



Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish version prevails.

**ANNUAL CORPORATE GOVERNANCE REPORT
OF LISTED PUBLIC LIMITED COMPANIES**

ISSUER IDENTIFICATION DETAILS

YEAR END-DATE

31/12/2024

TAX ID (CIF)

A-58389123

Company name:

GRIFOLS, S.A.

Registered office:

AVINGUDA DE LA GENERALITAT, 152-158, PARQUE EMPRESARIAL CAN SANT JOAN
(SANT CUGAT DEL VALLÉS), BARCELONA

Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish version prevails.

**ANNUAL CORPORATE GOVERNANCE REPORT
OF LISTED PUBLIC LIMITED COMPANIES**

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 at year end, where appropriate:

Indicate whether company's articles of association contain the provision of double loyalty voting:

Yes

No

Date of the last modification of the share capital	Share capital (€)	Number of shares	Number of voting rights
04/01/2016	119,603,705.00	687,554,908	426,129,798

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

Yes

No

Class	Number of shares	Par value	Number of voting rights	Rights and obligations conferred
Class A	426,129,798	0.25	426,129,798	Ordinary shares
Class B	261,425,110	0.05		Separate voting right at the general shareholders' meeting; Preferred dividend; Right of redemption; Preferential liquidation right

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	
BLACKROCK, INC.	0.00	2.90	0.00	1.41	4.31
CAPITAL RESEARCH AND MANAGEMENT COMPANY	0.00	3.68	0.00	0.90	4.58
DERIA, S.A.	9.20	0.00	0.00	0.00	9.20
EUROPACIFIC GROWTH FUND	2.88	0.00	0.35	0.00	3.23
FLAT FOOTED LLC	0.00	3.13	0.00	0.00	3.13
JPMORGAN CHASE & CO.	0.00	0.00	0.00	3.32	3.32
MASON CAPITAL MASTER FUND L.P.	0.00	2.11	0.00	0.00	2.11
MELQART OPPORTUNITIES MASTER FUND LTD.	0.00	0.00	1.06	0.00	1.06
PONDER TRADE, S.L.	7.09	0.00	0.00	0.00	7.09
RALLEDOR HOLDING SPAIN, S.L.	6.15	0.00	0.00	0.00	6.15
ROKOS GLOBAL MACRO MASTER FUND LP.	0.00	0.00	1.14	0.00	1.14
SCRANTON ENTERPRISES, B.V.	8.40	0.00	0.00	0.00	8.40
ARMISTICE CAPITAL MASTER FUND LTD	1.06	0.00	0.00	0.00	1.06

As notified to the CNMV, Mr. Marc Andersen controls Marc P Andersen 2016 Irr Trust, which controls Flat Footed LLC.

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
MR. MARC P. ANDERSEN	FLAT FOOTED LLC	3.13	0.00	3.13
BLACKROCK, INC.	BLACKROCK, INC.	2.90	1.41	4.31
CAPITAL RESEARCH AND MANAGEMENT COMPANY	CAPITAL RESEARCH AND MANAGEMENT COMPANY	3.68	0.90	4.58
FLAT FOOTED LLC	FLAT FOOTED LLC	3.13	0.00	3.13
MASON CAPITAL MASTER FUND L.P.	MASON CAPITAL MASTER FUND L.P.	2.11	0.00	2.11
JPMORGAN CHASE & CO.	J.P. MORGAN SECURITIES PLC	0.00	3.32	3.32

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

Most significant changes
On 10 January 2024, Capital Research and Management Company's stake in the company's share capital decreased from 5.659% to 5.104%.
On 1 February 2024, Blackrock, Inc.'s stake in the company's share capital increased from 3.907% to 4.189%.
On 29 February 2024, Capital Research and Management Company's stake in the company's share capital decreased from 5.104% to 4.600%.
On 1 March 2024, Blackrock, Inc.'s stake in the company's share capital increased from 4.189% to 4.309%.
On 6 March 2024, Melqart Opportunities Master Fund Ltd.'s stake in the company's share capital exceeded the legal limit of 1%.
On 6 March 2024, Jefferies Financial Group Inc.'s stake in the company's share capital exceeded the legal limit of 3%.
On 7 March 2024, JPMorgan Chase & Co.'s stake in the company's share capital exceeded the legal limit of 3%, reaching 5%.
On 8 March 2024, Europacific Growth Fund's stake in the company's share capital increased from 3.033% to 3.451%.

