

ALMIRALL, S.A.
ORDINARY GENERAL SHAREHOLDERS' MEETING 2025
PROPOSAL AND REPORT OF THE BOARD OF DIRECTORS REGARDING THE
RE-ELECTION OF MS. KARIN LOUISE DORREPAAL AS EXTERNAL DIRECTOR
("OTHER EXTERNALS")

1. INTRODUCTION

Ther report is prepared by the Board of Directors of Almirall, S.A. (the "**Company**" or "**Almirall**") in accordance with sections 4 and 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**"), in order to justify the proposal for the re-election of Ms. Karin Louise Dorrepaal as an external director ("other externals") of the Company, which must be submitted for approval at the next Ordinary General Meeting of Shareholders 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 Meeting of Shareholders 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. Dorrepaal'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. Karin Louise Dorrepaal, based on the proposal of the Board, and prior report of the Nominations and Remuneration Commission, in accordance with section 6 of article 529 *decies* of the Companies Act, which is attached as an **Annex** to the report.

2. CANDIDATE EVALUATION

The following is the Board's assessment of Ms. Karin Louise Dorrepaal's competence, experience and merits, and her suitability to fulfil her functions as an external director ("other externals") of the Company, in view of the report issued by the Company's Nominations and Remuneration Commission at its meeting on 31 March 2025, in accordance with section 6 of article 529 *decies* of the Companies Act.

For the purposes of article 518.e) of the Companies Act, it is stated that the 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

Dr. Dorrepaal holds a PhD from the Vrije Universiteit Amsterdam, followed by four years as a researcher at the Netherlands Cancer Institute. She also holds an MBA from the Rotterdam School of Management. In 1990, she joined Booz Allen Hamilton, Management Consultants,

where she remained until 2004, being appointed vice president in 2000. She specialises in the pharmaceutical industry and has advised large companies on strategy, sales, marketing, and supply chain issues. In 2004, she was appointed a member of the Board of Directors of Schering AG. Following the acquisition of this company by Bayer AG, Dr. Dorrepaal left her position. She has been a member of the Board of Directors of Gerresheimer AG, Paion AG, Kerry Group Plc., Triton Private Equity, and Intravacc. She is currently chair of the board of directors of LTS Lohmann Therapie-Systeme AG (Germany) and member of the Supervisory Board and the Audit Committee of Van Eeghen Group.

2.2 ASSESSMENT OF WORK QUALITY AND DEDICATION

Ms. Karin Louise Dorrepaal has been a member of the Board of Directors of the Company since 1 January 2013, with her last re-election on 5 May 2023. Furthermore, she is a member of the Audit Commission since 25 July 2014.

The Board of Directors endorses the assessment of the Nominations and Remuneration Commission regarding the quality of Ms. Karin Louise Dorrepaal'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 Audit Commission, during her previous term of office.

Furthermore, the Board of Directors endorses the report of the Nominations and Remuneration Commission and considers that Ms. Karin Louise Dorrepaal'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. Karin Louise Dorrepaal was initially appointed on 1 January 2013, and re-elected successively (the last time on 5 May 2023), as an independent director of the Board of Directors of the Company, at the proposal of the Nominations and Remuneration Commission, in view of her personal and professional characteristics, all in accordance with section 4 of article 529 *duodecies* of the Companies Act. The Nominations and Remuneration Commission verified that, at the time of the proposal for her appointment or re-election, as appropriate, Ms. Karin Louise Dorrepaal did not incur any of the prohibitions provided for in section 4 of article 529 *duodecies* of the Companies Act, considering that she could perform the role without being conditioned by relationships with the Company or its group, its significant shareholders or its executives.

However, in accordance with section 4(i) of article 529 *duodecies* of the Companies Act, those who have been directors for a continuous period of more than twelve years may in no case be considered independent directors. Since more than twelve years have elapsed since her initial appointment, Ms. Karin Louise Dorrepaal cannot be considered as an independent director, and considering that she does not perform executive functions nor represents any shareholder on the Board of Directors, in accordance with section 2 of article 529 *duodecies* of the Companies Act, Ms. Karin Louise Dorrepaal will be considered as an external director ("other externals").

3. PROPOSAL AND FAVOURABLE REPORT

From the information provided, it is clear that Ms. Karin Louise Dorrepaal has the necessary competencies, experience and merits to perform the position. Therefore, in view of the favourable report of the Nominations and Remuneration Commission, the Board of Directors proposes and reports favourably the re-election of Ms. Karin Louise Dorrepaal by the next Ordinary General Shareholders' Meeting as an external director ("other external") of the Company for a period of two years.

The full text of the proposed agreement is as follows:

"SEVENTH 2.- Corresponding to Item 7.2º of the Agenda

Re-election of Ms. Karin Louise Dorrepaal, as an external director ("other externals")

In accordance with the proposal of the Board of Directors and prior favourable report of the Nominations and Remuneration Commission, re-elect Ms. Karin Louise Dorrepaal, of legal age, of Dutch nationality, with domicile for these purposes at Ronda del General Mitre, 151, 08022 Barcelona, and holder of Spanish Foreigner Identity Number Y2836846V, as a member of the Board of Directors, with the classification of external director ("other externals"), for a period of 2 years from her re-election by the General Meeting.

