necessary knowledge and experience for the proper development of her functions as an independent director of the Company.

In particular, the Nominations and Remuneration Commission highly values Dr. Kimball's commitment, diligence and professionalism in the exercise of her functions as director and her contribution and input to the activities and sessions of the Board of Directors and its Commissions, and it is also concluded that Ms. Alexandra B. Kimball is fully qualified for the position for which she is proposed.

## **2.3 ASSESSMENT OF DEDICATION TO THE POSITION**

Ms. Alexandra B. Kimball has been a member of the Dermatology Commission since 24 July 2020. During the previous term of office, she attended the 4 meetings of the Commission held in 2023 and attended the 4 meetings of the Commission held in 2024.

Regarding the Board of Directors of the Company, Ms. Alexandra B. Kimball has been an independent director since 24 July 2020, with her last re-election on 5 May 2023. During the

previous term of office, she 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. Kimball has dedicated the necessary time to effectively perform her duties and that she has sufficient availability of time for the proper development of her functions.

## **2.4 CATEGORY**

Ms. Alexandra B. Kimball is proposed in view of her personal and professional characteristics. It has been verified that she 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 she 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 Ms. Alexandra B. Kimball 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 Ms. Alexandra B. Kimball possesses the competence, experience and merits suitable to perform her 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 Ms. Alexandra B. Kimball 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 5.- Corresponding to Item 7.5º of the Agenda**

#### ***Re-election of Ms. Alexandra B. Kimball, 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 Ms. Alexandra B. Kimball, 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 Y8180233K, as a member of the Board of Directors, with the qualification of independent director, for a period of 2 years from her 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 Ms. Alexandra B. Kimball. 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.*

*Ms. Alexandra B. Kimball will accept her re-election by any means valid in law.”*

Barcelona, on 31 March 2025