

ALMIRALL, S.A.
2025 ANNUAL GENERAL MEETING
REQUIREMENTS AND PROCEDURE FOR EVIDENCING OWNERSHIP OF SHARES
AND RULES APPLICABLE TO THE EXERCISE OF ATTENDANCE, PROXY AND
VOTING RIGHTS

The Board of Directors of Almirall, S.A. (the “**Company**”) has resolved to call an Annual General Meeting of Shareholders, to be held at Diagonal 514, 6^a planta, 08006 Barcelona, at 13:00 hours on 9 May 2025, on first call, or if the required quorum is not reached, at the same place and at the same time on the following day 10 May 2025, on second call (with the possibility of attending remotely).

Shareholders may attend remotely in accordance with the terms indicated in the notice of call.

1. RIGHT TO ATTEND AND EVIDENCE OF OWNERSHIP OF SHARES

Remote attendance at the General Meeting is subject to the provisions of the Spanish Companies Act and the following basic rules, as supplemented and/or developed by any regulations published on the Company's website (www.almirall.com).

Shareholders whose shares are registered in their name in the relevant share register five calendar days prior to the date of the General Meeting may participate in the General Meeting remotely. Specifically, as the General Meeting is expected to be held on first call, shareholders must have their shares registered in their name no later than 23:59 on 2 May 2025.

To attend the General Meeting in person, shareholders must have the relevant attendance, proxy and remote voting cards, the certificate issued by the relevant entity in charge of the share register or the document establishing, under applicable laws, their status as shareholders.

Shareholders attending the Shareholders' Meeting in person or by proxy must present, at the place and on the day set for the meeting, on the first or second call, and from two hours before the time scheduled for the beginning of the meeting, their attendance card or the document accrediting them as shareholders under applicable law as well as, if applicable, the documents evidencing any proxy granted to them. Attendance cards provided to the personnel in charge of the shareholders' register after the time established for the commencement of the General Meeting shall not be accepted.

Remote attendance at the General Meeting shall be subject to the provisions of the Articles of Association and the Regulations of the General Shareholders' Meeting, to any applicable statutory provisions and the principles set out in the notice of call as well as the relevant rules for remote attendance published on the Company's website (www.almirall.com).

2. PROXY REPRESENTATION AND REMOTE VOTING

2.1 RIGHT OF REPRESENTATION; REMOTE PROXIES

Any shareholder entitled to attend may be represented at the General Meeting of Shareholders by any person, whether or not such person is a shareholder of the Company. The proxy must be granted specifically for the General Meeting, in writing, or otherwise remotely as specified in the notice of the meeting.

Proxies may be revoked at any time, and attendance (by any means available under the notice of call) of the principal at the General Meeting shall, in any event, be a revocation of the proxy. The vote of the attending shareholder shall prevail over the proxy and, therefore, proxies granted previously shall be deemed revoked and those granted subsequently shall be deemed not to have been granted. Attendance at the General Meeting by the shareholder invalidates the prior vote or proxy, and attendance in person renders remote attendance null and void.

Proxy documentation must be completed and signed by the shareholder, including specifically the relevant attendance, proxy and remote voting card. The Chairperson of the General Meeting or its nominees shall decide on the validity of the proxies granted and compliance with the requirements for attending the General Meeting.

Proxyholders may attend the General Meeting and submit the attendance card and the proxy documents at the shareholder's registration desk at the place and on the date set for the General Meeting, from two hours before the time set for the start of the meeting. Proxyholders must provide their ID card or any other valid official document generally accepted to establish their identity, so that the Company may verify their authority. No attendance and proxy cards or other proxy documentation submitted to the staff in charge of the shareholders' register after the time established for the start of the General Meeting shall be admitted. Proxyholders may also discharge their duties by attending remotely, in accordance with the provisions of the Rules applicable to remote attendance at the General Meeting published on the Company's website (www.almirall.com).

A proxy may represent more than one or several shareholders, without limitation. If a proxy holds proxies from several shareholders, he/she may cast votes for a certain shareholder differently from votes cast for another shareholder, based on the instructions given by each shareholder. In any event, the number of shares represented will be taken into account for the valid formation of the General Meeting.

The proxies for the General Meeting shall include at least the following information:

- (i) The date of the General Meeting and the agenda.
- (ii) The identity of the shareholder and its proxy holder.
- (iii) The number of shares held by the shareholder granting the proxy.
- (iv) The instructions on how the proxy holder appointed by the relevant shareholder is to vote on each item on the agenda.

The proxy holder will vote in accordance with the instructions given by the shareholder. If the proxy was validly granted but does not contain any voting instructions or if there is any doubt

as to the recipient or the scope of the proxy, the proxy shall be deemed (i) to have been conferred on the Chairperson of the Board of Directors, (ii) to refer to all items on the agenda of the General Meeting, (iii) to instruct the proxy holder to vote in favour of all proposals of the Board of Directors and (iv) to extend also to items that may arise outside the agenda, in which case the proxy holder will abstain from voting unless it has sufficient grounds to believe that voting for or against such proposals is in the best interest of the principal.

