

ALMIRALL, S.A.

**2026 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 2025 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 2025.

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 2025 and the accompanying management report.

To approve the Company's consolidated annual accounts, as well as the Company's consolidated management report for the year ended 31 December 2025.

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 2025.

To approve the statement of non-financial information and sustainability information for the financial year ended 31 December 2025.

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 2025.

To approve the management and the performance of the Board of Directors as conducted during the financial year ended on 31 December 2025.

FIFTH.- Item 5 of the Agenda

Consideration and approval, if appropriate, of the allocation of the result of the financial year 2025.

To approve the following proposal of allocation of the result obtained during the financial year ended on 31 December 2025:

RESULT ALLOCATION PROPOSAL

Financial year profit	240,601,657.36 €
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To legal reserve	880,069.68 €
To voluntary reserves	186,724,391.99 €
To negative results of previous financial years	52,997,195.69 €
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TOTAL	240,601,657.36 €

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 40,809,187.62 euros.

Such dividend shall be paid at the latest on 5 June 2026.

SEVENTH.- Item 7 of the Agenda

Amendment of the Articles of Association.

In accordance with the report and proposal submitted by the Company's Board of Directors, to amend the following articles of the Articles of Association:

SEVENTH 1.- Item 7.1 of the Agenda

Amendment of Article 19 (“*Debenture issues*”) of the Articles of Association.

Amend Article 19 of the Articles of Association, which shall be drafted as follows:

“Article 19.- Debenture issues

The Company may issue debentures pursuant to the conditions and limits established by law.”

SEVENTH 2.- Item 7.2 of the Agenda

Amendment of Article 20 (“*Convertible and swappable debentures*”) of the Articles of Association.

Amend Article 20 of the Articles of Association, which shall be drafted as follows:

“Article 20.- Convertible debentures

Convertible and/or swappable debentures may be issued with a fixed exchange rate (determined or determinable) or with an adjustable exchange rate.

Preferred subscription rights to convertible debentures may be excluded under the legal and statutory rules that apply to the exclusion of preferred subscription rights to shares.

The General Shareholders' Meeting may delegate to the Board of Directors the authority to issue convertible and/or exchangeable obligations. It may also authorize the Board to determine the timing of the agreed issuance and to set any other conditions not provided for in the resolution of the General Shareholders' Meeting.”

SEVENTH 3.- Item 7.3 of the Agenda

Amendment of Article 25 (“*General Meeting calls*”) of the Articles of Association.

Amend Article 25 of the Articles of Association, which shall be drafted as follows:

“Article 25.- General Meeting calls

The General Meeting, whether ordinary or extraordinary, will be convened by the Board of Directors by means of a notice published in accordance with the provisions of the law and the Articles of Association at least one month prior to the date set for the meeting,

except in cases where the law stipulates a different notice period, in which case the provisions of the law shall apply. The notice of the meeting shall be published in at least the following media: (i) in the Official Gazette of the Commercial Register or one of the newspapers with the widest circulation in Spain; (ii) on the Company's website; and (iii) on the website of the National Securities Market Commission.

The call must contain the name of the Company, the type of meeting, whether ordinary or extraordinary, the date, time and place of the meeting, the agenda containing the items to be addressed, the title of the person(s) making the announcement, and any other matters to be included pursuant to the terms of the General Meeting Regulations and the Capital Companies Act. The call may also include the date on which the meeting will be held on second call. There must be at least twenty-four hours between the first and second meeting times.

Shareholders representing at least three percent of the share capital may request that a supplement to the call of the General Meeting of Shareholders be published containing one or more additional agenda items, provided that the new items are accompanied by a justification or, if applicable, by a duly justified proposal of agreement. Under no circumstances will this right apply to the announcement of extraordinary general meetings. Such requests by shareholders must be received at the Company's registered offices no later than five days after the publication of the meeting announcement. The supplement to the meeting announcement must be published at least fifteen days prior to the scheduled meeting date. The failure to publish such a supplement by the deadline will be just cause for challenge of the Meeting.