Most significant changes

On 11 March 2024, Capital Research and Management Company's stake in the company's share capital decreased from 4.600% to 4.523%.

On 11 March 2024, JPMorgan Chase & Co.'s stake in the company's share capital decreased from 5.185% to 3.851%.

On 13 March 2024, Europacific Growth Fund's stake in the company's share capital decreased from 3.451% to 3.227%.

On 13 March 2024, BNP Paribas Asset Management Europe's stake in the company's share capital exceeded the legal limit of 3%.

On 13 March 2024, Jefferies Financial Group Inc.'s stake in the company's share capital decreased below the legal limit of 3%.

On 15 March 2024, Capital Research and Management Company's stake in the company's share capital increased from 4.507% to 4.555%.

On 3 April 2024, Mason Capital Master Fund L.P.'s stake in the company's share capital exceeded the legal limit of 1%.

On 5 April 2024, Rokos Global Macro Master Fund LP.'s stake in the company's share capital exceeded the legal limit of 1%.

On 5 April 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital exceeded the legal limit of 3%, exceeding 5%.

On 9 April 2024, Jefferies Financial Group Inc.'s stake in the company's share capital exceeded the legal limit of 3%.

On 17 April 2024, BNP Paribas Asset Management Europe's stake in the company's share capital decreased below the legal limit of 3%.

On 19 April 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital decreased from 6.214% to 6.005%.

On 22 April 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital decreased from 6.005% to 5.808%.

On 9 May 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital increased from 5.808% to 6.442%.

On 13 May 2024, Melqart Opportunities Master Fund Ltd.'s stake in the company's share capital decreased below the legal limit of 1%.

On 13 May 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital decreased from 6.442% to 5.656%.

On 15 May 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital decreased from 5.656% to 5.529%.

On 16 May 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital decreased from 5.529% to 5.274%.

On 17 May 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital decreased from 5.424% to 5.256%.

On 21 May 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital decreased below the legal limit of 3%.

Most significant changes

On 4 June 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital exceeded the legal limit of 3%, reaching 5%.

Continues in section H of this report.

- A.3.** Give details of the participation at the close of the financial 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 A.2 above:

Name or company name of the director	% voting rights attributed to shares (including loyalty votes)		% of voting rights through financial instruments		% of total voting rights	Of the total % of voting rights attributed to the shares, indicate, if applicable, the % of additional votes attributed that correspond to shares with loyalty votes	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS. ENRIQUETA FELIP FONT	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS. MONTSERRAT MUÑOZ ABELLANA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS. SUSANA GONZÁLEZ RODRÍGUEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR. PASCAL RAVERY	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR. PAUL HERENDEEN	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS. ANNE-CATHERINE BERNER	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Name or company name of the director	% voting rights attributed to shares (including loyalty votes)		% of voting rights through financial instruments		% of total voting rights	Of the total % of voting rights attributed to the shares, indicate, if applicable, the % of additional votes attributed that correspond to shares with loyalty votes	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR. JOSE IGNACIO ABIA BUENACHE	0.03	0.00	0.00	0.00	0.03	0.00	0.00
MR. RAIMON GRIFOLS ROURA	0.01	0.00	0.00	0.00	0.01	0.00	0.00
MR. VICTOR GRIFOLS DEU	0.00	0.02	0.00	0.00	0.02	0.00	0.00
MR. ALBERT GRIFOLS COMA-CROS	0.02	0.00	0.00	0.00	0.02	0.00	0.00
MR. TOMÁS DAGÁ GELABERT	0.06	0.01	0.00	0.00	0.07	0.00	0.00
MR. THOMAS GLANZMANN	0.05	0.01	0.00	0.00	0.06	0.00	0.00

Total percentage of voting rights held by the Board of Directors	0.21
---	-------------

Breakdown of the indirect holding:

