

ISSUER IDENTIFICATION DETAILS

Year end-date:

31/12/2024

Tax ID (CIF):

A-78267176

Company name:

PHARMA MAR, S.A.

Registered office:

AVDA. DE LOS REYES, NÚM. 1 P.G. INDUSTRIAL LA MINA (COLMENAR VIEJO) MADRID

A. OWNERSHIP STRUCTURE

A.1. Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

Indicate whether company bylaws contain the provision of double loyalty voting:

☐ Yes
☒ No

Date of the last modification	Share capital	Number of shares	Number of voting rights
31/10/2024	10,933,336.80	18,222,228	18,222,228

Indicate whether there are different classes of shares with different associated rights:

☐ Yes
☒ No

A.2. List the company's significant direct and indirect shareholders at year end, including directors with a significant shareholding:

Name or company name of shareholder	% of voting rights attached to the shares		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
JOSÉ MARÍA FERNÁNDEZ SOUSA-FARO	6.11	5.24	0.00	0.00	11.36
MONTSERRAT ANDRADE DETRELL	5.24	0.00	0.00	0.00	5.24
ROSP CORUNNA PARTICIPACIONES EMPRESARIALES, S.L.	5.09	0.00	0.00	0.00	5.09
SANDRA ORTEGA MERA	0.00	5.09	0.00	0.00	5.09
SAMPUPILO, S.L.	5.04	0.00	0.00	0.00	5.04
PEDRO FERNÁNDEZ PUENTES	0.00	5.04	0.00	0.00	5.04

Breakdown of the indirect holding:

Name or company name of the indirect owner	Name or company name of the direct owner	% of voting rights attached to the shares	% of voting rights through financial instruments	% of total voting rights
JOSÉ MARÍA FERNÁNDEZ SOUSA- FARO	MONTSERRAT ANDRADE DETRELL	5.24	0.00	5.24
SANDRA ORTEGA MERA	ROSP CORUNNA PARTICIPACIONES EMPRESARIALES, S.L.	5.09	0.00	5.09
PEDRO FERNÁNDEZ PUENTES	SAMPUPILO, S.L.	5.04	0.00	5.04

Indicate the most significant changes in the shareholder structure during the year:

The shares of Pharma Mar, owned by SAFOLES, S.A., were transferred to SAMPUPILO, S.L. as a result of the transformation of SAFOLES, S.A. into a limited company, by deed executed before the notary public of Vigo, Mr. Pablo Rueda Rodríguez-Vila, on 3 May 2024, and the subsequent total spin-off of SAFOLES, S.L. and the incorporation of -among other companies- SAMPUPILO, S.L., by deed executed before the same notary public on 9 September 2024, the date on which the transfer took place.

A.3. Give details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A2 above:

Name or company name of director	% voting rights attributed to shares (including loyalty votes)		% of voting rights through financial instruments		% of total voting rights	Of the total % voting rights attached to the shares, indicate, where appropriate the % of additional votes attached to loyalty voting shares	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
EDUARDO SERRA REXACH	0.06	0.00	0.00	0.00	0.06	0.00	0.00
EMILIANO CALVO ALLER	0.00	0.02	0.00	0.00	0.02	0.00	0.00
BLANCA HERNÁNDEZ RODRÍGUEZ	0.01	0.00	0.00	0.00	0.01	0.00	0.00
ROSA MARÍA SÁNCHEZ-YEBRA ALONSO	0.00	0.00	0.00	0.00	0.00	0.00	0.00
SOLEDAD CUENCA MIRANDA	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Total percentage of voting rights held by the Board of Directors	11,43
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Ms. Rosa María Sánchez-Yebra Alonso is the direct holder of 800 shares representing 0.004% of the share capital.
Ms. Soledad Cuenca Miranda is the direct holder of 153 shares representing 0.001% of the share capital.

Breakdown of the indirect holding:

Name or company name of director	Name or company name of the direct owner	% voting rights attributed to shares (including loyalty votes)	% of voting rights through financial instruments	% of total voting rights	Of the total % voting rights attached to the shares, indicate, where appropriate the % of additional votes attached to loyalty voting shares
EDUARDO SERRA REXACH	EDUARDO SERRA Y ASOCIADOS, S.L.	0.00	0.00	0.00	0.00
EMILIANO CALVO ALLER	ONCOART ASSOCIATED, S.L.	0.02	0.00	0.02	0.00

EDUARDO SERRA Y ASOCIADOS, S.L. holds 794 shares representing 0.004% of the share capital.

List the total percentage of voting rights represented on the board:

Total percentage of voting rights held by the Board of Directors	21.59
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A.4. If applicable, indicate any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, with the exception of those reported in section A.6:

Name or company name of related party	Nature of relationship	Brief description
JOSÉ MARÍA FERNÁNDEZ SOUSA-FARO, MONTSERRAT ANDRADE DETRELL	Family	Mr. José María Fernández Sousa-Faro is married under a community property regime with Ms. Montserrat Andrade Detrell, who is also a significant shareholder of the Company.
MONTSERRAT ANDRADE DETRELL, JOSÉ MARÍA FERNÁNDEZ SOUSA-FARO	Family	Ms. Montserrat Andrade Detrell is married under a community property regime with Mr. José María Fernández Sousa-Faro, who is also a significant shareholder of the Company.

A.5. If applicable, indicate any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or its group, unless they are insignificant or arise in the ordinary course of business:

Name or company name of related party	Nature of relationship	Brief description
JOSÉ MARÍA FERNÁNDEZ SOUSA-FARO	Contractual	On 26 February 2015, the Company and the Chairman entered into an executive services agreement that sets out the items for which he may obtain compensation for the performance of his executive duties (fixed and variable annual compensation, extraordinary bonus, attendance allowances, compensation for termination of the contract for causes attributable to the Company). In June 2020, both parties agreed in an addendum to the agreement to modify the total percentage of the Chairman's annual variable compensation, effective 01/01/2020. On 15/04/2021 they signed an Addendum II, agreeing to increase the fixed remuneration for 2021 and to modify the contractual regulation of the updating of this fixed compensation for 2022, as well as to modify the variable compensation for 2021 and 2022; and on 28/02/2022 they signed an Addendum III agreeing to modify the fixed compensation and the percentage of the variable compensation, effective 01/01/2022.

- A.6.** Unless insignificant for both parties, describe the relationships that exist between significant shareholders, shareholders represented on the Board and directors or their representatives in the case of directors that are legal persons.

Explain, if applicable, how the significant shareholders are represented. Specifically, indicate those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders, or who are linked to significant shareholders and/or companies in their group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of any directors of the listed company, or their representatives, who are in turn members or representatives of members of the Board of Directors of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders.

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post
SANDRA ORTEGA MERA	ROSP CORUNNA PARTICIPACIONES EMPRESARIALES, S.L.	ROSP CORUNNA PARTICIPACIONES EMPRESARIALES, S.L.	Sandra Ortega Mera is the sole shareholder of ROSP CORUNNA PARTICIPACIONES EMPRESARIALES, S.L.
PEDRO FERNÁNDEZ PUENTES	SAMPUPILO, S.L.	SAMPUPILO, S.L.	Pedro Fernández Puentes is the controlling shareholder and a joint director of SAMPUPILO, S.L., as well as an executive director and Vice Chairman of the Board of Directors of Pharma Mar, S.A., also forming part of its employee workforce.

- A.7.** Indicate whether the company has been notified of any shareholders' agreements that may affect it, in accordance with the provisions of Articles 530 and 531 of the Spanish Capital Corporations Law. If so, describe them briefly and list the shareholders bound by the agreement:

☐ Yes
☒ No

Indicate whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:

[] Yes
[√] No

If any of the aforementioned agreements or concerted actions have been amended or terminated during the year, indicate this expressly:

A.8. Indicate whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Securities Market Act. If so, identify them:

[] Yes
[√] No

A.9. Complete the following table with details of the company's treasury shares:

At the close of the year:

Number of direct shares	Number of indirect shares (*)	Total percentage of share capital
647,297	354	3.55

(*) Through:

Name or company name of direct shareholder	Number of direct shares
SYLENTIS, S.A. SOCIEDAD UNIPERSONAL	354
Total	354

Explain the significant changes during the year:

Explain the significant changes

On 23 April 2024, the Board of Directors of the Company approved the establishment of a buy-back programme to acquire shares in the Company, the purpose of which is to reduce the Company's share capital by redeeming the shares acquired under this programme, thereby improving earnings per share and contributing to shareholder remuneration, and subject to limits as to maximum number of shares, maximum effective amount and duration.

The maximum amount of € 5,000,000 foreseen for this programme was reached on 24 September 2024. In total, from its commencement on 6 May 2024 until its completion on 24 September 2024, 132,679 treasury shares were acquired, representing 0.72% of the Company's share capital. The capital reduction was carried out by deed on 31 October 2024, reducing the share capital by € 79,607.40 through the redemption of the aforementioned 132,679 shares.

Subsequently, on 18 December 2024, the Board of Directors agreed to carry out a new share buyback programme, which commenced on 23 December 2024, in order to comply with the obligations arising from the Share Plans for executives and employees of the Group. This programme is also subject to limits as to maximum number of shares and maximum effective amount and duration and on 21 February 2025 the maximum amount of €5,000,000 foreseen for this programme was reached. A total of 58,870 treasury shares, representing 0.32% of the Company's share capital, were acquired under this programme.

A.10. Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares:

See section H.1

A.11. Estimated float:

	%
Estimated float	74.86

A.12. Indicate whether there are any restrictions (articles of incorporation, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, indicate the existence of any type of restriction that may inhibit a takeover of the company through acquisition of its shares on the market, as well as such regimes for prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.

☒ Yes
☐ No

Description of restrictions

Article 18 of the Bylaws establishes the right of shareholders with at least 100 shares, notwithstanding the right of shareholders with fewer shares to form groups with other shareholders in identical circumstances to accumulate the required number of shares, to attend the General Shareholders Meeting, either physically or by telematic means.

In accordance with Article 25.2 of the Bylaws, as regards calculating votes, each share present in person or by proxy at the General Shareholders Meeting shall have the right to one vote, excluding non-voting shares, in accordance with the provisions of law. It is worth noting in this regard that the Company has resolved on the issuance of non-voting shares.

It is worth noting that Article 25.3 of the Bylaws establishes the following as restrictions on the exercise of the voting right:

- No shareholder may cast a number of votes exceeding 25% of total voting capital from time to time, even when the number of shares held thereby is greater than the aforesaid capital percentage. This limit shall not affect the votes applicable to the shares represented by a shareholder by proxy (in the terms provided in Article 19 of the Bylaws), notwithstanding the individual application to each shareholder so represented of the same 25% limit for the votes related to the shares held thereby.
- This restriction shall also apply to: (i) the maximum number of votes that may be cast –jointly or separately– by two or more corporate shareholders belonging to the same corporate groups; and (ii) the maximum number of votes that may be cast by a natural person shareholder and the company or companies, also shareholder(s), which are controlled by said natural person, whether cast jointly or separately.
- Those shares that belong to one holder, to a group of entities or to a natural or legal person, and the companies controlled by said natural or legal person, as well as all individuals or entities acting collectively with the aforementioned, shall be fully accounted for among the shares attending the Shareholders Meeting to obtain the necessary quorum in terms of capital required to hold the meeting, but at the time of voting, the aforementioned limit on the number of votes (25%) shall apply.
- Article 25.3 of the Bylaws states that the limit established in this section shall cover any material subject to a decision of the General Shareholders Meeting, including the appointment of directors by the proportional system, but excluding amendment of its Article 25, which shall in any case require the approval of a qualified majority of 75% of the capital present in person or by proxy, in first and second call.
- The limit shall be null and void when, following a public tender offer, the offeror has reached a percentage equal to or greater than 70% of the voting capital, unless said offeror was not subject to equivalent neutralization measures, or if such measures were not adopted, as provided in Article 527 of the Spanish Capital Corporations Law. The removal of the aforesaid limits shall be effective as of the date on which the settlement results of the offer are published in the Quotation Bulletin of the Madrid Stock Exchange.

A.13. Indicate whether the general shareholders' meeting has resolved to adopt measures to neutralise a takeover bid by virtue of the provisions of Law 6/2007.

☐ Yes
☒ No

If so, explain the measures approved and the terms under which such limitations would cease to apply:

A.14. Indicate whether the company has issued shares that are not traded on a regulated EU market.

☒ Yes
☐ No

If so, indicate each share class and the rights and obligations conferred:

Indicate the various share classes

At a meeting on 19 May 2015, the Board of Directors of Zeltia, S.A. resolved to issue simple bonds through its incorporation to the Spanish Alternative Bond Market (MARF) on 8 July 2015, the primary terms and conditions of which are as follows:

- a) The nominal amount of the issue was seventeen million euros (€17,000,000), represented by 170 simple bonds;
- b) The bonds will mature in 12 years from the payout date for the issue (7 July 2015);
- c) The issue was aimed at a single qualified Spanish investor, through private placement;
- d) The bonds were issued at par with a unit par value of one hundred thousand euros (€100,000) and are represented by book entries. The company Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) and its member entities are responsible for recording the book entries for these bonds in the company's records;
- e) The bonds accrue annual nominal fixed interest of 4.75%, payable for completed years counting from the payout date;
- f) The Company guarantees its obligations deriving from the bonds with its full equity and has not granted any specific guarantee; and
- g) The terms and conditions of the bonds are governed by Spanish law.

The aforementioned bond issue was assumed by Pharma Mar, S.A. by virtue of the takeover merger of Zeltia, S.A. by Pharma Mar, S.A.

B. GENERAL SHAREHOLDERS' MEETING

B.1. Indicate whether there are any differences between the minimum quorum regime established by the Spanish Capital Corporations Law for General Shareholders' Meetings and the quorum set by the company, and if so give details.

☒ Yes
☐ No

	% quorum different from that established in Art. 193 LSC for general matters	% quorum different from that established in Art. 194 LSC for special cases under Article 194 LSC
Quorum required at 1st call	50.00	50.00
Quorum required at 2nd call	0.00	25.00

Description of differences

The quorum necessary to hold the General Shareholders Meeting is established in Article 20 of the Bylaws and, in the same manner, in Article 8 of the General Shareholders Meeting Regulations.

Article 20.1 of the Bylaws, unlike Article 193.1 LSC, which sets a minimum quorum of twenty-five percent of the subscribed voting capital in first call, establishes a minimum quorum for the General Shareholders Meeting, whether annual or special, of attendance of shareholders representing at least fifty percent of the subscribed voting capital in first call. In second call, the General Meeting will be validly assembled no matter the share capital represented.

Therefore, the system provided for in the Company's Bylaws differs from the minimums provided for in the LSC, as the Bylaws require a quorum of fifty percent of subscribed voting capital in order to hold a General Shareholders Meeting in first call, regardless of the type of resolutions being addressed.

B.2. Indicate whether there are any differences between the company's manner of adopting corporate resolutions and the regime provided in the Spanish Capital Corporations Law (LSC) and, if so, give details:

[☒] Yes
[☐] No

	Reinforced majority difference from that established in Article 201.2 LSC for cases provided in Art. 194.1 LSC	Other matters requiring a qualified majority
% established by the company for the adoption of resolutions	75.00	0.00

The adoption by the Company's General Shareholders Meeting of the resolutions referred to in Article 194.1 LSC do not require a special majority beyond that established in Article 201.2 LSC, except as regards the amendment to Article 25 of the Bylaws, on the adoption of resolutions, the approval of which requires a qualified majority vote of 75% of the capital present, in person or by proxy, both in first and second call.

Article 25.3 of the Bylaws states that no shareholder may cast a number of votes exceeding 25% of total voting capital from time to time, even when the number of shares held thereby is greater than the aforesaid capital percentage. This restriction shall also apply to the maximum number of votes that two or more shareholding companies belonging to the same corporate group may cast, whether jointly or separately. This restriction shall also apply to the maximum number of votes that a natural person shareholder and the entity or entities, also shareholders, controlled thereby may cast, whether jointly or separately.

- B.3.** Indicate the rules for amending the company's articles of incorporation. In particular, indicate the majorities required for amendment of the articles of incorporation and any provisions in place to protect shareholders' rights in the event of amendments to the articles of incorporation.

In general, Article 50 of the Bylaws establishes the following:

"The amendment of the Bylaws shall be resolved upon by the General Shareholders Meeting and shall require compliance with the following requirements:

1. The directors or, as the case may be, the shareholders issuing the proposal shall draft the full contents of the proposed amendment and shall issue a written report Reason said amendment.
2. The proposed amendments shall be clearly stated in the meeting notice, which shall also specify the shareholders' right to inspect, at the registered offices, the full text of the proposed amendment and the report on said amendment, as well as to request that said documents be delivered or sent to them free of charge.
3. The resolution shall be adopted by the General Shareholders Meeting in compliance with the quorums established by law and these Bylaws for holding the Meeting and adopting resolutions.
4. In any case, the resolution shall be drawn up as a public deed and registered in the Mercantile Registry and published in the Official Mercantile Registry Bulletin."

There are no special requirements beyond those established in the legislation in force for the amendment of the corporate Bylaws, except as regards the amendment of Article 25, on the adoption of resolutions. As indicated in section B.2, *supra*, the amendment of said Article 25 requires that the resolution be adopted by a qualified majority of 75% of the capital present, in person or by proxy, in both first and second call.

- B.4.** Give details of attendance at General Shareholders' Meetings held during the reporting year and the two previous years:

	Attendance data				
Date of general meeting	% physical presence	% present by proxy	% distance voting		Total
			Electronic voting	Other	
29/06/2022	17.56	19.47	0.08	0.25	37.36
Of which Float	0.79	14.42	0.08	0.25	15.54
31/05/2023	17.25	21.30	0.06	0.31	38.92
Of which Float	0.91	16.24	0.06	0.31	17.52
29/05/2024	17.40	17.16	0.01	0.27	34.84
Of which Float	1.00	12.16	0.01	0.27	13.44

- B.5.** Indicate whether any point on the agenda of the General Shareholders' Meetings during the year was not approved by the shareholders for any reason:

[] Yes
[☒] No

- B.6.** Indicate whether the articles of incorporation contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or to vote remotely:

[☒] Yes
[] No

Number of shares required to attend General Meetings	100
Number of shares required for voting remotely	

B.7. Indicate whether it has been established that certain decisions, other than those established by law, entailing an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions must be submitted for approval to the General Shareholders' Meeting:

☐ Yes
☒ No

B.8. Indicate the address and manner of access on the company's website to information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website:

Information on the Company's corporate governance can be accessed through Pharma Mar, S.A.'s website, www.pharmamar.com, by clicking on the "Investors" heading on the main page and under that heading, within the section titled "Corporate Governance" (<https://pharmamar.com/en/investors/corporate-governance/governing-bodies/>).

Furthermore, information on the Company's General Shareholders Meetings can be accessed through Pharma Mar, S.A.'s website, www.pharmamar.com, by clicking on the "Investors" heading on the main page and under that heading, within the section titled "General shareholder meeting materials" (<https://pharmamar.com/en/investors/corporate-governance/shareholder-meeting-materials/>).

C. STRUCTURE OF THE COMPANY'S ADMINISTRATION

C.1. Board of directors

C.1.1 Maximum and minimum number of directors established in the articles of incorporation and the number set by the general meeting:

Maximum number of directors	15
Minimum number of directors	3
Number of directors set by the general meeting	12

C.1.2 Complete the following table on Board members:

Name or company name of director	Representative	Category of director	Position on the board	Date first appointed	Date of last appointment	Election procedure
JOSÉ MARÍA FERNÁNDEZ SOUSA-FARO		Executive	CHAIRMAN	30/04/1986	29/06/2022	GENERAL SHAREHOLDERS MEETING RESOLUTION
EDUARDO SERRA REXACH		Other External	DIRECTOR	15/04/2021	15/04/2021	GENERAL SHAREHOLDERS MEETING RESOLUTION
FERNANDO MARTÍN-DELGADO SANTOS		Other External	DIRECTOR	21/12/2022	31/05/2023	GENERAL SHAREHOLDERS MEETING RESOLUTION
EMILIANO CALVO ALLER		Independent	DIRECTOR	29/06/2022	29/06/2022	GENERAL SHAREHOLDERS MEETING RESOLUTION
MARIANO ESTEBAN RODRÍGUEZ		Independent	DIRECTOR	29/06/2022	29/06/2022	GENERAL SHAREHOLDERS MEETING RESOLUTION
CARLOS SOLCHAGA CATALÁN		Other External	DIRECTOR	30/06/2015	31/05/2023	GENERAL SHAREHOLDERS MEETING RESOLUTION
BLANCA HERNÁNDEZ RODRÍGUEZ		Independent	DIRECTOR	26/06/2019	31/05/2023	GENERAL SHAREHOLDERS MEETING RESOLUTION
SOLEDAD CUENCA MIRANDA		Independent	DIRECTOR	31/05/2023	31/05/2023	GENERAL SHAREHOLDERS MEETING RESOLUTION
SANDRA ORTEGA MERA		Shareholder-Appointed	DIRECTOR	29/06/2022	29/06/2022	GENERAL SHAREHOLDERS MEETING RESOLUTION

PEDRO FERNÁNDEZ PUENTES		Executive	VICE CHAIRMAN	30/04/1986	29/06/2022	GENERAL SHAREHOLDERS MEETING RESOLUTION
ROSA MARÍA SÁNCHEZ-YEBRA ALONSO		Independent	DIRECTOR	29/06/2022	29/06/2022	GENERAL SHAREHOLDERS MEETING RESOLUTION
MONTSERRAT ANDRADE DETRELL		Shareholder-Appointed	DIRECTOR	30/06/2015	31/05/2023	GENERAL SHAREHOLDERS MEETING RESOLUTION

Total number of directors	12
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Indicate any cessations, whether through resignation or by resolution of the general meeting, that have taken place in the Board of Directors during the reporting period:

Name or company name of director	Category of the director at the time of cessation	Date of last appointment	Date of cessation	Specialised committees of which he/she was a member	Indicate whether the director left before the end of his or her term of office

C.1.3 Complete the following tables on the members of the Board and their categories:

EXECUTIVE DIRECTORS		
Name or company name of director	Post in organization chart of the company	Profile
JOSÉ MARÍA FERNÁNDEZ SOUSA-FARO	CHAIRMAN	José María Fernández Sousa-Faro has a Bachelor's Degree in Chemical Sciences (1967) and PhD in Biochemistry (1971) from the Complutense University of Madrid. Between 1971 and 1979 he was associate professor and adjunct professor before later Professor of Biochemistry at the University of Santiago de Compostela. MBA from the I.E.S.E. Business School (University of Navarre) in Madrid (1986-1987). In 2009 he was awarded an honorary doctorate by the Antonio de Nebrija University and received the National Biotechnology Award in 2009. Between 1967 and 1979 he worked at the following institutions: Institut für Physikalische Chemie of the University of Basel (Switzerland), Department of Molecular Biochemistry at the Washington University of St. Louis, Missouri (United States of America), l'Institut de Biologie PhysicoChimique de la Fondation Edmond de Rothschild in France, ICI Pharmaceuticals Division, Alderley Edge Research Laboratories and Shell-Research Laboratories in Sittingbourne. From 1979 to 1985, he was Research Director of Antibióticos, S.A. He also has around 100 publications and patents in the biochemistry, molecular biology, anti-infective and anti-tumor areas. He has been part of the Boards of Directors of the following companies: Antibióticos, S.A.; ICI-Farma, S.A., Transportes Ferroviarios Especiales, S.A. (Transfesa), Pescanova, S.A., Cooper Zeltia, S.A., Biolys, S.A., ICI-Zeltia, S.A., Penibérica, S.A., Banco Guipuzcoano, S.A. and Zeltia, S.A. and he has been the Chairman of the Bankinter Foundation for Innovation. He is currently the Chairman of the Board of Directors of Pharma Mar, S.A., and the Chairman of the PharmaMar Foundation.
PEDRO FERNÁNDEZ PUENTES	VICE CHAIRMAN	Pedro Fernández Puentes has a Bachelor's Degree in Chemical Sciences from the University of Santiago de Compostela. Between 1965 and 1971 he worked as a laboratory manager for the development of new products at Cooper Zeltia, S.A, a company that he went on to chair until it split into Cooper Zeltia Veterinaria, S.A. and Consumo Zeltia, S.A. (later, Zelnova Zeltia, S.A.). Between 1995 and 1997 he was the Chairman of Xylazel S.A. He has been a member of the Boards of Directors of ICI Farma, S.A.; ICI-Zeltia, S.A.; Corporación Noroeste, S.A. and its main subsidiaries for approximately twenty years; and Zeltia since 1971 until its merger with Pharma Mar in 2015. He is currently the Vice Chairman of the Board of Directors of Pharma Mar, S.A., Chairman of the pharmaceutical group Zendal and Chairman of Zelnova Zeltia, S.A.
Total number of executive directors		2
Percentage of Board		16.67

SHAREHOLDER-APPOINTED EXTERNAL DIRECTORS

Name or company name of director	Name or company name of the significant shareholder represented by the director or that nominated the director	Profile
SANDRA ORTEGA MERA	ROSP CORUNNA PARTICIPACIONES EMPRESARIALES, S.L.	Sandra Ortega Mera has a Bachelor's Degree in Psychology from the University of Santiago de Compostela (1992). Between 1994 and 2012, she worked on various projects for the Paideia Galiza Foundation, a Galician foundation that promotes equal opportunities and personal and social development through the creation of innovative and sustainable proposals/projects. In 2013, she became the Chairwoman of the Foundation. She currently heads the Economía Social Trebore SL corporate group, chairs the DELOA Local Development Association and is the Manager of the ROSP CORUNNA corporate group.
MONTSERRAT ANDRADE DETRELL	MONTSERRAT ANDRADE DETRELL	Montserrat Andrade Detrell has a Bachelor's Degree in Biological Sciences (1975), in Medicine and Surgery (1983) and diploma in Family and Community Medicine (1983) from the Complutense University of Madrid. She obtained a Master's degree in Pathologie du Sein from the University of Strasbourg (1991), a postgraduate diploma in Mammary Pathology from the University of Barcelona (1992), a year later a Master's degree in the same specialty, and in 1996 the qualification of specialist in Senology and Breast Pathology from the Complutense University of Madrid. She is a qualified supervisor of X-ray facilities for medical diagnosis from the Center for Energy and Environmental and Technological Research of the Ministry of Industry and Energy (1991). She also trained as a medical intern at the San Carlos University Hospital in Madrid (1985-1988). PhD from the San Carlos University of Madrid and Thesis from the Complutense University of Madrid with the Summa Cum Laude honor. She served as Director of Institutional Relations at Zeltia, S.A. from 2007 to 2012.

