REMUNERATION POLICY FOR DIRECTORS OF GRIFOLS, S.A. (THE "COMPANY" OR "GRIFOLS")

1. INTRODUCTION AND LEGAL FRAMEWORK

1.1. *Significant changes in respect of the previous Remuneration Policy*

The remuneration policy for Grifols' directors was approved for the last time by the Ordinary General Shareholders' Meeting on 10 June 2022 for application during fiscal years 2022, 2023, and 2024. As set out in Article 529 *novodecies* of the Companies Act, in the event of reviewing the policy, the most significant changes must be described and explained, as well as how the shareholders' votes and their views on said policy have been considered since such date.

The Appointments and Remuneration Committee thoroughly reviewed the current directors' remuneration policy and the remuneration system applied in the Company as a whole, also considering the comments made by the shareholders, investors, and other stakeholders, together with the results of the consultative vote on the annual remuneration report at each General Shareholders' Meeting. Following this review and analysis, the Appointments and Remuneration Committee, with the advice received from the external and independent advisor Mercer LLC, concluded that it was necessary to make the following modifications to the Company's remuneration policy to ensure that the remuneration policy contributes to the general business strategy and the long-term interests and sustainability of the Company and reinforce the alignment of the remuneration systems with the Company's long-term strategic plan, shareholders' interests, and sustainability, as well as Grifols' values, all with prudent risk management and avoiding conflicts of interest.

The main novelties in respect of the previous remuneration policy are as follows:

- Regarding the short-term variable remuneration to be paid to the Company's executive directors in cash, its metrics and their weight has changed to reinforce the objectives of the organization as a whole, directly linking such variable remuneration with the results of the Group, and with the adequate and prudent management of risks. Likewise, the short-term variable remuneration amount no longer includes partial payment in Company Class B shares (Restricted Stock Units) (up to now, the executive directors could decide receiving up to 50% of their variable remuneration in Class B shares). The payment of the short-term variable remuneration is now fully in cash.

- As a novelty, it also includes a long-term incentive plan for the Chief Operating Officer, executive director (the "**COO**") and the Chief Corporate Officer, executive director (the "**CCO**"), which consists in the award of stock options over the Company's Class A shares, and also, under separate terms and conditions, the award of Class A shares to the Executive Chairman and CEO, all of which to encourage compliance with the Group's long-term strategic priorities, the sustainability of the results over time and the creation of sustainable value for the shareholders.

- The main terms of the agreement entered into with the Company's Executive Chairman and CEO are set out.

- The remuneration of the Company's Honorary Chairman is set.

1.2. *Obligation of approving a remuneration policy – Provisions laid down in the Capital Companies Act*

Articles 529 *septdecies* and *octodecies* of the Capital Companies Act set out the obligation, for listed companies, of having a remuneration policy for directors, in which the remuneration that these have a right to receive in their capacity as directors and by performing executive duties, shall be determined and detailed.

Also, article 529 *novodecies* of the Capital Companies Act sets out that the directors' remuneration policy must comply with the remuneration system established in the Company's Articles of Association, and it shall be approved by the General Shareholders' Meeting as a separate item on the agenda, being applicable for a maximum period of three fiscal years. Additionally, the proposal of the remuneration policy of the Board of Directors shall be justified and must be accompanied with a specific report prepared by the Appointments and Remuneration Committee. Both documents must be available to the shareholders in the Company's web page from the moment the General Shareholders' Meeting is called. The shareholders may request the free delivery and shipment of said documents. The notice of the call of the General Shareholders' Meeting shall mention this right.

1.3. *Decision-making process to define, review and implement the Remuneration Policy, and measures to prevent or manage conflicts of interest.*

In accordance with article 15 of the Internal Regulations of the Board of Directors, and without prejudice to other duties assigned by the Board, the Appointments and Remuneration Committee must, as a core responsibility, 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 terms regarding the executive directors, ensuring its fulfilment. When determining the remuneration policy, the Appointments and Remuneration Committee considers the comparative market data, carrying out, to this end, an external competitive analysis of the remuneration package of all the Company's employees, among them, the management team. This analysis is carried out to analyse the adequacy of the compensation levels, and ensure that these are in line with market standards of other companies in the sector for equivalent levels of responsibility. Salary surveys carried out by independent consultants are usually used as a source of information for this analysis.

