

## Resolutions approved by the General Shareholders' Meeting

Almirall, S.A. (the “**Company**”), in accordance with the provisions of Article 227 of Law 6/2023 of 17 March on the Securities Market and Investment Services, and related provisions, hereby gives notice of the following

### OTHER RELEVANT INFORMATION

That the General Shareholders' Meeting of the Company at its meeting held in person, with the possibility of virtual attendance, on 10 May 2024, has adopted the following resolutions. A report with the voting results is attached at the end of this document as **Annex I**.

#### **FIRST.- Item 1 of the Agenda**

**Consideration and approval, if appropriate, of the annual accounts of the Company for the financial year 2023 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 2023.

#### **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 2023 and the accompanying management report.**

To approve the consolidated annual accounts and the consolidated management report for the year ended 31 December 2023.

#### **THIRD.- Item 3 of the Agenda**

**Consideration and approval, if appropriate, of the Statement of Non-Financial Information for the financial year 2023.**

To approve the statement of non-financial information for the financial year ended 31 December 2023.

#### **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 2023.**

To approve the management and performance of the Board of Directors as conducted during the financial year 2023.

#### **FIFTH.- Item 5 of the Agenda**

**Consideration and approval, if appropriate, of the allocation of the result of the financial year 2023.**

To approve the allocation of the result obtained during the financial year 2023, namely a

loss of 60,153,596.90 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 39,784,807.56 euros.

Such dividend shall be paid at the latest on 3 June 2024.

#### **SEVENTH.- Item 7 of the Agenda**

**Composition of the Board of Directors: Acknowledgement of the resignation tendered by Sir Tom McKillop from his position as external director. Determination of the number of members of the Board of Directors within the limits established in the Articles of Association. Appointment of independent directors.**

##### **SEVENTH 1.- Item 7.1 of the Agenda**

**Acknowledgement of the resignation tendered by Sir Tom McKillop from his position as external director.**

To acknowledge the resignation tendered by Sir Tom McKillop on 8 April 2024 with effect from the end of this Shareholders' Meeting, from his position as external director of the Company and, consequently, from his positions as Deputy Chairman of the Board of Directors of the Company and as member of the Nominations and Remuneration Commission.

##### **SEVENTH 2.- Item 7.2 of the Agenda**

**Establishment of the number of members of the Board of Directors at ten (10).**

To set the number of members of the Board of Directors at ten (10) Directors, within the limits established in the Articles of Association.

##### **SEVENTH 3.- Item 7.3 of the Agenda**

**Appointment of Mr. Ugo Di Francesco as an 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, 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.

#### **SEVENTH 4.- Item 7.4 of the Agenda**

##### **Appointment of Ms. Eva Abans Iglesias as an independent Director.**

In accordance with the proposal of the Nominations and Remuneration Commission and the report of the Board of Directors, to appoint Ms. Eva Abans Iglesias, of legal age, a Spanish national, with address at O'Donnell Street, 51, 28009 Madrid, Spain and a holder of National ID no. 02893046Z, 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, experience and merits of Ms. Eva Abans Iglesias. 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.

Ms. Eva Abans Iglesias may accept her appointment in any manner permitted by law.

#### **EIGHTH.- Item 8 of the Agenda**

##### **Re-election of KPMG Auditores, S.L. as statutory auditors of the Company and its consolidated group for the financial years 2024, 2025 and 2026.**

To re-elect KPMG Auditores, S.L. as the statutory auditor of Almirall, S.A. and its consolidated group, to carry out the audit for the financial years 2024 to 2026, both inclusive, and to authorise the Board of Directors -with the express power to delegate- to enter into the relevant professional services agreement subject to any clauses and provisions the Board deems appropriate. The Board of Directors is also authorized to make the relevant amendments thereto in accordance with applicable regulations from time to time.

This resolution is being passed on a proposal of the Board of Directors, following a proposal from the Audit Commission.

KPMG Auditores, S.L. may accept their appointment in any manner permitted by law.

KPMG Auditores, S.L. has its registered office at Paseo de la Castellana, 259C 28046 Madrid, Spain, and holds a Spanish tax ID number B-78510153. It is registered with the Commercial Register of Madrid, at volume 11.961, section 8, folio 90, page M-188,007, and in the Official Register of Auditors (ROAC) under number S0702.