Total number of shareholder-appointed directors	2
Percentage of Board	16.67

EXTERNAL INDEPENDENT DIRECTORS

Name or company name of director	Profile
EMILIANO CALVO ALLER	Emiliano Calvo earned his Medical Degree in 1993 at the Universidad Autónoma de Madrid in Madrid, Spain and his PhD in 2003 at the Universidad de Navarra in Pamplona, Spain. He trained in Medical Oncology at the Clínica Universitaria de Navarra in Pamplona, Spain and completed his Advanced Fellowship in Drug Development at the Cancer Therapy & Research Center's Institute for Drug Development in San Antonio, Texas, from 2003 to 2005, where he was a Senior Fellow and Clinical Investigator. While working in the Medical Oncology Department at the Hospital Vall d'Hebron in Barcelona, Spain, from 2005 to 2008, Dr. Calvo was Co-Director and Senior Researcher of the Phase I Unit and director of the Genitorinary Tumors, Sarcoma and CNS Programs. Dr. Calvo is the Director of START Madrid Group in Madrid (Early Phase Clinical Drug Development in Oncology, www.startthecure.com) and has been the Director of Clinical Research at the START Madrid-Centro Integral Oncológico Clara Campal hospital, in Madrid, Spain, since its launch in 2008. He is also the President of the non-profit organization Investigational Therapeutics in Oncological Sciences Foundation (Intheos, www.intheos.org). He is also Professor of Oncology (Clinical Medical Sciences) at CEU San Pablo University (Madrid) and Director of the Doctoral Programme in Oncology at CEU San Pablo University. Dr. Calvo is a

	<p>member of the ESMO Faculty Group Principles of Clinical Trials and Systemic Therapy. He has been a member of the Scientific Committee of the ESMO annual meeting (2008, 2009, 2011, 2018, 2019 and 2020, being track leader in 2019 –Developmental Therapeutics track-), also member of the Scientific Committee of the Targeted Agents Therapies (TAT) annual meetings from 2018 on, and also, since 2015, at the annual EORTC-NCI-AACR International Conference on Molecular Targets and Cancer Therapeutics, where he has been appointed as co-Chair of the Scientific Committee for years 2019 and 2020. He is also co-Director of the ECCO-AACR-EORTC-ESMO International Workshop in Methods in Clinical Cancer Research -MCCR Workshop- (2017-2021), in Flims/Zeist, Switzerland/Netherlands. Also, Dr. Calvo was Track Leader (2015-2016) and Committee member (2013-2016) for the Scientific Program Committee on the Developmental Therapeutics - Clinical Pharmacology & Experimental Track of the Annual Meetings of the American Society of Clinical Oncology (ASCO), as well as honorary member of the Cancer Education Committee of ASCO (2015-2016). Also, from 2018 on, he is a member of the RECIST committee and the Task Force on Methodology for the Development of Innovative Cancer Therapies (MDICT), and in June 2023 he was appointed Professor of Clinical Teaching in Medicine (Medical Oncology) at San Pablo-CEU University. Dr. Calvo has co-authored more than one hundred and forty peer reviewed scientific articles, in addition to multiple chapters in oncology books, as well as hundreds of international presentations at different major conferences and meetings, especially focusing on clinical development of new drugs in different tumor types. He serves as an ad-hoc reviewer of various oncology journals and has been appointed board editor for European Journal of Cancer and Investigational New Drugs and is a consultant and reviewer for different national cancer programs (Italy, UK, France). He is a panel expert advisor at multiple Advisory Boards of anticancer drug development and disease-specific cancer therapeutics. During the last 18 years of full dedication to Early Phase Clinical Drug development in Oncology, he has participated in around two hundred international studies, as principal investigator, and, during the last decade, especially focused on immunotherapy and targeted agents.</p>
MARIANO ESTEBAN RODRÍGUEZ	<p>Mariano Esteban Rodríguez holds a degree in Pharmacy (1967) and Biological Sciences (1972), obtaining his PhD in 1970, specialising in Microbiology, from the Faculty of Pharmacy of the University of Santiago de Compostela. He is an Ad Honorem Research Professor at the National Biotechnology Centre (CNB) of the CSIC and Head of the Poxvirus and Vaccines group at the CNB. From 1970-74 he worked as a postdoctoral fellow at the National Medical Research Centre in London (MRC); from 1974-77, as an Instructor in the Department of Microbiology at the Rutgers University School of Medicine in New Jersey (USA); in 1978 at the Centre for Molecular Biology in Ghent (Belgium); from 1979-1992 he was Full Professor, Associate Professor and Professor in the Department of Biochemistry of the School of Medicine at the State University of New York (SUNY). In 1987 he was appointed Research Professor at the Consejo Superior de Investigaciones Científicas. In 1992 he returned to Spain to direct the new National Biotechnology Centre (CNB) of the CSIC, a position he held for more than 11 years. He has won several scientific distinctions, including the New York Board of Health Award, State University of New York Award, Pharmacist of the Year Award. IBERDROLA Science Award for Visiting Professors. Spanish Society of Virology Award, Carracido Gold Medal Award of the Royal National Academy of Pharmacy. In 2020 he received the Silver Medal for Merit in Research and University Education awarded by the Ministry of Science and Innovation. He also received the Castilla y León Award for Scientific and Technical Research and Innovation 2020. In 2021 he received the following awards: "Admirables" Award from Diario Médico; XXI Neumomadrid Foundation Award in medical research; Honorary Distinction from the Official College of Pharmacists of Madrid (COFM); TELVA Award for science; "Mayores en acción" CEOMA research award; Innovative Companies Forum Award (FEI); Ana de la Paz Foundation Award in research; Golden H-de Award from the Official College of Pharmacists of Malaga in research; La Sexta TV Award "Constantes y Vitales" for scientific trajectory in biomedical research. In 2022 he received the Passion for Science Award from the University of Navarra and the Medal of Honour from the Royal Academy of Medicine and Surgery of Valladolid. Mr. Mariano Esteban has belonged to prestigious international societies (American Society of Microbiology; American Society of Virology; British Society of Microbiology; Spanish Society of Microbiology; Harvey Society; The Society of Sigma Xi; New York Academy of Sciences; American Association for the Advancement of Science). Editorial member and reviewer of articles in prestigious journals and national and international projects. He has participated in several European Committees (member of the European Action Programme Against AIDS, 1994-1997; member of the COST/STD Initiative for a European Vaccine Program, 1994-97; member of the European Concerted Action Against Malaria, 1996-98; member of the External Advisory Group (EAG) key action 2, Control of Infectious Diseases, Fifth Framework Programme of the European Commission, 1998-2002. Member of the WHO Advisory Committee on Variola Virus Research, 1998-present. Member of</p>

	<p>the Strategic Advisory Group of Experts (SAGE) for Vaccines and Biologicals, WHO, 2003-2007. Member of the Advisory Group for the Science Foundation of Ireland, 2000. Member of the European Science Foundation (ESF) Group for Research Infrastructures on Biomedical Sciences, 2003, and national (ANEP; Large Scientific Facilities, 2003-2013). From 2013-2017 he has been a member of the Scientific Advisory Committee of CSIC and from 2020-2022 he has been a member of the Multidisciplinary Working Group (MWG) that advised the Ministry of Science and Innovation on SARS-CoV-2/COVID-19 issues preparing reports on different aspects of the pandemic. He was founder and President of the first association of Spanish professionals abroad, Asociación de Licenciados y Doctores Españoles en Estados Unidos (ALDEEU), having received in 2012 the highest award, the ALDEEU gold medallion. He is a founder and member of the European AIDS Foundation (EuroVacc). In 2006 he was appointed Full Academician of the Royal National Academy of Pharmacy (RANF) of Spain, subsequently its President (2013-2019) and since 2022 he is Honorary President. Between 2017-2018 he was President of the Institute of Spain, an institution that integrates the ten Royal Academies. He is also a corresponding member of the Academy of Pharmacy of Galicia and of the Académie Nationale de Pharmacie of France.</p>
<p>BLANCA HERNÁNDEZ RODRÍGUEZ</p>	<p>Blanca Hernández Rodríguez has a Bachelor's Degree in Business and Economic Sciences from the University of Seville (1996), a Bachelor's Degree in Humanities from the European University of Madrid and a Master's Degree in Finance from the University College of Financial Studies (CUNEF). She has in-depth knowledge in the areas of investment and stock markets, with over 20 years of experience in the financial sector. She started her professional career with the Arcalia Group and subsequently started up and managed a family office (Hisparroz Group). She is currently the Managing Director of Grupo Tradifin, S.L., a reference shareholder of Ebro Foods, and is the Managing Director and founder of Magallanes Value Investors, SGIIC, S.A., an asset management company operating under a long-term value investment philosophy. She is a member of the management board of the Spanish Institute of Financial Analysts (IEAF). She is the founder and president of Techo Hogar Socimi, an innovative social enterprise created with the aim of contributing to the eradication of homelessness in Spain. Through impact investment, Techo has developed a real estate business solution that currently has a portfolio of 190 homes, all of which are destined to homeless people. She is a member of the Board of Directors and of the Appointments and Compensation Committee and of the Audit and Control Committee of Ebro Foods. Since 2006, she has served as the President of the Ebro Foods Foundation and has supported the company's Corporate Social Responsibility activities. She is a trustee in several organizations including but not limited to the Capacis Foundation, Proyecto Hombre Association (Seville) and the Virgen de los Reyes Family Development Center (Seville). She is a member of the Advisory Board of Balía Foundation.</p>
<p>ROSA MARÍA SÁNCHEZ-YEBRA ALONSO</p>	<p>Rosa María Sánchez-Yebra Alonso is Commercial Specialist and State Economist. Pharmacy PhD in Santiago de Compostela University and Master's Degree in Business Administration in the Instituto de Empresa de Madrid (IE Business School). She began her professional career in 1990 as an expert in chemical and pharmaceutical patents in the Spanish Patent and Trademark Office. In 1999 she joined the State Bureau of Commercial Technicians and Economists and since then she has held various positions linked to the Ministry of Economy and Finance in the General Directorate of Treasury and Financial Policy and as an advisor responsible for the Delegate Commission of Economic Affairs in the Cabinet of the Minister of Finance. She has been director of the cabinet of the Economy Secretary of State (2002-2004), director of the Commercial Office in the Embassy of Spain in Romania (2004-2009) and director of the cabinet of the Minister of Economy and Competitiveness (2012-2014). Between 2014 and 2016 she was Secretary General of the Treasury and Financial Policy, member of the Economic and Financial Committee of the EU, of the Financial Stability Board (FSB) and deputy to the Minister in the Eurogroup and Ecofin. She has been a director of numerous companies and public bodies, including the Bank of Spain, the CNMV, the FROB, Vice-President of the Deposit Guarantee Fund, the ICO, SEPI, CESCE, FNMT, SEGIPSA and ICEX. From 2017 until November 2021 she served as Deputy Governor for Social Development Strategy at the Paris-based Council of Europe Development Bank, the first woman to hold this position since the Bank's constitution in 1956. In November 2021, she was appointed member of the Board of Directors of ABANCA Corporación Bancaria, S.A. and is a member of the Comprehensive Risk Commission.</p>
<p>SOLEDAD CUENCA MIRANDA</p>	<p>Soledad Cuenca Miranda holds a degree in Business Studies from the Universidad Pontificia de Comillas (ICADE) and a degree in Law, an Executive MBA from the Instituto de Empresa and a PADE from IESE. She has developed her professional career in the field of corporate and structured finance, and has led these areas in public and private, Spanish and international financial institutions (Director of Investment and Retail Banking at the Instituto de Crédito Oficial, Director of Structured Finance for Spain and Portugal at the German bank IKB, Senior</p>

	<p>Banker for Europe for ITAÚ). She has also worked as a director for leading consulting firms in the sector including Big Four (KPMG, Clearwater). Soledad Cuenca Miranda has managed portfolios of more than 20,000 million euros, with a lending activity of more than 1,000 million of annual financing and has been a director of Compañía Española de Reafianzamiento, S.A. (CERSA), a company attached to the Ministry of Industry and an active member of the PPP Forum. She is currently Senior Advisor at PKF Capital Markets, a securities company specialised in the participation of companies in the European capital markets and ranked second in Spain. At the same time, she is Managing Partner and founder of the consultancy Lucano e+i, specialised in advising on corporate finance and strategy, and Managing Partner of Green Partners Ltd., a British company that focuses its activity on financing impact projects linked to sustainability, with a special focus on emerging countries. She has been a speaker at numerous seminars in Spain and Europe, as well as a lecturer at the Instituto de Estudios Financieros y Bursátiles (IEB).</p>
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Total number of independent directors	5
Percentage of Board	41.67

Indicate whether any director classified as independent receives from the company or any company in its group any amount or benefit other than remuneration as a director, or has or has had a business relationship with the company or any company in its group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship

If so, include a reasoned statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

Name or company name of director	Description of the relationship	Reasoned statement
No data		

OTHER EXTERNAL DIRECTORS

Identify the other external directors, indicate the reasons why they cannot be considered either shareholder-appointed or independent, and detail their ties with the company or its management or shareholders:

Name or company name of director	Reasons	Company, manager or shareholder to which or to whom the director is related	Profile
EDUARDO SERRA REXACH	<p>As of 27 June 2019 twelve years had lapsed since EDUARDO SERRA Y ASOCIADOS, S.L., represented by Mr. Eduardo Serra Rexach, was first appointed as a director of Zeltia, S.A. (former listed parent company of Pharma Mar, S.A., absorbed by the latter by means of a merger on 30 October 2015), a position which he held in Zeltia, S.A. until said takeover merger, and having held the position of director of Pharma Mar, S.A. as from its appointment by the General Shareholders Meeting of 30 June 2015 through 15 April 2021, on which date its resignation became effective.</p> <p>Based on all of the above and on the provisions of Article 529 duodecies 4 LSC -i.e. the requirement that directors who have served for 12 consecutive years cannot be deemed independent-, the Appointments and Compensation and Sustainability Committee reported favorably on the appointment of Eduardo Serra Rexach as an "other external director" of the Company.</p>	PHARMA MAR, S.A.	<p>Eduardo Serra Rexach has a degree in Law from Complutense University of Madrid (1968) and joined the Spanish Legal State Corps (Cuerpo de Abogados del Estado) in 1974 with the highest marks. He has held the following positions in the public sector: Chief of Staff to the Minister of Industry and Energy (1977-1979); General Secretary and Board Secretary of Spain's National Industry Institute (INI) (1979-1982); Director of Banco del Crédito Industrial (1979-1982); Director of Butano (1979-1982); Vice-Chairman of Astilleros Españoles (1979-1982) and Chairman of Auxini (1979-1982). Under-Secretary of Defence (1982-1984); Secretary of State for Defence (1984-1987); Director of Instituto Nacional de Industria (1984-1987) and of Instituto Nacional de Hidrocarburos (INH) (1984-1987). He held the position of Spain's Minister of Defence from 1996 to 2000. In the private sector, from 1987 to 1996 he was Chairman of Telettra España, Vice-Chairman and subsequently Chairman of Cubiertas Mzov, Chairman of Peugeot-Talbot España and Founding Chairman of Airtel. From 2000 to 2006, he was Chairman of UBS España. He was Director of Zeltia. He was also formerly Vice Chairman and</p>

			Chairman of Instituto de Cuestiones Internacionales y Política Exterior (INCIPE) (1989-1996), Managing Director, Vice President and President of Fundación de Ayuda para la Drogadicción (1987-1996), Chairman of the Board of Trustees of Museo del Prado (2000-2004), founding Chairman of Real Instituto Elcano (2001-2005), Chairman of Fundación EVERIS (2005-2014) and Chairman of NTT DATA EMEAL (2018-2024). Currently he serves as Chairman of the consulting firm Eduardo Serra y Asociados, S.L., Director of Grupo ECOENER and Pharma Mar, Chairman of Fundación Transforma España and Fundación España Constitucional and he serves too as director, advisor or trustee in numerous non-profit entities.
CARLOS SOLCHAGA CATALÁN	On 29 June 2022, 12 years had passed since 12 years had elapsed since Carlos Solchaga Catalán was appointed for the first time as a director of Zeltia, S.A. (former listed parent company of Pharma Mar, S.A., absorbed by the latter by merger on 30 October 2015), a position he retained at Zeltia, S.A. until the aforementioned merger by and having served as a director of Pharma Mar, S.A. since his appointment by the General Shareholders' Meeting of 30 June 2015 to date. In view of the foregoing and of the provided for in Article 529 duodecies 4 LSC - i.e., the impossibility of being considered as independent, those who have been directors for a continuous period of more than 12 years -, Mr. Solchaga Catalán than 12 years -, Mr. Solchaga Catalán lost his status as an independent director independent director on 29 June 2022.	PHARMA MAR, S.A.	Carlos Solchaga Catalán holds a B.A. in Economic and Business Sciences from the Complutense University of Madrid (1966). Completed graduate studies at the Alfred P. Sloan School of Business of the Massachusetts Institute of Technology (MIT) (1971). He started his professional career at the Bank of Spain, moving on to work with the National Institute of Industry and the Vizcaya Bank, where he was appointed as director of the research department and adviser to the chairman He served as the Minister of Industry and Energy (1982-1985) and subsequently served as the Minister of Economy and Taxation (1985-1993). From 1991 to 1993, he served as the Chairman of the Internal Committee of the International Monetary Fund (IMF). He was a Member of the Spanish Parliament (1980-1994) and served as the Chairman of the socialist parliament group between 1993 and 1994. He is also an Honorary Chairman of the Euroamerica Foundation; Honorary Trustee of the Royal Board of Trustees of the Reina Sofía Museum; Chairman of the Architectural and Societal Foundation; and member of the Scientific Board of the Royal Elcano Institute.

<p>FERNANDO MARTÍN-DELGADO SANTOS</p>	<p>Mr. Martín-Delgado Santos has served as CEO of Genomica, S.A.U. -a subsidiary of Pharma Mar, S.A.- from 19 October 2021 to 4 May 2022, and from that date to 30 November 2022 as sole director of that subsidiary. Article 529 duodecies 4 a) of the LSC states that those who have been employees or executive directors of group companies may not be considered independent directors under any circumstances, unless three or five years have elapsed, respectively, since the end of that relationship, and the Appointments and Compensation and Sustainability Committee therefore reported favourably on their appointment as another external director of the Company.</p>	<p>GENOMICA, S.A. SOCIEDAD UNIPERSONAL EN LIQUIDACIÓN</p>	<p>Fernando Martín-Delgado Santos has a degree in Economics and Business Administration from the Universidad Autónoma de Madrid (1983) and postgraduate courses in General Management from INSEAD (CEDEP)-Fontainebleau and in Global Management Development from London Business School (London & Princeton). He has been a guest lecturer at several MBAs such as Instituto de Empresa, EADA, CESIF, London Business School, Talento Farmacéutico and EPHOS. He began his professional career as Product Manager at GLAXO, currently GSK (1981). He held various marketing responsibilities at Merck Sharp & Dohme (1985) and Abelló. He has been Marketing Director at Rhône-Poulenc Rorer (1988), now Sanofi, and Commercial Director at Bristol-Myers Squibb (1994). From 2001 to 2012 he was Vice President and General Manager of Iberia at Quintiles (now IQVIA). From 2013 to 2016 he was General Manager at Almirall Mexico, assuming the General Management of Almirall Iberia between 2016 and 2021. He also held the position of General Manager of Syneos Health Commercial Solutions Spain (2021-2022), a multinational outsourcing company in the pharmaceutical industry. From October 2021 to November 2022 he was CEO and Sole Administrator of Genomica, a molecular diagnostics and genetic identification company of Pharma Mar group. He was a founding partner of Mdsan Farmainvest, a consultancy and investment company, and of Network Consulting de Salud.</p>
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Total number of other external directors	3
Percentage of Board	25.00

Indicate any changes that have occurred during the period in each director's category:

Name or company name of director	Date of change	Previous category	Current category
No data			

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past four years, as well as the category of each:

	Number of female directors				% of total directors for each category			
	Year 2024	FY 2023	FY 2022	FY 2021	FY 2024	FY 2023	FY 2022	FY 2021
Executive					0.00	0.00	0.00	0.00
Shareholder-Appointed	2	2	2	2	16.66	16.66	16.66	18.18
Independent	3	3	2	1	25.00	25.00	16.66	9.09
Other External				1	0.00	0.00	0.00	9.09
Total	5	5	4	4	41.67	41.67	33.33	36.36

C.1.5 Indicate whether the company has diversity policies in relation to its Board of Directors on such questions as age, gender, disability, education and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Spanish Auditing Act, will have to report at least the policy that they have implemented in relation to gender diversity.

☒ Yes
☐ No
☐ Partial policies

If so, describe these diversity policies, their objectives, the measures and the way in which they have been applied and their results over the year. Also indicate the specific measures adopted by the Board of Directors and the nomination and remuneration committee to achieve a balanced and diverse presence of directors.

If the company does not apply a diversity policy, explain the reasons why.

Description of policies, objectives, measures and how they have been applied, and results achieved

Article 8.5 of the Board Regulations states that the Board of Directors shall aim to develop Director selection policies and procedures that favor diversity as regards gender, experience and knowledge, ensuring that there are no implicit flaws that could result in any type of discrimination and, in particular, that promote the selection of female Directors. In this regard, the Board of Directors shall have a composition that ensures the presence of at least forty percent (40%) of the under-represented sex. In this respect, Article 5.1.b) of the Regulations of the Appointments and Compensation and Sustainability Committee provides that it is incumbent on this Committee to set, in compliance with the applicable regulations, representation goals for the least-represented gender on the Board of Directors and to develop guidelines on how to reach such objective.

The Company's Director Selection Policy, last amended on 18 December 2024 to adapt it to the provisions of LO 2/2024 of 1 August, on equal representation and balanced presence of women and men, establishes that the selection of candidates for directors shall be based on an analysis of the skills required by the Company and the companies of its Group, and that any director may suggest candidates provided that they meet the requirements established in the Policy. The Policy provides that the selection process should endeavor to identify candidates that contribute a diversity of knowledge, experience, age and gender, and that bring enlightening and pluralistic points of view to debates and decision-making within the Board of Directors, with the aim of promoting an appropriate composition of this corporate body.

By 31 December 2024, the Company has 41.67% of the under-represented sex (women) on its Board of Directors.

- C.1.6** Describe the measures, if any, agreed upon by the nomination committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates, making it possible to achieve a balance between men and women. Also indicate whether these measures include encouraging the company to have a significant number of female senior executives:

Explanation of measures

Article 8.5 of the Board of Directors Regulations states that the Board shall aim to develop Director selection policies and procedures that favor diversity as regards gender, experience and knowledge, ensuring that there are no implicit flaws that could result in any type of discrimination and, in particular, that promote the selection of female Directors.

Thus, in accordance with the provisions of the Company's Director Selection Policy, its Appointments and Compensation and Sustainability Committee shall verify that all candidates for the position of director are qualified professionals of good repute with recognized abilities, experience and proper training and whose appointment would contribute to diversity within the Board of Directors as regards knowledge, experience, origins, nationalities, age and gender, noting that the process shall not suffer from any implicit flaws that could result in any type of discrimination, and in particular, it should facilitate the selection of female directors in such numbers as to achieve a balanced presence of women and men.

By 31 December 2024, five of the twelve members of Pharma Mar's Board of Directors were women (41.67%). Furthermore, at that date, 75% of the members of the Audit Committee and 60% of the members of the Appointments and Compensation and Sustainability Committees were women, and both committees are chaired by women. In 2024, the Group had 54% of women in management positions.