Furthermore, such Committee may also be assisted, if it so considers, by independent external remuneration consultants.

In addition, article 5.4 of the Regulations of the Board of Directors sets out, regarding the duties assigned to the Board of Directors, that:

"*As the core of its duties, the Board shall approve the strategy of the Company and the necessary organization for its implementation, as well as supervise and control that the Management meets objectives and respects the corporate purpose and interest of the Company. For this purpose, the Board in full shall reserve the capacity to approve:*

(a) the general policies and strategies of the Company, and in particular: (...) (vi) top management remuneration and performance evaluation; (...)

(b) the following decisions: (...) (ii) a contract entered into between the member of the Board of Directors appointed Chief Executive Officer, or who has been given executive duties, and the Company, detailing all the concepts for which said member can receive remuneration for performing executive duties; (iii) The determination of the remuneration to be perceived by each director in his/her condition as such, as well as the determination of the additional remuneration of the directors for the performance of executive duties and the terms and conditions that should be observed in their contracts, in accordance with the Law and the directors' remuneration policy approved by the General Shareholders Meeting;(...)".

The specific measures to identify and manage any potential conflict of interest in relation to the directors are set out generally in the Internal Regulations of the Board of Directors.

1.4. *Approval of the policy for a maximum period of three fiscal years*

The Board of Directors of Grifols, following a favourable report from the Appointments and Remuneration Committee, agreed at its meeting of 3 May 2023, to submit this remuneration policy to the General Shareholders' Meeting for its approval (the "**Remuneration Policy**").

It is noted that if the General Shareholders' Meeting of the Company approves this Remuneration Policy, it shall be applicable during fiscal years 2023, 2024 and 2025, unless a new resolution is adopted by the Company's General Shareholders' Meeting.

2. PRINCIPLES AND RULES OF THE REMUNERATION POLICY

2.1. *Guiding principles and rules*

The principles and rules on which the Company's Remuneration Policy is based are essentially the following:

- The Remuneration Policy contributes to the Company's long-term corporate strategy, interests and sustainability. Therefore, there is alignment between the remuneration systems and the Company's long-term strategic plan, shareholders' interests and sustainability.

- The directors' Remuneration Policy aims to remunerate directors appropriately based on their commitment, qualifications and actual responsibility, ensuring it does not become an obstacle to their independence.

- The directors' remuneration must be subject to market requirements, and it should be reasonable and, to the extent possible, in line with the remuneration of the directors of listed companies similar to Grifols, taking into account its size, international presence, main features and business sector.

- Variable remuneration policies shall include the necessary technical precautions to ensure that such remunerations are in accordance with the professional performance of their beneficiaries, and that they do not simply derive from the general evolution of the markets or business sector of the Company or other similar circumstances. Therefore, the remuneration policy of the executive directors includes "*pay for performance*" elements.

- The remuneration of directors in their capacity as such is based on the following main principles:

  - The remuneration shall consist of an annual fixed and determined compensation.

  - The determination of the remuneration of each director shall take into account the duties and responsibilities of each director, their participation in the Board's committees and other objective circumstances that the Board of Directors considers relevant.

  - The remuneration of non-executive directors shall not be based on remuneration systems relating to the delivery of Company shares, unless the directors keep them until they cease to be directors.

  - The directors shall have the right to be reimbursed for any expenses they have incurred in as a consequence of their duties as directors.

- The remuneration of the executive directors is based on the following main principles:

  - The remuneration for performing executive duties shall be set out in the corresponding contract, taking into account objective criteria, and must be adjusted to this Remuneration Policy as well as to the Company's Articles of Association.

  - The remuneration of the COO and the CCO shall be a fixed amount, a short-term variable amount (cash bonus) and a long-term incentive plan (stock option plan over the Company's Class A shares). Likewise, the remuneration of the Executive Chairman and CEO shall be a fixed amount, a short-term variable amount (cash bonus) and the granting of stock options over the Company's Class A shares.

- The annual short-term variable remuneration (cash bonus) of the COO, the CCO and the Executive Chairman and CEO shall be determined in relation to the achievement of specific, predetermined and quantifiable objectives, related to financial and non-financial metrics, with the aim of rewarding the creation of value through the achievement of the objectives set by the Company. The annual short-term variable remuneration is designed as a "pay for performance" compensation.

