

## GRIFOLS, S.A.

### REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE

---

This report is prepared in connection with the respective proposals of re-election of Mr. Raimon Grifols Roura and Mr. Tomás Dagá Gelabert, included on the agenda of the Ordinary General Shareholders' Meeting of Grifols S.A. ("**Grifols**" or the "**Company**") to be held both physically and by telematic means on first call at Avenida Generalitat 152-158, Polígono Can Sant Joan, Sant Cugat del Vallès (Barcelona), at 12:00 a.m. CET on 15 June 2023 and, on second call, on 16 June 2023, at the same place and time (the "**Ordinary Meeting**").

The report is issued in accordance with article 529 *decies* of the Capital Companies Act (*Ley de Sociedades de Capital*) (the "**CA**"). In accordance with said article, the proposals of appointment and re-election of non-independent directors shall be preceded by the corresponding report of the Appointments and Remuneration Committee.

#### **I. Re-election of Mr. Raimon Grifols Roura as a member of the Board of Directors.**

The Appointments and Remuneration Committee considers that Mr. Raimon Grifols Roura has favourably contributed to the performance and development of the Company's Board of Directors since he was appointed director in 2015 and has a broad experience in the Company's business sector. Mr. Grifols Roura has an in-depth knowledge of the internal functioning of the Company and its Group. He is Grifols' Co-Chief Executive Officer since January 2017, together with Mr. Victor Grifols Deu (also Co-Chief Executive Officer)<sup>1</sup> and having contributed to its constant growth and internationalization. Likewise, he currently holds several positions on the board of directors of companies within the Grifols Group.

Mr. Raimon Grifols Roura holds a degree in law from the University of Barcelona (*Universidad de Barcelona*).

With respect to the evaluation of the performance and the effective dedication of the board member from his appointment until now, this Committee has verified that Mr. Grifols Roura has carried out his duty as director with due care and diligence and has assisted and actively participated in the Board meetings. Furthermore, it is worth noting that this Committee considers that he has diligently and efficiently carried out his executive position in the best interest of the Company. Likewise, the Committee has analysed the requirements that board members must meet as established under the Company's Policy on Director Diversity in the Composition of the Board of Directors, and concludes that Mr. Grifols Roura is not disqualified for any reason of incompatibility or legal prohibition established under the applicable law or the corporate governance system.

---

<sup>1</sup> NOTE: the shareholders are hereby informed that after the drafting of this report by the Appointments and Remuneration Committee Mr. Raimon Grifols Roura and Mr. Victor Grifols Deu, no longer hold the position of Co-Chief Executive Officer of the Company. Mr. Thomas Glanzmann is currently the Executive Chairman and Chief Executive Officer of the Company. Mr. Raimon Grifols Roura, in addition to being a director and Vice-Chairman of the Company's Board, holds the position of Chief Corporate Officer and Mr. Victor Grifols Deu holds the position of Chief Operating Officer.

Due to Mr. Grifols Roura holding executive duties within the Company, it is expected that he shall be re-elected as an "executive" director.

Given the above, the Appointments and Remuneration Committee unanimously resolves to positively inform the Board's proposal of re-election of Mr. Raimon Grifols Roura as a member of the Board of Directors of the Company under the category of "executive" director, for a term of four (4) years.

## **II. Re-election of Mr. Tomás Dagá Gelabert as a member of the Board of Directors.**

The Appointments and Remuneration Committee considers that Mr. Tomás Dagá Gelabert has favourably contributed to the performance and development of the Company's Board of Directors since he was appointed director in 2000, providing valuable legal knowledge and experience, assisting the Company and its Group on its corporate transactions and, currently, he will be an important piece towards achieving the deleverage of the Company. Currently he is partner of the law firm Osborne Clarke in Spain, of which he is a founder, and also a member of several board of directors within the Grifols Group.

Mr. Tomás Dagá Gelabert holds a degree in law from the University of Barcelona (*Universidad de Barcelona*).

With respect to the performance and the effective dedication of the board member from his appointment until now, this Committee has verified that Mr. Dagá Gelabert has carried out his duty as director with due care and diligence and has assisted and actively participated in the Board meetings. Likewise, the Committee has analysed the requirements that board members must meet as established under the Company's Policy on Director Diversity in the Composition of the Board of Directors, and concludes that Mr. Dagá Gelabert is not disqualified for any reason of incompatibility or legal prohibition established under the applicable law or the corporate governance system.

It is expected that he shall be re-elected as an "other external" director.

Given the above, the Appointments and Remuneration Committee unanimously resolves to positively inform the Board's proposal of re-election of Mr. Tomás Dagá Gelabert as a member of the Board of Directors of the Company under the category of "other external" director, for a term of four (4) years.

\* \* \*

Barcelona, 2 May 2023  
The Appointments and Remuneration Committee