Shareholders representing at least three percent of the share capital may, within the same time periods indicated above, present founded proposals of agreement on items already on the Agenda or to be added to the Agenda of the General Meeting. The Company will ensure that the proposals of agreement and accompanying documentation are made public to the rest of the shareholders in accordance with letter d), part 518 of the Capital Companies Act.

If the General Meeting, duly convened, cannot be held on the scheduled meeting date for whatever reason and no alternate date was indicated in the meeting announcement, a new announcement must be published with the same meeting agenda and the same call prerequisites within fifteen days of the originally scheduled meeting date and at least ten days in advance of the proposed meeting date.

The administration body must convene a General Meeting when requested to do so by one or more shareholders representing at least three percent of the share capital, indicating the matters to be addressed at the Meeting. In this case, the General Meeting must be convened within two months of the notarised request made to the Directors and the agenda must contain the matters included in the request.

Meetings that must be held by court order will be governed by the terms of the law."

SEVENTH 4.- Item 7.4 of the Agenda

Amendment of Article 38 ("Term of office") of the Articles of Association.

Amend Article 38 of the Articles of Association, which shall be drafted as follows:

“Article 38.- Term of office

Directors will be appointed for a term of two years, at the end of which they may be re-elected one or more times for terms of the same maximum duration.

The appointment of directors will expire when, upon expiry of the aforementioned term, a General Shareholders’ Meeting has been held or the statutory period for holding the Ordinary General Shareholders’ Meeting has elapsed.

If a vacancy arises during the term for which the directors were appointed, the Board may appoint by co-optation the person to fill it until the next General Shareholders’ Meeting is held. Directors appointed by co-optation may be confirmed in their posts at the first General Shareholders’ Meeting held following their appointment. If the vacancy to be filled by co-optation arises after the General Shareholders’ Meeting has been convened but before it is held, the Board of Directors may appoint a director who may in turn hold office until the subsequent General Shareholders’ Meeting is held.

The director who resigns from his/her post or steps down for any reason may not be a director or officer in any company with an analogous corporate purpose for two years. The Board of Directors, at its discretion, may waive or reduce this limitation for outgoing directors.”

SEVENTH 5.- Item 7.5 of the Agenda

Amendment of Article 47 (“Audit Commission. Composition, responsibilities and operation”) of the Articles of Association.

Amend Article 47 of the Articles of Association, which shall be drafted as follows:

“Article 47.- Audit and Sustainability Commission. Composition, responsibilities and operation

1. *The Board of Directors will set up an Audit and Sustainability Commission according to the following rules:*
 - a) *The Audit and Sustainability Commission will be composed of a minimum of three directors, all of them being non-executive directors and most of them being independent directors. All members of the Commission, particularly its President, will be chosen based on their experience and knowledge in accounting, auditing or risk management matters, both financial and non-financial. The members shall be appointed by the Board. Considered overall, the members of the Commission will hold the appropriate technical knowledge, taking into account the sector of activity of the audited company.*
 - b) *The Chairman of the Audit and Sustainability Commission must be an independent director and must be replaced every four years. The Chairman may subsequently be re-elected one (1) year after stepping down.*
 - c) *The Commission shall appoint a Secretary, who may not be a director. The Secretary shall attend the meetings of the Commission with the right to speak but not to vote, unless he/she is a director.*
2. *Notwithstanding any other functions that may be assigned to it by these Regulations, the Articles of Association and the Law, the basic functions of the Audit and Sustainability Commission consist of:*