- The long-term variable remuneration (stock option plan over the Company Class A shares) is aimed at the COO and CCO (as executive directors), high-level managers, and other professionals that, because of their role or duties in the Group, are viewed as decisively contributing to the creation of value in the Company. As further detailed under Section 4.2 below, the vesting of the options awarded under the long term variable remuneration will be linked to the achievement of certain targets.

In summary, this Remuneration Policy aims to create value in Grifols, while seeking a way to manage risk in an adequate and prudent manner, to be in line with shareholders' interests, contributing to the Company's long-term strategy, interests and sustainability aiming to retain and attract talent and paying for performance, all strictly complying with the applicable regulations on matters related to the remuneration of directors in listed companies from time to time.

2.2. *Assessment of the Group's working conditions*

When proposing this Remuneration Policy, the Appointments and Remuneration Committee has considered the remuneration scheme and policy of the Group's employees as a whole. It should be noted that the remuneration structure applicable to top managers, including the COO, the CCO and that of the other employees of the Group is generally aligned and in consistency. Likewise, the principles and rules applicable to the remuneration of top managers (thus, including the executive directors) and that of the other employees of the Group are shared and, in both cases, contribute to the Company's long-term corporate strategy, interests and sustainability.

3. REMUNERATION OF DIRECTORS IN THEIR CAPACITY AS SUCH

3.1. *Principles*

The remuneration of the directors in their capacity as such consists of a fixed amount.

For such purpose, the General Shareholders' Meeting approves, as a separate item on the agenda, for its application during a maximum period of three fiscal years, the directors' remuneration policy, which shall necessarily determine the maximum amount of the annual remuneration to be paid to all the directors in their capacity as such. In addition, the Board of Directors shall distribute said remuneration among its members, by means of a board resolution, taking into account the duties and responsibilities of each director, the membership to board committees and other relevant objective circumstances.

Notwithstanding the foregoing, the directors have the right to be refunded on the expenses incurred upon while holding their office.

The Company will inform annually the amount paid to each director for being a member of the Company's Board of Directors and its committees in the annual report on the directors' remuneration, which shall be put to a vote, on a consultative basis and as a separate item on the agenda, during each Company's General Shareholders' Meeting.

Likewise, the Board of Directors, with the advice of the Appointments and Remuneration Committee, shall adopt all measures within its reach to guarantee that the remuneration of non-executive directors is in line with the following directives:

(a) the non-executive director should be remunerated in relation to his/her actual dedication, qualification and actual responsibility;

(b) the non-executive director should be excluded from remuneration systems relating to the delivery of Company or Group's company shares, stock options or financial instruments related to the value of the share, in variable remunerations linked to the Company's profits or welfare systems;

    This directive, however, shall not affect the delivery of Company shares, on condition that the directors keep them until they cease to be a director; and

(c) The amount of the non-executive director remuneration should be calculated in order to incentivise dedication, but not becoming an obstacle to their independence.

3.2. *Amount*

As indicated above, the directors' remuneration in their capacity as such consists of a fixed gross remuneration in cash, subject to their role and duties, which amounts to one hundred thousand euros (€100,000) for each member of the Board of Directors, with the exceptions that are further described in this section.

Additionally, the directors that are members of any of the Board of Directors' committees, that is, the Audit Committee, the Appointments and Remuneration Committee or the Sustainability Committee, shall each receive an additional gross payment of twenty-five thousand euros (€25,000) per year as a result of having a heavier workload. Therefore, those directors who are also members of a committee shall receive a gross annual fix remuneration of one hundred twenty-five thousand euros (€125,000).

Also, the directors that chair the Board of Directors' committees shall receive an additional gross amount of twenty-five thousand euros (€25,000) per year, again as a result of having a heavier workload than the other directors, thus they shall receive a gross annual fixed remuneration of one hundred fifty-thousand euros (€150,000).

For performing his/her duties, the lead independent director shall receive an additional gross remuneration of fifty thousand euros (€50,000), also as a result of the legal duties inherent to his/her role, thus he/she shall receive a gross annual fixed remuneration of one hundred fifty-thousand euros (€150,000).