If in spite of any measures adopted there are few or no female directors or senior managers, explain the reasons for this:

- C.1.7** Explain the conclusions of the nomination committee regarding verification of compliance with the policy aimed at promoting an appropriate composition of the Board of Directors.

The Appointments and Compensation and Sustainability Committee has verified the fulfillment in 2024 of the Company's Director Selection Policy, concluding that the current composition of the Board of Directors, in terms of structure, number of members and professional competences of its members, meets the needs of the Company, specifying that future selection processes will identify candidates meeting the conditions set forth in section 4 of the Director Selection Policy, i.e. qualified professionals of good repute with recognized abilities, experience and proper training and whose appointment would contribute to diversity within the Board of Directors as regards knowledge, experience, origins, nationalities, age and gender.

C1.8 If applicable, explain the reasons for the appointment of any shareholder-appointed directors at the request of shareholders with less than a 3% equity interest:

Name or company name of shareholder	Reason
No data	

Indicate whether the Board has declined any formal requests for presence on the Board from shareholders whose equity interest is equal to or greater than that of others at whose request shareholder-appointed directors have been appointed. If so, explain why the requests were not granted:

☐ Yes
☒ No

C1.9 Indicate the powers, if any, delegated by the Board of Directors, including those relating to the option of issuing or re-purchasing shares, to directors or board committees:

Name or company name of director or committee	Brief description
JOSÉ MARÍA FERNÁNDEZ SOUSA-FARO	José María Fernández Sousa-Faro holds a power of attorney by virtue of a deed granted on 13 November 1992 before the Madrid Notary Public, Antonio de la Esperanza Martínez-Radio, under number 3694 of his official records, and may act for and on behalf of the company with the powers granted to him, including but not limited to the following: (i) use of the corporate signature and representation of the Company in its transactions with the Bank of Spain or with any other banking or credit institution; (ii) resolve upon the execution of all types of deeds or agreements deemed necessary or convenient for the performance of the corporate purpose and, in general, adopt resolutions on all types of transactions and business that may be performed by the Company in accordance with the Bylaws; and (iii) request and obtain for the Company, and acquire, dispose of and use patents, privileges, licenses and any other rights related to the corporate purpose. José María Fernández Sousa-Faro also currently provides executive services to the Company by virtue of an agreement executed on 26 February 2015 with Zeltia, S.A., in which Pharma Mar succeeded Zeltia by operation of law as a result of the merger between the aforementioned companies in October 2015, and which was amended by virtue of an Addendum thereto executed on 18 June 2020 and effective from 1 January 2020, an Addendum executed on 15 April 2021 and effective from 1 January 2021 and an Addendum executed on 28 February 2022 and effective from 1 January 2022.
EXECUTIVE COMMITTEE	It has been delegated all the powers corresponding to the Board of Directors, except matters that, according to the bylaws or the law in force, must be reserved for the knowledge of the Board itself.

C.1.10 Identify any members of the Board who are also directors, representatives of directors or managers in other companies forming part of the listed company's group:

Name or company name of director	Company name of the group entity	Position	Does the director have executive powers?
JOSÉ MARÍA FERNÁNDEZ SOUSA-FARO	SYLENTIS, S.A. SOCIEDAD UNIPERSONAL	CHAIRMAN OF THE BOARD OF DIRECTORS	YES

C1.11 List the positions of director, administrator or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether or not they are listed companies:

Identity of the director or representative	Company name of the listed or non-listed entity	Position
JOSÉ MARÍA FERNÁNDEZ SOUSA-FARO	FUNDACIÓN PHARMAMAR	CHAIRMAN
PEDRO FERNÁNDEZ PUENTES	ZELNOVA ZELTIA, S.A.	CHAIRMAN
PEDRO FERNÁNDEZ PUENTES	CZ VETERINARIA, S.A.	CHAIRMAN
PEDRO FERNÁNDEZ PUENTES	INGERCOVER, S.A. SICAV	CHAIRMAN
PEDRO FERNÁNDEZ PUENTES	SAFOLES, S.L.	JOINT DIRECTOR
PEDRO FERNÁNDEZ PUENTES	SAMPUPILO, S.L.	JOINT DIRECTOR
PEDRO FERNÁNDEZ PUENTES	ALDUSCHEN, S.L.	JOINT DIRECTOR
PEDRO FERNÁNDEZ PUENTES	BIOFABRI, S.L.	CHAIRMAN
BLANCA HERNÁNDEZ RODRÍGUEZ	FUNDACIÓN EBRO FOODS	CHAIRMAN
BLANCA HERNÁNDEZ RODRÍGUEZ	EBRO FOODS, S.A.	REPRESENTATIVE OF DIRECTOR
BLANCA HERNÁNDEZ RODRÍGUEZ	REAL CLUB SEVILLA GOLF, S.L.	DIRECTOR
BLANCA HERNÁNDEZ RODRÍGUEZ	GRUPO TRADIFIN, S.L.	CHIEF EXECUTIVE OFFICER
BLANCA HERNÁNDEZ RODRÍGUEZ	TRADIFIN, S.A.	DIRECTOR
BLANCA HERNÁNDEZ RODRÍGUEZ	LIGHT ENVIRONMENT CONTROL, S.L.	REPRESENTATIVE OF DIRECTOR
BLANCA HERNÁNDEZ RODRÍGUEZ	MAGALLANES VALUE INVESTORS, S.A. SGIIC	CHIEF EXECUTIVE OFFICER
BLANCA HERNÁNDEZ RODRÍGUEZ	TECHO HOGAL SOCIMI, S.L.	CHIEF EXECUTIVE OFFICER
BLANCA HERNÁNDEZ RODRÍGUEZ	TECHO RAICES, S.L.	REPRESENTATIVE OF DIRECTOR
BLANCA HERNÁNDEZ RODRÍGUEZ	ANIMAVENTURES, S.L.	DIRECTOR
BLANCA HERNÁNDEZ RODRÍGUEZ	AZORA EUROPA I, S.A.	DIRECTOR
BLANCA HERNÁNDEZ RODRÍGUEZ	FUNDACIÓN TECHO HOGAR	CHAIRMAN
ROSA MARÍA SÁNCHEZ-YEBRA ALONSO	ABANCA CORPORACIÓN BANCARIA, SA	DIRECTOR
ROSA MARÍA SÁNCHEZ-YEBRA ALONSO	SOCIEDAD PARA EL DESARROLLO DE PROYECTOS ESTRATÉGICOS EN GALICIA - IMPULSA GALICIA	DIRECTOR
EDUARDO SERRA REXACH	EDUARDO SERRA Y ASOCIADOS, S.L.	SOLE DIRECTOR
EDUARDO SERRA REXACH	GRUPO ECOENER, S.A.	DIRECTOR
EDUARDO SERRA REXACH	FUNDACIÓN BOTIN	OTHERS

EDUARDO SERRA REXACH	FUNDACIÓN ESPAÑA CONSTITUCIONAL	CHAIRMAN
EDUARDO SERRA REXACH	FUNDACIÓN TRANSFORMA ESPAÑA	CHAIRMAN
EDUARDO SERRA REXACH	REAL INSTITUTO ELCANO	TRUSTEE
EDUARDO SERRA REXACH	MUSEO DEL PRADO	TRUSTEE
EDUARDO SERRA REXACH	FUNDACIÓN JOSÉ ORTEGA Y GASSET – GREGORIO MARAÑÓN	TRUSTEE
EDUARDO SERRA REXACH	SOCIEDAD CIVIL AHORA	OTHERS
EDUARDO SERRA REXACH	FUNDACIÓN INDEPENDIENTE	TRUSTEE
EDUARDO SERRA REXACH	FUNDACIÓN GADEA	OTHERS
EDUARDO SERRA REXACH	CAPÍTULO DE TOLEDO	OTHERS
EDUARDO SERRA REXACH	RED PARA EL ESTUDIO DE LAS MONARQUÍAS CONTEMPORÁNEAS	OTHERS
MARIANO ESTEBAN RODRÍGUEZ	FUNDACIÓN EUROVACC	JOINT DIRECTOR
FERNANDO MARTÍN-DELGADO SANTOS	MDSAN FARMAINVEST, S.L.	JOINT DIRECTOR
FERNANDO MARTÍN-DELGADO SANTOS	INMEDICAL THERAPEUTICS, S.L.	DIRECTOR
SOLEDAD CUENCA MIRANDA	LUCANO ESTUDIO E INVERSIONES, S.L.	SOLE DIRECTOR
EMILIANO CALVO ALLER	ONCOART ASSOCIATED, S.L.	SOLE DIRECTOR
EMILIANO CALVO ALLER	SARYUT DOS IBERICA S.L.	SOLE DIRECTOR
EMILIANO CALVO ALLER	FUNDACIÓN INTHEOS	CHAIRMAN
EMILIANO CALVO ALLER	FUNDACIÓN PHARMAMAR	TRUSTEE
SANDRA ORTEGA MERA	FERRADO NA COMPORTA I, LDA	CHAIRMAN
SANDRA ORTEGA MERA	FERRADO NA COMPORTA II, LDA	CHAIRMAN
SANDRA ORTEGA MERA	FERRADO NA COMPORTA III, LDA	CHAIRMAN
SANDRA ORTEGA MERA	FERRADO NACOMPORTA, S.A.	CHAIRMAN
SANDRA ORTEGA MERA	SEMENTARES, S.L.	JOINT DIRECTOR
SANDRA ORTEGA MERA	FERRADO OPORTO, LDA	JOINT DIRECTOR
SANDRA ORTEGA MERA	BREIXO INVERSIONES, S.L.	SOLE DIRECTOR
SANDRA ORTEGA MERA	SOANDRES DE ACTIVOS, S.L.	SOLE DIRECTOR
SANDRA ORTEGA MERA	ROSP CORUNNA, S.L.	CHIEF EXECUTIVE OFFICER
SANDRA ORTEGA MERA	FERRADO INMUEBLES, S.L.	SOLE DIRECTOR
SANDRA ORTEGA MERA	ROSP CORUNNA PARTICIPACIONES EMPRESARIALES, S.L.	SOLE DIRECTOR
SANDRA ORTEGA MERA	VIVEROS BORRAZAS, S.L.	SOLE DIRECTOR
SANDRA ORTEGA MERA	TALLERES TREBORE JARDINERIA, S.L.	SOLE DIRECTOR
SANDRA ORTEGA MERA	FUNDACIÓN PAIDEIA GALIZA	CHAIRMAN
SANDRA ORTEGA MERA	ASOCIACIÓN DE DESARROLLO LOCAL DELOA	CHAIRMAN
SANDRA ORTEGA MERA	PALAVRAS RADIOSAS UNIPessoal LDA	SOLE DIRECTOR

CARLOS SOLCHAGA CATALÁN	FUNDACIÓN EUROAMÉRICA	CHAIRMAN
CARLOS SOLCHAGA CATALÁN	REAL PATRONATO DEL MUSEO NACIONAL CENTRO DE ARTE REINA SOFÍA	TRUSTEE

Identity of the director or representative	Company name of the listed or non-listed entity	Position
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The following is provided for the sake of clarity regarding the above-mentioned positions:

- Mr. Eduardo Serra Rexach is (i) member of the advisory board of Botín Foundation and of Capítulo de Toledo; (ii) life trustee of the Real Instituto Elcano; (iii) honorary trustee of Museo del Prado and of José Ortega y Gasset - Gregorio Marañón Foundation; (iv) member of the board of directors of Sociedad Civil Ahora and of Gadea Foundation; and (v) chairman of the advisory committee of Red para el Estudio de las Monarquías Contemporáneas.

- Ms. Sandra Ortega Mera is chair of the board of trustees of Paideia Galiza Foundation and is chair of the board of directors of Asociación de Desarrollo Local DELOA on behalf of the aforementioned Foundation.

- Mr. Carlos Solchaga Catalán is Honorary President of the Euroamérica Foundation and Honorary Trustee of the Museo Nacional Centro de Arte Reina Sofía.

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table.

Identity of the director or representative	Other paid activities
EMILIANO CALVO ALLER	Director of clinical research at HM Hospitals and at Grupo Start Madrid. provision of advisory and consultancy services to various companies.
SOLEDAD CUENCA MIRANDA	Senior advisor at PKF Attest Capital Markets, S.V., S.A. (until July 2024).

C.1.12 Indicate whether the company has established rules on the maximum number of company boards on which its directors may sit, explaining if necessary and identifying where this is regulated, if applicable:

[☒] Yes
[☐] No

Explanation of the rules and identification of the document where this is regulated

Article 22.3 of the Board Regulations establishes that a Director may not be a member on more than four (4) boards of directors of listed companies other than the Company. For the purposes of this rule, all the boards of companies that are part of the same group will be counted as a single board and membership on the following boards will not be taken into account: (i) the boards of holding companies or companies that constitute vehicles or complements for the professional activity of the director, his/her spouse or person with a similar intimate relationship or their closest relatives and (ii) the boards to which the director belongs as a shareholder-appointed director proposed by the company or any company in its group.

C.1.13 Indicate the remuneration received by the Board of Directors as a whole for the following items:

Remuneration accruing in favor of the Board of Directors in the financial year (thousands of euros)	5,363
Funds accumulated by current directors for long-term savings systems with consolidated economic rights (thousands of euros)	
Funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (thousands of euros)	793
Pension rights accumulated by former directors (thousands of euros)	

C.1.14 Identify members of senior management who are not also executive directors and indicate their total remuneration accrued during the year:

Name or company name	Position(s)
LUIS MORA CAPITÁN	GENERAL MANAGER, ONCOLOGY BUSINESS UNIT
MARÍA LUISA DE FRANCIA CABALLERO	CHIEF FINANCIAL OFFICER
JUAN GÓMEZ PULIDO	GENERAL AND BOARD SECRETARY
JOSÉ LUIS MORENO MARTÍNEZ-LOSA	INVESTOR RELATIONS AND CAPITAL MARKETS DIRECTOR
MARIA CONCEPCIÓN SANZ LÓPEZ	GENERAL COUNSEL TO BUSINESS
JUAN CARLOS VILLALÓN GÓMEZ	INTERNAL AUDITOR
INÉS PÉREZ CALLEJA	QUALITY UNIT DIRECTOR
SANDRA LLAMERA SÁNCHEZ	GLOBAL CHIEF COMPLIANCE

Number of women in senior management	4
Percentage of total senior management	50.00
Total remuneration of senior management (thousands of euros)	3,311

C.1.15 Indicate whether the Board regulations were amended during the year:

☒ Yes
☐ No

Description of amendment(s)

The Board of Directors of 18 December 2024 resolved to amend articles 2, 3, 4, 5, 6, 7, 8, 9, 10, 10 bis, 11, 12, 13, 14, 15, 16, 17, 17 bis, 18, 19, 20, 21, 22, 23, 24, 25, 25, 26, 27, 28, 29, 30, 31 and 32 of the Board of Directors Regulations and approved a new consolidated text, in order to (i) bring article 8 into line with the provisions of Organic Law 2/2024, of 1 August, on equal representation and balanced presence of women and men; (ii) simplify the content of articles 13 and 14, insofar as this is developed in the specific regulations of the Audit Committee and the Appointments and Compensation and Sustainability Committee; and (iii) introduce improvements of a formal, technical and drafting nature, to make them easier to read and understand.

C.1.16 Specify the procedures for selection, appointment, re-election and removal of directors.
List the competent bodies, steps to follow and criteria applied in each procedure.

See section H.1

C.1.17 Explain to what extent the annual evaluation of the Board has given rise to significant changes in its internal organization and in the procedures applicable to its activities:

Description of amendment(s)

The annual assessment of the Board of Directors and its Committees during fiscal year 2024 has not led to significant changes in the internal organization of the Board or its committees, nor to the procedures applicable to its activities.

Nevertheless, the Appointments and Compensation and Sustainability Committee has approved an Action Plan 2025 in relation to the functioning and performance of the Board of Directors.

Describe the evaluation process and the areas evaluated by the Board of Directors with or without the help of an external advisor, regarding the functioning and composition of the Board and its committees and any other area or aspect that has been evaluated.

C.1.18 Provide details, for years in which the evaluation was carried out with the help of an external advisor, of the business relationships that the external advisor or company in its group maintains with the company or any company in its group.

N/A

C.1.19 Indicate the cases in which directors are obliged to resign.

Article 19.2 of the Board of Directors Regulations provides in such regard as follows:

"Directors shall tender their resignation to the Board of Directors and formalize the pertinent resignation, if deemed appropriate by the Board, in the following cases:

- (a) If they are involved in any circumstance of incompatibility or prohibition provided by law, the Corporate Bylaws or these Regulations.
- (b) If situations arise that affect them, whether or not they are related to their actions in the Company itself, as a result of which their continued membership on the Board of Directors could put at risk or harm the Company's interests, credit or reputation.
- (c) When they no longer hold an executive position to which their appointment was linked or, in general, when the reasons for their appointment no longer exist (e.g. when the shareholder represented by a Director disposes of its shareholding in the Company that motivated the Director's appointment).
- (d) When the Director has missed four (4) consecutive Board meetings without granting a proxy to another Board member.

The Board of Directors may only propose the removal of an Independent Director to the General Shareholders Meeting before the period provided for in the Bylaws has lapsed and when the Director has not tendered his or her resignation after having met any of the said circumstances referred to in this article or when any other just cause as determined by the Board exists, following a report of the Appointments and Compensation and Sustainability Committee. In particular, just cause shall be deemed to exist when the Director accepts additional obligations that prevent said Director from dedicating the required time to the performance of its duties, breaches any duties inherent in its position or otherwise is in any circumstances that prevent its independence. The Board of Directors may also propose the removal of Independent Directors as a result of public offers of acquisition, merger or other similar corporate transactions that entail a change to the Company's capital structure, provided such structural changes to the Board of Directors are a result of application of the proportionality criteria set forth in corporate governance recommendations for listed companies in Spain."

C.1.20 Are qualified majorities other than those established by law required for any particular kind of decision?:

☐ Yes
☒ No

If so, describe the differences.

Description of differences

In order for amendments to the Board of Directors Regulations to be valid, the relevant resolution must be adopted by a two-thirds (2/3) majority of the Directors in attendance, in accordance with the provisions of Article 3.4 of the Board Regulations.

C.1.21 Explain whether there are any specific requirements, other than those relating to directors, for being appointed as chairman of the Board of Directors.

☐ Yes
☒ No

C.1.22 Indicate whether the articles of incorporation or Board regulations establish any limit as to the age of directors:

☐ Yes
☒ No

C.1.23 Indicate whether the articles of incorporation or Board regulations establish any term limits for independent directors other than those required by law or any other additional requirements that are stricter than those provided by law:

☐ Yes
☒ No

C.1.24 Indicate whether the articles of incorporation or Board regulations establish specific rules for appointing other directors as proxy to vote in Board meetings, if so the procedure for doing so and, in particular, the maximum number of proxies that a director may hold, as well as whether any limit has been established regarding the categories of director to whom votes may be delegated beyond the limits imposed by law. If so, briefly describe these rules.

The third paragraph of Article 36 of the Bylaws establishes in this regard that proxies shall be granted to other Directors in writing or by e-mail and shall be made specifically for each Board meeting. No Director may hold more than three proxies. The same requirement is also set forth in Article 17.1 of the Board Regulations, which also establishes that when directors are unable to attend in person, they shall endeavour to delegate their representation to another director, together with the appropriate instructions.

As regards any restrictions on the category of director to which proxies may be granted, the aforesaid Bylaw provision (and Article 17.1 of the Board Regulations) states, as does Article 529 quáter 2 LSC, that non-executive Directors may only grant proxies to other non-executive Directors.

C.1.25 Indicate the number of meetings held by the Board of Directors during the year. Also indicate, if applicable, the number of times the Board met without the chairman being present. Meetings where the chairman gave specific proxy instructions are to be counted as attended.

Number of board meetings	6
Number of board meetings held without the chairman's presence	0

Indicate the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	0
--------------------	---

Indicate the number of meetings held by each Board committee during the year:

Number of meetings held by the EXECUTIVE COMMITTEE	5
Number of meetings held by the AUDIT COMMITTEE	6
Number of meetings held by the APPOINTMENTS AND COMPENSATION AND	6

SUSTAINABILITY COMMITTEE

C.1.26 Indicate the number of meetings held by the Board of Directors during the year with member attendance data:

Number of meetings at which at least 80% of the directors were present in person	6
Attendance in person as a % of total votes during the year	100
Number of meetings with attendance in person or proxies given with specific instructions, by all directors	6
Votes cast in person and by proxies with specific instructions, as a % of total votes during the year	100

C.1.27 Indicate whether the individual and consolidated financial statements submitted to the Board for issue are certified in advance:

☐ Yes
☒ No

Identify, if applicable, the person(s) who certified the individual and consolidated financial statements of the company for issue by the Board:

C.1.28 Explain the mechanisms, if any, established by the Board of Directors to ensure that the financial statements it presents to the General Shareholders' Meeting are prepared in accordance with accounting regulations.

It is worth noting, first, that the audit reports on the individual and consolidated financial statements for fiscal year 2024 did not include any reservations.

The mechanisms established by the Board of Directors are derived from the powers assigned to the Audit Committee which, in accordance with Article 5.1 of the Audit Committee Regulations, include, *inter alia*, the following duties: (i) supervise the effectiveness of the Company's internal control, internal audit and financial risk control and management systems relating to the Company and, where appropriate, the group to which it belongs, as well as non-financial risks, including sustainability risks, as well as discuss with the auditor any significant weaknesses in the internal control system detected during the course of the audit, without compromising the auditor's independence; (ii) supervise the process of preparation and presentation of the mandatory financial information and submit recommendations or proposals to the Board of Directors aimed at safeguarding its integrity; and (iii) ensure that the annual accounts that the Board of Directors submits to the General Meeting of Shareholders are drawn up in accordance with the accounting regulations applicable at all times. In those cases in which the external auditor has included in its audit report any qualifications, the Board of Directors may resolve that the Chairman of the Audit Committee explain them to the General Meeting of Shareholders and express his opinion on their content and scope, making a summary of said opinion available to the shareholders at the time of publication of the notice of the General Meeting, together with the rest of the proposals and reports of the Board of Directors.

Furthermore, Article 32.4 of the Board Regulations, referring to the Board's relations with the auditors, establishes that the Board of Directors shall draft a final and conclusive copy of the financial statements such that no reservations are made by the auditor. Notwithstanding as the Board considers it should uphold its position, the Board shall publicly explain the scope and content of the discrepancy.

C.1.29 Is the secretary of the Board also a director?

☐ Yes
☒ No

If the secretary is not a director, complete the following table:

Name or company name of the secretary	Representative
JUAN GÓMEZ PULIDO	

C.1.30 Indicate the specific mechanisms established by the company to safeguard the independence of the external auditors, and any mechanisms to safeguard the independence of financial analysts, investment banks and rating agencies, including how legal provisions have been implemented in practice.

Article 32.1 of the Board Regulations establishes that the relations of the Board with the external auditors shall be channeled through the Audit Committee. In this regard, Article 5 of the Audit Committee Regulations provides that it shall have the following duties, *inter alia*:

- To submit to the Board of Directors proposals for the selection, appointment, re-election and replacement of the auditor and the sustainability information verifier, taking responsibility for the selection process in accordance with the provisions of applicable regulations, as well as the conditions of their engagement and regularly gathering information from them on the audit and verification plan, as well as its execution, and preserving the independence of the external auditor and the sustainability information verifier in the performance of their duties.
- To establish the relevant relationships with the external auditor in order to receive information on all matters which may threaten their independence, to be examined by the Committee, as well as on any other matters related to the auditing of the accounts, and, as applicable, on the authorization of services other than those services prohibited under the terms set forth in applicable regulations on the independence regime, including all communications as provided for by statutory auditing legislation and standards. In any event, the Committee shall receive an annual statement from the external auditors on their independence in relation to the company or any of its directly or indirectly related entities. This report shall include detailed and personalized information on additional services of any nature that were provided together with the applicable fees received from such entities by either the external auditor or other persons or entities related thereto, in accordance with the applicable regulations governing statutory auditing.
- To issue an annual report, prior to issuance of the audit report, expressing an opinion on whether the independence of the statutory auditors or audit firms is compromised. This report shall, in any event, include a reasoned assessment of the value of each of the additional non-auditing services referred to in the preceding paragraph, accounted for both individually and collectively, in relation to independence requirements or statutory auditing regulations.
- To report on and supervise the related-party transactions to be approved by the General Meeting of Shareholders or the Board of Directors and to supervise the internal procedure established by the Company for those transactions whose approval has been delegated.
- To ensure that the remuneration of the external auditor and the sustainability information verifier for their work does not compromise their quality or independence.
- To ensure that the external auditor holds an annual meeting with a plenary session of the Board of Directors in order to inform them of the work performed and the financial position of and risks faced by the Company.
- To ensure that the Company and the external auditor respect rules in force on the provision of non-auditing services, limits on the concentration of the auditor's business and, in general, any other rules on the independence of the auditors.

In addition, Article 32.2 of the Board Regulations states that the Board of Directors shall abstain from contracting those audit firms that are involved in any circumstances that could affect their independence in performing their duties, respecting in all cases the legally established prohibitions and incompatibilities. Section 3 of said Article also provides that the Board of Directors shall publicly report any overall professional fees paid by the Company to the audit firm for non-audit services, which it has already been reporting in the Notes to the Annual Financial Statements.