The proposed re-election is accompanied by a justificatory report from the Board of Directors which assesses the competence, experience and merits of Ms. Karin Louise Dorrepaal, in addition to the aforementioned report of the Nominations and Remuneration Commission. These reports have been made available to shareholders since the publication of the announcement of the General Meeting of Shareholders.

Ms. Karin Louise Dorrepaal will accept her re-election by any means valid in law."

Barcelona, on 31 March 2025.

ANNEX
REPORT OF THE NOMINATIONS AND REMUNERATION COMMISSION OF
ALMIRALL, S.A. REGARDING THE PROPOSAL FOR THE RE-ELECTION OF
MS. KARIN LOUISE DORREPAAL AS EXTERNAL DIRECTOR
(“OTHER EXTERNALS”)

1. INTRODUCTION

This report has been prepared by the Nominations and Remuneration Commission of Almirall, S.A. (the “**Company**” or “**Almirall**”) in compliance with section 6 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 inform the proposal of the Board of Directors regarding the re-election of Ms. Karin Louise Dorrepaal as an external director (“other externals”), 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. The 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. Dorrepaal holds a PhD from the Vrije Universiteit Amsterdam, followed by four years as a researcher at the Netherlands Cancer Institute. She also holds an MBA from the Rotterdam School of Management. In 1990, she joined Booz Allen Hamilton, Management Consultants, where she remained until 2004, being appointed vice president in 2000. She specialises in the pharmaceutical industry and has advised large companies on strategy, sales, marketing, and supply chain issues. In 2004, she was appointed a member of the Board of Directors of Schering AG. Following the acquisition of this company by Bayer AG, Dr. Dorrepaal left her position. She has been a member of the Board of Directors of Gerresheimer AG, Paion AG, Kerry Group Plc., Triton Private Equity, and Intravacc. She is currently chair of the board of directors of LTS Lohmann Therapie-Systeme AG (Germany) and member of the Supervisory Board and the Audit Committee of Van Eeghen Group.

2.2 ASSESSMENT OF WORK QUALITY

The Nominations and Remuneration Commission favourably assesses the knowledge and experience accumulated by Ms. Karin Louise Dorrepaal throughout her extensive professional career, and particularly as a member of the Board of Directors of the Company since 1 January 2013, with her last re-election on 5 May 2023, and as a member of the Audit Commission since 25 July 2014.

Given her demonstrated dedication to the roles during that time, her positive contribution to the functioning of the Board of Directors and the Audit 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. Karin Louise Dorrepaal possesses the qualification, experience and knowledge suitable to perform the role of director of the Company.

Regarding the work carried out by Ms. Karin Louise Dorrepaal in the Company since her re-election as director until the date of her proposal, the Nominations and Remuneration Commission concludes that he 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, he 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. Dorrepaal's extensive professional career and her proven experience and considers that he possesses the necessary knowledge and experience for the proper development of her functions as an external director ("other externals") of the Company.

In particular, the Nominations and Remuneration Commission highly values Dr. Dorrepaal'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. Karin Louise Dorrepaal is fully qualified for the position for which she is proposed.

2.3 ASSESSMENT OF DEDICATION TO THE POSITION

Ms. Karin Louise Dorrepaal has been a member of the Audit Commission since 25 July 2014. During the previous term of office, she attended the 7 meetings of the Commission held in 2023 and attended the 6 meetings of the Commission held in 2024.

Regarding the Board of Directors of the Company, Ms. Karin Louise Dorrepaal has been a director since 1 January 2013, 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. Dorrepaal 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. Karin Louise Dorrepaal was initially appointed on 1 January 2013, and re-elected successively (the last time on 5 May 2023), as an independent director of the Board of Directors of the Company, at the proposal of the Nominations and Remuneration Commission, in view of her personal and professional characteristics, all in accordance with section 4 of article 529 *duodecies* of the Companies Act. The Nominations and Remuneration Commission verified that, at the time of the proposal for her appointment or re-election, as appropriate, Ms. Karin Louise Dorrepaal did not incur any of the prohibitions provided for in section 4 of article 529 *duodecies* of the Companies Act, considering that she could perform the role without being conditioned by relationships with the Company or its group, its significant shareholders or its executives.

However, in accordance with section 4(i) of article 529 *duodecies* of the Companies Act, those who have been directors for a continuous period of more than twelve years may in no case be considered independent directors. Since more than twelve years have elapsed since her initial appointment, Ms. Karin Louise Dorrepaal cannot be considered as an independent director, and considering that she does not perform executive functions nor represents any shareholder on the Board of Directors, in accordance with section 2 of article 529 *duodecies* of the Companies Act, Ms. Karin Louise Dorrepaal will be considered as an external director (“other externals”).

2.5 FAVOURABLE REPORT

In view of the above, the Nominations and Remuneration Commission understands that Ms. Karin Louise Dorrepaal possesses the competence, experience and merits suitable to perform her functions as a director of the Company in the legally established terms and, consequently, favourably reports the proposal for the re-election of Ms. Karin Louise Dorrepaal as a director of the Company, with the category of external director (“other externals”), for a term of two years.

Barcelona, on 31 March 2025