Before being appointed, the proxy holder must inform the principal in detail whether the proxy holder is conflicted. If the conflict arises after the proxy holder has been appointed and the principal was not informed of such potential conflict, the proxy holder must inform the principal immediately. In both cases, the proxy holder must abstain from voting unless new specific voting instructions have been received for each of the matters on which the proxy holder is to vote on behalf of the shareholder. For the purposes of the provisions of sections 523 and 526 of the Spanish Companies Act, please note that the Chairperson of the Board, as well as any other member of the Board of Directors, may have a conflict of interest, as applicable (i) concerning items 4 (“Approval of the management and performance of the Board of Directors during the year ended 31 December 2024”), 7.1 (“Re-election of Mr. Carlos Gallardo Piqué, as an executive director”), 7.2 (“Re-election of Ms. Karin Louise Dorrepaal, as an external director (“other externals”)”), 7.3 (“Re-election of Mr. Seth J. Orlow, as an independent director”), 7.4 (“Re-election of Mr. Enrique de Leyva Pérez, as an independent director”), 7.5 (“Re-election of Ms. Alexandra B. Kimball, as an independent director”), 7.6 (“Re-election of Ms. Eva-Lotta Coulter, as an independent director”), 7.7 (“Re-election of Mr. Ruud Dobber, as an independent director”), 7.8 (“Re-election of Mr. Antonio Gallardo Torrededía, as a proprietary director”), and 10 (“Consultative voting on the annual report on directors’ remuneration for the financial year 2024”) of the agenda; and (ii) in the circumstances set out in section 526.1 of the Spanish Companies Act (appointment, re-election or confirmation of directors, removal, separation or dismissal of directors, exercise of corporate action for liability and approval or ratification of transactions of the Company with the relevant director) which, if applicable and appropriate, may be submitted outside the agenda in accordance with the law. In all these cases, if the principal has not given specific voting instructions, the proxy -unless expressly stated otherwise- shall be deemed to have been conferred, jointly and severally and successively, on the Chairperson of the Board of Directors and, if the latter is conflicted, on the Secretary of the Board of Directors and, if the latter is also conflicted, on the Deputy Secretary of the Board of Directors.

Proxies may be granted remotely by mailing the attendance, proxy and remote voting card to the registered office of Almirall, S.A. (2025 Annual General Meeting of Shareholders), Ronda del General Mitre, 151, 08022 Barcelona or electronically through the relevant computer application available on the Company's website (www.almirall.com). The Company shall send any shareholder voting remotely an electronic confirmation of receipt of the vote.

Proxies granted electronically shall be admissible if they incorporate the shareholder's qualified or advanced electronic signature based on a recognised electronic certificate for which there is no record of its revocation and that (i) it is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint or (ii) it is

incorporated into the Spanish ID e-Card issued under Royal Decree 1553/2005, of 23 December, which governs the issuance of the Spanish ID Card and associated electronic signature certificates.

2.2 RIGHT TO VOTE; EXERCISE OF REMOTE VOTING RIGHTS

Shareholders entitled to attend may vote remotely in advance on the proposals relating to the items on the agenda of the Annual General Meeting, either by sending the attendance, proxy and remote voting card, duly completed and signed, by post to the registered office of Almirall, S.A. (2025 Ordinary General Meeting of Shareholders), Ronda del General Mitre, 151, 08022 Barcelona or electronically through the computer application available on the Company's website (www.almirall.com). The Company shall send any shareholder voting remotely an electronic confirmation of receipt of the vote.

Votes cast electronically shall be admissible if they incorporate the shareholder's qualified or advanced electronic signature based on a recognised electronic certificate for which there is no record of its revocation and that (i) it is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint or (ii) it is incorporated into the Spanish ID e-Card issued under Royal Decree 1553/2005, of 23 December 2005, which governs the issuance of the Spanish ID Card and its electronic signature certificates.

In order to vote by post, shareholders must complete and sign the attendance, proxy and remote voting card, stating their vote (for, against, abstention or blank) by ticking the appropriate box on such card.

Shareholders voting by post or electronically who fail to tick any or all of the boxes intended to indicate the vote in respect of the items on the agenda shall be deemed to have voted for the relevant proposals submitted by the Board of Directors.

3. GENERAL PROVISIONS REGARDING PROXY VOTING AND DISTANCE VOTING

Attendance, proxy and remote voting cards must be registered and will be issued, at the request of the Company, either directly by the Company or through the entities in charge of the relevant book-entry records. In addition, the shareholder must exhibit the relevant certificate issued by such entities or the document that, in accordance with applicable laws, identifies the shareholder as such.

In order to be valid, proxies granted and votes cast remotely (either by post or electronically) must be received by the Company no later than 23:59 hours on 8 May 2025. Otherwise, the proxy and the vote will be deemed not to have been granted and cast, respectively. Thereafter, only votes cast electronically or in person at the AGM by the principal will be accepted.