On the other hand, the Investor Relations and Capital Markets Department is tasked with maintaining communications with institutional shareholders and financial analysts that cover the shares of Pharma Mar, making sure not to provide them with any insider information as regards the rest of the shareholders, in accordance with Article 30 of the Board of Directors Regulations and with the Company's General Policy of Communication of Economic-Financial, Non-Financial and Corporate Information, as approved by the Board of Directors and published on the Company's website.

C.1.31 Indicate whether the company changed its external auditor during the year. If so, identify the incoming and outgoing auditors:

- ☐ Yes
☒ No

If there were any disagreements with the outgoing auditor, explain their content:

- ☐ Yes
☒ No

C.1.32 Indicate whether the audit firm performs any non-audit work for the company and/or its group and, if so, state the amount of fees it received for such work and express this amount as a percentage of the total fees invoiced to the company and/or its group for audit work:

☒ Yes
☐ No

	Company	Group companies	Total
Amount invoiced for non-audit services (thousands of euros)	79	8	87
Amount invoiced for non-audit work/Amount for audit work (in %)	16.32	1.94	18.26

C.1.33 Indicate whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, indicate the reasons given to shareholders at the general meeting by the chairman of the audit committee to explain the content and extent of the qualified opinion or reservations.

☐ Yes
☒ No

C.1.34 Indicate the number of consecutive years for which the current audit firm has been auditing the company's individual and/or consolidated financial statements. Also, indicate the number of years audited by the current audit firm as a percentage of the total number of years in which the financial statements have been audited:

	Individual	Consolidated
Number of consecutive years	1	1

	Individual	Consolidated
Number of years audited by the current audit firm/number of years in which the company has been audited (in %)	2.70	2.70

C.1.35 Indicate whether there is a procedure for directors to be sure of having the information necessary to prepare the meetings of the governing bodies with sufficient time; provide details if applicable:

☒ Yes
☐ No

Details of the procedure

The directors' right to information is expressly regulated by Article 20.1 of the Board Regulations, which establishes that the Directors, as required to perform their duties, shall have ample powers to make inquiries on any matter related to the Company and, for such purpose, shall have access to any and all documents, registries, records or any other necessary elements. Information requests shall be made to the Chairman and will be processed by the Secretary of the Board of Directors, who shall directly provide the Directors with such information or otherwise notify the relevant intermediaries in the Company and, in general, shall establish all necessary measures to ensure full compliance with the Director's right to information.

Article 16 of the Regulations states that the annual meetings shall be called by letter or e-mail issued by the Secretary at the demand of the Chairman or the Acting Chairman. The meeting notice shall be made at least five days in advance, except as provided in Article 3.3 of the Regulations, and shall include the agenda for the meeting, which shall clearly list the agenda items on which the Board must make a decision or pass a resolution. Thus, and in accordance with regulatory provisions, to ensure that meetings are properly prepared and with a view to ensuring that the Directors have all necessary information, the Chairman shall establish an agenda for all Board meetings. This agenda, together with all documents related thereto, is sent by the Board Secretary, usually by e-mail, at least five days before the date set for the meeting.

The prior and express consent of a majority of the Directors in attendance shall be required, and duly recorded in the minutes, if the Chairman wishes to submit to the Board, for urgency reasons, the approval of decisions or resolutions not listed on the agenda.

The annual Board meetings shall discuss the general performance and financial results of the Company and, as the case may be, of its subsidiaries, as well as those matters referred to in Article 5 of the Regulations, if applicable and, in any case, shall discuss those items included on the agenda.

The Board of Directors shall receive information in these regular meetings on the most relevant aspects of the business management since the last meeting of said body was held as well as on all actions in such regard proposed by Senior Management.

Article 16.3 establishes that special meetings of the Board may be convened by phone and that the deadline and other requirements referred to in the preceding section shall not apply when, in the opinion of the Chairman or Acting Chairman, the circumstances so justify.

On the other hand, Article 17.3 of the Regulations states that, except where the Board of Directors has been convened on an urgent basis, the Directors shall have sufficient prior access to the information required to form an opinion on each of the agenda items, and the Chairman shall be responsible, with the assistance of the Secretary and, as the case may be, the Legal Counsel, for preparing said information. The Chairman may invite as many officers to the meeting as he or she deems appropriate with a view to supplementing the information provided to the Directors on the agenda items.

Finally, it should also be noted that Directors are able to access all documentation relating to the meetings of the Board of Directors and its Committees through a digital platform.

C.1.36 Indicate whether the company has established rules obliging directors to inform the Board of any circumstances, whether or not related to their actions in the company itself, that might harm the company's standing and reputation, tendering their resignation where appropriate. If so, provide details:

[☒] Yes
[☐] No

Explain the rules

Article 28.2 of the Board Regulations states that Directors shall inform the Company of any positions that they hold or activities that they carry out in other companies or entities and, in general, of any other fact or circumstances that could be relevant to its conduct as a director of the Company and of any transactions that could cause harm to the Company or of any other activities that could constitute competition for the Company or for any of the companies in the group of companies to which they belong. Paragraph 3 of said article states that the Director must also inform the Company of any situations affecting him or her, whether or not they are related to his or her actions in the Company itself, which may endanger or harm the interests, credit and reputation of the Company and, in particular, he or she must inform the Board of Directors of any criminal case in which he or she appears as being under investigation, as well as of any procedural vicissitudes.

Furthermore, Article 19.2 of the Board Regulations provides that the Directors shall tender their resignation to the Board of Directors and formalize said resignation, if deemed appropriate, when they are involved in any circumstance of incompatibility or prohibition provided by law, the Bylaws or the Regulations, and if situations arise that affect them, whether or not related to their actions in the Company itself, as a result of which their continued membership on the Board of Directors could put at risk or harm the Company's interests, credit or reputation. Article 19.3 establishes that the Appointments and Compensation and Sustainability Committee shall make proposals to the Board of Directors, for their submission to the General Shareholders Meeting, on the removal of Directors whose behavior could negatively affect the functioning of the Board of Directors or the Company's credit and reputation.

C.1.37 Indicate whether, apart from such special circumstances as may have arisen and been duly minuted, the Board of Directors has been notified or has otherwise become aware of any situation affecting a director, whether or not related to his or her actions in the company itself, that might harm the company's standing and reputation:

[] Yes
[√] No

C.1.38 Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

The license, development and marketing agreement signed between Pharma Mar, S.A. and Luye Pharma Group, Ltd. on 26 April 2019 provides that either party may terminate the agreement in the event of a change in control of the other party.

C.1.39 Identify individually as regards directors, and in aggregate form in other cases, and provide details of any agreements between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal without due cause or termination of employment as a result of a takeover bid or any other type of transaction.

Number of beneficiaries	1
Type of beneficiary	Description of the agreement
Executive Chairman	As regards the Executive Chairman, the contract for the provision of executive services between the Company and the Chairman shall remain in force for as long as the Executive Chairman continues to hold such position on the Board of Directors and to serve as the top executive of the Company, bearing in mind that the contract may be terminated by mutual agreement of the parties, by unilateral voluntary resignation of the Executive Chairman, for causes attributable to the Company and due to death, legal incapacity, total permanent or other significant incapacity of the Executive Chairman, or temporary incapacity or inability to perform his duties for a period longer than twelve months. The Executive Chairman shall have the right to receive a severance payment equivalent to 1.5 times the gross annual Regulated Compensation (defined as the arithmetic mean of the total amount of annual fixed compensation, annual variable compensation and attendance allowances accrued during each of the two full fiscal years immediately preceding the contract termination date) if his contract as the top executive is terminated for any cause attributable to the Company (whether by unilateral voluntary termination by the Company –e.g. removal or non-reappointment of the director or revocation of authorities or powers without subsequently and immediately appointing, delegating or granting analogous authorities or powers in the Company or, in the case of an intragroup merger, in the absorbing company–, or by significant amendment to the duties or conditions for providing services, including the succession of the Company or a significant change in ownership thereof that has the effect of changing the composition of its governing bodies or the content and focus of its primary activity, unless the contract is assigned by the Company to any other Group company).

Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorized by the governing bodies of the company or its group. If so, specify the procedures, the cases concerned and the nature of the bodies responsible for their approval or communication:

	Board of directors	General shareholders' meeting
Body authorising the clauses	√	
	Yes	No
Are these clauses notified to the General Shareholders' Meeting?	√	

The General Meeting is informed through the Annual Report on Director Compensation –which is submitted to an advisory vote– and the Annual Corporate Governance Report –which forms part of the Annual Financial Statements– of the primary conditions of the agreements (including severance pay for termination of the agreement) with the managing directors or other individuals who are granted executive duties by virtue of any other means. As regards the Company's officers that report directly to the Board or to any of its members, information is provided on their overall compensation as well as on the existence, as the case may be, of agreements for severance pay, guarantee clauses or "golden parachutes."

As of 31 December 2024, there were no agreements between Pharma Mar, S.A. and its directors, officers or employees providing for severance payments in case of resignation, wrongful dismissal (in this case, beyond that legally provided) or termination of the labor relationship by virtue of a public tender offer, excluding as provided in this section.

C.2. Committees of the Board of Directors

C.2.1 Provide details of all committees of the Board of Directors, their members, and the proportion of executive, shareholder-appointed, independent and other external directors forming them:

EXECUTIVE COMMITTEE		
Name	Position	Current
JOSÉ MARÍA FERNÁNDEZ SOUSA-FARO	CHAIRMAN	Executive
PEDRO FERNÁNDEZ PUENTES	MEMBER	Executive
FERNANDO MARTÍN-DELGADO SANTOS	MEMBER	Other External
MONTSERRAT ANDRADE DETRELL	MEMBER	Shareholder-Appointed

% of executive directors	50.00
% shareholder-appointed directors	25.00
% of independent directors	0.00
% of other external directors	25.00

Explain the functions delegated or assigned to this committee, other than those that have already been described in Section C.1.9, and describe the rules and procedures for its organization and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

In accordance with Article 15 of the Board Regulations, the Executive Committee shall focus its activities primarily on:

- (a) Ongoing monitoring and oversight of the daily operation and management of the Company, regularly monitoring financial management and implementation of the Company's strategic proposals and plans.
- (b) Discussing those matters related to the following topics prior to submitting them to the Board:
 - (i) Accounts, management report and proposed application of earnings for each fiscal year;
 - (ii) Budgets and action plans, guidelines for managing the Company;
 - (iii) Oversight of the foundations of the corporate organization in order to ensure its maximum efficiency.
 - (iv) Tangible or financial investments and divestments that are particularly relevant for the Company.
- (c) In general, providing assistance to the Board in all decisions related to those issues listed in Article 5.3 a) and b) of the Board Regulations, which refer to the establishment by the Board of general strategies and management guidelines for the Company.

As regards the rules on organization and functioning, Article 15.1 states that the Executive Committee shall be comprised of a minimum of three and a maximum of five Directors appointed by the Board of Directors. The Chairman of the Board of Directors shall act as the Committee Chairman. The position of Committee Secretary shall be performed by one of the Directors on the Committee, the Board Secretary, the Vice Secretary or the Legal Counsel of said body, as determined by the Board of Directors.

This Committee shall perform the duties delegated by the Board of Directors in relation to the day-to-day management, administration and representation of the Company in conformity with the principles governing conduct as established in the Bylaws and in these Regulations in relation to the Board of Directors. Notwithstanding the Executive Committee's decision-making autonomy in relation to the delegated powers, and its resolutions being valid and effective without any requirement of ratification by the Board of Directors, in those cases in which, in the opinion of the Chairman, the circumstances so require, the resolutions passed by the Executive Committee shall be submitted to the ratification of the Board of Directors, following the same regime as applicable to those matters for which the Board has delegated their analysis to the Committee but reserving the final decision thereon to the Board of Directors, in the latter case which the Executive Committee shall be limited to submitting the relevant proposal to the Board.

Information will be provided in the Board of Directors' meetings on the main decisions adopted, as the case may be, in the meeting(s) of the Executive Committee that were held after the most-recent Board of Directors meeting, and all minutes for such meetings shall be made available to the Directors for their evaluation. Any member of the management team or other Company employee as required for such purpose may attend its meetings and provide their assistance.

The Executive Committee held four meetings in 2024 and additionally a written meeting was held without a session, addressing various issues related to the Group's strategy.

AUDIT COMMITTEE		
Name	Position	Current
ROSA MARÍA SÁNCHEZ-YEBRA ALONSO	CHAIRMAN	Independent
CARLOS SOLCHAGA CATALÁN	MEMBER	Other External
BLANCA HERNÁNDEZ RODRÍGUEZ	MEMBER	Independent
SOLEDAD CUENCA MIRANDA	MEMBER	Independent

% of executive directors	0.00
% shareholder-appointed directors	0.00
% of independent directors	75.00
% of other external directors	25.00

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

In accordance to Article 13 of the Board Regulations, this Committee shall have the powers established in the law, in its operating regulations and, in any case, the following duties:

- (a) Supervision of financial reporting;
- (b) Supervision of the preparation and presentation of the statement of non-financial information;
- (c) Supervision of internal control and internal audit;
- (d) Oversight of risk management and risk control;
- (e) Issuance of an annual report on the independence of the external auditor; and
- (f) Notification to the Board of Directors of the creation or acquisition of interests in companies located in tax havens and review of any related-party transactions the Company may intend to enter into.

(continues in section H.1)

Identify the directors who are members of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date on which the Chairperson of this committee was appointed.

Names of directors with experience	ROSA MARÍA SÁNCHEZ-YEBRA ALONSO / CARLOS SOLCHAGA CATALÁN / BLANCA HERNÁNDEZ RODRÍGUEZ / SOLEDAD CUENCA MIRANDA
Date of appointment of the chairperson	29/06/2022

APPOINTMENTS AND COMPENSATION AND SUSTAINABILITY COMMITTEE		
Name	Position	Current
SOLEDAD CUENCA MIRANDA	CHAIRMAN	Independent
MONTSERRAT ANDRADE DETRELL	MEMBER	Shareholder-Appointed
EMILIANO CALVO ALLER	MEMBER	Independent
BLANCA HERNÁNDEZ RODRÍGUEZ	MEMBER	Independent
EDUARDO SERRA REXACH	SECRETARY	Other External

% of executive directors	0.00
% shareholder-appointed directors	20.00
% of independent directors	60.00
% of other external directors	20.00

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

In accordance with Article 14.2 of the Board Regulations, Appointments and Compensation and Sustainability Committee shall in any case have the following functions:

- (a) Evaluation of the skills, knowledge and experience necessary to optimize the composition of the Board of Directors;
- (b) Submitting to the Board of Directors, for submission to the General Meeting of Shareholders, proposals and reports on the appointment, re-election or removal of directors;
- (c) Examining and organizing the succession of the Chairman of the Board of Directors and the chief executive of the Company;
- (d) Drawing up proposals on the remuneration policies of the Company's Directors; and
- (e) Evaluating and periodically reviewing the corporate governance system and the Company's Sustainability Policy.

Article 5 of the Regulations of this Committee provides that the Appointments and Compensation and Sustainability Committee shall have, as a minimum, the following functions:

- (a) Assess the skills, knowledge and experience required on the Board of Directors. To this end, it shall define, in accordance with the director selection policy, the functions and skills required of the candidates to fill each vacancy and shall assess the time and dedication necessary for them to perform their duties effectively;
- (b) Establish, in compliance with applicable regulations, a target for representation of the under-represented sex on the Board of Directors and develop guidance on how to achieve this target;
- (c) To submit to the Board of Directors proposals for the appointment of independent directors for appointment by co-option or for submission to the decision of the General Meeting of Shareholders, as well as proposals for the re-election or removal of such directors by the General Shareholders Meeting;
- (d) Report on proposals for the appointment of the remaining directors for appointment by co-option or for submission to the decision of the General Meeting of Shareholders, as well as proposals for their re-election or removal by the General Shareholders Meeting;
- (e) To report on proposals for the appointment and removal of senior managers and to report on or propose the basic conditions of their contracts;
- (f) Examine and organize the succession of the Chairman of the Board of Directors and the chief executive of the Company and, if necessary, make proposals to the Board of Directors so that this succession takes place in an orderly and planned manner;
- (g) Propose to the board of directors the remuneration policy for directors and general managers or those who perform senior management duties under the direct supervision of the board, executive committees or managing directors, as well as the individual remuneration and other contractual conditions of executive directors;
- (h) Annually verify compliance with the director selection policy, reporting thereon in the Annual Corporate Governance Report;
- (i) Verify compliance with the remuneration policy established by the Company;
- (j) Periodically review the remuneration policy applied to directors and senior management, including share-based or share-linked remuneration schemes and their application, and ensure that individual remuneration is proportionate to that paid to other directors and senior management of the Company;
- (k) Ensure that any conflicts of interest do not impair the independence of the external advice provided to the Committee; and
- (l) Verify the information on directors' and senior management remuneration contained in the various corporate documents, including the annual report on directors' remuneration.

In addition, the Committee shall exercise the following functions in the area of sustainability:

- (a) Evaluate and periodically review the corporate governance system and the Sustainability Policy so that they fulfil their mission of promoting the social interest and take into account, as appropriate, the legitimate interests of other stakeholders;
- (b) Propose the Company's sustainability strategy and policy to the Board of Directors for approval;
- (c) Supervise that the Company's performance in sustainability matters (environmental, social and corporate governance) is in line with the strategy and policies approved by the Board of Directors and, where appropriate, propose recommendations to improve the Company's position in this area, submitting the corresponding report or proposal to the Board of Directors;
- (d) Supervise compliance with the Company's corporate governance rules and internal codes of conduct, ensuring that the corporate culture is aligned with its purpose and values;
- (e) Supervise the application of the general policy regarding the communication of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, proxy advisors and other stakeholders. It will also monitor the way in which the entity communicates and relates to small and medium-sized shareholders;
- (f) Supervise and evaluate the processes of relations with the different stakeholders;
- (g) Identifying sustainability risks and determining the level of aversion to them in the Company, as well as understanding and assessing risk management and mitigation actions;
- (h) Analysing sustainability actions and proposals proposed or agreed by the different business units of the Company; and
- (i) Any others related to the foregoing that may be requested by the Board of Directors.

(continued in section H.1)

C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

	Number of female directors							
	FY 2024		FY 2023		FY 2022		FY 2021	
	Number	%	Number	%	Number	%	Number	%
EXECUTIVE COMMITTEE	1	25.00	1	25.00	1	25.00	0	0.00
APPOINTMENTS AND COMPENSATION AND SUSTAINABILITY COMMITTEE	3	60.00	2	50.00	3	75.00	2	50.00
AUDIT COMMITTEE	3	75.00	2	50.00	1	20.00	1	20.00

C.2.3 Indicate, where applicable, the existence of any regulations governing Board committees, where these regulations are to be found, and any amendments made to them during the year. Also indicate whether any annual reports on the activities of each committee have been voluntarily prepared.

The Board Committees are governed by the Bylaws and the Board Regulations (Articles 12 to 15) and in the specific regulations of the Audit Committee and of the Appointments and Compensation and Sustainability Committee. These documents are published on the Company's website (www.pharmamar.com) on the "Corporate Governance" page of the "Investors" section.

The Audit Committee and the Appointments and Compensation and Sustainability Committee have prepared reports on their proceedings and activities, which the Company intends to make available to its shareholders when the next Annual General Shareholders Meeting is convened.

D. RELATED PARTY AND INTRAGROUP TRANSACTIONS

- D.1.** Explain, where appropriate, the procedure and competent bodies relating to the approval of transactions with related and intragroup parties, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected director or shareholders. Detail the internal information and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

The Audit Committee is responsible for reporting on and supervising the related-party transactions requiring approval by the general shareholders meeting or by the board of directors and for overseeing the internal procedures established by the Company for those for which approval has been delegated (Article 5.1.h) of the Audit Committee Regulations).

The Board of Directors is in charge of approving, following a report from the Audit Committee, transactions carried out by the Company or its group companies with significant shareholders, whether individually or collectively with others, including shareholders represented on the Board of Directors of the Company or of other group companies, or with parties related thereto, in the terms and subject to the exceptions set forth in applicable Law (Article 5.3.b.(vii) of the Board Regulations).

- D.2.** Give individual details of operations that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or who are represented on the board of directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

	Name or company name of the shareholder or any of its subsidiaries	Shareholding %	Name or company name of the company or entity within its group	Amount (thousands of euros)	Approving body	Identity of the significant shareholder or director who has abstained	The proposal to the board, if applicable, has been approved by the board without a vote against the majority of independents
	No data						

	Name or company name of the shareholder or any of its subsidiaries	Nature of the relationship	Type of operation and other information required for its evaluation
	No data		

D.3. Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

	Name or company name of the administrators or managers or their controlled or jointly controlled entities	Name or company name of the company or entity within its group	Relationship	Amount (thousands of euros)	Approving body	Identity of the significant shareholder or director who has abstained	The proposal to the board, if applicable, has been approved by the board without a vote against the majority of independents
(1)	SANDRA ORTEGA MERA	Talleres Trebore, S.L.	Provision of services	13	BOARD OF DIRECTORS	SANDRA ORTEGA MERA	NO

	Name or company name of the administrators or managers or their controlled or jointly controlled entities	Nature of the operation and other information necessary for its evaluation
(1)	SANDRA ORTEGA MERA	Commercial

Talleres Trébore, S.L., the sole shareholder of which is Sandra Ortega Mera, has provided to the company in 2024 graphic design and layout of corporate documentation for a total amount of €12,912.

- D.4.** Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or that they are fully owned, directly or indirectly, by the listed company.

In any case, report any intragroup transaction conducted with entities established in countries or territories considered as tax havens:

Company name of the entity within the group	Brief description of the operation and other information necessary for its evaluation	Amount (thousands of euros)
No data		

- D.5.** Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the international accounting standards adopted by the EU, which have not been reported in previous sections.

Company name of the related party	Brief description of the operation and other information necessary for its evaluation	Amount (thousands of euros)
No data		

- D.6.** Give details of the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management, significant shareholders or other associated parties.

In the case of Directors, Article 24 of the Board Regulations governs conflicts of interest, establishing that:

"1. The Company's Directors, in compliance with their duty of loyalty, shall be required to report to the Board, through the Chairman or Secretary, any conflict of interest with the Company and its group companies, prior to it arising or as soon as they become aware of its existence, and shall be required to immediately resign if based on the nature and continuance of the conflict their presence on the Board goes against the Company's interests.

The Directors shall also adopt those measures necessary to prevent their interests, whether for themselves or on behalf of third parties, from coming into conflict with corporate interests or with their duties to the Company, in accordance with the provisions of law. In particular, the duty to avoid conflicts of interest requires that the Directors abstain from engaging in the conduct described in Article 229 of the Spanish Capital Corporations Law, except as waived in accordance with the provisions of Article 230.

A conflict of interest shall be deemed to exist when the interests of the Company and the interests of the Directors directly or indirectly clash. The Director shall be deemed to have an interest when he or she is directly affected or if any related party thereto is so affected, as provided in Article 231 of the Capital Corporations Law.

2. The Directors shall also abstain from debating and voting on those matters in which they have an interest, whether directly or indirectly through a related party, that conflicts with the interests of the Company.

This obligation to abstain shall not apply to those resolutions that affect the Directors in their condition as such, including resolutions for their appointment, reappointment or removal. Voting by the Directors or, as the case may be, by the Committee in question on these types of resolutions may be made anonymously if so requested by any of its members.

3. The Directors shall disclose any interest held thereby in the capital of a company engaging in activity identical, analogous or complementary to that constituting the corporate purpose, as well as any offices held or duties performed in such company, as well as any activity carried out, for their own benefit or for the benefit of a third party, that is identical, analogous or complementary to that constituting the Company's corporate purpose. This information shall be included in the justifying report.

(...)"

Articles 25 and 27 of the Board Regulations may apply to certain conflicts of interest. These articles regulate, respectively, the use of corporate assets and taking advantage of business opportunities, although they only incidentally address conflict of interest.

Article 25 of the Regulations provides that "Directors may not use the assets of the Company or its subsidiaries for private purposes or for persons related thereto and may not use their position in the Company or its subsidiaries to obtain a financial advantage unless sufficient consideration is paid. Waiver of this requirement shall require a prior report from the Appointments and Compensation and Sustainability Committee. If the benefit is attained in their condition as a partner, the principle of equal treatment of shareholders must be followed." Article 27 states that "Directors may not take advantage, whether directly or on behalf of a related party thereto, of any potential business investments or transactions,

or of any other nature, of which they became aware in the performance of their position, using the information means of the Company or of its investee companies or in such circumstances that could give rise to an assumption that the action was actually led by the Company. This prohibition shall not govern when the Board has previously offered the business opportunity to the Company or when authorized by the Board by prior report of the Appointments and Compensation and Sustainability Committee, whenever the Company has not dismissed said investment or transaction through the influence of the Director."

It is also important to note that Article 29 of the Board Regulations, governing transactions with significant shareholders and directors, states that:

"1. Whenever a significant shareholder or Director of the Company wishes to carry out a transaction with the Company, it shall provide prior and immediate notice to the Board of Directors, through the Chairman, unless the transaction relates to ordinary transactions that are made under standard conditions for all clients and are immaterial, understood as those for which information is not required to express a true and fair view of the Company's equity, financial position and profits.

