

GRIFOLS, S.A.

REPORT ON THE FUNCTIONING OF THE APPOINTMENTS AND REMUNERATION COMMITTEE DURING FISCAL YEAR 2023

I. Introduction

The Appointments and Remuneration Committee of Grifols, S.A. (the "**Company**" or "**Grifols**") was set up in 2004 in accordance with the international good governance principles and later in compliance with Law 31/2014, of 3 December, by virtue of which all companies issuing securities, whose shares or stocks have been admitted to trade on official secondary securities markets must have an Appointments and Remuneration Committee.

Since then, the legal regime governing Appointments and Remuneration Committees has been expanded and developed through the Royal Legislative Decree 1/2010, of 2 July, which approves the text of the Companies Law and the principles and practices on Corporate Governance.

The regulation of the composition, performance and organization of Grifols' Appointments and Remuneration Committee is established in accordance with the applicable Law, the Company's Articles of Association, the Company's Board of Directors' Regulation and the Technical Guide 1/2019 of the CNMV regarding appointments and remuneration committees¹. In this sense, Grifols, with the aim to comply and apply the best practices and principles on Corporate Governance matters, has incorporated the applicable legal regime to its Appointments and Remuneration Committee.

This report has been prepared by the Appointments and Remuneration Committee of Grifols on its meeting held on 11 December 2023 and it includes the most relevant aspects of the activities carried out during year 2023, as well as details on its structure and main responsibilities.

II. Composition

In accordance with the applicable regulations, all the members of the Appointments and Remuneration Committee of Grifols are non-executive directors, of which at least two are independent directors. Besides, the Chairperson is also an independent director.

The last time that the Company's Board of Directors approved to change the composition of the Appointments and Remuneration Committee was in the Board of Directors' meeting that was held on 10 June 2022. Since then, its composition has undergone the following changes: on 21 February 2023, the Company's Board of Directors unanimously resolved, prior proposal of the Company's Appointments and Remuneration Committee, to remove

¹ *Note: it is hereby informed that subsequent to the formulation of this report by the Appointments and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 3 May 2024, approved the Internal Regulations specific to the Appointments and Remuneration Committee. The purpose of these regulations is to govern, among other matters, the Committee's functions, composition, and operation, all in accordance with corporate governance recommendations and best practices.*

Mr. James Costos from his offices as member and Chairperson of the Appointments and Remuneration Committee, and appoint Ms. Carina Szpilka Lázaro as new member and Chairperson of the Appointments and Remuneration Committee, replacing Mr. James Costos. Ms. Carina Szpilka Lázaro was re-elected as a member and Chairperson of the Committee on 16 June 2023.

Therefore, since then its composition is as follows:

| Name | Position | Type |
|-------------------------------|------------------------|----------------|
| Ms. Carina Szpilka Lázaro | Chairperson | Independent |
| Ms. Susana González Rodríguez | Member | Independent |
| Mr. Tomás Dagá Gelabert | Member | Other External |
| Ms. Núria Martín Barnés | Secretary (non-member) | -- |

In accordance with the recommendations set forth in the Technical Guide 1/2019 of the CNMV regarding appointments and remuneration committees, the members of the Appointments and Remuneration Committee have been designated based on their diversity, particularly for their gender, professional experience, sectorial skills and knowledge and geographical origin, all of which encourages different points of view and diverse positions.

The professional profile of the members of the Appointments and Remuneration Committee can be found on Grifols' corporate website (www.grifols.com).

III. Responsibilities²

The Company's Articles of Association and the Board of Directors' Regulations confer to the Appointments and Remuneration Committee the following basic responsibilities:

- (a) to formulate and review the criteria to be followed for the composition of the Board of Directors and the selection of candidates, taking into account their competence, knowledge and experience necessary on the Board, specifying the duties and aptitudes that each candidate must have in case of vacancies in addition to assessing the time and commitment needed to perform their duties effective and efficiently;
- (b) to establish a representation target for the gender that is least represented in the Board of Directors and prepare guidelines to achieve said target;
- (c) to submit to the Board of Directors any proposals to appoint, re-elect and/or separate the independent directors prior to being submitted to the General Shareholders' Meeting or, as the case may be, being adopted by the Board exercising its power of co-option, and in all cases informing about the character of the director proposed;
- (d) to report the proposals of appointment, re-election and/or separation of the non-independent directors for their appointment by the Board of Directors by means of