Shareholders must have their shares registered in their name in the relevant share register at least five days before the General Meeting if they wish to exercise their voting rights or appoint a proxy remotely.

The validity of proxies granted and remote votes is subject to verification -using the file provided by Iberclear- of the status of the shareholder as such. In the event of any discrepancy between the number of shares notified by the shareholder granting the proxy or voting remotely and the number recorded in the book-entry registry provided by Iberclear, the number of shares

reported by Iberclear shall be deemed valid for quorum and voting purposes, unless there is evidence to the contrary.

Proxies granted and votes cast by post or electronically may be expressly revoked by the voting shareholder by the same means used to grant such proxy or cast such vote, respectively, within the prescribed time limit.

The following rules shall apply for the purposes of the relationship between proxy, remote voting and attendance at the General Meeting:

- (i) Personal attendance at the General Meeting of a shareholder who has previously granted a proxy or cast a remote vote, regardless of the means used to do so, shall render such proxy or vote null and void.
- (ii) A vote cast remotely shall render ineffective any proxy granted electronically or through the relevant paper proxy card, whether such proxy was granted before (when the relevant proxy shall be deemed to have been revoked) or after such vote (when the proxy shall be deemed not to have been conferred).
- (iii) Remote votes may also be expressly cancelled through the same remote channel initially used for casting such votes, always within the time limit set for such purposes.
- (iv) In the event of multiple proxies being issued by a shareholder, the last proxy received in due time by the Company shall prevail.
- (v) Both proxies and remote votes shall be rendered ineffective upon any transfer of the shares conferring the right to attend of which the Company becomes aware at least five days before the date set for the General Meeting.

On the other hand, the fact that a shareholder attends the General Meeting remotely shall invalidate any absentee votes cast as well as any proxies granted by such shareholder before the General Meeting. Similarly, personal attendance shall render remote attendance invalid.

It is the sole responsibility of shareholders to keep their electronic signatures securely.

The Company reserves the right to modify, suspend, cancel or restrict remote voting and proxy mechanisms when technical or security reasons so require or impose.

Pursuant to the provisions of section 527 bis of the Spanish Companies Act, within one month of the General Meeting any shareholder or its proxy and its ultimate beneficial owner may request confirmation that the votes attached to their shares have been properly recorded and counted by the Company, unless they already have this information. The Company shall provide such confirmation within fifteen days of the request or, if later, of the date when the General Meeting was held.

The Company shall not be liable for any damages that may be caused to shareholders as a result of breakdowns, overloads, line failures, connection failures, malfunctioning of the postal service or any other similar circumstances outside the Company's control, which prevent the use of the remote voting and proxy mechanisms.

Regarding corporate shareholders granting a proxy to a third party or voting remotely by post, a copy of the powers of attorney of the individual who, in the name and on behalf of such corporate shareholder, grants such proxy to a third party or votes remotely shall be provided to the Company upon request, together with any other documentation required under these rules.

4. REQUESTS FOR PRIOR INFORMATION BY MEANS OF REMOTE COMMUNICATION

From the date of publication of the notice of the General Meeting up to and including the fifth day before the date scheduled for such meeting, shareholders may request from the Board of Directors, by means of remote communication, any information or explanation they deem necessary regarding the items on the agenda or ask any questions they deem appropriate.

In addition, with the same prior notice and in the same manner, shareholders may request in writing such clarifications as they deem necessary regarding the information available to the public that the Company has provided to the Spanish Securities Market Commission since the date of the last General Meeting and regarding the auditor's report. The Board of Directors shall provide such information in writing by the date of the General Meeting.

These requests for information may be made by (i) delivering the request to the registered office, (ii) sending the request by post to Almirall, S.A. (General Shareholders' Meeting - 2025), Ronda del General Mitre, 151, 08022 Barcelona, or (iii) electronic notice sent by the shareholder to inversores@almirall.com and signed with the shareholder's recognised electronic signature in accordance with Spanish Act 59/2003, of 19 December, on electronic signatures, provided that such signature is based on a recognised electronic certificate for which there is no record of revocation and issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint (*Fábrica Nacional de Moneda y Timbre*).

Whatever the means used to file requests for information, the request must include the name and surname of the requesting shareholder and identify the shares held by such shareholders through the relevant documentation -a copy of the attendance card or certificate of entitlement- in order to verify this information on the basis of the information provided by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S. A. (Iberclear)*. However, if the information is requested by remote electronic means of communication, it shall not be necessary to provide a copy of the attendance card or certificate of entitlement.

The shareholder shall be responsible for providing evidence that the request was sent to the Company in due time and form.

Requests for information shall be answered, once the identity and shareholder status of the applicant has been verified, prior to the Annual General Meeting. The Directors are obliged to provide the information in writing up to the date of the General Meeting, except in the circumstances provided for by statute.

In the case of corporate shareholders, if the information was requested remotely by post before the General Meeting, then a copy of the powers of attorney of the individual exercising such

right to information in the name and on behalf of the corporate shareholder must be provided to the Company, together with any other documents required by these regulations.