2.1. General

- *Reporting to the Board of Directors prior to the Board taking decisions on all the subjects foreseen in the Laws, the Articles of Association and these Regulations, and in particular on:*
 - (i) *The financial information that the Company must disclose periodically. The Audit and Sustainability Commission should ensure that interim statements are drawn up under the same accounting principles as the annual statements and, to this end, it may consider the legitimacy of the external auditor to conduct a limited review.*
 - (ii) *Creating or acquiring shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a comparable nature whose complexity might impair the transparency of the group.*
 - (iii) *Related-party transactions.*
- *Monitoring compliance with the company's internal codes of conduct and corporate governance rules and ensuring that the corporate culture is aligned with its purpose and values.*
- *Being informed about the corporate and structural modification transactions that the Company plans to carry out for its analysis and previous report to the Board of Directors about its conditions and accounting impact and, specially, if it is the case, about the exchange equation proposed.*
- *Supervising the compliance of related-party transactions legal provisions. In particular the Commission will take care of the communication of the information on these transactions to the market, in accordance with the regulations in effect.*
- *Reporting to the General Shareholders Meeting on questions raised by the shareholders on matters falling under its jurisdiction, and in particular, on the audit's result, explaining how this audit has contributed to the integrity of the financial information and the function that the commission has developed in this process.*

2.2. Financial and non-financial information and financial statements

- *Supervising the process of elaboration and presentation of the mandatory financial information, and submit recommendations and proposals to the Board of Directors, addressed to safeguard its integrity.*
- *Being familiar with the financial reporting process and the Company's internal control systems; verifying the appropriateness and integrity of these systems; and checking the appointment or replacement of the persons responsible for them.*
- *Checking the financial information that all listed companies must disclose periodically to the market and supervisory bodies.*
- *Monitoring the implementation of the general policy regarding the disclosure*

of economic-financial, non-financial and corporate information.

- *Monitoring and evaluating the preparation process and the integrity of the financial and non-financial information, as well as the control and management systems for financial and non-financial risks related to the company and, where appropriate, to the group – including operating, technological, legal, social, environmental, political and reputational risks or those related to corruption – reviewing compliance with regulatory requirements, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.*
- *Reviewing the Company's accounts and ensuring compliance with all legal requirements and the correct application of generally accepted accounting principles, for which the direct collaboration of the internal and external auditors will be required.*

2.3. External Auditors

- *Establishing the relevant relationships with the external auditor in order to receive information on those questions that may imply a threaten to its independence, for the Commission's revision, as well as any others related to the audit development process, and where the case may be, the authorization of the services different from those prohibited ones, in the terms foreseen in articles 5, section 4, and 6.2b) of the EU Regulations 537/14, of 16 April and in what is not foreseen in section 3 Chapter IV of Act 22/2015, of 20 July, on Audit, on the independence regime, as well as other communications foreseen in the audit regulations and rules.*

In any case, the Commission shall receive on an annual basis from the external auditors a declaration on their independence with regard to the entity or entities directly or indirectly linked to it, as well as detailed and individualized information on additional services of any kind rendered and the fees received from these entities by the external auditors or by entities linked to it in accordance with the audit activity's regulations.

- *Receiving regular information from the external auditor on the progress and findings of the audit programme, and checking that senior management are acting on its recommendations.*
- *Ensuring the independence of the external auditor and to that end: (i) ensuring that the Company notifies the CNMV when there is a change of auditor, including a statement on the existence of any disagreements with the outgoing auditors and, if applicable, the content of such disagreements; (ii) ensuring that the Company and the auditors abide by the laws regarding the provision of services other than auditing, the concentration limits of the auditor's business and all other laws intended to guarantee the independence of the auditors; and (iii) examining the circumstances surrounding the resignation of the auditors should this occur.*
- *In the case of groups, urging the group's auditor to take on the audit of all member companies.*
- *Monitoring that the remuneration of the external auditor does not compromise*

his working quality or his independence.