2. The Company may authorize performance by any Director or any related party thereto of a certain transaction with the Company. The authorization shall necessarily be granted by the General Shareholders Meeting when it relates to a transaction whose value exceeds ten percent (10%) of corporate assets.

In all other cases, the authorization may also be granted by the Board of Directors, following a report from the Audit Committee, provided that independence of the members granting the authorization is guaranteed as regards the excepted Director or executive. In addition, it shall also be required to show that the transaction authorized will be harmless to the company's equity or, as the case may be, that it is being carried out under arm's length conditions and through a transparent process."

- D.7.** Indicate whether the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and whether it has, directly or through any of its subsidiaries, business relationships with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them.

[☐] Yes
[☒] No

E. RISK MANAGEMENT AND CONTROL SYSTEMS

E.1. Explain the scope of the company's financial and non-financial risk management and control system, including tax risk.

The structure of the Pharma Mar Group, comprising various business units in the biopharmaceutical sector, together with the intense activity and resources allocated to R&D projects, makes it advisable to establish a risk management system that is decentralised to those business units and focused mainly on projects. It is in the different business units where risks inherent to each project are identified and assessed and the actions to be taken to respond to these risks are developed, mitigating them if necessary.

However, in order to control certain risks common to all Group companies, there is an integrated Quality, Labour Risks and Environmental Policy, a Procurement Policy, a Criminal Prevention Plan, a Human Rights Policy, an Equality Policy, an Anti-corruption Policy, a Sustainability Policy, an Internal Code of Conduct on matters related to the securities market, as well as a Code of Conduct, among others, which apply to all Group companies, etc. The Audit Committee is responsible for supervising the effectiveness of the Company's internal control, a function for which it relies on the Group's Internal Audit and the External Audit.

E.2. Identify the bodies within the company responsible for preparing and executing the financial and non-financial risk management and control system, including tax risk.

In general, the management bodies of each of the Group companies are aware of the risks of their company and control environment. The managers of the different areas are responsible for implementing specific controls over these risks.

The Board of Directors of the parent company of the Group, through its Audit Committee, is responsible for supervising the effectiveness of the Company's internal control, internal audit and risk management systems, as well as discussing with the auditor any significant weaknesses in the internal control system detected in the course of the audit, without infringing the auditor's independence. To this end, and where appropriate, they may submit recommendations or proposals to the management body and the corresponding deadline for their follow-up (art. 5.1 (b) and (c) of the Audit Committee Regulations).

In order to perform this function, the managers of the different business units must report to this Committee, as often as necessary, on the different risks that threaten their respective business units (operational, market, financial, etc.), the processes for controlling them and the actions aimed at mitigating them.

New product development projects are managed by project management teams, who are in turn responsible for defining the risks that may threaten each project and sub-project. These project teams are interdisciplinary and examine the potential risks from the point of view of each discipline (patents, production, clinical, regulatory, etc.) and establish the level of tolerance, which, for clinical development projects, are regulated by the competent authorities, leaving little room for discretion. The project team management system was adopted by the Management Committee of Oncology Business Unit.

With regard to research projects, there are certain established institutional criteria such as: patentability, production feasibility, market criteria or therapeutic window and novel mechanisms of action; if the research project does not meet any of these institutional criteria, there are a series of internal mechanisms that lead to the project being halted by the Research Department. The transition from the research project level to the development project level is discussed between the Chairman, the General Manager of the Oncology Business Unit and the R&D Department.

On the other hand, the boards of directors of the different business units have some directors who are also directors of the Group's parent company and who disseminate on these boards the principles of action emanating from the board of directors of the Group's parent company and serve to convey to the latter the relevant issues arising in the different business units on whose boards they sit.

E.3. Indicate the main financial and non-financial risks, including tax risks, as well as those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant and may affect the achievement of business objectives.

See section H.1

E.4. Indicate whether the entity has risk tolerance levels, including for tax risk.

The biopharmaceutical sector, in which the Pharma Mar Group's various business units operate, is a highly regulated sector. Official bodies such as the AEMPS (Spanish Medicines and Health Products Agency), the EMA (European Medicines Agency) and the FDA (US Food and Drug Administration) monitor the safety and reliability of operations. As a result, the risk appetite has very low tolerance thresholds, especially with regard to operational risks, physical security of employees, compliance or segregation of duties. The Group's risk tolerance is aligned with compliance with the rules and regulations that affect it. The management decisions taken by the company's senior management take into this tolerance defined at corporate level.

E.5. Indicate which risks, including tax risks, have materialized during the year.

Competition risk/generics/industrial property:

The pharmaceutical market is highly competitive and involves multinational companies, small and medium-sized national companies and generic laboratories, which can manufacture and market the product once the patent has expired. The emergence of generic products has a direct impact on values, both through the official revision of the price of the product and through price competition through commercial offers.

In the last quarter of 2022, coinciding with the loss of exclusivity for Yondelis (trabectedin) in the EMA space, the first generic trabectedin product (Yondelis) reached the market. In the two subsequent years, new generic trabectedin products continued to be registered in several European countries. This resulted in a 60% drop in sales volumes in 2023 compared to 2022 and a further 30% drop in sales volumes in 2024 compared to 2023.

E.6. Explain the response and oversight plans for the company's main risks, including tax risks, as well as the procedures followed by the company in order to ensure that the Board of Directors responds to any new challenges that arise

See section H.1

F. INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATING TO THE PROCESS OF PUBLISHING FINANCIAL INFORMATION (ICFR)

Describe the mechanisms forming your company's Internal Control over Financial Reporting (ICFR) system.

F.1. The entity's control environment.

Report on at least the following, describing their principal features:

F.1.1 The bodies and/or departments that are responsible for: (i) the existence and maintenance of an adequate and effective ICFR system; (ii) its implementation; and (iii) its supervision.

The Board of Directors of the Company is responsible for determining the risk control and management policy, including tax risks, and for identifying the main risks of the Company, in particular those arising from derivative transactions, as well as for implementing and supervising the appropriate internal control and reporting systems, in accordance with article 5.3.b)(vi) of the Board of Directors' Regulations. The revised text of these Regulations was approved by the Board of Directors at its meeting of 18 December 2024.

This responsibility is exercised through the Audit Committee, which is responsible supervising the effectiveness of the Company's internal control, internal audit and financial risk control and management systems relating to the Company and, where appropriate, the group to which it belongs, as well as non-financial risks, including sustainability risks, discuss with the auditor any significant weaknesses in the internal control system detected in the course of audit, without infringing the auditor's independence, and for such purposes may, if appropriate, submit recommendations or proposals to the management and the corresponding deadline for their follow-up, in accordance with article 5.1 sections b) and c) of the Audit Committee Regulations. These Regulations were approved by the Board of Directors at its meeting of 18 December 2024.

The company's Finance Department is responsible for the design, implementation and operation of the ICFR, as well as for the annual identification and assessment of risks and the determination of the controls to be implemented, in accordance with the provisions of the Financial Reporting Risk Management Procedures.

The Audit Committee and the Finance Department rely on the internal audit function, which is responsible for drawing up and implementing an annual plan to assess the effectiveness of the ICFR. It must also report periodically to the Audit Committee on weaknesses detected and the implementation of corrective measures, with the necessary frequency. These functions are also set out in the Financial Reporting Risk Management Procedures.

F.1.2 Indicate whether the following exist, especially in relation to the drawing up of financial information:

- Departments and/or mechanisms in charge of: (i) the design and review of the organizational structure; (ii) clear definition of lines of responsibility and authority with an appropriate distribution of tasks and functions; and (iii) ensuring that adequate procedures exist for their proper dissemination throughout the entity:

As regards the organisational structure, the Board of Directors is entrusted with the function of defining the structure of the group of companies of which the Company is the controlling entity (art. 5.3.a)(vi) of the Board of Directors' Regulations).

The Board shall adopt the necessary measures to ensure that the management of the company is under the effective supervision of the Board of Directors (article 6.3.b) of the Board Regulations). Article 22 of the Regulations also establishes that it is the duty of Directors to contribute to the Board's function of promoting and supervising the day-to-day management and direction of the Company and, as far as legally possible, of the investees.

In this respect, the General Managers of the investee companies report to the Board of Directors at least once a year on the day-to-day running of the companies and whenever they are required to do so for specific reasons, and the Board tries to ensure that no person or small group of persons holds decision-making powers that are not subject to checks and balances (art. 6.3.c) of the Board Regulations); there is an internal policy on limits on proxies in this respect.

For its part, the Executive Committee has been delegated the function of supervising the bases of the corporate organisation in order to achieve the greatest possible efficiency (art. 15.5.b)(iii) of the Board Regulations), while the General Divisions distribute tasks and functions among the members of their respective organisations. As regards the process of preparing the financial information, the procedures are defined in the corporate Finance Department and are disseminated to the different areas involved through their heads.

- Code of conduct, the body approving this, degree of dissemination and instruction, principles and values covered (stating whether there is specific mention of record keeping and preparation of financial information), body charged with analyzing breaches and proposing corrective actions and sanctions:

On 27 July 2023, the Board of Directors of the Company unanimously resolved to implement the new Ethical Channel platform and, to that end, approved a new Code of Conduct for the Pharma Mar Group, updating the existing one. Pharma Mar's new Ethics Channel and how to use it was disseminated to all Group employees.

The purpose of the Code of Conduct is to formalise the principles and values that should guide the conduct of all Pharma Mar Group companies among themselves and in their relations with customers, partners, suppliers and, in general, with all persons and entities, both public and private, with whom they have dealings in the course of their professional activity.

The Code of Conduct is available on the company's website. On joining the company, all employees receive the Code and it is formally recorded in our IT tool, which they know, understand and comply with the commitments set out in the Code.

Article 3.15 of the Code states that the management bodies of the Pharma Mar Group and its companies undertake to ensure regular supervision of the effectiveness of the internal control system for the preparation of the financial information to be submitted to the markets.

Any doubts that may arise regarding the interpretation of the Code of Conduct should be referred to the hierarchical superior or, where appropriate, the Regulatory Compliance Committee.

- Whistleblower channel allowing notifications to the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organization, indicating whether this channel is confidential and whether anonymous notifications can be made, protecting the rights of the whistleblower and the person reported.

All persons subject to the Code of Conduct - i.e. members of the governing bodies, senior management and, in general, without exception and regardless of their position, responsibility or place of work, all employees and executives of PharmaMar Group companies - may report possible breaches of the Code through the Ethics Channel platform, as part of the Internal Reporting System approved at the Board of Directors' meeting on 27 July 2023.

The Group's Regulatory Compliance Committee was appointed to be responsible for the aforementioned Internal Reporting System, and ensures that all incidents received through the Ethics Channel are dealt with and managed appropriately and completely, and are analysed independently and confidentially. Likewise, the Regulatory Compliance Committee guarantees the confidentiality of the identity of the informant (whistleblower) and the investigated (reported), and allows anonymous communications to be made, respecting the rights of both parties.

- Training and periodic refresher programs for personnel involved in the preparation and revision of financial information, as well as in the assessment of the ICFR system, covering at least accounting standards, auditing, internal control and risk management.

Staff involved in the preparation and review of financial information periodically attend external refresher programmes on applicable standards. In 2024 the number of hours dedicated to training in these matters was 93 hours. In 2024, various training actions on regulatory compliance were carried out.

F.2. Assessment of risks in financial reporting.

Report on at least the following:

F.2.1 The main characteristics of the risk identification process, including risks of error and fraud, as regards:

- Whether the process exists and is documented:

The Company has a process for identifying financial risks from which the Group's financial reporting risk map is derived. Both the process for identifying financial risks and the resulting map are adequately documented.

- Whether the process covers all the objectives of financial reporting, (existence and occurrence; completeness; valuation; presentation; disclosure and comparability; and rights and obligations), whether it is updated and if so how often:

The process analyses the five objectives related to the reliability of financial information: (i) existence and occurrence, (ii) completeness, (iii) valuation, (iv) presentation, disclosure and comparability, and (v) rights and obligations. Through this process, risks that could lead to material misstatements in financial information are identified and assessed. Both quantitative criteria based on materiality and qualitative criteria based on risk factors are used. Based on the results obtained, the key processes associated with the accounts with significant risks and/or with specific risks are identified. The results of this process form the basis for the ICFR documentation and assessment procedures. The risks associated with the achievement of financial reporting objectives are identified and assessed annually as a basis for determining the controls to be implemented.

- The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex corporate structures or special purpose vehicles:

The Company's internal regulations include a process for identifying the scope of consolidation in order to control possible changes thereto. Thus, the Audit Committee is responsible for supervising the preparation process and the integrity of the financial and non-financial information relating to the Company, including information on sustainability and, where appropriate, the group to which the Company belongs, reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria (article 5.2(a) of the Audit Committee Regulations).

The Board of Directors is responsible for (i) approving the creation or acquisition of shares in special purpose vehicles or entities domiciled in countries or territories considered tax havens, as well as any other transactions or operations of a similar nature which, due to their complexity, may undermine the transparency of the Company and its group and (ii) approving investments, divestments or operations of any kind which, due to their large amount or special characteristics, are of a strategic nature or have a special tax risk, unless their approval corresponds to the General Shareholders' Meeting (article 5.3.(b) of the Board Regulations).

Likewise, the Company's Internal Auditor must inform the Audit Committee on a quarterly basis, prior to its examination of the periodic financial information to be submitted for approval by the Board of Directors of the Company for submission to the markets, of any investment or financial divestment made in subsidiaries and other companies that entails a change in the scope of consolidation or the creation of an obligation to consolidate. To this end, the Internal Auditor must obtain the appropriate information in this respect from the different companies comprising the Group.

- Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements:

The financial reporting risk management procedure is part of the Pharma Mar Group's comprehensive risk management system and covers only those risks that threaten the objectives of financial reporting (existence and occurrence; completeness; valuation; presentation, disclosure and comparability; and rights and obligations). The procedure is applicable to all financial reporting risks that affect or may affect the Pharma Mar Group in all its entities and areas, whether they arise in its environment or in its activities.

Therefore, the process takes into account the effects of other types of risk covered by the Pharma Mar Group's comprehensive risk system (operational, technological, financial, legal, reputational, environmental, etc.) insofar as they affect the financial statements.

- The governing body within the company that supervises the process:

The governing body supervising the risk identification process is the Audit Committee in accordance with the provisions of the Financial Reporting Risk Management Procedure, relying on the internal audit function, the Finance Department and external auditors, where appropriate.

F.3. Control activities

Report on whether the company has at least the following, describing their main characteristics:

- F.3.1** Review and authorization procedures for financial information and a description of the ICFR, to be disclosed to the securities markets, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including accounting closing procedures and the specific review of significant judgements, estimates, valuations and projections.

The Company has an internal control over financial reporting model based on the COSO model, which provides reasonable assurance regarding compliance with the objectives of the COSO model: effectiveness and efficiency of operations, safeguarding of assets, reliability of financial reporting and compliance with applicable laws and regulations.

Following the identification of the financial risks and the preparation of the corresponding map, the critical activities have been defined, amounting to 62, which has made it possible to identify the key processes to be documented, a total of 24 in all. The significant risks that are highlighted in each process activity are associated with a key control that is also described in the processes. A total of 149 controls have been identified.

The finance directorates are responsible for identifying and documenting the aforementioned processes and their corresponding risks that may affect financial reporting, and for assessing their potential impact. The finance directorates are also responsible for developing actions to mitigate the identified risks.

There is a procedure for the closing of the accounts. The specific review of the relevant judgements, estimates, valuations and projections has its own process. The respective business units make the estimates, valuations or projections for those aspects for which they are responsible; the reasonableness of these is assessed by the corporate Finance Department, supported, where appropriate, by the advice of the various General Divisions.

F.3.2 Internal IT control policies and procedures (access security, control of changes, system operation, operational continuity and segregation of duties, among others) which support significant processes within the company relating to the preparation and publication of financial information.

Pharma Mar's IT unit is a service organisation whose main objective is to manage and support the company's IT needs. In order to align IT strategies with the company's strategic objectives, Pharma Mar has a Strategic Information Systems Plan. This plan is a high-level document that describes the key aspects of the organisation, responsibilities, processes, and the body of policies and procedures designed to guarantee the quality and control of the IT service, systems and infrastructures.

In relation to the main tool involved in preparing and obtaining financial information, the Company has specific procedures that describe the tasks necessary to install, configure, administer, manage access and periodic control tasks, as well as to guarantee the correct functioning of the system and the security of the information managed by it.

Pharma Mar's IT Unit periodically reviews system users to ensure that they have the required permissions and, if necessary, revoke any permissions that do not apply or that the business considers unnecessary. This is set out in the procedure for managing user access to information systems.

Lastly, Pharma Mar has a back-up restoration strategy for all its IT systems, with cross-cutting processes and others defined on an ad hoc basis depending on the system, with the aim of guaranteeing business continuity in an agile manner. All of this is documented in a specific standard called General Backup and Restore Standards, in addition to the procedure Contingency Plan for information systems.

F.3.3 Internal control policies and procedures for overseeing the management of activities subcontracted to third parties, as well as of those aspects of assessment, calculation or valuation entrusted to independent experts, which may materially affect financial statements.

The Company does not outsource activities relevant to the issuance of financial statements. When the services of an independent expert are used, for example, to carry out valuations, it ensures that the professional is technically qualified, having within the Group personnel trained to validate the reasonableness of the conclusions of the reports issued.

All services outsourced to third parties are regulated by specific contracts. The contracting departments are responsible for the direct supervision of suppliers. Suppliers are selected in accordance with the Procurement Policy, established and approved by the Appointments and Compensation and Sustainability Committee on 14 March 2023, and the Supplier Approval Procedure, which details the objective criteria, in which factors such as quality, price, infrastructure available to the supplier, its recognition in the market, as well as its membership in the group of collaborators of any of the Group entities and, if applicable, its track record in the quality of the service provided to them, security in supplies and sustainability are assessed. Purchases are managed through a purchasing tool that allows traceability of the process of selection, ensures a correct segregation of functions and provides support for the agreements entered into between the parties.

At present, the main recurring suppliers are approved in accordance with a purchasing policy that takes into account quantitative and qualitative criteria to ensure that Pharma Mar contracts with solvent, first-rate suppliers. The aim is to ensure that all recurring suppliers or those of particular importance to Pharma Mar Group are approved, as stipulated in the General Procurement Procedure.

The PharmaMar Group does not entrust any evaluation, calculation or valuation to independent experts that could materially affect the Group's financial statements. However, certain valuations of research and development projects are carried out by companies specialising in the sector, which are subject to controls to ensure the integrity of the data, the reasonableness of the methods and assumptions used and the valuations obtained.

F.4. Information and communication.

Report on whether the company has at least the following, describing their main characteristics:

- F.4.1** A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organisation, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.

Responsibility for the application of accounting policies is centralised in the corporate Finance Department. As regards International Financial Reporting Standards, the Consolidation Unit keeps the heads of the Group's accounting areas informed of any new developments that may affect them, analysing with them specific operations and transactions and resolving any queries regarding their application that may be made by any Group company. Through the internal auditor, the various persons responsible for preparing the financial statements are kept informed of changes in regulations and also determine the impact of the application of new regulations. In particularly complex transactions, the corporate Finance Department asks the external auditors for their opinion on the analysis carried out by the Group and, in other cases, the opinion of independent experts and consultants is sought.

The Group's accounting policies are set out in a document entitled "Accounting procedures manual for Pharma Mar Group companies", which is based on the Spanish General Chart of Accounts, where the Group's main companies are located. This document includes the main accounting criteria for preparing financial information. Periodically, we analyse whether the new regulations affects the policies already in place or should be included in the manual, by circulating it to the financial directorates of all companies.

- F.4.2** Mechanisms for capturing and preparing financial information in standardised formats for application and use by all units of the entity or group, and support its main financial statements and notes, as well as disclosures concerning ICFR.

The Company has internally developed IT tools for the consolidation process and the preparation of annual accounts. These applications, with homogeneous formats, are distributed to the Group companies, which incorporate their individual financial statements and return them completed to the Consolidation Unit where the consolidation process is carried out. In case of companies that also have subsidiaries, they are responsible for adding their subsidiaries before sending the financial information to the Consolidation Unit. The ICFR is supported by a single system, homogeneous with the reporting tool through which we obtain the necessary information to determine the conclusions regarding the ICFR operability.

F.5. Supervision of the functioning of the system.

Report on at least the following, describing their principal features:

- F.5.1** The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function one of the responsibilities of which is to provide support to the committee in its task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person responsible for performing the assessment communicates its results, whether the company has an action plan detailing possible corrective measures, and whether their impact on financial reporting has been considered.

The Company has an internal audit function whose duties include supporting the Audit Committee in the performance of its duties, one of which is to supervise the functioning of Pharma Mar's control environment, in compliance with the Audit Function Charter approved by the Board of Directors of Zeltia, S.A. on 28 November 2011 and currently being updated following the publication of Technical Guide 1/2024 on audit committees of public interest entities, published by the CNMV on 27 June 2024. The aforementioned Bylaws were assumed by Pharma Mar, S.A. as a result of the merger by absorption of Zeltia, S.A. (absorbed company) into Pharma Mar, S.A. (absorbing company), effective 30 October 2015.

In relation to the ICFR, the responsibilities of the internal audit function include supervising the reliability and integrity of financial information, monitoring and assessing the effectiveness of financial risk control and management, issuing proposals for improvement and monitoring their implementation, unifying compliance with accounting policies, standards and procedures with an impact on each of the processes analysed and coordinating with those responsible for finance to ensure that the documentation relating to the ICFR is up to date. Annually, the internal auditor issues a report assessing the degree of compliance with the ICFR and proposals for improvement, which is sent to the Audit Committee for its supervision. The internal auditor designs and implements the plan for assessing the effectiveness of controls. Control weaknesses detected are reported to the Audit Committee.

F.5.2 Whether there is a discussion procedure whereby the auditor (as defined in the Spanish Technical Audit Standards), the internal auditor and other experts can report to senior management and the audit committee or directors of the company any significant weaknesses in internal control identified during the review of the annual financial statements or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses detected.

During the financial year 2024, the external auditor met four times with the Audit Committee. At these meetings, an annual plan for communication with the Commission and the use of experts, where appropriate, is presented and potential internal control weaknesses are included as a topic for discussion.

Other issues discussed in 2024 with the external auditors included the following:

At the meeting of 27 February 2024 they presented the Additional Report to the Audit Committee for the year ended 31 December 2023, which contains the audit approach and scope, methodology used, risk areas and judgement on materiality and the audit team, specialists and experts; the result of the audit, the audit response to risks, significant accounting issues and policies, summary of uncorrected adjustments or reclassifications, summary of significant control deficiencies, audit report redactions, statement of non-financial information; written declaration of their independence from the Company or entities related thereto, as well as information on non-audit services provided to the Company or its related parties and the related fees received from these entities. The content of this report, reflecting the satisfactory outcome of the work performed, was made available to the Board of Directors.

Due to the change of external auditors for the year 2024, in July the incoming auditors submitted an Information Paper on the planning and work done in relation to the successful transition of auditors.

At the meeting held on 29 October 2024, they presented a document with the planning for the 2024 audit, including equipment and schedule. This document contained the risks identified for Pharma Mar and its Group, as well as the communication plan with the Commission and the use of experts in its work.

In addition, the external auditors attended the session on 28 November 2024 where they presented the document entitled "Conclusions of the Planning Phase", which contains the materiality of the financial statements, the risks identified, the tasks performed by KPMG in the preliminary review and the areas of interest for follow-up.

The financial managements of the Group companies attend to report to the Audit Committee on the business performance of their respective companies/units during 2024 and on the main events during the year and to present a list of the main risks that in their opinion the different companies face as well as the measures to mitigate these risks.

Corporate Finance Management attends meetings whenever requested to do so.

The internal auditor, by delegation of the Audit Committee, supervises the proper functioning of the ICFR and the ICFRS and assesses their design and effectiveness. On an annual basis, it submits to the Audit Committee the ICFR and ICFRS assessment plan for the following year, based on the risks identified by the financial departments of the Group companies. The Audit Committee will be responsible for approving the plan. The Audit Committee shall be regularly informed of any weaknesses detected in the course of the work carried out by the audit function. In this regard, the Internal Auditor attended the Audit Committee meeting of 30 July 2024, at which he presented the progress of the Audit Plan for the first half of 2024, a plan that the Committee itself had approved at the end of 2023. At this meeting, the processes analysed were detailed and, in those cases where the internal auditor detected any weaknesses in the controls, the Audit Committee was also informed of the recommendations to be implemented by the Group companies in order to mitigate these weaknesses. At the meeting held on 28 November 2024, the Internal Audit Plan for 2025 was presented with its budget and the results of the work carried out in the second half of the year. The internal auditor reports on the correction or mitigation of the control weaknesses identified in the review processes of the annual accounts. In addition, at the last meeting of the year, he presented the Internal Audit Report 2024.