Under no circumstance shall a non-executive director receive, for performing his/her duties, a gross annual remuneration of more than one hundred fifty-thousand euros (€150,000). The directors that render professional remunerated services to the Group or to the Company shall not receive any kind of remuneration for their condition as director, nor shall the executive directors.

Finally, and as stated above, the directors shall have the right to be reimbursed for any expenses incurred in while holding their office, as appropriate.

There are no other remuneration systems different from the ones detailed in this section which are being applied to the directors in their capacity as such.

In particular, directors in their capacity as such shall not receive variable remuneration. Also, the Company has not assumed any commitment or obligation related to pension, retirement or other similar schemes in relation to the directors in their capacity as such.

The maximum amount of the annual remuneration for all the directors for their membership in the Board of Directors of the Company and, if applicable, its committees, is set at €2,815,000. It should be noted that the aforementioned amount:

- has been established to provide some flexibility and to allow for possible changes that may occur during the term of this Remuneration Policy regarding the number of members comprising the Board of Directors (i.e., the number of directors could be increased to the maximum of 15 members set by the Company's Articles of Association), considering also that the maximum amount to be received by the Chairperson of the various committees and by the lead independent director is €150,000 and €125,000 by the directors in the event that all of them are members of a committee; and

- includes the remuneration to be received by the Honorary Chairman, all in accordance with paragraph 5 of this Remuneration Policy.

Notwithstanding the foregoing, it should be noted that, as of the date of this Remuneration Policy and taking into account the current composition of the Board of Directors and its various committees, the total remuneration to be received by all the directors for their membership of the Board of Directors of the Company and, if applicable, its committees and including the remuneration of the Honorary

Chairman is less than the aforementioned maximum figure.

4. EXECUTIVE DIRECTORS' REMUNERATION

4.1. *Principles*

The directors shall have the right to receive remuneration for performing their executive duties specified in the contracts approved in accordance with the Capital Companies Act, as long as it adjusts to the directors' remuneration policy approved by the General Shareholders' Meeting pursuant to the Company's Corporate Governance system and any applicable legal provision.

Additionally, article 26 of the Internal Regulations of the Board of Directors establishes that the remuneration policy of the Company shall establish at least the amount of the fixed annual remuneration corresponding to the directors for the performance of their executive duties and other provisions referred to in the applicable regulations. Likewise, said article establishes that the Board of Directors shall determine the individual remuneration of each director for the performance of the executive duties attributed to him/her within the framework of the remuneration policy, in accordance with the Company's Articles of Association and the provisions of his/her contract, subject to prior report from the Appointments and Remuneration Committee.

4.2. *Remuneration system*

The executive directors' remuneration system (both for the COO, the CCO and the Executive Chairman and CEO) consists of: (i) a fixed remuneration, rewarding the performance of executive duties, and (ii) a short-term variable remuneration, as a reward for achieving the Company's objectives (financial and non-financial) that are aligned with the Company's long-term strategy and interests. Additionally, the remuneration system of the COO and the CCO, respectively, includes the granting of stock options over the Company's Class A Shares to incentivize compliance with the Group's long-term strategic priorities, the sustainability of the results over time, and the sustainable creation of value for the shareholder. As for the Executive Chairman and CEO, his remuneration system also includes the granting of stock options over the Company's Class A shares as described and detailed in clause 4.2(d).

(a) *Fixed remuneration*

On the date of approval of this Remuneration Policy, there are three (3) executive directors who receive an annual fixed remuneration in cash as a result of their employment or, where appropriate, commercial relationship with the Company: the COO, the CCO and the Executive Chairman and CEO.

- Amount of the gross annual fixed remuneration of the COO and the CCO, respectively: 939,750€

- Amount of the gross annual fixed remuneration of the Executive

Chairman and CEO: 1,200,000€

The remuneration of the executive directors is determined taking into account the remuneration paid to analogous roles in similar companies, based on a comparative analysis carried out by Grifols' Human Resources Department, as proposed by the Appointments and Remuneration Committee.