Name or company name of the 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 % of voting rights attributed to the shares, indicate, if applicable, the % of additional votes attributed that correspond to shares with loyalty votes
MR. TOMÁS DAGÁ GELABERT	PRISMIBERICA, S.A.	0.01	0.00	0.01	0.00
MR. VICTOR GRIFOLS DEU	NEW FICTION 2012, S.L.	0.02	0.00	0.02	0.00
MR. THOMAS GLANZMANN	GLANZMANN ENTERPRISES AG	0.01	0.00	0.01	0.00

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

Total percentage of voting rights represented on the Board of Directors	30.34
--	--------------

<ul style="list-style-type: none"> - Deria, S.A., represented on the Company's board of directors by Mr. Raimon Grifols Roura, holds 9.2% of the total voting rights of the Company. - Ralledor Holding Spain, S.L., represented on the Company's board of directors by Mr. Victor Grifols Deu, holds 6.15% of the total voting rights of the Company. - Ponder Trade, S.L., represented on the Company's board of directors by Mr. Albert Grifols Coma-Cros, holds 7.09% of the total voting rights of the Company. - FF Hybrid LP, Flat Footed Series LLC – Fund 3, GP Recovery Fund LLC., Mason Capital Master Fund, L.P. and Sachem Head LP, are represented on the Company's board of directors by Mr. Paul S. Herendeen, hold jointly 7.69% of the total voting rights of the Company.
--

- 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
No data		

- 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
SCRANTON ENTERPRISES, B.V.	Contractual	The commercial and contractual relationships are described in section D of this report.

- 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
MR. RAIMON GRIFOLS ROURA	SCRANTON ENTERPRISES, B.V.	N/A	Mr. Raimon Grifols Roura is a non-controlling shareholder of Scranton Enterprises, B.V. (pursuant to the Spanish Securities Market and Investment Services Law).
MR. RAIMON GRIFOLS ROURA	DERIA, S.A.	N/A	Mr. Raimon Grifols Roura is a non-controlling shareholder of Deria, S.A. (pursuant to the Spanish Securities Market and Investment Services Law). Mr. Raimon Grifols Roura

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
			also represents Deria, S.A. in the board of directors of Grifols S.A.
MR. TOMÁS DAGÁ GELABERT	SCRANTON ENTERPRISES, B.V.	N/A	Mr. Tomás Dagá Gelabert is a non-controlling shareholder of Scranton Enterprises, B.V. (pursuant to the Spanish Securities Market and Investment Services Law).
MR. TOMÁS DAGÁ GELABERT	SCRANTON ENTERPRISES, B.V.	J&C PRIME BRANDS, S.L.	Mr. Tomás Dagá Gelabert is a director of J&C Prime Brands, S.L., a subsidiary of Scranton Enterprises, B.V.
MR. VICTOR GRIFOLS DEU	RALLEDOR HOLDING SPAIN, S.L.	N/A	Mr. Victor Grifols Deu is a non-controlling shareholder of Ralledor Holding Spain, S.L. (pursuant to the Spanish Securities Market and Investment Services Law). Mr. Victor Grifols Deu also represents Ralledor Holding Spain, S.L. in the board of directors of Grifols S.A.
MR. ALBERT GRIFOLS COMA-CROS	PONDER TRADE, S.L.	N/A	Mr. Albert Grifols Coma-Cros represents Ponder Trade, S.L. in the board of directors of Grifols, S.A.
MR. PAUL HERENDEEN	FLAT FOOTED LLC	N/A	Mr. Paul S. Herendeen represents FF Hybrid LP, Flat Footed Series LLC – Fund3, GP Recovery Fund LLC, Mason Capital Master Fund, L.P. and Sachem Head LP in the board of directors of Grifols, S.A.

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
MR. PAUL HERENDEEN	MASON CAPITAL MASTER FUND L.P.	N/A	Mr. Paul S. Herendeen represents FF Hybrid LP, Flat Footed Series LLC – Fund3, GP Recovery Fund LLC, Mason Capital Master Fund, L.P. and Sachem Head LP in the board of directors of Grifols, S.A.

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 Companies 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:

N/A

A.8. Indicate whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Spanish Securities Market Law. 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
7,145,804		1.04

Observations
The company's treasury shares at year-end are 3,944,430 Class A shares and 3,201,374 Class B non-voting shares.