The supervision process is carried out on an ongoing basis, thus providing reasonable assurance that the financial information contained in the interim financial statements is reliable. In addition, the Audit Committee may seek the opinion of the external auditors on the ICFR points it deems appropriate or, in specific cases, rely on independent experts for its supervisory task.

F.6. Other relevant information.

N/A

F.7. External auditor's report.

Report:

F.7.1 Whether the ICFR information sent to the markets has been subjected to review by the external auditor, in which case the entity should include the corresponding report as an attachment. If not, reasons why should be given.

The information on internal control systems over financial reporting included in the Annual Corporate Governance Report has been reviewed by the external auditor, a copy of whose report is included at the end of this document.

G. DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's degree of compliance with recommendations of the Good Governance Code for listed companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation of the reasons must be included so that shareholders, investors and the market in general have enough information to assess the company's conduct. General explanations are not acceptable.

1. That the articles of incorporation of listed companies should not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of its shares on the market.

Complies [☐] Explain [☒]

Article 25.3 of the Bylaws provides that "no shareholder may cast a number of votes exceeding 25% of total voting capital from time to time, even when the number of shares held thereby is greater than the aforesaid capital percentage." This limit shall not affect the votes applicable to the shares represented by a shareholder by proxy, in the terms provided in Article 19 of these Bylaws, notwithstanding the individual application to each shareholder so represented of the same 25% limit for the votes related to the shares held thereby.

The limit established in this section shall also apply to the number of votes that, at the most, two or more corporate shareholders belonging to the same group of companies may cast, whether jointly or separately. This limit shall likewise apply to the number of votes that, at the most, a natural person shareholder and the company or companies, also shareholder(s), which are controlled by the natural person, may cast, whether jointly or separately.

For the purposes of the previous paragraph, a group of companies shall be defined as provided in Article 42 of the Commercial Code, and a natural person shall be deemed to control one or several entities when, in the relations between the aforementioned person and the reference company or companies, one of the control circumstances referred to in said article occurs.

Likewise, and for the purposes of this Article, the relationship of any natural person or corporate shareholder with interposed parties, trustees or equivalent entities that are in turn shareholders of the company, as well as with funds, investment institutions or similar entities that are also shareholders of the company, shall be considered control for the purposes of Article 42 of the Commercial Code, when the voting rights of the shares held by these persons or entities are directly or indirectly exercised by the shareholder in question.

The limit established in this section shall likewise apply to the number of votes that may be cast jointly by shareholder groups acting collectively.

In the days leading up to the General Meeting, in first call, the Chairman of the Board of Directors may require that any shareholder inform the Company through its Chairman, within 48 hours, of the shares held directly thereby and of the shares owned by third parties directly or indirectly controlled by the shareholder in question, as well as of any information on any pacts or agreements, express or implied, relating to the right to vote that could give rise to collective action with other shareholders. The Chairman may comment as he or she deems appropriate at the General Meeting, at the time the Meeting is assembled, in order to ensure compliance with these Bylaws in relation to the exercise of voting rights by shareholders.

Those shares that belong to one holder, to a group of entities or to a natural or legal person, and the companies controlled by said natural or legal person, as well as all individuals or entities acting collectively with the aforementioned, shall be fully accounted for among the shares attending the Shareholders Meeting to obtain the necessary quorum in terms of capital required to hold the meeting, but at the time of voting, the limit on the number of votes, established at 25% by virtue of this article, shall apply.

The limit established in this section 3 shall cover any material subject to a decision of the General Shareholders Meeting, including the appointment of directors by the proportional system, but excluding amendment of this article, which shall in any case require the approval of a qualified majority of 75% of the capital present in person or by proxy, both in first and second call. The limit established in this section 3 shall be null and void when, following a public tender offer, the offeror has reached a percentage equal to or greater than 70% of the voting capital, unless said offeror was not subject to equivalent neutralization measures, or if such measures were not adopted. The removal of the aforesaid limits shall be effective as of the date on which the settlement results of the offer are published in the Quotation Bulletin of the Madrid Stock Exchange."

This limit provided for in the Bylaws is aimed at protecting the rights of the many minority shareholders that have a limited ability to act and response capacity before any potential shareholder with a participation that, although not a majority holding and without reaching takeover bid thresholds, wishes to exercise its influence and whose interests may not be completely in line with the corporate interests. It should be noted that this limit provided for in the Bylaws was already in force in 2000 in Zeltia, S.A., as the former parent company of the Group, listed on the Stock Exchange Continuous Market, and which was absorbed by Pharma Mar, S.A. in 2015, at which time the latter became a listed company. In any case, Article 25 of the current Bylaws in force establishes the circumstances under which said voting limit may be removed, including but not limited to in those cases in which the Company is the subject of a public tender offer that attracts sufficient social consensus. By virtue of the above, the limit on the maximum number of votes that may be issued by any single shareholder cannot be considered to constitute a barrier to a public tender offer.

2. That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:
- a) The respective areas of activity and possible business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries.
 - b) The mechanisms in place to resolve any conflicts of interest that may arise.

Complies [☐] Complies partially [☐] Explain [☐] Not applicable [☒]

3. That, during the ordinary General Shareholders' Meeting, as a complement to the distribution of the written annual corporate governance report, the chairman of the Board of Directors should inform shareholders orally, in sufficient detail, of the most significant aspects of the company's corporate governance, and in particular:

- a) Changes that have occurred since the last General Shareholders' Meeting.
- b) Specific reasons why the company has not followed one or more of the recommendations of the Code of Corporate Governance and the alternative rules applied, if any.

Complies [☒] Complies partially [☐] Explain [☐]

4. That the company should define and promote a policy on communication and contact with shareholders and institutional investors, within the framework of their involvement in the company, and with proxy advisors that complies in all aspects with rules against market abuse and gives equal treatment to similarly situated shareholders. And that the company should publish this policy on its website, including information on how it has been put into practice and identifying the contact persons or those responsible for implementing it.

And that, without prejudice to the legal obligations regarding dissemination of inside information and other types of regulated information, the company should also have a general policy regarding the communication of economic-financial, non-financial and corporate information through such channels as it may consider appropriate (communication media, social networks or other channels) that helps to maximize the dissemination and quality of information available to the market, investors and other stakeholders.

Complies [☒] Complies partially [☐] Explain [☐]

5. That the Board of Directors should not submit to the General Shareholders' Meeting any proposal for delegation of powers allowing the issue of shares or convertible securities with the exclusion of preemptive rights in an amount exceeding 20% of the capital at the time of delegation.

And that whenever the Board of Directors approves any issue of shares or convertible securities with the exclusion of preemptive rights, the company should immediately publish the reports referred to by company law on its website.

Complies [X] Complies partially [] Explain []

6. That listed companies that prepare the reports listed below, whether under a legal obligation or voluntarily, should publish them on their website with sufficient time before the General Shareholders' Meeting, even if their publication is not mandatory:

- a) Report on the auditor's independence.
- b) Reports on the workings of the audit and nomination and remuneration committees.
- c) Report by the audit committee on related party transactions.

Complies [] Complies partially [X] Explain []

Prior to the Annual General Shareholders Meeting held on 29 May 2024, the Company published a report on independence of the auditor, the reports on the functioning of the Audit Committee and the Appointments and Compensation and Sustainability Committee, and it was not considered appropriate to release the report on related-party transactions, as such report may potentially contain confidential information and, therefore, publication thereof could harm the legitimate interests of third parties (e.g. employees, providers), taking into account that such report would contain the economic conditions of the offers made by third parties in their proposals in competition with those of the related party.

7. That the company should transmit in real time, through its website, the proceedings of the General Shareholders' Meetings.

And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Meeting to be conducted by such remote means.

Complies [X] Complies partially [] Explain []

8. That the audit committee should ensure that the financial statements submitted to the General Shareholders' Meeting are prepared in accordance with accounting regulations. And that in cases in which the auditor has included a qualification or reservation in its audit report, the chairman of the audit committee should clearly explain to the general meeting the opinion of the audit committee on its content and scope, making a summary of this opinion available to shareholders at the time when the meeting is called, alongside the other Board proposals and reports.

Complies [X] Complies partially [] Explain []

9. That the company should permanently publish on its website the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies ☒ Complies partially ☐ Explain ☐

10. That when a duly authenticated shareholder has exercised his or her right to complete the agenda or to make new proposals for resolutions in advance of the General Shareholders' Meeting, the company:

- a) Should immediately distribute such complementary points and new proposals for resolutions.
- b) Should publish the attendance, proxy and remote voting card specimen with the necessary changes such that the new agenda items and alternative proposals can be voted on in the same terms as those proposed by the Board of Directors.
- c) Should submit all these points or alternative proposals to a vote and apply the same voting rules to them as to those formulated by the Board of Directors including, in particular, assumptions or default positions regarding votes for or against.
- d) That after the General Shareholders' Meeting, a breakdown of the voting on said additions or alternative proposals be communicated.

Complies ☐ Complies partially ☒ Explain ☐ Not applicable ☐

Article 24.2 of the Bylaws provides that "unless the Presiding Panel, at the proposal of the Chairman, has established a different system for the voting in question, votes in favor of the proposed resolutions shall be understood as the votes of all shareholders attending, in person or by proxy, that have not expressly abstained, voted in blank or voted against the resolution, and approval shall be accredited by recording the votes against, in blank or abstentions. Nevertheless, as regards resolutions not proposed by the Board of Directors (defined as proposed resolutions deriving from the exercise of the right provided for in Article 519 of the Capital Corporations Law), votes of all shareholders attending, in person or by proxy, except for those shareholders that expressly abstain, vote for or cast a blank vote, shall be considered votes against the proposal submitted to a vote." Article 14.4 of the General Meeting Regulations contains a provision in this same regard.

These types of provisions are included for practical and operational reasons. For example, the use of mechanisms for granting a proxy or for distance voting and the preparation of the required documentation for such purpose (voting cards, proxy cards, etc.) is facilitated if a consensus on the direction of the vote exists, and following this recommendation would hinder and limit the use of these mechanisms, as it is presumed that a considerable portion of the shareholders employing these methods for voting or granting proxies would need to revise and, perhaps, amend the documentation that they had prepared or sent to cast their votes using these methods if they were considered to have voted in favor of any proposed resolution submitted by any shareholder (this same reasoning would apply shareholders that leave the Shareholders Meeting after it has already been assembled).

In any case, it should be noted that no authorized shareholder has, prior to the meeting of the Annual General Shareholders Meeting on 29 May 2024, exercised its right to add additional agenda items or to present new proposed resolutions.

11. That if the company intends to pay premiums for attending the General Shareholders' Meeting, it should establish in advance a general policy on such premiums and this policy should be stable.

Complies ☐ Complies partially ☐ Explain ☐ Not applicable ☒

12. That the Board of Directors should perform its functions with a unity of purpose and independence of criterion, treating all similarly situated shareholders equally and being guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, promoting its continuity and maximizing the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and conducting itself on the basis of good faith, ethics and a respect for commonly accepted best practices, it should seek to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders that may be affected, as well as the impact of its corporate activities on the communities in which it operates and on the environment.

Complies [X] Complies partially [] Explain []

13. That the Board of Directors should be of an appropriate size to perform its duties effectively and in a collegial manner, which makes it advisable for it to have between five and fifteen members.

Complies [X] Explain []

14. That the Board of Directors should approve a policy aimed at favoring an appropriate composition of the Board and that:

- a) Is concrete and verifiable;
- b) ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and
- c) favors diversity of knowledge, experience, age and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of female senior executives favor gender diversity.

That the result of the prior analysis of the skills required by the Board of Directors be contained in the supporting report from the nomination committee published upon calling the General Shareholders' Meeting to which the ratification, appointment or re- election of each director is submitted.

The nomination committee will annually verify compliance with this policy and explain its findings in the annual corporate governance report.

Complies [X] Complies partially [] Explain []

15. That shareholder-appointed and independent directors should constitute a substantial majority of the Board of Directors and that the number of executive directors be kept to a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

And that the number of female directors should represent at least 40% of the members of the Board of Directors before the end of 2022 and thereafter, and no less 30% prior to that date.

Complies [X] Complies partially [] Explain []

As at 31 December 2024, the number of female directors will account for 41.67% of the members of the Board of Directors.

16. That the number of shareholder-appointed directors as a percentage of the total number of non- executive directors not be greater than the proportion of the company's share capital represented by those directors and the rest of the capital.

This criterion may be relaxed:

- a) In large-cap companies where very few shareholdings are legally considered significant.
- b) In the case of companies where a plurality of shareholders is represented on the Board of Directors without ties among them.

Complies [] Explain [X]

The Company does not comply with this recommendation, as two of its primary shareholders are considered executive directors and cannot be considered shareholder-appointed directors; all of the shareholders currently holding a significant interest in the Company form part of its Board of Directors. Furthermore, the independent directors comprise a majority of the non-executive directors, their number being more than double the number of shareholder-appointed directors (five vs two).

17. That the number of independent directors should represent at least half of the total number of directors.

That, however, when the company does not have a high level of market capitalisation or in the event that it is a large-cap company with one shareholder or a group of shareholders acting in concert who together control more than 30% of the company's share capital, the number of independent directors should represent at least one third of the total number of directors.

Complies [X] Explain []

18. That companies should publish the following information on its directors on their website, and keep it up to date:

- a) Professional profile and biography.
- b) Any other Boards to which the directors belong, regardless of whether or not the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
- c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
- d) Date of their first appointment as a director of the company's Board of Directors, and any subsequent re-elections.
- e) Company shares and share options that they own.

Complies ☒] Complies partially ☐ Explain ☐]

19. That the annual corporate governance report, after verification by the nomination committee, should explain the reasons for the appointment of any shareholder-appointed directors at the proposal of shareholders whose holding is less than 3%. It should also explain, if applicable, why formal requests from shareholders for presence on the Board were not honored, when their shareholding was equal to or exceeded that of other shareholders whose proposal for shareholder-appointed directors was honored.

Complies ☐] Complies partially ☐ Explain ☐] Not applicable ☒]

20. That shareholder-appointed directors representing significant shareholders should resign from the Board when the shareholder they represent disposes of its entire shareholding. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of shareholder-appointed directors.

Complies ☐] Complies partially ☐ Explain ☐] Not applicable ☒]

21. That the Board of Directors should not propose the dismissal of any independent director before the completion of the director's term provided for in the articles of incorporation unless the Board of Directors finds just cause and a prior report has been prepared by the nomination committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties inherent to his or her post as a director, fails to complete the tasks inherent to his or her post, or is affected by any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public takeover bid, merger or other similar corporate transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of application of the proportionate representation criterion provided in Recommendation 16.

Complies [X] Explain []

22. That companies should establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which affect them, whether or not related to their actions in the company itself, and which may harm the company's standing and reputation, and in particular requiring them to inform the Board of any criminal proceedings in which they appear as suspects or defendants, as well as of how the legal proceedings subsequently unfold.

And that, if the Board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the nomination and remuneration committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that he or she be dismissed. And that these events must be reported in the annual corporate governance report, unless there are any special reasons not to do so, which must also be noted in the minutes. This without prejudice to the information that the company must disseminate, if appropriate, at the time when the corresponding measures are implemented.

Complies [X] Complies partially [] Explain []

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies to the secretary of the Board of Directors, even if he or she is not a director.

Complies [X] Complies partially [] Explain [] Not applicable []

24. That whenever, due to resignation or resolution of the General Shareholders' Meeting, a director leaves before the completion of his or her term of office, the director should explain the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the Board of Directors.

And that, without prejudice to all this being reported in the annual corporate governance report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies [X] Complies partially [] Explain [] Not applicable []

25. That the nomination committee should make sure that non-executive directors have sufficient time available in order to properly perform their duties.

And that the Board regulations establish the maximum number of company Boards on which directors may sit.

Complies [X] Complies partially [] Explain []

26. That the Board of Directors meet frequently enough to be able to effectively perform its duties, and at least eight times per year, following a schedule of dates and agendas established at the beginning of the year and allowing each director individually to propose other items that do not originally appear on the agenda.

Complies [] Complies partially [X] Explain []

[In the financial year 2024, the Board of Directors met six times, following the agenda for the year, and its frequency of meetings is adequate for its proper functioning.]

27. That director absences occur only when absolutely necessary and be quantified in the annual corporate governance report. And when absences do occur, that the director appoint a proxy with instructions.

Complies [X] Complies partially [] Explain []

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes at the request of the director expressing them.

Complies [X] Complies partially [] Explain [] Not applicable []

29. That the company should establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies [X] Complies partially [] Explain []

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances make this advisable.

Complies ☒ Explain ☐ Not applicable ☐

31. That the agenda for meetings should clearly indicate those matters on which the Board of Directors is to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, in exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies ☒ Complies partially ☐ Explain ☐

32. That directors be periodically informed of changes in shareholding and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies ☒ Complies partially ☐ Explain ☐

33. That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out the duties assigned by law and the articles of incorporation, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances make this advisable.

Complies ☒ Complies partially ☐ Explain ☐

34. That when there is a coordinating director, the articles of incorporation or Board regulations should confer upon him or her the following powers in addition to those conferred by law: to chair the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; to reflect the concerns of non-executive directors; to liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and to coordinate a succession plan for the chairman.

Complies ☐ Complies partially ☒ Explain ☐ Not applicable ☐

Article 10 bis of the Board of Directors Regulations establishes that "if the Chairman is an Executive Director, the Board of Directors, with all Executive Directors abstaining, shall necessarily appoint a Coordinating Director from among the Independent Directors, who shall be specifically empowered to convene a meeting of the Board of Directors, add new items to the agenda for Board meetings that have already been called, preside over the Board of Directors in the absence of the Chairman and of the Vice Chairmen, coordinate and gather Non-Executive Directors, coordinate the succession plan for the Chairman and, as the case may be, carry out periodic assessments of the Chairman of the Board of Directors."

For such purpose, the Company is considered to partially comply with this recommendation, as the only duty of those listed in the recommendation that the Coordinating Director does not perform is that of "maintaining contact with investors and shareholders." This duty is performed by the Capital Markets and Investor Relations Department, which keeps the Board of Directors duly informed in such regard.

35. That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account such recommendations regarding good governance contained in this Good Governance Code as may be applicable to the company.

Complies [X] Explain []

36. That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- a) The quality and efficiency of the Board of Directors' work.
- b) The workings and composition of its committees.
- c) Diversity in the composition and skills of the Board of Directors.
- d) Performance of the chairman of the Board of Directors and of the chief executive officer of the company.
- e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the nomination committee.

Every three years, the Board of Directors will rely for its evaluation upon the assistance of an external advisor, whose independence shall be verified by the nomination committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group must be specified in the annual corporate governance report.

The process and the areas evaluated must be described in the annual corporate governance report.

Complies [X] Complies partially [] Explain []

37. That if there is an executive committee, it must contain at least two non-executive directors, at least one of whom must be independent, and its secretary must be the secretary of the Board.

Complies [] Complies partially [X] Explain [] Not applicable []

The Executive Committee is comprised of four members, two of whom are non-executive directors, although none of them is independent. The Secretary of the Committee is the same as the Board Secretary.

38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.

Complies [] Complies partially [X] Explain [] Not applicable []

The Board is regularly informed of the main decisions adopted by its Committees and the minutes thereof are available to all Directors for review. The Board believes the current system is effective.

39. That the members of the audit committee, in particular its chairman, be appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, both financial and non-financial.

Complies [X] Complies partially [] Explain []

40. That under the supervision of the audit committee, there should be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.

Complies [X] Complies partially [] Explain []

41. That the person in charge of the unit performing the internal audit function should present an annual work plan to the audit committee, for approval by that committee or by the Board, reporting directly on its execution, including any incidents or limitations of scope, the results and monitoring of its recommendations, and present an activity report at the end of each year.

Complies [X] Complies partially [] Explain [] Not applicable []

42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following:

1. With regard to information systems and internal control:
 - a) Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group - including operational, technological, legal, social, environmental, political and reputational risk, or risk related to corruption - reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.
 - b) Ensuring the independence of the unit charged with the internal audit function; proposing the selection, appointment and dismissal of the head of internal audit; proposing the budget for this service; approving or proposing its orientation and annual work plans for approval by the Board, making sure that its activity is focused primarily on material risks (including reputational risk); receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.
 - c) Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially serious irregularities, especially those of a financial or accounting nature, that they observe in the company or its group. This mechanism must guarantee confidentiality and in any case provide for cases in which the communications can be made anonymously, respecting the rights of the whistleblower and the person reported.
 - d) Generally ensuring that internal control policies and systems are effectively applied in practice.
2. With regard to the external auditor:
 - a) In the event that the external auditor resigns, examining the circumstances leading to such resignation.
 - b) Ensuring that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.
 - c) Making sure that the company informs the CNMV of the change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
 - d) Ensuring that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks performed and the development of the company's accounting situation and risks.
 - e) Ensuring that the company and the external auditor comply with applicable rules regarding the provision of services other than auditing, limits on the concentration of the auditor's business, and, in general, all other rules regarding auditors' independence.

Complies [X] Complies partially [] Explain []

43. That the audit committee be able to require the presence of any employee or manager of the company, even stipulating that he or she appear without the presence of any other member of management.

Complies ☒ [X]

Complies partially ☐ []

Explain ☐ []

44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draw up a prior report to the Board of Directors on the economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies ☐ []

Complies partially ☒ [X]

Explain ☐ []

Not applicable ☐ []

In accordance with applicable law and the Company's internal regulations, the Audit Committee has not been granted the power to analyze the financial terms and accounting effects of these types of transactions (in the manner of a fairness opinion), and therefore does not have to report on these matters to the Board of Directors.

45. That the risk management and control policy identify or determine, as a minimum:

- a) The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks and risks relating to corruption) which the company faces, including among the financial or economic risks contingent liabilities and other off-balance sheet risks.
- b) A risk control and management model based on different levels, which will include a specialized risk committee when sector regulations so require or the company considers it to be appropriate.
- c) The level of risk that the company considers to be acceptable.
- d) Measures in place to mitigate the impact of the risks identified in the event that they should materialize.
- e) Internal control and information systems to be used in order to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

Complies ☐ []

Complies partially ☐ []

Explain ☒ [X]

The Company does not have a risk management and control policy, however, it has implemented a comprehensive financial and non-financial reporting internal control system, and each of the business units comprising the Group identifies risks, on an annual basis, that its business could face in the upcoming fiscal year; they classify these risks based on how serious the risks are and propose, as the case may be, mitigating actions, all of which is presented to the Audit Committee on an annual basis.

The Company and its Group also have, within the Internal Information System that was approved by the Board of Directors on 27 July 2023, an Internal Information System Policy and its Ethical Channel, and a Code of Conduct identifying the risks of potential criminal charges and the internal protocols implemented, and which includes an Ethical Channel through which the members of the governing bodies, the management team, employed personnel -regardless of their professional category-, external consultants and contractors -to the extent they are providing services to the Group-, shall report any breaches of the Code of Conduct or internal procedures of the Pharma Mar Group, as well as any irregular activity that could pose a risk of potential criminal charges within the organization. The Compliance Committee is the body responsible for this Internal Reporting System.

The Company also has a Monitoring Committee, which ensures application of the Internal Regulations on Conduct in Securities Markets.

Finally, as previously stated above, the Company has an Internal Audit Department that functionally reports to the Audit Committee.

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal risk control and management function should exist, performed by an internal unit or department of the company which is expressly charged with the following responsibilities:

- a) Ensuring the proper functioning of risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks affecting the company.
- b) Actively participating in drawing up the risk strategy and in important decisions regarding risk management.
- c) Ensuring that the risk management and control systems adequately mitigate risks as defined by the policy laid down by the Board of Directors.

Complies [☐]

Complies partially [☐]

Explain [☒]

Given the size of the Company, an internal risk control and management function performed by an internal unit or department is not considered necessary at this time, as this internal risk control and management function is performed in practice by the Audit Committee. Furthermore, the Company's internal auditing department is tasked with ensuring the proper functioning of the reporting and internal control systems. The Company also has a Monitoring Committee, which ensures application of the Internal Regulations on Conduct in Securities Markets, as well as a Compliance Committee responsible for overseeing the functioning of and compliance with the Organizational and Management Model for Crime Prevention established for the Group.

47. That in designating the members of the nomination and remuneration committee – or of the nomination committee and the remuneration committee if they are separate – care be taken to ensure that they have the knowledge, aptitudes and experience appropriate to the functions that they are called upon to perform and that the majority of said members are independent directors.

Complies [☒]

Complies partially [☐]

Explain [☐]

48. That large-cap companies have separate nomination and remuneration committees.

Complies [☐]

Explain [☐]

Not applicable [☒]

49. That the nomination committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director be able to ask the nomination committee to consider potential candidates that he or she considers suitable to fill a vacancy on the Board of Directors.