The abovementioned fixed remuneration in cash may increase as a result of CPI and may also be annually reviewed based on the criteria approved from time to time by the Appointments and Remuneration Committee and the circumstances applicable at any given time, such as (but not limited to): substantial changes in the business, evolution of the Company's results or market comparable standards. When the circumstance so requires, the Board, at the proposal of the Appointments and Remuneration Committee, may decide to apply an increase, which would be detailed and explained in the Company's Annual Remuneration Report.

(b) *Short-term variable remuneration (cash bonus)*

The Company's remuneration policy takes into account the long-term financial objectives and management of the Company, among other things, with the purpose of reducing its exposure to any excessive rights, giving its top-level executives and its executive directors the possibility of obtaining a short-term variable remuneration. In addition, it contributes to the Company's long-term corporate strategy, interests and sustainability.

On the approval date of this Remuneration Policy, there are three (3) executive directors who receive a short-term variable remuneration as a result of their employment or, where appropriate, commercial relationship with the Company: the COO, the CCO and the Executive Chairman and CEO.

The maximum annual amount of the short-term variable remuneration may vary between 0% and 97.5% of the fixed annual remuneration. It should be highlighted that:

- if the level of achievement of the objectives does not reach 90%, the right to the variable short-term incentive will not accrue;

- if 90% of the objectives are achieved, the executive director may receive 32.5% of his/her annual fixed remuneration as short-term variable remuneration;

- if 100% of the objectives are achieved, the executive director may receive 65% of his/her annual fixed remuneration as short-term variable remuneration; and

- in the event of overachievement resulting in the achievement of 110% of the objectives, the executive director may receive 97.5% of his/her annual fixed remuneration as short-term variable remuneration.

The percentage of the variable remuneration is subject to achieving the Company's annual objectives that are quantitative, qualitative, specific, predetermined, and quantifiable, following common practices in similar companies. Said objectives are aligned with the Company's long-term strategy, interests, and sustainability.

The annual objectives are linked to financial and non-financial metrics and parameters, approved by the Board of Directors following a proposal from the Appointments and Remuneration Committee, such as, among others, those described below:

- **Economic metric related to certain annual targets linked to the Company's Group performance as a whole.**

  The weight of the economic metric shall be 40% for fiscal year 2023.

  The objectives related to the financial-economic metric will be established annually and will be approved by the Appointments and Remuneration Committee, being linked to the performance of the Company's Group as a whole, referenced to parameters such as: (i) **the adjusted EBITDA** (including for its calculation, the Company's subsidiary Biotest AG) ("*Adjusted EBITDA*") defined as the Group's EBITDA (including for its calculation, the Company's subsidiary Biotest AG) +/- transactional and restructuring costs, and other non-recurring items (which, for fiscal year 2023, will have a weight of 30%), and (ii) the **Operating Cash Flow**, including for its calculation, the Company's subsidiary Biotest AG, in accordance with the Group's consolidated annual accounts (which, for fiscal year 2023, will have a weight of 10%).

- **Metric related to the achievement of environmental, social and corporate governance (ESG) targets.**

  For the 2023 fiscal year, the weighting of the ESG metric will be 10%.

  10% of the variable remuneration that the Company's executive directors have a right to receive is linked to environmental, social and corporate governance (ESG) objectives. In particular, the weight of the metrics related to environment will be 25%, that related to social is 40% and to governance is 35%. The Board of Directors is authorized, upon the proposal of the Appointments and Remuneration Committee, to increase the weight of the metric linked to environmental, social and corporate governance objectives to a maximum of 35%. In this case, the decision adopted by the Board of Directors shall be detailed in the Annual Remuneration Report.

  In this regard, the Sustainability Committee and the Appointments and Remuneration Committee shall propose to the Board, for its approval, and based on the metrics used by an independent third party, in this case, the *Dow Jones Sustainability Index*, the objectives to be achieved during each fiscal year prior to their implementation. To this end, the election and evaluation of each of the objectives shall be made based on Grifols' progress with respect to the different metrics that the Dow Jones Sustainability Index analyses, which is published annually.

- **Metric related to the achievement of objectives set out in the integral operational improvement plan to create value for shareholders and reduce debt levels.**

  For the fiscal year 2023 the weighting of this metric linked to operational improvements shall be 20%.

- **Metric related to the achievement by the Company of milestones linked to innovation projects.**

  For the fiscal year 2023 the weighting of this metric linked to innovation shall be 10%.