(*) Through:

Name or company name of direct shareholder	Number of direct shares
No data	

Explain any significant changes during the year:

Explain significant changes
The treasury stock of the company as of the closing date of the financial year consists of 3,944,430 Class A shares and 3,201,374 Class B shares, without voting rights. Compared to the previous year, the company's treasury stock has been reduced due to the delivery of shares from the RSU program.

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.

<p>At the Ordinary General Shareholders' Meeting held on 9 October 2020, among other resolutions, it was agreed to authorize the Company's Board of Directors to acquire the Company's own shares or subscription rights, by means of purchase, exchange, attribution account payment or any other form envisaged in the Law, either directly or through its subsidiaries, within the limits and subject to the requirements set forth below:</p> <ul style="list-style-type: none"> (i) That, insofar as there are Class B shares, the acquisition should be performed pro rata between Class A shares and Class B shares, at the same price and under identical terms and conditions; (ii) That, the par value of the acquired shares, added to the ones already owned by the Company or its Subsidiary companies, should not exceed 10% of the Company's share capital at any time; (iii) That, as a consequence of the acquisition, including any shares that the Company, or individual acting in its own name but on the Company's behalf, had previously acquired and had in its portfolio, should not make the net worth work out lower than the amount of the share capital plus the legally or statutorily non-disposable reserves; (iv) That the acquired shares should be paid up in full; (v) The maximum acquisition price will be the listed price for the Class A shares at the stock exchange session on the day the acquisition is made or, where applicable, the one authorized by the National Securities Market Commission (<i>Comisión Nacional del Mercado de Valores</i>). The minimum price will be 100% of the par value of each Class A share; (vi) The authorization is granted for a maximum term of five years;

(vii) The acquired shares may be intended to be given to the employees or directors of the Group, either directly or as a result of exercising any option rights to which they may be entitled.

It was also agreed to revoke and declare void in all its terms the previous authorization for the Company to acquire treasury shares granted by the Ordinary Shareholders' Meeting on 29 May 2015.

A.11. Estimated free float:

	%
Estimated free float	44.83

A.12. Indicate whether there are any restriction (articles of association, legislative or of any other nature) placed on the transfer of shares and/or any restriction 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

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.

B GENERAL SHAREHOLDERS' MEETING

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

Yes
No

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

Yes
 No

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

Article 201.2 of Royal Legislative Decree 1/2010, of 2 July, which passed the redrafted text of the Spanish Companies Law.

In addition, the articles of association of the Company establish that in order to protect the rights of Class B shares, corporate resolutions on certain "Extraordinary Matters" shall, in addition to their approval in accordance with article 17 of the articles of association (the adoption of resolutions by simple majority of the capital present and/or represented), require the approval of the majority of the Class B Shares then in issue.

In this regard, any resolution and any amendment to the articles of association of the Company which directly or indirectly damages or adversely affects the rights, preferences or privileges of the Class B Shares (including any resolution that damages or adversely affects the Class B Shares in comparison to the Class A Shares or that benefits or positively affects the Class A Shares in comparison to the Class B Shares, or that affects the provisions of the Company's articles of association in relation to the Class B Shares) shall require the approval of a majority of Class B Shares then in issue.

Finally, it must be indicated that the General Shareholders' Meeting has the authority to decide on all matters vested on it by law or by the Company's articles of association, and, in particular, without limitation to the foregoing, it shall be the sole corporate body or competent authority to decide on matters considered "Extraordinary Matters" in accordance with article 6.2 of the Company's articles of association.

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

Date of general shareholders' meeting	Attendance data				Total
	% physical presence	% present by proxy	% distance voting		
			Electronic voting	Other	
10/06/2022	1.27	67.05	0.02	1.30	69.64
Of which free float:	0.71	37.62	0.01	0.73	39.07
16/06/2023	1.09	72.71	0.01	1.64	75.45
Of which free float:	0.61	40.64	0.01	0.92	42.18
14/06/2024	1.22	54.29	0.01	0.43	55.95

Of which free float:	0.55	24.34	0.00	0.19	25.08
-----------------------------	------	-------	------	------	-------

- 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

Agenda items that were not approved and percentage of votes against or reason why the item was not approved
--