Complies [☒]

Complies partially [☐]

Explain [☐]

50. That the remuneration committee exercise its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:
- a) Proposing the basic conditions of employment for senior management to the Board of Directors.
 - b) Verifying compliance with the company's remuneration policy.
 - c) Periodically reviewing the remuneration policy applied to directors and senior managers, including share-based remuneration systems and their application, as well as ensuring that their individual remuneration is proportional to that received by the company's other directors and senior managers.
 - d) Making sure that potential conflicts of interest do not undermine the independence of external advice given to the committee.
 - e) Verifying the information on remuneration of directors and senior managers contained in the various corporate documents, including the annual report on director remuneration.
- Complies [X] Complies partially [] Explain []
51. That the remuneration committee should consult with the chairman and the chief executive of the company, especially on matters relating to executive directors and senior management.
- Complies [X] Complies partially [] Explain []
52. That the rules regarding the composition and workings of the supervision and control committees should appear in the regulations of the Board of Directors and that they should be consistent with those applying to legally mandatory committees in accordance with the foregoing recommendations, including:
- a) That they be composed exclusively of non-executive directors, with a majority of independent directors.
 - b) That their chairpersons be independent directors.
 - c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and require them to render account of their activities and of the work performed in the first plenary session of the Board of Directors held after each committee meeting.
 - d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
 - e) That their meetings be recorded and the minutes be made available to all directors.
- Complies [] Complies partially [] Explain [] Not applicable [X]

53. That verification of compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the Board of Directors, which may be the audit committee, the nomination committee, a specialized committee on sustainability or corporate social responsibility or such other specialized committee as the Board of Directors, in the exercise of its powers of self-organization, may have decided to create. And that such committee be composed exclusively of non- executive directors, with a majority of these being independent directors, and that the minimum functions indicated in the next recommendation be specifically assigned to it.

Complies [X] Complies partially [] Explain []

54. The minimum functions referred to in the foregoing recommendation are the following:

- a) Monitoring of compliance with the company's internal codes of conduct and corporate governance rules, also ensuring that the corporate culture is aligned with its purpose and values.
- b) Monitoring the application of the general policy on communication of economic and financial information, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The manner in which the entity communicates and handles relations with small and medium- sized shareholders must also be monitored.
- c) The periodic evaluation and review of the company's corporate governance system, and environmental and social policy, with a view to ensuring that they fulfil their purposes of promoting the interests of society and take account, as appropriate, of the legitimate interests of other stakeholders.
- d) Supervision of the company's environmental and social practices to ensure they are in alignment with the established strategy and policy.
- e) Supervision and evaluation of the way in which relations with the various stakeholders are handled.

Complies [X] Complies partially [] Explain []

55. That environmental and social sustainability policies identify and include at least the following:
- a) The principles, commitments, objectives and strategy relating to shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax responsibility, respect for human rights, and the prevention of corruption and other unlawful conduct
 - b) Means or systems for monitoring compliance with these policies, their associated risks, and management.
 - c) Mechanisms for supervising non-financial risk, including that relating to ethical aspects and aspects of business conduct.
 - d) Channels of communication, participation and dialogue with stakeholders.
 - e) Responsible communication practices that impede the manipulation of data and protect integrity and honor.

Complies [X] Complies partially [] Explain []

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgement of non-executive directors.

Complies [X] Explain []

57. That only executive directors should receive variable remuneration linked to corporate results and personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments referenced to the share price and long-term savings plans such as pension plans, retirement schemes or other provident schemes.

Consideration may be given to delivering shares to non-executive directors as remuneration providing this is conditional upon their holding them until they cease to be directors. The foregoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition.

Complies [X] Complies partially [] Explain []

58. That as regards variable remuneration, remuneration policies should incorporate the necessary limits and technical safeguards to ensure that such remuneration is in line with the professional performance of its beneficiaries and not based solely on general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

- a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk incurred to achieve a given result.
- b) Promote the sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with the company's rules and internal operating procedures and with its risk management and control policies.
- c) Are based on balancing the attainment of short-, medium- and long-term objectives, so as to allow remuneration of continuous performance over a period long enough to be able to assess its contribution to the sustainable creation of value, such that the elements used to measure performance are not associated only with one-off, occasional or extraordinary events.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

59. That the payment of variable remuneration components be subject to sufficient verification that previously established performance or other conditions have effectively been met. Entities must include in their annual report on director remuneration the criteria for the time required and methods used for this verification depending on the nature and characteristics of each variable component.

That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Complies ☐ Complies partially ☒ Explain ☐ Not applicable ☐

Although payment of the variable component of the Executive Chairman's compensation is subject to sufficient verification, and the requirements relating to the time required and methods for such verification are included in the annual compensation report, no malus clause is expected to be applied. In this regard, the Appointments and Compensation and Sustainability Committee has addressed this matter in several of its meetings, concluding that a malus clause would be established, where appropriate, at the time of incorporating long-term incentives as part of the variable compensation of the executive directors.

60. That remuneration related to company results should take into account any reservations that might appear in the external auditor's report and that would diminish said results.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

61. That a material portion of executive directors' variable remuneration be linked to the delivery of shares or financial instruments referenced to the share price.

Complies [] Complies partially [] Explain [X] Not applicable []

The compensation of both executive directors does not involve the delivery of shares or financial instruments linked to share value, as the interests of the executive directors are already considered sufficiently in line with the Company's interests, given that said executive directors are significant shareholders of Pharma Mar.

62. That once shares or options or financial instruments have been allocated under remuneration schemes, executive directors be prohibited from transferring ownership or exercising options or rights until a term of at least three years has elapsed.

An exception is made in cases where the director has, at the time of the transfer or exercise of options or rights, a net economic exposure to changes in the share price for a market value equivalent to at least twice the amount of his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The forgoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition or, following a favorable assessment by the nomination and remuneration committee, to deal with such extraordinary situations as may arise and so require.

Complies [] Complies partially [] Explain [] Not applicable [X]

63. That contractual arrangements should include a clause allowing the company to demand reimbursement of the variable remuneration components in the event that payment was not in accordance with the performance conditions or when payment was made based on data subsequently shown to have been inaccurate.

Complies [] Complies partially [] Explain [X] Not applicable []

In relation to the agreements currently in force, it is considered unnecessary to amend such agreements solely to include a reimbursement claim clause for variable components, bearing in mind that said claim is considered to be permitted at all times even if not expressly stated in a clause for such purpose in the agreement, as is generally the case for any improper payment or payment without cause. In the future, in the event that agreements are executed with new executive directors, the convenience of including this type of clause referred to in this Recommendation will be analyzed when negotiating such agreements.

64. That payments for contract termination should not exceed an amount equivalent to two years of total annual remuneration and should not be paid until the company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.

For the purposes of this recommendation, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay which arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

Complies [X] Complies partially [] Explain [] Not applicable []

H. FURTHER INFORMATION OF INTEREST

1. If there is any significant aspect regarding corporate governance in the company or other companies in the group that has not been included in other sections of this report, but which it is necessary to include in order to provide a more comprehensive and reasoned picture of the structure and governance practices in the company or its group, describe them briefly below.
2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not repetitive.

Specifically, indicate whether the company is subject to any corporate governance legislation other than that of Spain and, if so, include any information required under this legislation that differs from the data required in this report.

3. The company may also indicate whether it has voluntarily subscribed to other ethical or best practice codes, whether international, sector-based, or other. In such case, name the code in question and the date on which the company subscribed to it. Specific mention must be made as to whether the company adheres to the Code of Good Tax Practices of 20 July 2010:

This Corporate Governance Report covers the company Pharma Mar, S.A. ("Pharma Mar" or the "Company") in its condition as a listed company, a condition which it attained on 2 November 2015, the date its shares were admitted to trade on the official Madrid, Barcelona, Bilbao and Valencia Stock Exchanges.

As a supplement to section A.10:

- a) On the one hand, the Resolution Six of the Annual General Shareholders Meeting of Pharma Mar held on 29 June 2022 establishes the following:

" To authorize the Board of Directors, with the power of sub-delegation, to resolve to increase the share capital under the terms and within the limits of articles 297.1 b) and 506 of the Spanish Capital Corporations Law, on one or several occasions, in a maximum amount equal to half of the capital existing at the time of this authorization, within a period of five years as from the resolution of the General Shareholders' Meeting, rendering ineffective in the part not used the authorization conferred by resolution Three of the General Shareholders' Meeting of the Company held on 29 June 2017; and to exclude, if applicable, the pre-emptive subscription right up to a limit of 20% of the share capital at the time of this authorization.

To authorize the Board of Directors as broadly as is legally necessary, to increase the share capital on one or more occasions and at any time under the terms and within the limits set forth in article 297.1.b) of the Spanish Capital Corporations Law, within a period of five years from the date of adoption of this resolution and up to half of the share capital at the time of this authorization (i.e. 5. 506,472.10 nominal value), with both those increases that are resolved in exercise of this authorization and those that may be resolved in accordance with other authorizations that the General Shareholders' Meeting has granted or may grant to the Board of Directors counting together for the purposes of this limit.

Increases in share capital under this authorization shall be carried out through the issue and flotation of new shares, with or without a premium, the consideration for which shall consist of cash contributions. The Board of Directors may establish, in all matters not provided for, the terms and conditions of the share capital increases and the characteristics of the shares, as well as determine the investors and markets for which the capital increases are intended and the placement procedure to be followed and freely offer the new unsubscribed shares within the period or periods for the exercise of pre-emptive subscription rights, if any. The Board of Directors may also provide, in the event of incomplete subscription, that the capital increase shall be without effect or that the share capital shall be increased only by the amount of the subscriptions made and may redraft the article of the Bylaws relating to the share capital.

In relation to the share capital increases carried out under this authorization, the Board of Directors is expressly empowered to exclude, in whole or in part, the pre-emptive subscription right under the terms of section 506 of the Spanish Capital Corporations Law. This power is limited to the extent that any capital increases that may be agreed by the Board in exercise of this authorization, as well as any increases that may be agreed pursuant to other authorizations that may be agreed by the General Meeting, do not exceed, in aggregate, 20% of the share capital of the Company at the time of this authorization (i.e. EUR 2,202,588.84 par value).

The Company shall apply, where appropriate, for admission to trading on official or unofficial secondary markets, whether organized or not, domestic or foreign, of the shares issued by virtue of this authorization, authorizing the Board of Directors to carry out the necessary formalities and actions for admission to trading before the competent bodies of the various domestic or foreign securities markets.

The Board of Directors is expressly authorized to sub-delegate the powers conferred by this resolution to the Executive Committee or to any of the members of the Board of Directors.

The authorization to increase capital conferred on the Board of Directors by resolution of the General Shareholders' Meeting of 29 June 2017 is hereby rescinded."

- b) On the other hand, the Resolution Four of the Annual General Shareholders Meeting of the Company held on 29 May 2024 establishes the following:

"To authorize the Board of Directors, with express power of substitution, to buyback treasury stock, by the Company and/or by its subsidiary companies, under the terms provided by current legislation, with express power to proceed its transfer or amortization with reduction of the share capital number, leaving without effect, in the amount not used, the delegation agreed by the General Shareholders' Meeting of previous year.

Pursuant to the provisions of article 146 and related provisions and of article 509 of the Spanish Capital Companies Act, it is resolved to authorize the Company's Board of Directors (as well as its subsidiaries), with the express power of substitution in the Executive Committee, in the Chairman or in the Vice Chairman of the Board of Directors, to acquire, during a period of five years from the date of the General Shareholders' Meeting, at any time and as many times as deemed appropriate and by any means permitted by law, the Company's shares, as well as subsequently transfer or amortize them, in accordance with the following provisions and requirements in addition to those provided by the legal provisions in force:

(a) Means of acquisition

Acquisitions shall be made through sale and purchase transactions, swap transactions or other means permitted by law, including through securities lending.

(b) Maximum limit

Company shares with a par value, in aggregate with shares already held by the Company and its subsidiaries, that does not exceed 10% of the Company's subscribed capital from time to time.

(c) Acquisition price when onerous

(i) Maximum acquisition price: 10% higher than the trading price of the Company's shares in the Spanish Stock Exchange Interconnection System at the time of acquisition.

(ii) Minimum acquisition price: par value of the Company's shares.

It is agreed to authorize the Company's Board of Directors (and the boards of its subsidiaries), for the period and in accordance with the terms established in the preceding paragraphs to the extent applicable and at arm's length, to acquire the Company's shares using loans.

It is expressly authorized that treasury stock acquired may be used in whole or in part towards (i) its disposal; (ii) their amortization through the consequent reduction of capital; (iii) its delivery to employees, executives or directors (for the purposes provided in Article 146 of the Spanish Capital Companies Act); and (iv) reinvestment plans for dividends or similar instruments.

To leave without effect the unimplemented portion of the Eighth resolution of the General Shareholders' Meeting held on 31 May 2023, also governing authorization to acquire treasury stock.

Additionally, it is agreed to reduce the share capital, in order to amortize the Company's own shares that it may keep in its balance sheet (either as a result of its acquisition under the authorization of the General Shareholders' Meeting under this resolution or others), charged to profits or free reserves and for the amount that is convenient or necessary at any time, up to a maximum nominal amount equivalent to that of said treasury shares.

The Board of Directors is delegated the power to execute the preceding resolution to reduce capital, on one or more occasions and within a maximum period of five years from the date of the General Shareholders' Meeting, in order to redeem the treasury stock and to set the terms and conditions of the capital reduction, determine the purpose, resolve to delist the shares and amend article 6 of the Company's Bylaws."

In relation to section C.1.16, it is worth noting that:

As regards selection, appointment and reappointment, the provisions of the Director Selection Policy shall first and foremost be taken into account.

According to said Policy, the process of selecting or reappointing directors will be aimed at promoting an appropriate composition of the Board of Directors. In addition, candidates will be sought whose appointment would contribute to diversity within the Board of Directors as regards knowledge, experience, origins, nationalities, age and gender, and who are qualified professionals of good repute with recognized abilities, experience and proper training.

Candidates for the position of director will be selected based on the analysis completed by the Board of Directors, with the assistance and report from the Appointments and Compensation and Sustainability Committee, of the skills required by the Company and its group. Any director may suggest candidates for the position of director, provided said candidates meet the requirements set forth in the Policy. The selection process shall not suffer from any implicit biases that could result in any type of discrimination.

On the other hand, Article 18 of the Board of Directors Regulations refers to the appointment of directors and identifies the responsible bodies and procedures for appointing and reappointing directors:

"1. The Directors shall be appointed by the General Meeting or, in the event of an unexpected vacancy, by co-optation by the Board of Directors itself up until the next General Meeting is held and, if a vacancy arises after the General Meeting has already been called but before it is held, until the following General Meeting. Directors appointed by co-optation shall not be required to be shareholders.

The appointment of substitutes shall not be required.

2.2. The Appointments and Compensation and Sustainability Committee shall be responsible for the proposals for the appointment or reappointment of Directors as regards Independent Directors, and in all other cases, responsibility shall lie with the Board of Directors itself.

The proposal shall, in any case, be accompanied by a justifying report of the Board of Directors assessing the skills, experience and merits of the proposed candidate. This report shall be attached to the minutes for the General Meeting or for the Board of Directors itself.

The proposal for appointment or reappointment of any non-independent Director shall be preceded by a report from the Appointments and Compensation and Sustainability Committee.

3. The Directors shall serve in their positions for a maximum term of four (4) years and may be reappointed for periods of like duration. The term of the mandate of the Directors shall be calculated as of the date of the General Meeting in which their appointment or ratification, in the event of prior appointment by co-optation by the Board of Directors, was made.

4. The Board of Directors may make proposals to the General Meeting for the appointment as an Honorary Director of those Directors who, based on their merits and dedication to the Company, deserve to be granted such title following their removal as members of the Board of Directors. The appointments made may be deemed void by the Board itself based on the circumstances of each case. In such case, the General Meeting shall be provided notice of such circumstances.

Honorary Directors may attend and participate in Board meetings, but with no right to vote, provided the Board of Directors itself deems it appropriate and they are called to the meeting by the Chairman in the terms required.

Honorary Directors shall have the right to receive compensation for their condition as such and, as the case may be, for advising the Board of Directors, to the extent determined by the Board of Directors itself by virtue of the relevant resolution and, as the case may be, execution of the relevant contractual advising relationship."

Article 5.1 (c) and (d) of the Appointments and Compensation and Sustainability Committee Regulations states that it shall have the function, on the one hand, to submit to the Board of Directors proposals for the appointment of independent directors for appointment by co-option or for submission to the decision of the General Shareholders Meeting, as well as proposals for the re-election or removal of such directors by the General Shareholders Meeting; and, on the other hand, to report on proposals for the appointment of the remaining directors for appointment by co-option or for submission to the decision of the General Shareholders Meeting, as well as proposals for their re-election or removal by the General Shareholders Meeting.

As relates to the removal of directors, Article 19 of the Board of Directors Regulations provides as follows:

"1. The Directors shall be removed when the period for which they were appointed has elapsed and was not renewed as well as when determined by the General Meeting.

2. The Directors shall tender their resignation to the Board of Directors and formalize the pertinent resignation, if deemed appropriate by the Board, in the following cases:

- (a) If they are involved in any circumstance of incompatibility or prohibition provided by law, the Corporate Bylaws or these Regulations.
- (b) If situations arise that affect them, whether or not they are related to their actions in the Company itself, as a result of which their continued membership on the Board of Directors could put at risk or harm the Company's interests, credit or reputation.
- (c) When they no longer hold an executive position to which their appointment was linked or, in general, when the reasons for their appointment no longer exist (e.g. when the shareholder represented by a Director disposes of its shareholding in the Company that motivated the Director's appointment).
- (d) When the Director has missed four (4) consecutive Board meetings without granting a proxy to another Board member.

The Board of Directors may only propose the removal of an Independent Director to the General Shareholders Meeting before the period provided for in the Bylaws has lapsed and when the Director has not tendered his or her resignation after having met any of the said circumstances referred to in this article or when any other just cause as determined by the Board of Directors exists, following a report of the Appointments and Compensation and Sustainability Committee. In particular, just cause shall be deemed to exist when the Director accepts additional obligations that prevent said Director from dedicating the required time to the performance of its duties, breaches any duties inherent in its position or otherwise is in any circumstances that prevent its independence. The Board of Directors may also propose the removal of Independent Directors as a result of public offers of acquisition, merger or other similar corporate transactions that entail a change to the Company's capital structure, provided such structural changes to the Board of Directors are a result of application of the proportionality criteria set forth in corporate governance recommendations for listed companies in Spain.

3. The Appointments and Compensation and Sustainability Committee may make a proposal to the Board of Directors for submission to the General Shareholders Meeting on the removal of Directors when their behavior could negatively affect the functioning of the Board of Directors or the credit and reputation of the Company.

4. Having been informed of or otherwise become aware of any of the situations mentioned in paragraph 2 above, the Board of Directors will examine the case as soon as possible and, taking into account the specific circumstances, will decide, following a report from the Appointments and Compensation and Sustainability Committee, whether or not to adopt any measure, such as opening an internal investigation, requesting the resignation of the Director or proposing his or her removal, reporting on this in the Annual Corporate Governance Report, unless there are special circumstances that justify it, which must be recorded in the minutes.

5. When a Director resigns or is removed by resolution of the General Meeting before the end of his or her term, he or she shall provide a sufficient explanation of the reasons for said resignation or, in the case of non-executive directors, his or her opinion on the reasons for the dismissal by the General Meeting, in a letter to be issued to all members of the Board of Directors.

6. Insofar as it is relevant for investors, the Company shall publish as soon as possible the termination of the Director's employment, including sufficient reference to the reasons or circumstances provided by the Director".

As a supplement to section C.2.1:

Article 5.1 of the Regulations of the Audit Committee states that the Audit Committee shall have the following functions:

(a) Report to the General Shareholders' Meeting on matters arising in connection with those matters within the Committee's competence and, in particular, on the outcome of the audit, explaining how the audit has contributed to the integrity of the financial information and the role the Committee has played in this process;

(b) Supervise the effectiveness of the Company's internal control, internal audit and financial risk control and management systems relating to the Company and, where appropriate, the group to which it belongs, as well as non-financial risks, including sustainability risks.

In order to obtain a proper understanding of the degree of confidence and reliability of the Company's internal control system and to propose improvements thereto, if necessary, the Audit Committee shall discuss with the auditor any significant weaknesses in the internal control system detected during the course of the audit, without compromising the auditor's independence;

(c) Supervise the process of preparation and presentation of the mandatory financial information and submit recommendations or proposals to the Board of Directors aimed at safeguarding its integrity. The Committee shall also review, on an ongoing basis, the quality, clarity, consistency and integrity of the Company's financial and non-financial information, including information on sustainability;

(d) Implement a procedure for selecting the external auditor and the sustainability information verifier and submit to the Board of Directors proposals for the selection, appointment, re-election and replacement of the auditor and the sustainability information verifier, taking responsibility for the selection process in accordance with the provisions of applicable regulations, as well as the conditions of their engagement and regularly gathering information from them on the audit and verification plan, as well as its execution, and preserving the independence of the external auditor and the sustainability information verifier in the performance of their duties.

In particular, the Audit Committee shall determine the proposals for the appointment of the auditors and the sustainability information verifier on the basis of the following factors:

(i) Their resources and experience, in particular in companies in the Company's sector of activity and, ultimately, their qualifications and credentials for the provision of the service;

(ii) The qualifications of their staff, as well as the size of the team and the geographical coverage of the network in which they are embedded;

(iii) The proposed fees; and

(iv) The independence, effectiveness and quality of the services to be provided.

(e) Establish the appropriate relations with the external auditor in order to receive information on those matters that may threaten their independence, for examination by the Committee, and any other matters related to the process of auditing the accounts, and, where appropriate, authorisation of services other than those prohibited, on the terms contemplated in the applicable regulations, as well as those other communications contemplated in the legislation on auditing the accounts and in the auditing standards. In any event, they must receive annually from the external auditors a declaration of their independence in relation to the entity or entities directly or indirectly related to it, as well as detailed and individualised information on the additional services of any kind rendered and the corresponding fees received from these entities by the external auditor or by the persons or entities related to it in accordance with the provisions of the regulations governing the auditing of accounts;

(f) Annually issue, prior to the issuance of the audit report, a report expressing an opinion as to whether the independence of the auditors or audit firms is compromised. This report must contain, in any case, a reasoned assessment of the provision of each and every one of the additional services referred to in the previous point, individually considered and as a whole, other than the statutory audit and in relation to the independence regime or to the regulations governing the activity of auditing accounts;

(g) Annually issue, prior to the issuance of the sustainability information verification report, a report expressing an opinion on whether the verifier's independence is compromised;

(h) To report on and supervise the related-party transactions to be approved by the General Meeting of Shareholders or the Board of Directors and to supervise the internal procedure established by the Company for those transactions whose approval has been delegated.

The Committee may request such expert reports as it deems appropriate or necessary to reach a decision on the fairness and reasonableness of a related-party transaction and shall have the right, at the request of its Chairman, to request from the Board of Directors or the management of the Company such information relating to a related-party transaction as it deems relevant for its assessment, prior or subsequent to its approval, to ensure the fairness and transparency thereof, as well as compliance with the legal requirements applicable thereto;

(i) Report, in advance, to the Board of Directors on all matters provided for by law, the Articles of Association and these Regulations and, in particular, on: (i) financial or non-financial information, including information on sustainability, which the Company must periodically disclose; and (ii) the creation or acquisition of shares in special purpose vehicles or entities domiciled in countries or territories considered to be tax havens.

The Audit Committee shall also review that the information, both financial and non-financial, including information on sustainability, which the Company must periodically make public, is duly published and updated on the Company's website and, where appropriate, on the website of the National Securities Market Commission (CNMV); and

(j) Ensure that the annual accounts that the Board of Directors submits to the General Meeting of Shareholders are drawn up in accordance with the accounting regulations applicable at all times. In those cases in which the external auditor has included in its audit report any qualifications, the Board of Directors may resolve that the Chairman of the Audit Committee explain them to the General Meeting of Shareholders and express his opinion on their content and scope, making a summary of said opinion available to the shareholders at the time of publication of the notice of the General Meeting, together with the rest of the proposals and reports of the Board of Directors.

The provisions of letters d), e) and f) above shall be without prejudice to the regulations governing the auditing of accounts.

In addition to the functions set out in the preceding section, the Audit Committee shall perform the following functions in relation to the internal control and information systems, the external auditor and the auditor of sustainability information:

(a) Supervise the preparation process and the integrity of the financial and non-financial information relating to the Company, including information on sustainability, and, where appropriate, to the group to which the Company belongs, reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria;

(b) Ensure the independence of the unit that assumes the internal audit function, that its members have no personal or professional interests in the area they are auditing and that they maintain an impartial perspective in their work; propose the selection, appointment and removal of the head of the internal audit service; propose the budget for this service, ensuring that it has the necessary resources, access to information and documentation, investigation techniques and suitable personnel; approve or propose approval to the Board of Directors of the orientation and annual work plan of internal audit, ensuring that its activity is mainly focused on the Company's relevant risks; receive information from the head of the internal audit unit on the execution of the annual work plan, including possible incidents and limitations to the scope arising in its development, the results and the follow-up of its recommendations; receive an activities report from the head of the internal audit unit at the end of each financial year; and verify that senior management takes into account the conclusions and recommendations of its reports;

(c) Approve the annual internal audit plan and periodically check whether there is adequate coordination with the risk control, compliance and external auditor functions; whether the necessary human, technological and financial resources are available;

The Committee shall only approve amendments to the internal audit plan for which the proposal is duly justified.