- *Ensuring that the external auditor annually holds a meeting with the Board of Directors in order to inform about his work and the development of the accounting situation and risks of the Company.*
- *Proposing to the Board of Directors the external auditors' selection, appointment, re-election and replacement, being the commission responsible for the selection process, in accordance with articles 16, sections 2, 3 and 5, and 17.5 of the EU Regulations 537/14, of 16 April, as well as the contractual conditions with these auditors, and getting regularly from the auditor information on the audit plan and its execution, besides preserving its independence in the exercise of its duties.*
- *Supervising the fulfilment of the audit agreement, ensuring that the auditor's opinion of the Annual Accounts and the primary contents of the audit report are clearly and precisely written; evaluating the results of each audit.*
- *Issuing on an annual basis and prior to the issuance of the audit report, a report expressing the opinion on whether the auditor's or audit companies' independence is compromised or not. This report shall contain in any case the motivated assessment on any and all the additional rendered services referred to in lit. e) of art. 529. Quaterdecies 4 of the Companies Act, on an individual and aggregate basis, which are different from legal audit and in connection with the independence regime or with the audit activity's regulations.*

2.4. Internal audit

- *Supervising the efficiency of the internal control of the company, the internal audit system and the management of risks system, including tax risks, as well as discussing with the external auditor the significant weaknesses of the internal control system detected in the development of the audit, this without infringing its independence. To such purpose, and if it is the case, the commission may submit recommendations or proposals to the Board of Directors and the corresponding term for its follow-up.*
- *Monitoring the independence and efficacy of the unit that assumes the internal audit function; proposing the selection, appointment and removal of the head of internal audits; proposing the department's budget; approving or making a proposal for approval to the Board of the priorities and the annual work programme of the internal audit unit, thereby ensuring that its activity is basically focused towards relevant risks for the Company (including reputational risks); receiving regular feedback on its activities; and verifying that senior management are acting on the findings and recommendations of its reports.*
- *In general, ensuring that the internal control policies and systems established are applied effectively in practice.*

2.5. Risk Management

- *Supervising the risk management and control policies that have an impact on the achievement of corporate objectives.*

- *Reviewing internal control and risk management systems on a regular basis to ensure that the main risks are properly identified, managed and disclosed.*
- *Regarding risk management and risk policies:*
 - (i) *Identifying the different types of risks (including operational, technological, financial, legal and reputational risks, and risks relating to corruption) to which the company is exposed, with the inclusion of contingent liabilities and other off-balance-sheet risks under financial or economic risks.*
 - (ii) *Identifying the level of risk the Company considers acceptable.*
 - (iii) *Identifying the measures in place to mitigate the impact of the identified risks should they occur.*
- *Identifying the internal reporting and control systems to be used to control and manage the aforementioned risks, including contingent liabilities and off-balance-sheet risks.*
- *Assuming the responsibility of the follow-up and details of the Model of Prevention and Management of Criminal Risks, within the terms established at all times by the Model.*

2.6. Sustainability

- *Periodically evaluating the effectiveness of the company's corporate governance system and environmental and social policy, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.*
- *Ensuring the company's environmental and social practices are in accordance with the established strategy and policy.*
- *Monitoring and evaluating the company's interaction with its stakeholder groups.*

2.7. Other functions

- *Examining the fulfilment of the Internal Conduct Regulations, these Regulations and the general rules of governance of the Company and proposing improvements as necessary.*
- *Establishing and supervising a mechanism whereby staff can report, confidentially and, if it is possible and necessary, anonymously, any irregularities they detect in the course of their duties, in particular financial or accounting irregularities, with potentially serious implications for the company.*
- *Receiving information and, if applicable, issuing reports on the disciplinary actions to be taken against the Company's executive management staff.*

3. *The Audit and Sustainability Commission will normally meet quarterly to review the periodic financial information to be forwarded to the stock market authorities and the information to be approved by the Board of Directors and included in the annual public documentation.*

The Commission may also meet at the request of any Committee member and

as convened by the Chairman. A meeting must be convened any time the Board or the Chairman of the Board requests that a report be issued or a proposal adopted and, in any event, as needed for the Commission to properly discharge its functions. The meetings of the Commission may be held being the attendants in different places interconnected by means of remote communication systems that enable, in real time, (i) the recognition and identification of the attendants to the meeting, (ii) the permanent communication amongst the members and (iii) the issuance of the members' vote. Such meetings will be deemed held in the social domicile. The members of the Commission present in any of the interconnected places will be deemed as attending the same and sole meeting of the Commission.

