

**Report on the
functions and
activities 2025 of the
Nominations and
Remuneration
Commission of
Almirall, S.A.**

February 2026

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1. ORGANIZATION OF THE NOMINATIONS AND REMUNERATION COMMISSION.

The Nominations and Remuneration Commission was established for the first time by the Board of Directors of Almirall, S.A. (hereinafter, “**Almirall**” or the “**Company**”) on 29 May 2007.

The functions, competences and operating rules of the Commission are determined and established in Article 14 of the Regulations of the Board of Directors, Article 47bis of the Company’s Bylaws, as well as in the revised text of the Capital Companies Act, approved by the Royal Legislative Decree 1/2010, of 2 July.

1.1. Composition

The Nominations and Remuneration Commission is composed of three (3) directors, all of whom are non-executive and independent. The members of the Commission are appointed by the Board of Directors and, specifically, its chairperson is elected from among the independent members.

Additionally, the Nominations and Remuneration Commission has a non-board member secretary, who attends the Commission’s meetings with the right to speak but not to vote.

The members of the Nominations and Remuneration Commission are appointed taking into account their knowledge, skills and experience, as well as the other duties of their function.

The current composition of the Nominations and Remuneration Commission is as follows:

Nominations and Remuneration Commission		
Name	Charge	Nature of the charge
Ms Eva-Lotta Coulter	Chairperson	Independent
Mr Ugo Di Francesco	Member	Independent
Mr Ruud Dobber	Member	Independent
Mr Daniel Ripley	Secretary	Non-member

1.2. Responsibilities

Without prejudice to any other duties that may be assigned to it from time to time by the Board of Directors and those legally attributed to it, Almirall’s Nominations and Remuneration Commission performs the following basic functions:

- To formulate and review the criteria to be followed for the composition of the management team of the Company and its subsidiaries and for the selection of candidates.
- Evaluate the skills, knowledge and experience required on the Board. To this end, it shall define the functions and skills required of the candidates to fill each vacancy, and shall evaluate the time and dedication necessary for them to effectively perform their duties.
- Establish a representation target for the underrepresented gender on the Board of Directors and develop guidelines on how to achieve this target.
- Submit to the board of directors proposals for the appointment of independent directors for appointment by cooptation or for submission to the decision of the general meeting of shareholders, as well as proposals for the re-election or removal of such directors by the general meeting of shareholders.
- To report on the proposals for the appointment of the remaining directors for their appointment by co-option or for their submission to the decision of the general shareholders' meeting, as well as the proposals for their re-election or removal by the general shareholders' meeting.
- To report on proposals for the appointment and removal of senior executives and the basic conditions of their contracts.
- To report and submit to the Board of Directors the appointments of executives proposed by the Chief Executive Officer, so that the Board may proceed to appoint them.
- To report to the Board on matters of gender diversity and director qualifications.
- Propose to the Board of Directors the remuneration policy for directors and general managers or those who perform their senior management duties under the direct supervision of the Board, executive commissions or managing directors, as well as the individual remuneration and other contractual conditions of the executive directors, ensuring that they are complied with.
- Examine or organize, in the manner deemed appropriate, the succession of the Chairperson and the chief executive and, if appropriate, make proposals to the Board, so that such succession occurs in an orderly and planned manner.
- To ensure compliance with the remuneration policy established by the Company and the transparency of remuneration.
- To report on transactions that involve or may involve conflicts of interest.

In particular, during the 2025 fiscal year, the Nominations and Remuneration Commission, within the scope of its responsibilities, has carried out the evaluation of the Management Board and, specifically, has reviewed and assessed the succession planning of its members, including the Chief Executive Officer.

1.3. Operation

The Nominations and Remuneration Commission meets, ordinarily on a quarterly basis. It also meets whenever it is convened by its Chairperson, who must do so whenever the Board or its Chairperson requests the issuance of a report or the adoption of proposals and, in any case, whenever it is convenient for the proper performance of its duties. In accordance with the provisions of Article 14 of the Regulations of the Board of Directors, the meetings of the Nominations and Remuneration Commission may be held in various places connected to each other by remote communication systems that allow the recognition and identification of the attendees, permanent communication among them and the intervention and casting of votes, all in real time, with the meeting being understood to have been held at the registered office of the Company.

The members of the Nominations and Remuneration Commission attending at any of the interconnected places shall be considered for all purposes as attending the same and only meeting of the Nominations and Remuneration Commission.

The Nominations and Remuneration Commission must give an account of its activities and be accountable for the work performed at the first meeting of the Board of Directors following its meetings. The Nominations and Remuneration Commission must also draw up minutes of its meetings, a copy of which shall be sent to all members of the Board of Directors.

The Nominations and Remuneration Commission must consult with the Chairperson and the chief executive of the Company, especially when dealing with matters relating to executive directors and senior managers.

The Board of Directors deliberates on the proposals and reports submitted to it by the Nominations and Remuneration Commission.

