

ALMIRALL, S.A.
ORDINARY GENERAL SHAREHOLDERS' MEETING 2025
REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSAL FOR THE
RE-ELECTION OF MS. EVA-LOTTA COULTER 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. Eva-Lotta Coulter 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 Ms. Coulter'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. Eva-Lotta Coulter, 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. Eva-Lotta Coulter'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. Eva-Lotta Coulter holds a degree in Natural Sciences from Jakobsbergskolan (Stockholm) and Microbiology from the Laboratory School University (Stockholm), and a master's degree in Marketing from the Institute for Higher Marketing Business School (Stockholm). Ms. Coulter has had a long career in the biotechnology industry with experience in corporate, business

development, and operations with companies including Vertex Pharmaceuticals, Ablynx NV, and Immunocore. During the five years she spent as the Chief Business Officer of Immunocore, she raised \$320 million in a Series A round and established significant alliances with leading pharmaceutical companies. As the Chief Business Officer of Ablynx, she participated in the company's IPO and completed several strategic alliances. At Vertex Pharmaceuticals, she was Senior Director Business Development and Site Operations for Europe. Ms. Coulter is chair and member of the Audit and Remuneration Commission of Draupnir Bio ApS, and is chair of the board of directors of Maxion Therapeutics. Ltd., and member of the board of directors of Zelluna Immunotherapy AS.

2.2 ASSESSMENT OF WORK QUALITY AND DEDICATION

Ms. Eva-Lotta Coulter 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, as well as a member of the Nominations and Remuneration Commission since 24 July 2020, and its Chair since 6 May 2022, and a member of the Governance Commission since 17 February 2023 .

The Board of Directors endorses the assessment of the Nominations and Remuneration Commission regarding the quality of Ms. Eva-Lotta Coulter's work and her dedication to the position of member of the Board of Directors of the Company, as well as a member and Chair of the Nominations and Remuneration Commission, and as a member of the Governance 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. Eva-Lotta Coulter'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. Eva-Lotta Coulter 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. Eva-Lotta Coulter 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. Eva-Lotta Coulter 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. EVA-LOTTA COULTER
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. Eva-Lotta Coulter 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. Eva-Lotta Coulter holds a degree in Natural Sciences from Jakobsbergskolan (Stockholm) and Microbiology from the Laboratory School University (Stockholm), and a master's degree in Marketing from the Institute for Higher Marketing Business School (Stockholm). Ms. Coulter has had a long career in the biotechnology industry with experience in corporate, business development, and operations with companies including Vertex Pharmaceuticals, Ablynx NV, and Immunocore. During the five years she spent as the Chief Business Officer of Immunocore, she raised \$320 million in a Series A round and established significant alliances with leading pharmaceutical companies. As the Chief Business Officer of Ablynx, she participated in the company’s IPO and completed several strategic alliances. At Vertex Pharmaceuticals, she was Senior Director Business Development and Site Operations for Europe. Ms. Coulter is chair and member of the Audit and Remuneration Commission of

Draupnir Bio ApS, and is chair of the board of directors of Maxion Therapeutics. Ltd., and member of the board of directors of Zelluna Immunotherapy AS.

2.2 ASSESSMENT OF WORK QUALITY

The Nominations and Remuneration Commission favourably assesses the knowledge and experience accumulated by Ms. Eva-Lotta Coulter 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, as well as a member of the Nominations and Remuneration Commission since 24 July 2020, and its Chair since 6 May 2022, and a member of the Governance Commission since 17 February 2023.

Given her demonstrated dedication to the roles during that time, her positive contribution to the functioning of the Board of Directors, the Nominations and Remuneration Commission, and the Governance Commission, and the fact that she has ensured enriching debate among the members of the Nominations and Remuneration Commission since her appointment as Chair, 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. Eva-Lotta Coulter possesses the qualification, experience, and knowledge suitable to perform the role of director of the Company.

Regarding the work carried out by Ms. Eva-Lotta Coulter 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 Ms. Coulter'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 Ms. Coulter'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. Eva-Lotta Coulter is fully qualified for the position for which she is proposed.

2.3 ASSESSMENT OF DEDICATION TO THE POSITION

Ms. Eva-Lotta Coulter has been a member of the Nominations and Remuneration Commission since 24 July 2020, and Chair of the same since 6 May 2022. During the previous term of office, she has attended the 5 meetings of the Commission held in 2023 and has attended the 6 meetings of the Commission held in 2024.

Furthermore, Ms. Eva-Lotta Coulter has been a member of the Governance Commission since 17 February 2023. During the previous term of office, she has attended the 3 meetings of the Commission held in 2023 and has attended the 4 meetings of the Commission held in 2024.

Regarding the Board of Directors of the Company, Ms. Eva-Lotta Coulter 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 Ms. Coulter 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. Eva-Lotta Coulter 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. Eva-Lotta Coulter 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. Eva-Lotta Coulter 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. Eva-Lotta Coulter 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 6.- Corresponding to Item 7.6° of the Agenda

Re-election of Ms. Eva-Lotta Coulter, 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. Eva-Lotta Coulter, of legal age, of Swedish nationality, with domicile for these purposes at Ronda del General Mitre, 151, 08022 Barcelona, and holder of Spanish Foreigner Identity Number Y8214490P, 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. Eva-Lotta Coulter. 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. Eva-Lotta Coulter will accept her re-election by any means valid in law.”

Barcelona, on 31 March 2025