<p>The Ordinary General Shareholders' Meeting of the Company, which was held on 14 June 2024, on second call, did not approve the twelfth item on the agenda relating to the "Authorization to the Board of Directors to call, if necessary, Extraordinary General Shareholders' Meetings of the Company with at least 15 days in advance, in accordance with article 515 of the Capital Companies Act". Such resolution was not approved, since sufficient quorum for its vote and approval was not reached. The reduction of the notice period requires an express resolution adopted at an ordinary general shareholders' meeting by at least two thirds of the subscribed voting share capital and at the abovementioned General Shareholders' Meeting the quorum was 55.9548% of the subscribed voting share capital, therefore the minimum threshold for approval of said resolution was not reached.</p>

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

Yes

No

- 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.

<p>The address of the Company's website is http://www.grifols.com.</p>

<p>Information on corporate governance can be accessed through the Investors link on the homepage, or directly through the following address: https://www.grifols.com/en/investors.</p>
--

<p>Additional information about the general shareholders' meetings can be accessed through the Investors link on the homepage, under the "General Meetings" section or directly through the following address: https://www.grifols.com/en/general-shareholders-meeting.</p>

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 association and the number set by the general shareholders' meeting:

Maximum number of directors	15
Minimum number of directors	3
Number of directors set by the general shareholders' meeting	13

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 of first appointment	Date of last appointment	Election procedure
MS. SUSANA GONZÁLEZ RODRÍGUEZ		Independent	DIRECTOR	10/06/2022	10/06/2022	GENERAL SHAREHOLDERS' MEETING RESOLUTION
MR. RAIMON GRIFOLS ROURA		Proprietary	VICE CHAIRMAN	29/05/2015	16/06/2023	GENERAL SHAREHOLDERS' MEETING RESOLUTION
MR. TOMÁS DAGÁ GELABERT		Other External	DIRECTOR	13/04/2000	16/06/2023	GENERAL SHAREHOLDERS' MEETING RESOLUTION
MS. ENRIQUETA FELIP FONT		Independent	DIRECTOR	24/05/2019	16/06/2023	GENERAL SHAREHOLDERS' MEETING RESOLUTION
MS. MONTSERRAT MUÑOZ ABELLANA		Independent	LEAD INDEPENDENT DIRECTOR	10/06/2022	10/06/2022	GENERAL SHAREHOLDERS' MEETING RESOLUTION
MR. VICTOR GRIFOLS DEU		Proprietary	DIRECTOR	27/05/2016	09/10/2020	GENERAL SHAREHOLDERS' MEETING RESOLUTION

Name or company name of director	Representative	Category of director	Position on the board	Date of first appointment	Date of last appointment	Election procedure
MR. ALBERT GRIFOLS COMA-CROS		Proprietary	DIRECTOR	18/12/2023	14/06/2024	GENERAL SHAREHOLDERS' MEETING RESOLUTION
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES		Independent	DIRECTOR	29/05/2015	16/06/2023	GENERAL SHAREHOLDERS' MEETING RESOLUTION
MR. THOMAS GLANZMANN		Other External	CHAIRMAN	05/04/2006	09/10/2020	GENERAL SHAREHOLDERS' MEETING RESOLUTION
MR. JOSE IGNACIO ABIA BUENACHE		Executive	CHIEF EXECUTIVE DIRECTOR	26/02/2024	14/06/2024	GENERAL SHAREHOLDERS' MEETING RESOLUTION
MS. ANNE-CATHERINE BERNER		Independent	DIRECTOR	14/06/2024	14/06/2024	GENERAL SHAREHOLDERS' MEETING RESOLUTION
MR. PASCAL RAVERY		Independent	DIRECTOR	09/12/2024	09/12/2024	CO-OPTION
MR. PAUL HERENDEEN		Proprietary	DIRECTOR	09/12/2024	09/12/2024	CO-OPTION

Total number of directors	13
----------------------------------	----

Indicate any dismissal, whether through resignation or by resolution of the general shareholders' 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 dismissal	Date of last appointment	Date of dismissal	Specialised committees of which he/she was a member	Indicate whether the director left before the end of his or her term of office
MR. JAMES COSTOS	Independent	09/10/2020	14/06/2024	Sustainability Committee	YES
MS. CARINA SZPILKA LÁZARO	Independent	16/06/2023	12/07/2024	Appointments and Remuneration Committee and Audit Committee	YES
MS. CLAIRE GIRAUT	Independent	14/06/2024	09/07/2024	Audit Committee	YES