4. *The Audit and Sustainability Commission must report on its activities and work performed to the first meeting of the plenary Board of Directors following a meeting. Moreover, the Commission must keep minutes of its meetings, copies of which must be provided to all Board members. The Audit and Sustainability Commission must prepare an annual report on its activities, highlighting the main incidents, if any, that may have arisen in connection with its assigned functions. In addition, at the Audit and Sustainability Commission's discretion it may include in its report proposals to improve the Company's rules of governance. The report of the Audit and Sustainability Commission must be included in the Company's Annual Corporate Governance Report and made available to shareholders and investors on the corporate website.*

The Board of Directors must deliberate on the Commission's proposals and reports.

5. *The Audit and Sustainability Commission may request the presence of any member of the Company's executive staff or other personnel and may even ask them to appear without any other executive being present.*

These staff members must appear at the meeting of the Audit and Sustainability Commission upon request and must collaborate with the Audit and Sustainability Commission and share with it any information they are asked to provide. The Commission may also request the presence of the auditors at its meetings.

6. *In order to more effectively discharge its duties, the Audit and Sustainability Commission may seek the advice of external experts on an as-needed basis.*
7. *The Company must have an internal audit function in place under the supervision of the Audit and Sustainability Commission to ensure the proper operation of internal reporting and control systems. The head of internal audits should present an annual work plan to the Audit and Sustainability Commission for approval and must report directly to the Audit and Sustainability Commission on its implementation, including any incidents or scope limitations arising out of such implementation, the results and monitoring of its recommendations. An activity report must be submitted at the end of each year."*

EIGHTH.- Item 8 of the Agenda

Amendment of the Regulations of the General Shareholders' Meeting.

In accordance with the proposal submitted by the Board of Directors of the Company, to

amend the following articles of the Regulations of the General Shareholders' Meeting of the Company.

EIGHTH 1.- Item 8.1 of the Agenda

Amendment of Article 5 (“Powers of the General Meeting”) of the Regulations of the General Shareholders' Meeting.

To amend Article 5 of the Regulations of the General Shareholders' Meeting in order to expressly incorporate and adequately systematise within the Regulations of the General Shareholders' Meeting the regime set out in the Spanish Companies Act, which recognises the competence of the board of directors to approve the issuance of bonds. The aforementioned Article 5 shall be worded in the terms set out below:

“Article 5. Powers of the General Meeting

The General Meeting has the authority to decide on all matters attributed to it by statute or the Bylaws. Additionally, any proposal whatsoever involving a fundamental change of the actual activities of the Company shall be submitted for approval or ratification of the General Meeting. Specifically and by way of example only, the General Meeting may:

- a) Discharge the directors from liability regarding their management of the Company.*
- b) Approve, where appropriate, the (individual and consolidated) annual accounts and decide on the allocation of the result.*
- c) Appoint and remove the members of the managing body, and confirm or revoke the appointment of any co-opted director.*
- d) Appoint and remove the statutory auditors of the Company.*
- e) Resolve any increase and reduction of the share capital, and delegate to the Board of Directors the authority to increase the share capital.*
- f) Approve the issue of convertible and/or swappable bonds, as well as the delegation to the Board of Directors of the authority to issue such instruments.*
- g) Approve the merger, spin-off and restructuring of the Company and, in general, any amendment to the Company's Bylaws.*
- h) Decide on the dissolution and liquidation of the Company and any other operations whose effect may be equivalent to the liquidation of the Company.*
- i) Resolve on the acquisition, disposal or contribution of core assets to other companies.*
- j) Resolve on the transfer to dependent entities of core activities carried out up to that time by the Company, even if the Company retains full control over such entities.*
- k) Decide on any matters submitted to it for deliberation and approval by the Company's managing body.*
- l) Approve these Regulations and any amendments thereof.”*

EIGHTH 2.- Item 8.2 of the Agenda

Amendment of Article 7 (“Notice of call”) of the Regulations of the General Shareholders' Meeting.