#### **NINTH.- Item 9 of the Agenda**

##### **Consideration and approval, if appropriate, of the following amendments to the Company's Articles of Association.**

##### **NINTH 1.- Item 9.1 of the Agenda**

##### **Amendment of Article 37 ("Composition of the Board of Directors") of Section II ("The Managing Body") of Title V ("Regime and Administration of the Company").**

To amend Article 37 ("Composition of the Board of Directors") of Section II ("The Governing Body") of Title V ("Regime and Administration of the Company"), which shall

read as follows:

*"Article 37.- Composition of the Board of Directors*

*The Board of Directors will be composed of at least five (5) but no more than fifteen (15) members, to be decided by the General Meeting.*

*The number of board members will be determined by the General Meeting. To this end, the number of Board members may be determined directly by express agreement or indirectly by filling vacancies or appointing new members, up to the maximum limit indicated above.*

*The General Meeting must strive to ensure that, to the extent possible, the composition of the Board of Directors is such that the external or non-executive directors represent the majority compared to the executive directors, with the presence of independent directors as well.*

*The definitions of the different categories of directors will adhere to the Laws applicable at any given time.*

*In the case that an external director cannot be considered proprietary or independent, the company will disclose this circumstance and the links that person maintains with the company, its senior officers or shareholders.*

*To this end, directors who perform management functions for the Company or any member company of its Group will be understood as executive directors.*

*The Board will also strive to ensure, to the extent possible, that a majority of the external directors is composed of owners or representatives of owners of significant stable stakes in the Company's capital (proprietary directors) and persons of recognised prestige with no ties to the executive staff or significant shareholders (independent directors).*

*The Board must explain the classification of each Director to the General Meeting of Shareholders responsible for appointing or ratifying the Directors.*

*If the Chairperson is an executive director, the Board of Directors shall necessarily appoint, with the abstention of the executive Directors, a lead Director from among the independent Directors, who shall, in particular, have the authority to request the calling of a board meeting or the inclusion of new items on the agenda of a board meeting already convened, to coordinate and bring together the non-executive Directors and, where appropriate, to lead the periodic evaluation of the Chairperson of the Board of Directors".*

**NINTH 2.- Item 9.2 of the Agenda**

**Amendment of Article 42 ("Meetings of the Board of Directors") of Section II ("The Managing Body") of Title V ("Regime and Administration of the Company").**

To amend Article 42 ("Meetings of the Board of Directors") of Section II ("The Managing Body") of Title V ("Regime and Administration of the Company"), which shall read as follows:

*"Article 42.- Board of Directors meetings*

*The Board of Directors will meet as frequently as required to perform its functions and at least once a quarter, adhering to the dates and agenda items established at the beginning of the year. Each director may propose additional agenda items as long as the request is made at least five days before the scheduled meeting date. The Board will meet as convened by the Chairman as required for the smooth operation of the Company and at the request of at least two directors or the independent lead Director in which case the Meeting will be convened by the Chairman to be held within fifteen days of receiving the request.*

*If the Chairman is asked to call a meeting and fails to do so, without just cause, within one month of the request, directors accounting for at least one-third of the members of the Board may call a meeting, stipulating the agenda, to be held in the city where the Company's registered offices are located.*

*The call for ordinary meetings will be sent by certified letter, fax, telegram or e-mail and will be authorised with the signature of the Chairman or the Secretary or Assistant Secretary, by order of the Chairman. The call must be sent at least three days before the meeting date.*

*The call must include the agenda and be accompanied by any relevant information, duly prepared and summarised.*

*The above notwithstanding, the Board of Directors may be validly convened without the need for advance notice if all members are present or represented and they unanimously agreed to hold the meeting and address the proposed agenda items.*

*The Board may also pass motions by written vote without the need to hold a meeting, as provided for in the Capital Companies Act. Additionally, the meetings of the Board of Directors 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 Board of Directors present in any of the interconnected places will be deemed as attending the same and sole meeting of the Board of Directors."*

### **NINTH 3.- Item 9.3 of the Agenda**

**New Article 47 quater ("Governance Committee. Composition, powers and operation") in Section III ("Delegated bodies appointed by the Board") of Title V ("Regime and Administration of the Company").**

A new Article 47 quater ("Governance Committee. Composition, powers and operation") in Section III ("Delegated bodies appointed by the Board") of Title V ("Regime and Administration of the Company") shall be added to the Articles of Association of the Company, reading as follows:

*"Article 47 quater.- Governance Commission. Composition, powers and operation*

*1. A Governance Commission shall also be established within the Board of Directors in accordance with the following rules:*