Reason for dismissal when this occurs before the end of the term of office and other observations; information on whether the director has sent a letter to the remaining members of the board and, in the case of dismissal of non-executive directors, explanation or opinion of the director dismissed by the general shareholders' meeting

With effect from 14 June 2024, Mr. James Costos resigned from his position as a member of the Board of Directors of the Company by letter dated 3 May 2024. The resignation was motivated by the fact that his term as a director was due to expire on 9 October 2024, and his professional commitments did not allow him to dedicate the necessary time to his role as a director at Grifols.

Additionally, on 9 July 2024, Ms. Claire Giraut resigned from her position as a member of the Board of Directors of the Company after becoming aware of the potential public takeover bid led by Brookfield and considering that she might not have the necessary time to dedicate to the Board during this extraordinary period.

Finally, Ms. Carina Szpilka Lázaro (whose intention to resign had been announced prior to 7 July 2024 but did not become effective until 12 July 2024) communicated her resignation in writing, indicating that after fulfilling her role in ensuring the implementation of the latest governance changes in the Company, she decided to focus on new professional challenges that required her full dedication.

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 organisation chart of the company	Profile
MR. JOSE IGNACIO ABIA BUENACHE	Chief Executive Officer	<p>Mr. Jose Ignacio (Nacho) Abia Buenache serves as board member of Grifols, S.A. since 26 February 2024, and he is currently the Chief Executive Officer of the Company. Previously, and for over 10 years, he has been the President and Chief Executive Officer of Olympus Corporation of the Americas based in Pennsylvania. Concurrently he has also served as Executive Officer and Chief Operating Officer (COO) and Chief Strategy Officer (CSO) at Olympus Corporation, a publicly traded company in the Tokyo stock exchange.</p> <p>Mr. Nacho Abia has accumulated more than two decades of experience in Medical technology and Life Sciences industries, with half of that time spent in the United States and the other half in Europe. At Olympus he also dedicated a significant amount of time to developing the business in the Asia-Pacific region. Prior to joining Olympus, he held several positions in the IT and Consumer Electronics industries working for a variety of technology companies, including Sony and Techdata.</p> <p>In the academic field, Nacho holds a Bachelor's Degree in Telecommunications and Electronics Engineering from the Universitat Politècnica de Catalunya (UPC), he holds a Master of Business Administration (MBA) from the business school (EAE) of Barcelona, and has completed the Senior Management Program (PADE) at IESE (University of Navarra).</p> <p>Mr. Nacho Abia also serves in the Board of Directors of the US-Spain Chamber of Commerce and is also member of the Board of Trustees of the Lehigh Valley Health Network, a hospital system composed of 13 hospitals and multiple care centres in Pennsylvania. In the past, he was member of the Board of Directors of Evident</p>

Name or company name of director	Post in organisation chart of the company	Profile
		Corporation, a company in the field of life sciences and industrial solutions.

Total number of executive directors	1
Percentage of the total Board	7.69

EXTERNAL PROPRIETARY 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
MR. ALBERT GRIFOLS COMA-CROS	PONDER TRADE, S.L.	<p>Mr. Albert Grifols Coma-Cros joined the Grifols Group in 2004 as an Analyst in the Planning and Control Department. During 2007 he moved to the Finance Department as a Financial Analyst. In 2013 he held the position of Corporate Treasury Director and moved to Ireland to develop and implement the Group's global financial structure. From 2018 to 2020 he was appointed Managing Director of Grifols Worldwide Operations Ltd. in Ireland, being responsible for supervising the correct functioning of Grifols in Ireland, ensuring the correct collusion between Irish culture and Grifols' own values in the gradual growth of the subsidiary in the country. Since 2021 and until 2023 he has served as Chief Scientific Innovation Officer, being responsible for bringing together all the Group's scientific knowledge previously dispersed under a single scientific organization.</p> <p>Academically, Mr. Albert Grifols Coma-Cros holds a degree in Business Administration from the Universitat</p>

