

ALMIRALL, S.A.
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
PROPOSED RESOLUTIONS

FIRST.- Item 1 of the Agenda

Consideration and approval, if appropriate, of the individual annual accounts of the Company for the financial year 2024 and the accompanying management report.

To approve the individual annual accounts and the individual management report of the Company for the year ended 31 December 2024.

SECOND.- Item 2 of the Agenda

Consideration and approval, if appropriate, of the consolidated annual accounts of the group of which the Company is the parent company for the financial year 2024 and the accompanying management report.

To approve the consolidated annual accounts and the consolidated management report for the year ended 31 December 2024.

THIRD.- Item 3 of the Agenda

Consideration and approval, if appropriate, of the Statement of Non-Financial Information and Sustainability Information for the financial year 2024.

To approve the statement of non-financial information and sustainability information for the financial year ended 31 December 2024.

FOURTH.- Item 4 of the Agenda

Consideration and approval, if appropriate, of the management and performance of the Board of Directors during the financial year 2024.

To approve the management and performance of the Board of Directors as conducted during the financial year 2024.

FIFTH.- Item 5 of the Agenda

Consideration and approval, if appropriate, of the allocation of the result of the financial year 2024.

To approve the allocation of the result obtained during the financial year 2024, namely a profit of 121,656,950.03 euros, to negative results of previous financial years.

SIXTH.- Item 6 of the Agenda

Consideration and approval, if appropriate, of the distribution of dividends charged to unrestricted reserves.

To approve the payment of a dividend out of unrestricted reserves in the amount of 40,559,056.42 euros.

Such dividend shall be paid at the latest on 3 June 2025.

SEVENTH.- Item 7 of the Agenda

Re-election of directors for a term of two years.

SEVENTH 1.- Item 7.1 of the Agenda

Re-election of Mr. Carlos Gallardo Piqué, as an executive director

In accordance with the proposal of the Board of Directors and prior favourable report of the Nominations and Remuneration Commission, re-elect Mr. Carlos Gallardo Piqué, of legal age, of Spanish nationality, with domicile for these purposes at Ronda del General Mitre, 151, 08022 Barcelona, and holder of Spanish National Identity Document Number 46237499-R, as a member of the Board of Directors, with the classification of executive director, for a period of 2 years from his 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 Mr. Carlos Gallardo Piqué, 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.

Mr. Carlos Gallardo Piqué will accept his re-election by any means valid in law.

SEVENTH 2.- Item 7.2 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.

SEVENTH 3.- 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.

SEVENTH 4.- Item 7.4 of the Agenda

Re-election of Mr. Enrique de Leyva Pérez, 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. Enrique de Leyva Pérez, of legal age, of Spanish nationality, with domicile for these purposes at Ronda del General Mitre, 151, 08022 Barcelona, and holder of Spanish National Identity Document Number 28670115-V, 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. Enrique de Leyva Pérez. 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. Enrique de Leyva Pérez will accept his re-election by any means valid in law.

SEVENTH 5.- Item 7.5 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.

SEVENTH 6.- 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.

SEVENTH 7.- Item 7.7 of the Agenda

Re-election of Mr. Ruud Dobber, 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. Ruud Dobber, 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 Y1616160X, 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. Ruud Dobber. 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. Ruud Dobber will accept his re-election by any means valid in law.

SEVENTH 8.- Item 7.8 of the Agenda

Re-election of Mr. Antonio Gallardo Torrededía, as a proprietary director

In accordance with the proposal of the Board of Directors and prior favourable report of the Nominations and Remuneration Commission, re-elect Mr. Antonio Gallardo Torrededía, of legal age, of Spanish nationality, with domicile for these purposes at Ronda del General Mitre, 151, 08022 Barcelona, and holder of Spanish National Identity Document Number 46228392-W, as a member of the Board of Directors, with the classification of proprietary director, for a period of 2 years from his 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 Mr. Antonio Gallardo Torrededía, 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.

Mr. Antonio Gallardo Torrededía will accept his re-election by any means valid in law.

EIGHTH.- Item 8 of the Agenda

Consideration and approval, if appropriate, of the share capital increase for the amount to be determined under the terms of the resolution through the issue of new ordinary shares of EUR 0.12 par value each, with no share premium, belonging to the same class and series as the existing shares, charged to voluntary reserves from undistributed profits. Reference to the possibility of incomplete allotment. Delegation of powers to the Board of Directors to establish the terms and conditions governing the increase in all matters not provided for by this General Meeting, to carry out the acts necessary for its execution, to adapt the wording of Article 5 of the Articles of Association to the new figure of the share

capital and to sign such public and private documents as may be necessary for the execution of the increase. Application to the competent bodies for admission to trading of the new shares on the Madrid, Bilbao, Valencia and Barcelona Stock Exchanges, through the Stock Exchange Automated Quotation System (Continuous Market) in the manner required therein.

1.- Share capital increase

It is resolved to increase the share capital by the amount resulting from multiplying (a) the nominal value of EUR 0.12 per share of the Company by (b) the number of new shares of the Company resulting from the formula set out in section 2 below (the "**New Shares**").