- a) *The Governance Commission shall be composed of at least three (3) directors nominated by the Board of Directors, all of whom shall be independent and/or other external directors, without prejudice to the attendance of other Directors of other categories or senior officers if expressly resolved by the members of this Commission. The members of the Governance Commission shall be appointed with due regard to their knowledge, skills and experience, as well as the functions of the Commission. The Coordinating Director, if any, shall be a member of the Corporate Governance Commission.*
  - b) *The Chairman of the Governance Commission shall necessarily be an independent director elected from among the members of the Commission. The Coordinating Director, if appointed, shall chair the Governance Commission.*
  - c) *The Commission shall appoint a Secretary, who need not be a director. The Secretary shall attend meetings of the Commission with the right to speak but not to vote, unless he/she is a Director.*
2. *Without prejudice to any other functions delegated to it by the Board, the Governance Commission shall advise and assist the Coordinating Director in the discharge of his/her duties, having the following core functions:*
- *Advising to the Coordinating Director in relation to the possible convening of the Board, as well as regarding the introduction of new items on the agenda of any meeting of the Board that has already been convened.*
  - *Advising and assisting the Coordinating Director in coordinating and meeting with Non-Executive Directors and in communicating to the competent bodies of the Company the matters of concern he/she receives from them.*
  - *Advising and assisting the Coordinating Director in conducting, where appropriate, a periodic assessment of the performance of the Chairman of the Board of Directors when the Company's Chairman is an executive director, identifying potential conflicts of interest or situations of lack of transparency.*
  - *Informing and assisting the Coordinating Director in contacting investors and shareholders to ascertain their views in order to reach an opinion on their concerns and, in particular, in relation to the corporate governance of the Company.*
  - *Analysing and reviewing governance evaluations made by external agents (e.g. proxy advisors) and recommending appropriate measures to the Board of Directors.*
  - *Holding meetings and maintaining a direct and fluid dialogue with the areas of the Company in charge of Compliance and Governance, in order to identify potential areas of improvement and proposing appropriate measures to the Board of Directors.*
  - *Informing and assisting the Coordinating Director in coordinating any succession plans for the Chairman, without prejudice to the functions assigned to the Nominations and Remuneration Committee.*
  - *Advising and assisting the Coordinating Director in connection with chairing the*



*Board in the absence of the Chairman and the Vice Presidents, if any.*

3. *The Governance Commission shall generally meet quarterly. It shall also meet whenever convened by its Chairman, who shall do so whenever the Board or its Chairman requests the submission of a report or the adoption of proposals and in any case whenever it is appropriate to properly discharge its duties. Meetings of the Commission may be held in different locations connected by means of remote communication systems that allow the recognition and identification of the participants, permanent communication between them, discussion and voting, all in real time. Such meetings shall be deemed to have been held at the registered office. Members of the Commission attending at any of the connected locations shall be deemed for all purposes to be in attendance at the same and only meeting of the Commission.*

*The Commission shall also keep minutes of its meetings. A copy of such minutes shall be sent to all members of the Board.*

*The Board shall consider the proposals and reports submitted to it by the Commission.*

4. *In order to best perform its duties, the Governance Commission may seek the advice of external experts whenever it deems it necessary to discharge its duties properly.”*

#### **NINTH 4.- Item 9.4 of the Agenda**

##### **Approval of a new consolidated text of the Articles of Association**

To approve a consolidated version of the Articles of Association as a result of the above changes. The new version has been made available to shareholders on the occasion of the notice of call of the Annual General Meeting and is attached to the report of the Board of Directors.

#### **TENTH.- Item 10 of the Agenda**

##### **Approval of a new Long-Term Incentive Plan for the Senior Management**

To approve a new Long-Term Incentive Plan for the Senior Management. The regulations of the Long-Term Incentive Plan, approved by the Board of Directors of the Company following a proposal of the Nominations and Remuneration Commission, were made available to the shareholders as part of the documentation relating to the General Meeting of Shareholders as of the date of publication of the announcement of the call to meeting.

#### **ELEVENTH.- Item 11 of the Agenda**

##### **Approval of the authority to remunerate the members of the Board of Directors by delivering treasury shares in the Company.**

To approve the application of a remuneration policy for Directors such that a portion of the fixed remuneration that Directors receive in their capacity as such may be paid, if the Board of Directors so resolves, by delivering treasury shares of the Company. Accordingly the Directors, on each date of payment of the fixed remuneration, shall receive the fixed amount due to them, partly in cash and partly in shares, based on the value of such shares at the close of trading on the stock exchange session immediately

before the date on which the remuneration is paid.

The payment of fixed remuneration in the form of treasury shares may not exceed 50% of the individual remuneration due to each Director in each financial year. The maximum number of shares that may be allocated in each financial year under this remuneration system is 50,000 and the number of financial years in which remuneration may be paid in this manner is 5 years including the current financial year (i.e. 2024, 2025, 2026, 2027 and 2028).

#### **TWELFTH.- Item 12 of the Agenda**

##### **Approval of a new Remuneration Policy for Members of the Board of Directors**

To approve, pursuant to the provisions of section 529 *novodecies* of the Spanish Companies Act and in accordance with the substantiated proposal approved by the Board of Directors supported by the report of the Nominations and Remuneration Commission, a new Remuneration Policy for the members of the Board of Directors of the Company, to apply for the financial years 2024 (from the date of its approval by the Annual General Meeting of Shareholders), 2025, 2026 and 2027.