(d) Supervise that the external auditor has direct and effective access to the Committee and that the mandatory reports are submitted at the intervals stipulated in the Law or in these Regulations, as appropriate;

(e) Review the presentation of a report on the activities of the Committee containing, among other aspects, a summary of the activities carried out and the reports drawn up in each financial year, expressly mentioning those that have not been carried out and the weaknesses, recommendations and action plans referred to in such reports;

(f) Periodically assess the need to implement an independent risk management and control area for the Company and supervise the reports on the Company's financial and non-financial risk management and control systems, including those linked to sustainability reporting, to be received from the internal auditors, the sustainability reporting verifier or any other external professional engaged for this purpose;

(g) Establish and supervise a mechanism that allows employees to report, in confidence, potentially significant irregularities, especially financial and accounting irregularities, that they notice within the company.

The monitoring of this mechanism should be carried out periodically and should include at least the following: (i) number and origin of incidents received; (ii) typology and outcome of investigations; and (iii) proposed and adopted action measures;

(h) Overall, to ensure that the established internal control policies and systems are effectively implemented in practice;

(i) In the event of resignation of the external auditor or sustainability information verifier, examine the circumstances leading to the resignation;

(j) Ensure that the remuneration of the external auditor and the sustainability information verifier for their work does not compromise their quality or independence;

- (k) Supervise that the company notifies the National Securities Market Committee of the change of auditor and accompanies it with a statement on the possible existence of disagreements with the outgoing auditor and, if any, their content;
 - (l) Continuously monitor risk at its meetings and promote, both in the Committee itself and in the Board of Directors, that risk is a factor taken into account in the adoption of all decisions.
- In order to ensure effective oversight, the Committee should be adequately informed of all significant risks, including emerging risks (such as technological, social and reputational), both financial and non-financial (including tax, sustainability, cybersecurity, regulatory compliance) by those responsible for them;
- (m) Ensure that the external auditor holds an annual meeting with the full Board of Directors to report to it on the work performed and on developments in the Company's accounting and risk situation; and
 - (n) Ensure that the Company and the external auditor comply with existing rules on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, other rules on auditor independence.

As regards the rules on organization and functioning of the Audit Committee, Article 6 of this Committee Regulations states that it shall be composed of a minimum of three and a maximum of five directors appointed by the Board of Directors of the Company from among the non-executive directors, the majority of the members of the Committee being independent directors.

The members and in particular its Chairman, shall be appointed taking into account their knowledge and experience in accounting, auditing and risk management, both financial and non-financial (including sustainability), business, economic and so that, as a whole, they have the relevant expertise in relation to the sector of activity to which the Company belongs. The Secretary of the Committee shall be one of its member directors, the Secretary of the Board of Directors, the Deputy Secretary or the Legal Adviser to the Board of Directors, as determined by the Board of Directors, who shall draw up the minutes of the resolutions adopted, and its meetings shall be attended by any member of the management team or of the Company's staff who is required to do so. The Committee may also require the attendance at its meetings of the external auditor and the auditor of the sustainability information.

The Chairman of the Committee shall be appointed by the Board of Directors from among the independent directors forming part of the Committee, and must be replaced every four (4) years without prejudice to being re-elected once a period of one (1) year has elapsed since the expiry of his term of office as Chairman, and regardless of his continuity or re-election as a member of the aforementioned Committee. In the event of absence or inability of the Chairman, he shall be replaced by the independent director member of the Committee provisionally appointed for such purpose by the Board of Directors and, in the absence thereof, by the oldest member of the Committee.

The Committee shall meet as often as necessary for the exercise of its powers, called by its Chairman and, in any case, prior to the publication of financial or non-financial information, including sustainability information, and shall hold at least four meetings a year. It shall also meet when so requested by at least two of its members or the Board of Directors. The necessary quorum shall be met when the majority of its members attend, in person or by proxy, adopting resolutions by the favorable vote of the majority of its members in attendance at the meeting. In the event of a tie, the Chairman or Acting Chairman shall have the casting vote.

The Audit Committee held six meetings in 2024, in which it addressed, *inter alia*, the following matters: (i) received an independence statement from the external auditors as well as information on the additional services provided and issued the auditor independence report as required under Article 529 quaterdecies.4 e) LSC; (ii) proposed appointment of new external auditors for financial years 2024, 2025 and 2026, including the proposal of the fees for said auditors, to the Board of Directors for submission to the General Meeting; (iii) monitored the preparation and presentation of all required financial information; (iv) held several meetings with the Company's auditors in which the auditors provided information on, *inter alia*, the audit plan for financial year 2024; (v) oversaw the effectiveness of the Company's internal controls and risk management systems and, in particular, of the internal financial reporting control system (ICFR) and the internal non-financial reporting control system (ICNFR), by virtue of the internal auditor, approving the Pharma Mar Group's internal auditing plan and related budget; (vi) held meetings with the officers from the various Group companies, receiving financial information for the current year as well as information on risks and outlook; and (vii) approved the proposal to amend the Regulations of the Board of Directors and the proposal to approve the new Audit Committee Regulations, for submission to the Board of Directors.

As regards the rules on organization and functioning of the Appointments and Compensation and Sustainability Committee, Article 6.1 of the Regulations of this Committee states that shall be composed of a minimum of three and a maximum of five directors appointed by the Board of Directors of the Company from among the non-executive directors, at least two of whom must be independent directors; the Chairman of the Committee shall be appointed by the Board of Directors from among the independent directors forming part of the Committee and the Secretary of the Committee shall be one of its member directors, the Secretary of the Board of Directors, the Deputy Secretary or the Legal Adviser to the Board of Directors, as determined by the Board of Directors, who shall draw up the minutes of the resolutions adopted.

The Committee shall consider suggestions submitted to it by the Chairman of the Board of Directors, members of the Board of Directors, executives or shareholders of the Company and shall meet whenever the Board of Directors or its Chairman requests the issuance of a report or the adoption of proposals and, in any case, whenever it is appropriate for the proper performance of its duties and, in any case, shall supervise the information on the remuneration of the Board of Directors.

The Appointments and Compensation and Sustainability Committee held six meetings in 2024, in which it carried out, *inter alia*, the following tasks: (i) proposed modification to the Board of Directors of the fixed compensation of the Executive Chairman and Vice-Chairman for 2024; (ii) proposed assessment of compliance with the targets for the variable compensation of the Executive Chairman in 2023 to the Board of Directors and proposed the calculation of said variable compensation based on said assessment; (iii) proposed modification, as the case may be, to the Board of Directors, of the amount of the director compensation provided for in the Bylaws for belonging to the Board and its Committees, as well as the amount of the attendance allowances for fiscal year 2024; (iv) proposed 2024 targets to the Board of Directors for the regulated variable compensation tranche for the Company's Executive Chairman; (v) proposed 2024 salary adjustments for senior managers to the Board of Directors; (vi) verified the information included in the 2023 Annual Report on Directors Compensation (ARDC) for submission to the Board of Directors; (vii) submitted to the Board of Directors the annual report on the independent directors of Pharma Mar, assessing the compliance of said directors with the criteria for independence as set forth in the Spanish Capital Companies Act; (viii) annual verification report on compliance with the Director Selection Policy; (ix) submission of a report to the Board of Directors on the functioning, composition and performance of the Appointments and Compensation and Sustainability Committee a during 2023 to enable the Board to assess such performance; (x) submitted to the Board of Directors, for approval by the General Meeting, of a Stock Ownership Plan for 2025 applicable under the same terms and conditions to all employees and executives of the Group companies to promote their participation in the share capital of Pharma Mar, S.A. and to stimulate employee retention within the Group;

In relation to section E.3, it is worth noting that:

A. Environmental Risks

Competition

The pharmaceutical market is highly competitive and involves multinational companies, small and medium-sized national companies and generic laboratories.

The Pharma Mar Group's results may be affected by the launch of new or innovative products, technical and technological advances or the launch of generics by competitors.

Industrial Property. Patents.

Industrial property is a key asset for the Pharma Mar Group. Effective protection is critical to ensure a reasonable return on R&D investment. Industrial property can be protected by means of patents, trademarks, name and domain registrations, etc.

In most countries, including the US and the EU, patent rights are granted for a period of 20 years. The effective length of protection ultimately depends on the length of the drug's development period before launch. To compensate somewhat for this long development period and the need to seek approval before a drug can be marketed, a number of markets, including the US and the EU, allow for an extension of up to a maximum of five years of patent life under certain circumstances.

A poorly protected invention or very long development times that limit the patent's lifespan are risks inherent to the pharmaceutical environment.

Once the product patent (or other patent families protecting the product in the market) expires, there is a risk that generic products will enter the market to compete, putting considerable downward pressure on prices.

Regulation

The pharmaceutical sector is a highly regulated sector. Requirements relating to research, clinical trials, drug registration, drug production, technical validation of production standards, and even the marketing of the drug are regulated. These requirements are increasing in recent times and this trend is expected to continue.

The prices of pharmaceutical products are controlled and regulated by the government in most countries, with having the power to include reimbursement of products, not to accept reimbursement or even to exclude products from reimbursement. In recent years, price reductions have been implemented and reference prices approved, as well as facilitating the marketing and prescription of generics and biosimilars.

Availability of capital

The markets are not always open and the heavy investment made by the Pharma Mar Group in R&D each year means that it has to resort to different sources of financing, credit and capital markets to finance its growth, carry out its strategy and generate future financial results.

Shareholders

Like any listed company, there is a risk that a shareholder may feel that a decision taken by the Board of or the Group's management has harmed his or her interests as a shareholder, and a complaint may be lodged.

B. Operational Risks

Prices of basic materials

Deviations in prices from their expected values, as well as an organisation's strategy to purchase and stockpile basic materials, expose the organisation to excessive production costs or losses from holding them in inventory.

Health and safety

Failure to provide a safe working environment for employees would expose the Group to significant costs, reputational and other losses.

Direct exposure of laboratory staff to new natural or synthesised compounds - whose potential adverse effects are unknown - creates a theoretical health and safety risk, in addition to the usual risks inherent in the handling of chemicals.

Environmental

Environmental risks can expose companies to potentially significant liabilities. The greatest exposure arises from potential claims by third parties for damage to persons, property or the environment caused by pollution of various kinds.

The Group's production processes, in general, have a low risk in terms of environmental impact (noise, fumes, discharges, etc.) and are periodically reviewed both internally and by external control entities.

Product development

The Group devotes substantial resources to the research and development of new pharmaceutical products. As a result of the length of the development process, technological challenges, regulatory requirements and intense competition, there can be no assurance that all compounds currently under development and those to be developed in the future will reach the market and achieve commercial success.

C. Information risks

If the Group's internal information flows do not function properly, there may be a risk of misalignment with strategies and a risk of erroneous or untimely decision-making.

Market Communication

Pharma Mar, as an issuer of securities, is obliged to report as soon as possible to the CNMV the inside information concerning it directly referred to in article 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("Market Abuse Regulation"), as well as other information of a financial or corporate nature relating to the company or its securities that any legal or regulatory

provision requires it to make public in Spain or that it deems necessary, due to its special interest, to disseminate to investors. The members of Pharma Mar's Board of Directors, senior management and certain executives and employees of the company appointed by the Committee for Monitoring Pharma Mar's Internal Code of Conduct on Matters Relating to the Securities Market (RIC) have or may have regular and recurring access to inside information.

The Market Abuse Regulation provides for a tool for the investigation by the regulator of possible market abuse of inside information, the so-called insider lists, which the Company must draw up, including all persons having access to inside information, and keep updated. For its part, the IRC Monitoring Committee, consisting of five members appointed by the Board of Directors, shall ensure that the IRC is properly applied. Infringements of market transparency and integrity obligations are considered serious or very serious under current legislation, for which penalties will be imposed in accordance with the provisions of the revised text of the Securities Market Act, and may cause the Company reputational damage and/or loss of credibility among investors

Information systems

If the company's information systems do not function properly or are not sufficiently robust, it could adversely affect the continuity of the organisation's critical processes and operations.

If computer security systems and access control systems do not function properly, this may result in unauthorised knowledge, unauthorised access to or untimely delivery of data and misuse of confidential information.

Cybersecurity

Cybersecurity risks are potential external attacks or failures in the digital information system that may cause damage and consequences such as: Unauthorised access to confidential information or facilities. Theft of data or equipment. Interruption of activities and economic losses.

D. Financial risks

a) Market risk

Price risk

The Group is exposed to price risk on equity securities recorded as available-for-sale as well as on the price of securities in exchange-traded funds with changes in fair value through the income statement.

Investments in equity securities classified as available-for-sale relate to securities of foreign companies in the biopharmaceutical . However, the volume of investments held by the Group in this type of investment is of very low relevance in the context of the Group's operations.

Cash flow and fair value interest rate risk

The Company's interest rate risk arises from financial investments in interest-bearing cash convertible financial assets. Investments in interest-bearing financial assets consist mainly of interest-bearing fixed rate deposits.

Borrowings at variable interest rates expose the Group to cash flow interest rate risk. Fixed interest rate borrowings expose the Group to fair value interest rate risk.

Exchange rate risk

Foreign currency risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Company is exposed to foreign exchange risk on foreign currency transactions, especially the US dollar.

b) Credit risk

Credit risk arises from financial investments contracted with banks, mostly deposits.

(c) Liquidity risk

The risk of not having the funds to meet payment obligations when they are due.

E. Fiscal risks

The existence of tax risks is inherent to the Company's activity and is influenced by the uniqueness of our tax system, the complexity and presence of areas of uncertainty that may give rise to non-compliance or discrepancies in the application of the rules with the Tax Authorities. The Group has to meet a series of tax obligations, both material (self-assessments) and formal, by filing a series of informative returns without having to pay any tax debt. The Group seeks to identify risks and subsequently minimise them.

F. Corruption risks

The Group considers that corruption risks (understood within the scope of Royal Decree-Law 18/2017 of 24 November) are not significant within its organisation.

In relation to section E.6, it is worth noting that:

A. Environmental Risks

Industrial Property. Patents.

The Pharma Mar Group has a rigorous patent policy that seeks to protect new inventions developed through R&D activities. In addition to the protection that can be obtained for newly discovered active ingredients, the Group also actively seeks protection for new formulations, production processes, medical uses and even new methods of drug administration.

The Group has a patent lifecycle management system in place, with patent departments regularly reviewing the status of patents in coordination with the regulatory affairs department. In addition, potential infringement of our patents by other companies is monitored so that legal action can be taken if necessary.

The Group is also assisted by external advisors specialising in patents who, in addition to advising on the establishment of its own patents, keep it up to date on regulatory developments and possible incidents.

Regulation

The Group, to counter the risk from ongoing and new legal and regulatory requirements, makes decisions and designs business, relying on the development of innovative products in therapeutic areas where treatments are very limited.

In parallel, the Group continuously carries out a comprehensive analysis of these matters provided by our own experts and by reputable external specialists, where required.

Availability of capital

The Group's risk with the various credit institutions is split very evenly, which gives it greater flexibility and limits the impact in the event of non-renewal of any of its loans.

The Group has also issued long-term debt in order to diversify its sources of financing.

Shareholders

The Group has taken out directors' and officers' liability insurance to cover the risk that a shareholder believes that a decision taken by the Board of Directors or officers of the Group has harmed its interests as a shareholder, and a claim is filed.

B. Operational Risks

Prices of basic materials

The Group thoroughly analyses prices at the beginning of the year, trying with our suppliers to have a closed price for the whole year. According to this, the cost prices of the products will be determined. These are monitored on a monthly basis, in case a modification is necessary.

Health and safety

The Group has implemented an Occupational Risk Prevention System, which is periodically audited for compliance with its standards.

The Company has taken out accident and liability insurance.

The Group's parent company, whose workforce represents more than 78.6% of the Group's total number of employees, has obtained OHSAS 18001 certification for occupational health and safety management. In addition, in 2020 it was certified in the ISO 45001 standard for health and safety systems, which represents a new approach based on the internal and external context of the organisation.

Environmental

Waste management is carried out by companies authorised by the competent environmental administration for recycling and waste management. Periodic checks are carried out to ensure compliance with legislation and, where necessary, there are atmospheric emission control systems, water purification systems and clean points for the correct segregation of waste.

One of the Group's companies is ISO 14001 certified, a management tool for the systematic control of the level of interaction of the activities and processes carried out by the surrounding companies, with the aim of achieving improvements in environmental performance and minimising impact. The aforementioned environmental management system is audited annually by independent certifying companies.

Product development

To ensure as effective and efficient use of our resources as possible, the Group has put in place a cross-departmental working structure, project working groups and reporting systems to monitor research and development projects internally.

C. Information risks

Market Communication

Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse provides for a tool for the investigation by the regulator of possible market abuse of inside information, the so-called insider lists, which the Company must draw up, including all persons who have access to inside information, and keep updated. The IRC Monitoring Committee, consisting of five members appointed by the Board of Directors, the proper application of the IRC.

Information systems

The PharmaMar Group is aware of the importance of IT systems as a support for the main business processes, which is why it makes ongoing investments to keep its infrastructure and information systems, as well as its physical and legal security policies, in line with technological advances.

The PharmaMar Group has an Information Systems strategic plan whose main objective is to align strategies with the company's strategic objectives, ensure compliance with the strict regulatory framework, and guarantee the efficiency, security and robustness of the information systems that support the company's business processes.

The Information Systems strategic plan addresses the key aspects of achieving these objectives, including:

- Organisation, roles and responsibilities within the IT unit
- Corporate IT architecture and infrastructure.
- Information Systems Unit Corporate Services Catalogue
- Commitments to quality assurance and compliance with current regulations.
- Policies, general procedures of the IT unit.
- Information security policies, procedures and infrastructure.

In the case of using third-party technological infrastructures or IT solutions, service level agreements are in place to ensure the minimum impact on operations of any degradation of these services.

Cybersecurity

During the 2024 financial year, the Group has designed a roadmap for the adaptation of its systems, processes and policies to the new European NIS2 cybersecurity standard, which will be worked on in 2025.

D. Financial risks

The Group is exposed to various risks. Risk management is the responsibility of the finance department in accordance with the policies approved by the Board of Directors. This department identifies, assesses and hedges financial risks. The Board provides guidelines for overall risk management as well as for specific areas such as interest rate risk, liquidity risk, use of derivatives and non-derivatives and investment of excess liquidity.

a) Market risk

Price risk

With regard to financial assets, the Group's policy has been to make cash investments in low-risk, highly liquid financial assets in order to guarantee the availability of funds. For this reason, these financial assets are almost all public debt and deposits with credit institutions with good credit quality, so that their value fluctuates only slightly.

Cash flow and fair value interest rate risk

Based on the various scenarios, the Group occasionally manages the interest rate risk of cash flows by means of floating-to-fixed interest rate swaps. These interest rate swaps have the economic effect of converting borrowings with floating interest rates into fixed interest. Under these interest rate swaps, the Group undertakes to exchange, on a regular basis, the difference between the fixed and floating interest rates calculated on the basis of the notional principals contracted

Exchange rate risk

Management has not considered it necessary to establish a policy for hedging foreign currency exchange rate risk against the functional currency.

b) Credit risk

The banks and financial institutions with which the Group works have independent ratings. When acquiring financial investments other than government bonds, the Group is required to follow the following investment policies:

- Acquisition of fixed income funds that invest in public or private equity debt (bonds, bills, commercial paper), generally safe, offering periodic interest payments.
- Acquisition of money market funds consisting of short-term fixed income (maximum 18 months), in which security is rewarded in exchange for a return that is generally lower than that of other investments.

(c) Liquidity risk

Prudent liquidity risk management implies the maintenance of sufficient cash and marketable securities, the availability of funding through a sufficient amount of committed credit facilities and the ability to liquidate market positions. The Group's finance department aims to maintain flexibility in funding through the availability of credit lines as well as sufficient funds in financial assets to meet its obligations.

E. Fiscal risks

The Group does not use structures outside the Group's own activities for the purpose of reducing its tax burden, nor does it enter into transactions with related entities for the sole purpose of tax base erosion or shifting profits to low-tax territories.

The Group does not have opaque structures for tax purposes, nor does it incorporate or acquire companies in countries or territories that Spanish legislation considers to be tax havens or are included on the European Union's blacklists of non-cooperative jurisdictions.

The Group has external advisors who help it to continuously analyse legislative, jurisprudential and doctrinal developments in tax matters and to quantify the resulting impact.

In some specific issues, such as transfer prices, external advisors are used for the correct documentation. In some particular cases of transfer price, a prior valuation agreement has been formalised with the Administration.

This Annual Corporate Governance Report was approved by the Board of Directors of the company in its meeting held on:

[27/02/2025]

Indicate whether any director voted against or abstained from approving this report.

[] Yes
[√] No



Pharma Mar, S.A.

Auditor's report on the "Information relating to
the Internal Control over Financial Reporting
(ICFR)" of Pharma Mar, S.A. for the financial year
2024



KPMG Auditores, S.L.
Paseo de la Castellana, 259C
24046 Madrid

Auditor's Report on the "Information concerning the System of Internal Control over Financial Reporting (ICFR)" of Pharma Mar, S.A. for 2024

(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

To the management of Pharma Mar, S.A.

As requested by the Board of Directors of Pharma Mar, S.A. (the "Company") and in accordance with our proposal letter dated July 5th, 2024, we have applied certain procedures to the "Information concerning the ICFR" attached in section F of the Annual Corporate Governance Report of Pharma Mar, S.A. for 2024, which summarises the Company's internal control procedures for annual financial reporting.

The Board of Directors is responsible for adopting appropriate measures to reasonably ensure the implementation, maintenance and oversight of an adequate system of internal control, the development of improvements to that system and the preparation and definition of the content of the information concerning the ICFR attached.

In this respect, it should be borne in mind that irrespective of the quality of the design and operation of the internal control system adopted by the Company in relation to annual financial reporting, the system may only provide reasonable, but not absolute assurance in relation to the objectives pursued, due to the limitations inherent in any internal control system.

In the course of our audit work on the annual accounts and in accordance with Technical Auditing Standards, our evaluation of the Company's internal control was solely aimed at enabling us to establish the scope, nature and timing of the audit procedures on the Company's annual accounts. Consequently, the scope of our evaluation of the internal control, performed for the purposes of the audit of accounts, was not sufficient to enable us to issue a specific opinion on the efficiency of this internal control over regulated annual financial reporting.

For the purposes of issuing this report, we have applied only the specific procedures described below and set out in the Guidelines for preparing the auditor's report on the information on the system of internal control over financial reporting of listed entities, published on the website of the Spanish National Securities Market Commission (CNMV), which defines the work to be performed, the minimum scope of the work and the content of this report. As the scope of the work resulting from these procedures is in any event limited and substantially less than that of an audit or review of the internal control system, we do not express an opinion on its effectiveness or design or operational efficiency, with respect to the Company's annual financial reporting for 2024 described in the attached Information concerning the ICFR. Consequently, had additional procedures other than those defined in the aforementioned Guidelines been applied, or an audit or review been performed of the internal control system in relation to regulated annual financial reporting, other events or matters could have been identified, which would have been reported to you.



Moreover, as this special engagement does not constitute an audit of accounts nor is it subject to prevailing legislation regulating the audit of accounts in Spain, we do not express an audit opinion in the terms envisaged in such legislation.

The procedures applied were as follows:

1. Reading and understanding of the information prepared by the Company in relation to the ICFR – disclosures included in the directors' report – and evaluation of whether it covers all the information required, taking into account the minimum content described in Section F, concerning the description of the ICFR, the Annual Corporate Governance Report model set out in Spanish National Securities Market Commission (CNMV) Circular 5/2013 of 12 June 2013 and subsequent amendments, the most recent being Circular 3/2021 of 28 September 2021 (hereinafter, the CNMV Circulars).
2. Inquiries of personnel responsible for preparing the information detailed in point 1 above in order to: (i) gain an understanding of the preparation process; (ii) obtain information that allows us to assess whether the terminology used conforms to the definitions contained in the reference framework; (iii) obtain information on whether the control procedures described are in place and operational in the Company.
3. Review of explanatory documentation supporting the information detailed in point 1 above, and which will mainly include that made directly available to those responsible for preparing the descriptive information on the ICFR. This documentation includes reports prepared by internal audit, senior management and other internal or external specialists supporting the Audit and Compliance Committee.
4. Comparison of the information detailed in point 1 above with the understanding of the Company's ICFR gained as a result of the procedures performed within the framework of the audit work on the annual accounts.
5. Reading of the minutes of the meetings of the Board of Directors, Audit and Compliance Committee and other committees of the Company for the purposes of assessing the consistency of the matters discussed at these meetings in relation to the ICFR with the information detailed in point 1 above.
6. Procurement of a representation letter concerning the work performed, duly signed by those responsible for preparing and drawing up the information detailed in point 1 above.

As a result of the procedures applied to the Information concerning the ICFR, no inconsistencies or incidents have come to light that could affect it.



This report has been prepared exclusively in the context of the requirements established in article 540 of the Revised Spanish Companies Act and the CNMV Circulars for the purposes of the description of the ICFR in Annual Corporate Governance Reports.

KPMG Auditores, S.L.

(Signed on original in Spanish)

José Ignacio Rodríguez Prado

27 February 2025