To amend Article 7 of the Regulations of the General Shareholders' Meeting in order to provide that the notice convening the General Shareholders' Meeting may be published either in the Official Gazette of the Commercial Register or in a newspaper with wide

circulation in Spain. The aforementioned Article 7 shall be worded in the terms set out below:

“Article 7. Notice of call

The notice of call of the meeting, both for ordinary and extraordinary General Shareholders’ Meetings, shall be published in at least the following media: (i) in the Official Gazette of the Commercial Register or one of the newspapers with the widest circulation in Spain; (ii) on the Company’s website; and (iii) on the website of the National Securities Market Commission. The notice of the meeting must be published at least one month prior to the date set for the meeting, except in cases where the law provides for a longer period. The management body shall assess the advisability of disseminating the notice of the meeting through a greater number of media outlets.

The notice shall state the name of the Company, whether it is an annual or extraordinary meeting, the place, date and time of the meeting, the agenda -which shall include the business to be transacted-, the position of the person or persons giving the notice and any other matters that may be required by statute. It may also state the date on which the General Meeting is to be held on second call, if necessary. At least twenty-four hours must elapse between the first and the second meeting. As far as possible, shareholders shall be informed as to whether the General Meeting is more likely to be held on first or on second call.

The notice of the meeting shall clearly and concisely state all the business to be transacted.

In addition to the information generally required by law, the notice of the meeting shall state the date by which shareholders must have their shares registered in their name to be able to attend and vote at the General Meeting, the place and manner in which the full text of the documents and proposed resolutions may be obtained and the address of the Company’s website where the information will be available.

In addition, the notice must contain clear and precise information on the procedures that shareholders need to follow to attend and vote at the General Meeting, including, in particular, a reference to:

- a) The right to request information, to add items to the agenda and to propose resolutions, as well as the deadline for exercising these rights. The notice may be limited to a reference to the deadline for exercising rights, provided that it is stated that more detailed information on these rights is available on the Company’s website.*
- b) The system for granting proxies, stating specifically any forms to be used for granting such proxies and how the Company may accept electronic notification of proxies granted.*
- c) The procedures for remote voting, whether by post or electronic means.*

The notice shall also mention the right of shareholders to be represented at the General Meeting by another person, even if that person is not a shareholder, and the conditions and procedures for exercising that right, as well as the shareholders’ right to information and how to exercise that right.

The managing body shall include in the notice of call a reference to the specific means of remote communication that shareholders may use to exercise or delegate their voting rights, as well as the instructions that they must necessarily follow to do so.

Shareholders representing at least three per cent of the share capital may request the publication of an supplement to the notice of the Annual General Meeting, including one or more items on the agenda, provided that the new items are accompanied by a rationale or, as the case may be, a reasoned proposal. In no case may this right be exercised concerning the calling of Extraordinary General Meetings. Shareholders intending to exercise this right must do so by certified notice (notificación fehaciente) to the Company, to be received at the registered address within five days after the publication of the notice of call. This supplement to the notice of call shall be published, at least, fifteen days before the date scheduled for the General Meeting. Failure to publish the supplement in due time shall be grounds for challenging the General Meeting.

Within the same period set out in the preceding paragraph, shareholders representing not less than three per cent of the share capital may submit reasoned proposals for resolutions regarding items already included or that should be included on the agenda for the General Meeting that has been called. The Company shall ensure that such proposed resolutions and any accompanying documents are circulated to the remaining shareholders under the provisions of section 518(d) of the Spanish Companies Act.

The Company shall send the notice convening the General Meeting to the Spanish Securities Market Commission (CNMV), according to the applicable regulations. The text of the notice shall also be published on the Company's website.

The Board of Directors may require the presence of a Notary to attend the General Meeting and take the minutes. It shall necessarily do so whenever required by applicable regulations.