		<p>Autònoma de Barcelona and has completed several Management Development Programs at ESADE, Georgetown University or the Institut Estudis Financers (IEF).</p> <p>Furthermore, since 2015 he has also been a director of the Board of Directors of Fisa 14, S.A., a real estate company and President of Bansabadell 18, FP, a pension fund since 2018 until 2024.</p> <p>See section A.6 for the relevant relationships that exist with significant shareholders.</p> <p>Likewise, Mr. Albert Grifols Coma-Cros is the nephew of Mr. Raimon Grifols Roura and cousin of Mr. Víctor Grifols Deu.</p>
<p>MR. VICTOR GRIFOLS DEU</p>	<p>RALLEDOR HOLDING SPAIN, S.L.</p>	<p>Mr. Víctor Grifols Deu has served as director of Grifols, S.A. since 2016. He has been Grifols' joint and several Chief Executive Officer together with his uncle, Mr. Raimon Grifols Roura, since 1 January 2017 until 3 May 2023, succeeding his father Mr. Víctor Grifols Roura on the position. Likewise, he has held the position of Chief Operating Officer, from February 2023 until 31 May 2024. He joined the Group in 2001 as an analyst in the Planning and Control Department. In 2008 he became the director of the Planning and Control Department and was also appointed member of the Executive Committee. He was part of the team that analyzed and was responsible for the integration of the transactions of Alpha Therapeutics, Talecris Biotherapeutics and Novartis' Transfusion Diagnostic Unit following their acquisitions. He holds a degree in Business Administration and Management from the Ramon Llull University – Sarrià Chemical Institute (IQS) and a postgraduate degree in Business Administration and</p>

		<p>Management from the Michael Smurfit Business School in Dublin.</p> <p>See section A.6 for the relevant relationships that exist with significant shareholders.</p> <p>Likewise, Mr. Víctor Grifols Deu and Mr. Albert Grifols Coma-Cros are cousins.</p>
MR. RAIMON GRIFOLS ROURA	DERIA, S.A.	<p>Mr. Raimon Grifols Roura has served as director of Grifols, S.A. since 2015 and as Vice-Chairman since 21 February 2023. He has been Grifols' joint and several Chief Executive Officer together with his nephew, Mr. Víctor Grifols Deu, since 1 January 2017 until 3 May 2023, succeeding his brother Mr. Víctor Grifols Roura on the position. Likewise, he has held the position of Chief Corporate Officer since February 2023 until 31 May 2024. From 2001 to 2015 he was Secretary non-member of the Board of Directors of Grifols, S.A. serving as Vice-Secretary of the Board since 2015. In May 2016 the Board accepted his resignation as Vice-Secretary. Prior to his appointment as executive director in July 2016, Mr. Grifols Roura was a partner at the law firm Osborne Clarke in Spain. He holds a degree in Law from the University of Barcelona.</p> <p>See section A.6 for the relevant relationships that exist with significant shareholders.</p> <p>Likewise, Mr. Raimon Grifols Roura is the uncle of Mr. Albert Grifols Coma-Cros.</p>
MR. PAUL HERENDEEN	MASON CAPITAL MASTER FUND, L.P.	<p>Mr. Paul S. Herendeen represents FF Hybrid LP, Flat Footed Series LLC – Fund3, GP Recovery Fund LLC, Mason Capital Master Fund, L.P. and Sachem Head LP in the board of directors of Grifols, S.A.</p>

		<p>Mr. Paul S. Herendeen is the Chairman of Endo, Inc. and a Board member of Elanco Animal Health, Inc.</p> <p>He served as Advisor to the Chairman and Chief Executive Officer at Bausch Health Companies Inc. Prior to that, he was EVP and CFO of Bausch Health. Before joining Bausch Health, he served as EVP and CFO of Zoetis Inc. Prior to that time, Mr. Herendeen served as chief financial officer at Warner Chilcott, a specialty pharmaceuticals company. He rejoined Warner Chilcott after four years as EVP and CFO of MedPointe.</p> <p>Mr. Herendeen previously worked as a Principal Investor at Dominion Income Management and Cornerstone Partners and spent the early part of his career in banking and public accounting, holding various positions with the investment banking group of Oppenheimer & Company, the capital markets group of Continental Bank Corporation and as a senior auditor with Arthur Andersen & Company.</p> <p>On the academic side, he holds a bachelor's degree from Boston College and earned a MBA from the University of Virginia's Darden School of Business.</p> <p>See section A.6 for the relevant relationships that exist with significant shareholders.</p>
--	--	---