² Note: it is hereby informed that subsequent to the formulation of this report by the Appointments and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 3 May 2024, approved the inclusion of certain functions, which are described in the complete text of on the amendment to the Internal Regulations of the Board of Directors, made available to the shareholders in connection with the call of the General Shareholders' Meeting.

co-option or their submission to the General Shareholders' Meeting by the Board of Directors;

- (e) to report the proposals of appointment and removal of the Chairperson and Vice-chairpersons of the Board of Directors;
- (f) to examine and organize the succession of the Chairperson of the Board of Directors and the chief executive officer and, as the case may be, to make proposals to the Board so that said succession takes place in an orderly and well planned manner;
- (g) to report the proposals of appointment and resignation of the Secretary and Vice-Secretaries of the Board of Directors;
- (h) to report the proposal of appointment and removal of senior management proposed by the chief executive officer to the Board and the basic conditions of their contracts;
- (i) to periodically review the remuneration policy applied to directors and senior management, including share-based remuneration schemes and their application, and ensure that their individual remuneration is proportionate to that paid to other directors and senior management of the Company;
- (j) to ensure that potential conflicts of interest do not impair the independence of the external advice provided to the Committee;
- (k) to verify the information on directors' and senior management remuneration included in the corporate documents, including the annual report on directors' remuneration;
- (l) to propose to the Board the Directors the directors who shall be part of each of the Committees;
- (m) to propose to the Board of Directors the remuneration policy of the directors and general managers or anyone performing top-level management duties under the direct supervision of the Board, executive committees or executive directors, as well as the individual remuneration and other contractual terms regarding the executive directors, ensuring its fulfilment;
- (n) to periodically review the payment programmes of executive officers, considering their adequacy and performance; and
- (o) to report on the transactions that imply or could imply conflicts of interest and, in general, on matters covered in Chapter IX of the Board of Directors' Regulations.

IV. Meetings and Activities

During fiscal year 2023 this Committee met on 12 occasions, specifically on the following dates:

- 14 February 2023;
- 21 February 2023;
- 27 February 2023;
- 11 April 2023;
- 26 April 2023;

- 2 May 2023;
- 3 May 2023;
- 15 June 2023;
- 5 September 2023;
- 11 October 2023;
- 15 November 2023; and
- 11 December 2023.

In 2023, the attendance quorum at the 12 aforementioned meetings has been 100%. During the meetings its members discussed and, when applicable, approved different matters related to their main responsibilities, in accordance with the applicable Law, the Company's Articles of Association, the Board of Directors' Regulations, the Unified Good Governance Code of Listed Companies and the Technical Guide 1/2019 of the CNMV regarding appointment and remuneration committees.

The most relevant events that took place during the referred fiscal year 2023 are detailed below:

- Approval of the annual remuneration report corresponding to the fiscal year 2022;
- Review of the term end dates of the Board members;
- Approval of the weight of ESG factors for the short-term incentive linked to ESG objectives for fiscal year 2023;
- Acknowledgment of the resignation submitted by Mr. Steven F. Mayer to his offices as Executive Chairman of the Company's Board of Directors and as a Board member;
- Proposal and report to appoint Mr. Thomas Glanzmann as the Executive Chairman of the Company in substitution of Mr. Steven F. Mayer;
- Proposal to change Mr. Thomas Glanzmann's category from "other external director" to "executive director";
- Proposal and report to remove Mr. Thomas Glanzmann as non-executive Vice-Chairman of the Company's Board of Directors and appoint Mr. Raimon Grifols Roura, as the Vice-Chairman of the Company's Board of Directors, in substitution of Mr. Thomas Glanzmann;
- Proposal to remove Mr. Thomas Glanzmann as member and Chairman of the Sustainability Committee and appoint Mr. James Costos as new member and also Chairman of the Sustainability Committee, in substitution of Mr. Thomas Glanzmann;
- Proposal to remove Mr. James Costos as member and Chairman of the Appointments and Remuneration Committee and appoint Ms. Carina Szpilka Lázaro as new member and also Chairperson of the Appointments and Remuneration Committee, in substitution of Mr. James Costos;
- Proposal of the Executive Chairman Services Agreement to be entered into with Mr. Thomas Glanzmann as Executive Chairperson of the Board of Directors;