- **Other operational-industrial metrics or financial variables with a maximum combined weighting of 20% for the fiscal year 2023.**

The specific achievement metrics and their corresponding weighting shall be set and assessed by the Appointments and Remuneration Committee and the Board of Directors, which must approve them for each fiscal year, prior proposal by such Committee.

Each year, the annual Remuneration Report shall detail the metrics and parameters for each fiscal year, to which the payment of the short-term variable remuneration is linked, and the weighting of each metric. The level of achievement of the objectives set for each fiscal year shall be reported.

To calculate the amount of the short-term annual variable remuneration, the Appointments and Remuneration Committee shall apply the strictest assessment procedures of the set objectives. The Committee may be advised by other committees and departments of the Company, which will provide it with information about the financial and non-financial results.

The short-term annual variable remuneration shall be paid exclusively in cash.

Likewise, it should be stressed that the Company may claim from the executive director the repayment of the amount of the short-term variable remuneration if the executive director engages in criminal or unethical behaviour.

(c) *Long-term variable remuneration plan for the COO and the CCO – granting of stock options over the Company's Class A shares*

If approved by the General Shareholders' Meeting from time to time, the Company may implement long-term variable remuneration systems based on the granting of stock options which give the right to acquire certain number of the Company's Class A shares. The decision to grant remuneration systems that consist in the delivery of shares or options over said shares, as well as any other remuneration system that is tied to the value of the Company's shares, corresponds to the General Shareholders' Meeting, at the proposal of the Board of Directors following a report from the Appointments and Remuneration Committee. Under no circumstance may the number of options or shares delivered exceed the maximum number approved by the General Shareholders' Meeting from time to time.

- The objectives of this system of remuneration (stock options over the Company's Class A Shares), as approved by the General Shareholders' Meeting from time to time, is to enhance the profitability and value of the Company for the benefit of its shareholders by enabling the Company to offer its COO and CCO share-based incentives, thereby creating a means to raise the level of equity ownership by such individuals, attract, retain and reward such individuals and strengthen the mutuality of interests between such individuals and the Company's shareholders. The number of stock options awarded to each participant will be based on the importance of the personal contribution for creating value for Grifols, their level in the organization and level of responsibility.

- The stock option plans over the Company's Class A Shares, as approved by the General Shareholders' Meeting from time to time, shall have a minimum total vesting period of four (4) years. The stock option plan, as approved by the General Shareholders' Meeting from time to time, will establish the specific vesting schedule and vesting conditions. The vesting conditions will necessarily be linked to the achievement of specific, predetermined and quantifiable objectives, related to financial and non-financial metrics, with the aim of rewarding the creation of value through the achievement of the objectives set by the Company. Further, vesting will also be conditioned upon passing an individual performance evaluation which will be undergone by the Company's Appointments and Remuneration Committee.

- The COO and the CCO, respectively, shall return all or part of any settled award, or the cash equivalent thereof, if, during the two years following the settlement of any award, it becomes evident that the settlement in question was based wholly or in part on information which has subsequently been clearly shown to be false, to contain serious inaccuracies or in case of fraud or unethical behaviour.

- Once the Class A shares corresponding to the stock option plans have been delivered, the COO and the CCO may only transfer their ownership once three (3) years have elapsed. This shall not apply if the COO or the

CCO, respectively, maintain, at the time of the transfer, shares of the Company with a value equal to an amount at least two (2) times their fixed gross annual remuneration, in accordance with what is established in recommendation number 62 of the Good Governance Code of Listed Companies. This obligation may also be fulfilled through the ownership of options or other financial instruments.

(d) *Long-term variable remuneration for the Executive Chairman and CEO– granting of stock options over the Company Class A shares*

If approved by the General Shareholders' Meeting, the Company shall award stock options over the Company's Class A shares under the below terms and conditions, exclusively to the Executive Chairman and CEO. Under this award, the Executive Chairman is granted (subject to the General Shareholders Meeting's approval) a one-time allocation in fiscal year 2023 of 700,000 options over the Company's Class A shares (the "**Options**") that give him the right to purchase a maximum of 700,000 Class A shares of the Company at an exercise price of 12.84€, which was the closing market price on the date when his service agreement was executed (i.e., 22 February 2023).