The capital increase shall proceed through the issue of New Shares, which will be ordinary shares with a nominal value of EUR 0.12 each, belonging to the same class and series as the existing shares and represented by book entries.

The capital increase will be fully charged to the unrestricted reserve "Voluntary reserves" from retained earnings, which as of 31 December 2024 amounted to EUR 891,235,320.55.

The New Shares are issued at par value, i.e. for their nominal value of EUR 0.12, with no share premium, and will be allotted free of charge to the Company's shareholders.

In accordance with the provisions of section 311 of the Spanish Companies Act, In accordance with the provisions of article 311 of the Spanish Companies Act, the possibility of incomplete allotment of the increase is envisaged.

2.- New Shares to be issued

The number of New Shares shall be the number resulting from the application of the following formula, rounded down to the nearest whole number:

$$\text{NNS} = \text{NES} / \text{No. rights}$$

where,

NNS = Number of New Shares to be issued;

NES = Total number of outstanding shares of the Company on the date on which the Board of Directors approves the implementation of the capital increase;

No. rights = Number of free-of-charge allocation rights needed to receive one New Share, which shall be the result of applying the following formula, rounded up to the next whole number:

$$\text{No. rights} = \text{NES} / \text{Provisional no. of shares}$$

where,

$$\text{Provisional no. of shares} = 40,559,056.42 / \text{StockPrice}$$

For these purposes, StockPrice shall be the arithmetic mean of the weighted average prices of the Company's shares on the Spanish Stock Exchanges in the 5 trading sessions prior to the resolution of the Board of Directors implementing the capital increase, rounded to the nearest thousandth of a euro and, in the case of half a

thousandth of a euro, up to the nearest thousandth of a euro.

3.- Free allocation rights

Each outstanding share of the Company shall confer one (1) free allocation right.

The number of free allocation rights required to receive one New Share will be determined automatically according to the ratio between the number of New Shares and the number of outstanding shares (NES). Specifically, shareholders will be entitled to receive one New Share for each number of free allocation rights determined in accordance with the provisions in section 2 above (No. of rights) they hold.

If (i) the number of free allocation rights required for the allotment of one share (No. of rights) multiplied by the New Shares (NNS) results in a figure that is less than (ii) the number of outstanding shares (NES), the Company will waive a number of free allocation rights equal to the difference between the two figures, for the sole purpose of making the number of New Shares a whole number and not a fraction.

The free allocation rights will be allocated to Almirall shareholders registered as such in the records of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear)* on the relevant date in accordance with the applicable securities clearing and settlement rules. During the trading period of the free allocation rights, a sufficient number of such rights may be acquired on the market in the proportion necessary to subscribe for New Shares. Free allocation rights may be traded on the market for the period determined by the Board, but at least for fourteen calendar days.

4.- Irrevocable commitment to acquire free allocation rights.

The Company will enter into an irrevocable commitment to purchase the free allocation rights received free of charge at the price set out below. The purchase commitment does not extend to any allocation rights purchased or otherwise acquired on the market. This commitment shall remain in force and may be accepted by the aforementioned shareholders for such period, within the trading period of the rights, as may be determined by the Board of Directors. To this end, it is resolved to authorise the Company to acquire such free allocation rights (and the corresponding shares) up to the maximum limit of the total number of rights to be issued, and in any event in compliance with any statutory restrictions. The "Purchase Price" of each free allocation right will be equal to the result of the following formula, rounded to the nearest thousandth of a euro and, in the case of half a thousandth of a euro, up to the nearest thousandth of a euro:

$$\text{Purchase Price} = \text{StockPrice} / (\text{No. of rights} + 1)$$

5.- Balance sheet for the transaction and reserves against which the increase is made.

The balance sheet serving as the basis for the transaction is that corresponding to 31 December 2024, duly audited and approved by this Annual General Shareholders' Meeting. As indicated above, the capital increase will be carried out entirely with a charge to the unrestricted reserve called "Voluntary reserves", from retained earnings, the amount of which as of 31 December 2024 was EUR 891,235,320.55.

6.- Representation of the new shares

The shares issued will be represented by book entries. The book-entry record shall be

kept by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear)* and its participating entities.

7.- Rights conferred by the New Shares

The New Shares will confer on their holders the same voting and economic rights as the Company's existing ordinary shares from the date on which the increase is declared as subscribed and paid up.

8.- Shares on Deposit

At the end of the trading period for the free allocation rights, the New Shares that could not be allotted for reasons beyond the control of the Company shall be deposited and be available to those who can establish that they are the legitimate holders of the relevant free allocation rights. Three years after the end of the trading period for the free allocation rights, any shares still pending allotment may be sold in accordance with the provisions of section 117 of the Spanish Companies Act, at the risk and expense of the interested parties. The net proceeds of the sale shall be deposited with the Bank of Spain or the Spanish State Depository (*Caja General de Depósitos*) and shall remain available to such parties.