For the best performance of its functions, the Nominations and Remuneration Commission may seek the advice of external experts, when it deems it necessary for the proper performance of its functions.

2. SESSIONS HELD IN THE YEAR 2025

During fiscal year 2025, the Nominations and Remuneration Commission held six meetings.

The main matters discussed at each meeting are summarized below:

Date	Matters discussed
<p>20 February 2025</p>	<ul style="list-style-type: none"> • Update on the search of a new member of the Board of Directors. • Update on the search of a new Chief Financial Officer. • Validation of the Chief Executive Officer success profile and preliminary assessment of three potential candidates. • Succession planning for the Chief Commercial Officer: individual development plans for two validated internal candidates. • Update on the development journey of the Management Board's team. Top Team survey results for December 2024. • Culture transformation update. Results Culture Pulse for November 2024. • People & Culture Key Performance Indicators (KPIs). • Proposal on the distribution of the aggregate remuneration among the members of the Board of Directors of the Company for the fiscal year 2025. • Short-term variable remuneration (Bonus), annual assessment of the Chief Executive Officer's objectives for the fiscal year 2024 and setting of objectives for the fiscal year 2025. • Proposal for the review of the Chief Executive Officer's remuneration. • Evaluation of the Management Board's shared objectives for the 2024 fiscal year and setting of objectives for the 2025 fiscal year. • Proposal for the review of the Management Board's salary for the fiscal year 2025. • Long Term Performance Plan evaluation of the Chief Financial Officer. • Follow-up on the Performance Shares Plan (PSP) for the period 2024 - 2026. • Performance Shares Plan (PSP): targets validation and granting proposal for the period 2025 – 2027. • Global EBITDA multiplier result for the fiscal year 2024 and global EBITDA multiplier target for the fiscal year 2025. • Approval of the annual activity report of the Nominations and Remuneration Commission for financial year 2024. • Annual Director Remuneration Report proposal for financial year 2024. • Review of the category of Company directors and of the sections of the Annual Corporate Governance Report for financial year 2024 that fall within the remit of the Nominations and Remuneration Commission.
<p>31 March 2025</p>	<ul style="list-style-type: none"> • Proposal to the Board of Directors the re-election of Mr D. Seth J. Orlow as independent director of the Company. • Proposal to the Board of Directors the re-election of Mr Enrique de Leyva Pérez as independent director of the Company. • Proposal to the Board of Directors the re-election of Ms Alexandra B. Kimball as independent director of the Company. • Proposal to the Board of Directors the re-election of Ms Eva-Lotta Coulter as independent director of the Company. • Proposal to the Board of Directors the re-election of Mr Ruud Dobber as independent director of the Company. • Favorable report to the Board of Directors in connection with the proposal of re-election of Mr Carlos Gallardo Piqué as executive director of the Company. • Favorable report to the Board of Directors in connection with the proposal of re-election of Mr Antonio Gallardo Torrededía as proprietary director of the Company. • Favorable report to the Board of Directors in connection with the proposal of re-election of Ms Karin Louise Dorrepaal as external director ("other external") of the Company.

<p>8 May 2024</p>	<ul style="list-style-type: none"> • Update search of new member of the Board of Directors. • Update Management Board. • Succession planning Management Board: status and next steps. • Top risk to be reviewed in the Audit Commission: “Difficulties on talent attraction, retention and having a succession planning in key positions”. • Update culture transformation & leadership development. • People & Culture key priorities for 2025. • People & Culture’s Key Performance Indicators. • Favourable report on the re-election of the chairman of the Board of Directors. • Favourable report on the re-election of the vice-chairman of the Board of Directors. • Favourable report on the re-election of the chief executive officer of the Board of Directors. • Favourable report on the amendment of the Company’s contract with the chief executive officer of the Board of Directors. • Favourable report on the re-election of the lead independent director of the Board of Directors.
<p>23 July 2025</p>	<ul style="list-style-type: none"> • Update on the search of a new member of the Board of Directors. • Update Management Board. • Succession planning of the Management Board: <ul style="list-style-type: none"> – Validation profile of the Chief Commercial Officer. – Succession planning of the Chief Industrial Operations Officer: results of Assessment Centers of the potential successors. • Culture transformation update: results of Culture Pulse for May 2025. • Discussion: how to better manage bottom performers in senior leadership roles. • Update on performance of Key Performance Indicators LTIP (Performance Shares Plan) 1st cycle 2024–2026. • People & Culture key priorities 2025. • People & Culture Key Performance Indicators Second Quarter 2025. • Approval of a new Board of Directors Composition and Member Selection Policy.
<p>4 November 2025</p>	<ul style="list-style-type: none"> • Update on the search of a new member of the Board of Directors. • Management Board composition: new Chief Marketing Officer. • Update on the succession planning of the Management Board. • Next steps of the development plan for the Management Board. • Update Senior Leaders assessment. • Culture Transformation next steps. • New People & Culture organization design 2026. • People & Culture key priorities. • People & Culture Key Performance Indicators.