The Options will vest upon the second anniversary of their award date. Vesting of the Options will be subject to successfully passing an evaluation to be performed by the Board of Directors, prior report by the Appointments and Remuneration Committee, in which his performance as Executive Chairman during the duration of his contract will be evaluated. If the agreement is early terminated by the Company for cause, no Options shall be vested upon the Executive Chairman. The Company considers that this two-year vesting period is sufficient considering the duration of his contract (2 years).

When determining the remuneration for the Executive Chairman, the Appointments and Remuneration Committee proposed to the Board of Directors this incentive exclusively prepared for the Executive Chairman for the efforts required to execute the Company's strategic plan and, specifically, to reward his full commitment to implementing the integral operational improvement plan to promote organizational efficiency, improve the financial structure and prepare the Company for long-term growth.

(e) *Main features of the agreements of the executive directors*

a. Chief Operating Officer and Chief Corporate Officer

The agreements of the COO and the CCO, respectively, are standard indefinite term contracts. These contracts specify the services that the COO and the CCO, respectively, as such, shall be rendering to the Company, in accordance with the Capital Companies Act and Grifols internal regulations.

Without prejudice to these being standard, the contracts include some specific clauses.

In particular, they include takeover clauses by virtue of which, in the event of a takeover of Grifols, the COO and the CCO may each opt between staying in the Company or leaving, in which case they would have the right to receive a compensation equivalent to five (5) years of salary (calculated over the total average salary received in the last three (3) fiscal years). In the event of resigning, each the COO and the CCO, respectively, must notify it during the six (6) months following the takeover.

Grifols has decided to establish a compensation equivalent to five (5) years of salary considering that the remuneration of Grifols' managers is moderate.

On the other hand, each the COO and the CCO, respectively, is entitled to receiving a compensation equivalent to two (2) years of salary (calculated over the total average salary received during the last two (2) fiscal years), in the event the contract is terminated due to the Company's will, a change in the general management of the Company, or an unfair, or null and void dismissal by final sentence.

If the contract is terminated by the Company, the applicable prior notification period is of three (3) months or, in lieu of said prior notification, the Company may pay the equivalent to 3 months' salary. Likewise, if there is a change in the Company's general management, each the COO and the CCO, respectively, must exercise their right within the three (3) months prior to such a change.

In addition, each the COO and the CCO, respectively, has the right to resign from is position at the Company, in which case the notification period shall be of six (6) months.

The contracts also include post-contractual non-compete clauses for a one (1) year period, during which each the COO and the CCO, respectively, once their contracts are terminated, shall not be able to render services in companies of a similar nature to the Company.

Also, the COO and the CCO's contracts, respectively, set out that the Company shall have the right to claim the reimbursement of the variable remunerations previously satisfied, in the event that its payment (i) had not adjusted to the performance terms or required results for its payment, or (ii) had been paid based on data whose inaccuracy is verified at a later time.

Grifols' analysis was based on the selection of a number of comparable companies listed in the main index of the Spanish Stock Exchange, IBEX-35, and hence incorporates the principal Spanish companies taking into consideration their size, international presence and main characteristics, as well as the companies related to the plasma industry. On the basis of this analysis, the remuneration of Grifols is considered moderate, especially when compared in terms of stock exchange capitalisation.

Additionally, the characteristics of the hemoderivatives industry, with few main actors, have resulted in Grifols adopting a specific compensation policy.

b. Executive Chairman and CEO

The contract of the Executive Chairman has a duration of two (2) years. Both the Executive Chairman and the Company may terminate the contract with a three (3) month notice.

In particular, Executive Chairman's contract includes the following clauses:

- According to the takeover clause, if Grifols undergoes a takeover, the Executive Chairman may opt between remaining at or leaving the Company. If he chooses to leave, he must notify the Company within the six (6) months following the takeover event.

- A post-contractual non-compete clause: during one (1) year after the termination of his contract, the Executive Chairman may not render services in companies of a similar nature to the Company.

- The Executive Chairman's contract sets out that the Company shall have the right to claim the reimbursement of the variable remuneration previously satisfied if (i) it had not been adjusted to the performance terms or results required for its payment or (ii) it had been paid based on data whose inaccuracy is verified at a later time.