If a duly called General Meeting, whatever its type, is not held on first call, and the date for the second call was not stated in the notice, the notice of call for the adjourned meeting -including in such notice the same agenda- must be published, subject to the same publicity requirements as the first notice, within fifteen days after the date of the initial meeting not held and at least ten days before the date set for the adjourned meeting.”

NINTH.- Item 9 of the Agenda

Composition of the Board of Directors. Re-election and appointment of directors.

NINTH 1.- Item 9.1 of the Agenda

Acknowledgement of the resignation tendered by Ms. Karin Louise Dorrepaal from his position as external director.

To acknowledge the resignation tendered by Ms. Karin Louise Dorrepaal with effect from the end of this General Shareholders' Meeting, from his position as external director of the Company; fully approving her conduct in office and expressing gratitude for the services rendered.

NINTH 2.- Item 9.2 of the Agenda

Establishment of the number of members of the Board of Directors at ten.

To set the number of members of the Board of Directors at ten directors, within the limits established in the Articles of Association.

NINTH 3.- Item 9.3 of the Agenda

Re-election of Ms. Eva Abans Iglesias as an independent director for the statutory period.

In accordance with the proposal of the Nominations and Remuneration Commission and the justification report of the Board of Directors, re-elect Ms. Eva Abans Iglesias, 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 Number 02893046Z, as a member of the Board of Directors, with the qualification of independent director, for the statutory period of 2 years from her re-election by the General Shareholders' 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 Abans Iglesias. 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 Abans Iglesias will accept her re-election by any means valid in law.

NINTH 4.- Item 9.4 of the Agenda

Re-election of Mr. Ugo Di Francesco as an independent director for the statutory period.

In accordance with the proposal of the Nominations and Remuneration Commission and the justification report of the Board of Directors, re-elect Mr. Ugo Di Francesco, of legal age, of Italian nationality, with domicile for these purposes at Ronda del General Mitre, 151, 08022 Barcelona, and holder of passport of his nationality number YB0329207 and Spanish Foreigner Identity Number Y2898628-K, as a member of the Board of Directors, with the qualification of independent director, for the statutory period of 2 years from his re-election by the General Shareholders' 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. Ugo Di Francesco. 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. Ugo Di Francesco will accept his re-election by any means valid in law.

NINTH 5.- Item 9.5 of the Agenda

Appointment of Ms. Ivana Magovčević-Liebisch as independent Director for the statutory period.

In accordance with the proposal of the Nominations and Remuneration Commission and the report of the Board of Directors, to appoint Ms. Ivana Magovčević-Liebisch, of legal age, of United States nationality, with address at Ronda del General Mitre, 151, 08022 Barcelona, and a holder of a passport of her nationality number 567580982, as a member of the Board of Directors and specifically as an independent Director for the statutory term of 2 years from the date of her appointment by the General Shareholders' Meeting.

The proposed appointment is supported by a report of the Board of Directors assessing

the competence, professional experience and merits of Ms. Ivana Magovčević-Liebisch. This report and the above proposal submitted by the Nominations and Remuneration Commission have been made available to the shareholders since the publication of the notice convening the General Shareholders' Meeting.

Ms. Ivana Magovčević-Liebisch may accept her appointment in any manner permitted by law.

TENTH.- Item 10 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 the General Shareholders' 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 2025 amounted to EUR 854,161,264.13 euros.

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 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:

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

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,

$$\text{Provisional no. of shares} = 40,809,187.62 / \text{StockPrice}$$

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 2025, 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 2025 was EUR 854,161,264.13

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 Shareholders' 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 Shareholders' 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 Shareholders' 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 Shareholders' 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).
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.

ELEVENTH.- Item 11 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 Shareholders' 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 Shareholders' 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.

TWELFTH.- Item 12 of the Agenda

Consultative voting on the annual report on directors' remuneration for the financial year 2025.

To approve the annual report on remuneration of the members of the Board of Directors for the financial year 2025, as made available to the shareholders.