The text of the Remuneration Policy for the members of the Board of Directors, together with the report of the Nominations and Remuneration Commission and the reasoned proposal approved by the Board, has been made available to shareholders as part of the Annual General Meeting of Shareholders materials on the date of publication of the notice of the Annual General Meeting of Shareholders.

#### **THIRTEENTH.- Item 13 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, Barcelona, Bilbao and Valencia 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 2023 amounted to EUR 931,020,128.11.

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,

$$\text{Provisional no. of shares} = 39,784,807.56 / \text{StockPrice}$$

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:

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 2023, 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 2023 was EUR 931,020,128.11.

#### **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 Market 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.

#### **FOURTEENTH.- Item 14 of the Agenda**

##### **Authorisation to the Board of Directors for the Company and/or its subsidiaries to acquire treasury shares (*adquisición derivativa*) under applicable laws.**

To authorize the Company and/or its consolidated subsidiaries to acquire by means of any onerous title admitted in Law, within the limits and in accordance with statutory provisions, shares representing up to five per cent (5%) of the share capital of the Company, fully paid up, at a price per share not less than their par value and not more than five per cent (5%) higher than the last market price of the shares before the relevant acquisition.

This authority may only be exercised within five years from the date of the General Meeting.

The authorisation includes the acquisition of shares, if any, to be delivered directly to the employees and Directors of the Company as remuneration, incentive or otherwise, or as a consequence of the exercise of possible option rights held by them.

#### **FIFTEENTH.- Item 15 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.

**SIXTEENTH.- Item 16 of the Agenda**

**Submission of the Annual Report on Directors' Remuneration to an advisory vote.**

To approve the Annual Report on Remuneration of the members of the Board of Directors for the financial year 2023, as made available to the shareholders.

Barcelona, 12 May 2024

Pablo Divasson del Fraile  
Investor Relations Department  
[inversores@almirall.com](mailto:inversores@almirall.com)



**Annex I**  
**Voting results**

## JUNTA GENERAL ORDINARIA ALMIRALL, S.A. 10-mayo-2024

Celebrada a las 13:00 horas en 1ª Convocatoria

EMISION	ACCIONES	NOMINAL	CAPITAL
ES0157097017	209.393.724	0,12	25.127.246,88

TOTAL									
ORDEN	A FAVOR		EN CONTRA		ABSTENCION		EN BLANCO		%
DIA	VOTOS	%	VOTOS	%	VOTOS	%	VOTOS	%	QUORUM
1	165.458.971	99,9731	2.553	0,0015	42.084	0,0254	0	0,0000	100,0000
2	165.458.971	99,9731	2.553	0,0015	42.084	0,0254	0	0,0000	100,0000
3	165.488.088	99,9907	2.553	0,0015	12.967	0,0078	0	0,0000	100,0000
4	163.904.070	99,0335	1.378.937	0,8332	220.601	0,1333	0	0,0000	100,0000
5	165.501.055	99,9985	2.553	0,0015	0	0,0000	0	0,0000	100,0000
6	165.502.075	99,9991	1.533	0,0009	0	0,0000	0	0,0000	100,0000
7.2	165.490.047	99,9918	7.553	0,0046	6.008	0,0036	0	0,0000	100,0000
7.3	165.489.555	99,9915	8.045	0,0049	6.008	0,0036	0	0,0000	100,0000
7.4	165.489.799	99,9917	7.801	0,0047	6.008	0,0036	0	0,0000	100,0000
8	165.469.525	99,9794	2.801	0,0017	31.282	0,0189	0	0,0000	100,0000
9.1	165.490.047	99,9918	7.553	0,0046	6.008	0,0036	0	0,0000	100,0000
9.2	165.490.047	99,9918	7.553	0,0046	6.008	0,0036	0	0,0000	100,0000
9.3	165.463.738	99,9759	33.862	0,0205	6.008	0,0036	0	0,0000	100,0000
9.4	165.495.845	99,9953	7.553	0,0046	210	0,0001	0	0,0000	100,0000
10	163.253.321	98,6403	2.250.287	1,3597	0	0,0000	0	0,0000	100,0000
11	165.157.832	99,7910	40.501	0,0245	305.275	0,1845	0	0,0000	100,0000
12	160.895.668	97,2158	4.302.665	2,5997	305.275	0,1845	0	0,0000	100,0000
13	165.495.020	99,9948	7.553	0,0046	1.035	0,0006	0	0,0000	100,0000
14	165.285.180	99,8680	209.484	0,1266	8.944	0,0054	0	0,0000	100,0000
15	165.496.040	99,9955	6.533	0,0039	1.035	0,0006	0	0,0000	100,0000
16	135.815.730	82,0621	29.356.294	17,7376	331.584	0,2003	0	0,0000	100,0000