- Approval of the proposal to change the composition of the Audit Committee at the request of Nasdaq consisting on the proposal to, (i) remove Mr. Tomás Dagá Gelabert as member of the Audit Committee and to appoint Ms. Montserrat Muñoz Abellana as new member of the Audit Committee, in substitution of Mr. Tomás Dagá Gelabert and (ii) remove Ms. Núria Martín Barnés as Secretary non-member of the Audit Committee and appoint Mr. Tomás Dagá Gelabert, as new Secretary non-member of the Audit Committee, in substitution of Ms. Núria Martín Barnés;
- Meeting with the Co-CEOs and the Executive Chairman of the Board of Directors on the Company's governance;
- Drafting of the report on the prior analysis of the Board of Directors' required competences;
- Drafting of the report on the proposal to re-elect Mr. Raimon Grifols Roura and Mr. Tomás Dagá Gelabert as non-independent members of the Board of Directors;
- Proposal to re-elect Ms. Carina Szpilka Lázaro, Mr. Íñigo Sánchez-Asiaín Mardones and Ms. Enriqueta Felip Font as independent members of the Board of Directors;
- Proposal to maintain the vacancy and number of members of the Board of Directors;
- Proposal to approve the Long-Term Incentive Plans (Stock Option Plans);
- Drafting of the report on the proposal of the Directors' Remuneration Policy for fiscal years 2023-2025;
- Proposal and favourably report to re-elect Mr. Raimon Grifols Roura as Vice-Chairman of the Board of Directors and Mr. Tomás Dagá Gelabert as Vice-Secretary of the Board of Directors;
- Proposal to re-elect Ms. Carina Szpilka Lázaro as Lead Independent Director of the Board of Directors;
- Proposal to re-elect Mr. Íñigo Sánchez-Asiaín Mardones as member and Chairperson of the Audit Committee, Ms. Carina Szpilka Lázaro as member of the Audit Committee and Mr. Tomás Dagá Gelabert as Secretary non-member of the Audit Committee;
- Proposal to re-elect Ms. Carina Szpilka Lázaro as member and Chairperson of the Appointments and Remuneration Committee and Mr. Tomás Dagá Gelabert as member of the Appointments and Remuneration Committee;
- Proposal to re-elect Ms. Enriqueta Felip Font as member of the Sustainability Committee;
- Proposal to approve the Company's Clawback Policy;
- Coordinating the recruitment process of a new independent board member;
- Approval of the evaluation of the Board of Directors to be performed internally;

- Joint meeting with the Sustainability Committee on the Remuneration of the Executive Board members linked to ESG objectives;
- Review of the remuneration policies for FY 2024 for key employees;
- Annual Board of Directors' and Committees' evaluation performed internally;
- Annual review of the performance of the Committee, the Chairman and CEOs and drafting of the relevant report on the functioning and performance of the Committee during fiscal year 2023;
- Review and approval of the category of the members of the Board of Directors;
- Acknowledgement of the resignation submitted by Mr. Victor Grifols Roura to his office as member of the Board of Directors;
- Approval and drafting of the report on the proposal to appoint Mr. Albert Grifols Coma-Cros by co-option as new executive member of the Board of Directors; and
- Acknowledgement of the resignation submitted by Mr. Tomás Dagá Gelabert to his office as Vice-Secretary of the Board of Directors and proposal and favourably report on the appointment of Ms. Laura de la Cruz Galán as Vice-Secretary of the Board of Directors.

V. Date of approval by the Board of Directors

This report is drawn up by the Appointments and Remuneration Committee on 11 December 2023 and has been approved by Grifols' Board of Directors on its meeting held on 18 December 2023.

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