

ALMIRALL, S.A.
2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
PROPOSAL OF THE NOMINATIONS AND REMUNERATION COMMISSION OF
ALMIRALL, S.A. REGARDING THE APPOINTMENT OF MR. UGO DI FRANCESCO
AS AN INDEPENDENT DIRECTOR

1. INTRODUCTION

This report has been prepared by the Nominations and Remuneration Commission of Almirall, S.A. (the “**Company**” or “**Almirall**”) under section 529.4 *decies* of Royal Decree-Law 1/2010, of 2 July, approving the consolidated version of the Spanish Companies Act (the “**Spanish Companies Act**”). It is intended to provide the Board of Directors with a substantiated proposal regarding the appointment of Mr. Ugo Di Francesco as an independent Director, to be submitted to the shareholders of the Company for approval at the next Annual General Meeting.

The Nominations and Remuneration Commission has reviewed the current composition of the Board of Directors and, after examining the matrix of responsibilities of the Board of Directors and its current competencies and needs, has concluded that it is necessary to set the number of members of the Board of Directors at ten. This will be approved, where appropriate, by the 2024 General Meeting of Shareholders

To this end, a search has been carried out for the best candidates to be appointed as members of the Board of Directors. Following the relevant analyses and interviews, the Nominations and Remuneration Commission has resolved to submit the proposal for the appointment of Mr. Ugo Di Francesco as an independent Director to the Board of Directors for subsequent approval by the General Meeting of Shareholders.

2. PROPOSED APPOINTMENT

2.1 PROFESSIONAL AND BIOGRAPHICAL PROFILE

Mr Di Francesco was CEO of the Chiesi Group from 2011 to 2022, overseeing all global operations of the company. He has 30 years of experience in the pharmaceutical industry. He previously served as Executive Vice Chairman and CEO of Sigma-Tau, overseeing all of Sigma-Tau’s European and global operations. Among other projects, he led the acquisition of the Specialty Care business of Enzon Inc. in the US.

He has also served as vice chairman of Amgen Corp (Thousand Oaks, USA) for Southern Europe, Middle East and Africa at the international headquarters in Zug, Switzerland. In 2002, he joined Novartis, based in Prague, as general manager and regional president of Novartis s.r.o. for the Czech Republic and Slovakia, and was subsequently appointed general manager and regional president of Novartis Pharma S.p.A. in Italy (Origgio, Varese).

In 1998, he joined Bristol Myers Squibb, based in Rome, as head of the Oncology Business Unit and, in 2000, he was appointed Vice President of the Pharmaceuticals Division of the Italian subsidiary of Bristol Myers Squibb Corp (Princeton, USA). Mr Di Francesco holds an Executive MBA from Bologna Business School.

2.2 CATEGORY

Mr. Ugo Di Francesco has been proposed by the Nominations and Remuneration Commission in view of his personal and professional qualities. The Nominations and Remuneration Commission has verified that he is not subject to any of the prohibitions set out in section 529.4 *duodecies* of the Spanish Companies Act and believes that he may hold the position without being conditioned by any relationship with the Company or its group, its significant shareholders or Directors. Therefore, the candidate fulfils the requirements to be classified as an independent Director of the Company under applicable regulations.

3. PROPOSED RESOLUTION

In view of the foregoing, the Nominations and Remuneration Commission considers that Mr. Di Francesco has the appropriate competence, experience and merits to perform his duties as a Director of the Company under the conditions established by law and therefore submits to the Board of Directors the proposal to appoint Mr. Ugo Di Francesco as a Director of the Company -specifically as an independent Director- for the term of two years.

The full text of the proposed resolution is as follows:

“Seventh 2.- Item 7.2 of the Agenda

Appointment of Mr. Ugo Di Francesco as independent Director.

In accordance with the proposal of the Nominations and Remuneration Commission and the report of the Board of Directors, to appoint Mr. Ugo Di Francesco, of legal age, an Italian national, with address at Via Menardi 8/A, 32043 Cortina d'Ampezzo, Italy and a holder of a passport no. YB0329207, as a member of the Board of Directors and specifically as an independent Director for a term of 2 years from the date of his appointment by the General Meeting.

The proposed appointment is supported by a report of the Board of Directors assessing the competence, professional experience and merits of Mr. Ugo Di Francesco. 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 Meeting.

Mr. Ugo Di Francesco may accept his appointment in any manner permitted by law.”

In Barcelona, on 8 April 2024.