9.- Application for admission to trading

It is hereby resolved to apply for the New Shares to be admitted to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through the Stock Exchange Automated Quotation System (Continuous Market). The Company hereby submits to all rules and regulations that exist or may be issued in relation to the Stock Exchange, and in particular those relating to trading and continued listing and delisting. In the event of a subsequent request for the delisting of the Company's shares, such delisting shall be approved with any formalities as may apply at the time and, in this case, the rights of those shareholders who oppose or do not vote for the delisting resolution shall be guaranteed in accordance with the requirements established in the Spanish Companies Act and related regulations, all in compliance with the provisions of the Spanish Securities Markets and Investment Services Act and its implementing regulations in force from time to time.

10.- Execution of the capital increase

Within one year from the date of this resolution, the Board of Directors may resolve to implement the increase and determine the terms and conditions thereof in all matters not provided for in this resolution. Notwithstanding the foregoing, if the Board of Directors does not consider it advisable to carry out the capital increase within such period, it may decide not to carry it out and shall report on such decision at the first annual General Meeting held thereafter. In particular, the Board of Directors shall analyse and take into account, *inter alia*, market conditions when deciding on the implementation of the increase and, if it considers that these or other elements make it inadvisable to implement the increase, it may resolve not to implement it and shall inform the General Meeting as described above. The capital increase referred to in this resolution shall be null and void if the Board of Directors does not exercise the powers vested in it within the period of one year fixed by the General Meeting for the implementation of the capital increase resolution.

At the end of the trading period of the free allocation rights:

- (a) The New Shares will be allotted to those who, according to the book-entry records of Iberclear and its participating entities, hold free allocation rights in the proportion resulting from section 3 above.
- (b) The Board of Directors shall declare the trading period for the free allocation rights closed and shall proceed to formalize, for accounting purposes, the application of voluntary reserves in the amount of the capital increase, which shall therefore be paid up with such application.

Similarly, after the close of the trading period for the free allocation rights, the Board of Directors shall adopt the necessary resolutions to amend the Articles of Association to reflect the new share capital figure resulting from the increase and to apply for the admission of the New Shares to trading on the stock exchanges on which the Company's shares are listed.

11.- Delegation of authority

It is hereby resolved to delegate to the Board of Directors, in accordance with the provisions of section 297.1.a) of the current Spanish Companies Act, with the express power to delegate to the Chief Executive Officer, the authority to determine the terms and conditions of the capital increase in all matters not provided for in this resolution. In particular, and by way of example only, the Board of Directors is hereby delegated the authority to:

1. Determine the date on which the resolution so adopted to increase the share capital shall take effect, but in any case within one year of its adoption.
2. Determine the exact amount of the capital increase, the number of New Shares and the free allocation rights required for the allotment of the New Shares, by applying the rules set out in this resolution.
3. Determine the reference date and time for the allotment of the free allocation rights and the duration of the trading period for such rights.
4. Declare the capital increase closed and executed, and for such purposes to determine the number of New Shares actually allotted and, therefore, the amount by which the Company's share capital must be increased in accordance with the rules established by this General Meeting, as well as, if applicable, to declare that the capital increase has not been fully allotted.
5. Amend Article 5 of the Company's Articles of Association, relating to the share capital, in order to bring it into line with the result of the implementation of the capital increase.
6. Cancel the New Shares corresponding to the free allocation rights held by the Company at the end of the trading period for such rights.
7. Take all the necessary steps to ensure that the New Shares are registered with Iberclear and admitted to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through the Stock Exchange Automated Quotation System (Continuous Market) after each Capital Increase.
8. Take such actions as may be necessary or advisable to execute and formalise the capital increase before any public or private, Spanish or foreign entities and bodies, including all actions intended to declare, supplement or correct any defects or

omissions that may prevent or hinder the full effectiveness of the foregoing resolutions.

NINTH.- Item 9 of the Agenda

Delegation of powers to the Board of Directors for the development, construction, correction, completion, execution and adaptation of the resolutions of the General Meeting.

To authorize, as broadly and sufficiently as required by law, every member of the Board of Directors, as well as the non-director Secretary and the Deputy Secretary, so that any of them may, acting individually, formalise and notarise the resolutions adopted by this General Shareholders' Meeting, and thus to:

1. Develop, clarify, define, construe, complete and correct any such resolutions.
2. Carry out such acts or legal transactions as may be necessary or advisable to implement such resolutions; execute such public or private documents as may be deemed necessary or advisable for their full effectiveness, and correct such omissions, defects or errors, of substance or form, which may prevent such resolutions from being registered with the Companies Register or any other body, and in particular to file the relevant accounts with the Companies Register.
3. Delegate to one or more of the members of the Board of Directors, jointly or severally, all or part of the powers they deem appropriate among those corresponding to the Board and those expressly conferred upon them by this General Meeting.
4. Determine all other circumstances that may be necessary; adopt and execute any necessary resolutions; publish the notices and provide the appropriate guarantees for the purposes provided for by statute; and execute the necessary documents and complete all the appropriate formalities, thereby fulfilling all the requirements that may be necessary, in accordance with the law, to implement the resolutions adopted by this General Shareholders' Meeting.

TENTH.- Item 10 of the Agenda

Consultative voting on the annual report on directors' remuneration for the financial year 2024.

To approve the annual report on remuneration of the members of the Board of Directors for the financial year 2024, as made available to the shareholders.