- If the Company unilaterally terminates the contract without cause, or the Executive Chairman terminates the contract because of a takeover in Grifols, if both cases occur after the approval of this Remuneration Policy by the General Shareholders' Meeting, the Executive Chairman shall have the right to receive a termination compensation amounting to the aggregate amount of the fixed remuneration not already paid and which he would have received up until the end of the initial 2-year term of the contract.

It should be highlighted that the Executive Chairman and CEO has not and will not receive any remuneration until the General Shareholders' Meeting approves this Remuneration Policy, after which he shall receive the amount of the unpaid remuneration since his appointment as Executive Chairman.

5. REMUNERATION OF THE HONORARY CHAIRMAN

The remuneration of the Honorary Chairman, taking into account his involvement and proven experience as director and chairman of the Company; in addition to his valuable knowledge of the Company and the sector in which the Company operates, as well as to the specific duties he carries out as Honorary Chairman, is different to the remuneration of the other directors.

The remuneration of the Honorary Chairman exclusively consists of a fixed annual amount of €965,000. The Honorary Chairman shall not receive a variable remuneration.

When deciding the remuneration of the Honorary Chairman, the additional duties that he shall perform and his duties as a director of the Company , were taken into account.

When determining Mr. Victor Grifols Roura's remuneration as Honorary Chairman, the Board of Directors, following prior report by the Appointments and Remuneration Committee, has considered his life-long experience in the plasma industry, as well as his invaluable understanding and knowledge of such sector, of the Company itself and strategic view. The Board of Directors believes such expertise and experience provide fundamental and irreplaceable contributions to the functioning of the Board, which make Mr. Victor Grifols Roura a key member. Further, his duties as the honorary representative acting as an ambassador for the Company, have been considered. In particular, but not limited to, these duties are related to the external representation of the Company in front of public or private institutions and public entities in Spain and abroad, and patient associations among others.

6. SUPERVISION OF THE APPLICATION OF THE REMUNERATION POLICY

Without prejudice to the provisions of the Capital Companies Act on matters related to the remuneration policy for members of the Board of Directors of the Company, Grifols' Board of Directors, once the relevant reports by the Appointments and Remuneration Committee have been prepared, shall regularly review and approve the principles and rules of the directors' remuneration policy as well as be responsible for supervising its application.

To that end, the Company's Board of Directors shall annually review this Remuneration Policy, with the objective of introducing any modifications that are required in accordance with the current legislation and as necessary.

7. TEMPORARY EXCEPTIONS

In accordance with article 529 *novodecies* of the Capital Companies Act, the Board of Directors, with the prior favourable report of the Appointments and Remuneration Committee, may apply temporary exceptions to the variable components of the executive directors' remuneration when necessary to ensure the long-term interests and sustainability of the Company.

In any event, the Company shall include in the Annual Remuneration Report the information about the exceptional situation that has taken the Board to approve the application of temporary exceptions, as well as any affected payments.

8. VALIDITY OF THE REMUNERATION POLICY AND NEW BOARD MEMBERS

Pursuant to the regulations currently in force regarding remuneration matters, this Remuneration Policy shall be valid during a maximum period of three (3) fiscal years (that is, from 2023 until 2025, inclusive) unless modified by Grifols' General Shareholders' Meeting.

Unless the General Shareholders' Meeting decides otherwise, this Remuneration Policy shall also be applied to any new director joining Grifols' Board of Directors, for as long as this Remuneration Policy is valid. The remuneration of new executive directors, if an executive director is appointed during the term of this Remuneration Policy, shall be in line with the executive directors' remuneration system set out in this Remuneration Policy. When proposing the remuneration for a new executive director, the Appointments and Remuneration Committee shall consider the experience and knowledge of the candidate, if any, in addition to his/her background (whether through internal promotion o by hiring an external candidate), as well as his/her remuneration level at the time of his/her appointment. In general, the basic contractual terms as well as the remuneration components described in this Remuneration Policy shall apply to any new executive director.

The Board of Directors of the Company, on its meeting dated May 3, 2023, prior report of the Appointments and Remuneration Committee, resolved to propose for its approval this Remuneration Policy to the General Shareholders' Meeting of the Company, which was approved by the latter at the General Shareholders' Meeting held on June 16, 2023.

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