

## **GRIFOLS, S.A.**

### **REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE**

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This report is prepared in connection with the proposals of re-election of Mr. Raimon Grifols Roura, Mr. Tomás Dagá Gelabert, Ms. Carina Szpilka Lázaro, Mr. Íñigo Sánchez-Asiaín Mardones and Ms. Enriqueta Felip Font as members of the Board of Directors of Grifols, S.A. (“**Grifols**” or the “**Company**”), as well as the proposal to maintain the vacancy and number of members of the Board of Directors, included on the agenda of the Ordinary General Shareholders' Meeting of 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**”).

This report is issued in accordance with recommendation 14 of the Good Governance Code of Listed Companies, approved by the Spanish National Securities Market Commission (“**CNMV**”) in February 2015 and amended partially by CNMV’s board of directors on 25 June 2020 (“**GGC**”) with regards to the prior analysis that the Company's Appointments and Remuneration Committee of Grifols carries out regarding the Board of Directors' required competences. The conclusions of said analysis are included in this report.

#### **I. Analysis of the Company's Board of Directors' required competences.**

In accordance with recommendation 14 of the GGC, this Committee has analysed and reviewed the required competences or skills of the Board of Directors when proposing or reporting the re-election of Mr. Raimon Grifols Roura and Mr. Tomás Dagá Gelabert as non-independent board members and of Ms. Carina Szpilka Lázaro, Mr. Íñigo Sánchez-Asiaín Mardones and Ms. Enriqueta Felip Font as independent board members, as well as the need to maintain the vacancy left by the resignation of Mr. Steven F. Mayer on the Board of Directors.

Following such analysis, with the aim of maintaining a diverse and balanced composition within the Board, the Committee has positively valued the extensive professional background and proven experience of the board members to be re-elected in different and diverse sectors, such as, among others, healthcare, finance, digitalisation, science, innovation as well as legal. Furthermore, all of them have an extensive experience on the Board, which gives them a broad knowledge of the Company and the group, as well as of the business sector in which it operates.

In particular, special consideration is given to Mr. Raimon Grifols Roura's in-depth knowledge of the internal functioning of the Company and its group and the performance of his duties as Co-Chief Executive Officer of Grifols since his appointment on January 1, 2017. With regard to Mr. Tomás Dagá Gelabert, special consideration is given to his legal knowledge and experience, assisting the Company and the group on its corporate transactions. Likewise, the Committee positively values Ms. Carina Szpilka Lázaro's knowledge and experience in the business world, especially at technology companies, as well as her proven track record as an independent director at several national companies. Her role as Lead Independent Director has been positively valued by the Board of Directors and, also, her role as Chair of the Appointments and Remuneration Committee, working

for the improvement of the good governance of the Company. Furthermore, the Committee positively values Mr. Íñigo Sánchez-Asiáin Mardones' knowledge and experience in the business field, especially at companies in the financial and venture capital sectors. Finally, the Committee positively values Ms. Enriqueta Felip Font's professional career in the field of scientific research, her experience in the public sector and in positions on the governing bodies of several companies in several sectors. Therefore, considering their background, experience, knowledge and merits, this Committee recommends that the aforementioned five board members be maintained on the Board of Directors.

The Appointments and Remuneration Committee of Grifols has evaluated the time and dedication needed for board members to effectively carry out their duties and has concluded that the board members, which are being proposed or reported for re-election, have the sufficient time to diligently hold the position of board members, in the event of being effectively re-elected by the Ordinary Meeting.

Likewise, this Committee proposes and recommends not to fill the vacancy left by the resignation of Mr. Steven F. Mayer since the Company is carrying out a selection process for a new independent board member in accordance with its Policy on Director Diversity in the Composition of the Board of Directors. Since it has not been possible to complete such selection process in the time elapsed between the resignation and the call of the Ordinary Meeting, it is advisable to temporarily maintain the vacancy. Therefore, the vacancy on the Board is expected to be filled either by co-opting another candidate by the Board of Directors itself after the Ordinary Meeting, or by appointing another candidate at a subsequent General Shareholders' Meeting, being advisable in any case to maintain the number of members of the Board of Directors in twelve (12).

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Barcelona, 2 May 2023  
The Appointments and Remuneration Committee