Total number of proprietary directors	4
Percentage of the total Board	30.77

EXTERNAL INDEPENDENT DIRECTORS

Name or company name of director	Profile
MS. SUSANA GONZÁLEZ RODRÍGUEZ	Ms. Susana González Rodríguez holds a degree in Business Administration from the Asturias Business

Name or company name of director	Profile
	<p>School and an MBA from the San Francisco State University.</p> <p>Ms. Susana González Rodríguez began her professional career in the electronics industry, holding different positions at TE Connectivity and at Rockwell Automation. Ms. Susana González Rodríguez is currently a senior executive at ABB where, since February 2025, she serves as global Chief Sales Officer in the Machine Automation Division. She is a member of the Global Business Women Leaders Council by the Conference Board and a member of the Spanish Board Association -ICA. During her professional career, she has lived and worked in the U.S., China and Germany. She currently resides in Spain. Her professional background has provided her with expertise and knowledge on strategy, sales, and digital transformation.</p>
<p>MS. ENRIQUETA FELIP FONT</p>	<p>Dr. Enriqueta Felip Font has served as director of Grifols S.A. since May 2019. She received her degree in Medicine and Surgery from the Autonomous University of Barcelona (UAB), where she also completed her studies for a PhD in Medical Oncology. She has been an Associate Professor at the UAB from 2010 to May 2019. Afterwards she has been Professor of Medicine at the Universitat de Vic (UVic-UCC) and since March 2024 she is Professor of Medicine at the UAB. She has an extensive professional career and accredited experience in the oncology sector, as well as knowledge in the scientific and research field. She is currently the Section Chief of the Medical Oncology Service at Vall d'Hebron University Hospital and the Principal Investigator of the Vall d'Hebron Institute of Oncology's Thoracic Tumors Cancer Group.</p> <p>Ms. Enriqueta Felip Font has made significant contributions to cancer research, especially in the field of thoracic tumors, and has collaborated in the development of lung cancer approaches that define the current standard of care for the disease. Dr Felip has been involved in several initiatives with scientific organizations, among them, as member of the Board of Directors of the International Association for the Study of Lung Cancer (IASLC, 2017-2021).</p> <p>She is currently member of the Scientific Committee of the Institut d'Investigació i Innovació Parc Taulí. Throughout her career, she has obtained several</p>

Name or company name of director	Profile
	<p>recognitions for her work in the oncology field. In 2015, she was awarded with the first Women for Oncology Award from the European Society of Medical Oncology (ESMO). In May 2022 she was awarded with the Prize “La Vanguardia de la Ciencia”. Recently (March 2024) she has been awarded with the “Heine H. Hansen” recognition which is jointly bestowed by ESMO and the IASLC. Dr Felip featured on Clarivate Analytics' annual Global Highly Cited Researchers List 2018, 2019, 2020, 2021, 2022, 2023 and 2024. Ms. Enriqueta Felip Font has authored more than 350 peer-reviewed manuscripts. Her professional background has provided her with expertise and knowledge on scientific and innovation matters.</p>
<p>MS. MONTSERRAT MUÑOZ ABELLANA</p>	<p>Ms. Montserrat Muñoz Abellana earned a degree in Chemical Engineering from the Institut Químic de Sarrià in Barcelona (Universitat Ramon Lull) and several Executive Development Programs at IESE, INSEAD and the London Business School.</p> <p>She began her professional career in the Consumer Goods sector at Procter & Gamble where she held different roles in Operations across Europe. For the last 17 years and until end of 2022, she has been a Senior Executive at Danone where she has served as Global Medical Nutrition Operations Vice President, Iberia Medical Nutrition General Manager and Value Chain Digital Transformation Vice President.</p> <p>Ms. Muñoz Abellana is also an independent director and the Chairperson of the Audit and Compliance Committee at Uriach, independent director and Chairperson of the Appointment & Remuneration Committee at Comexi, independent director at Coplus1930 and Chairperson of the Supervisory Board at Eole Holdings.</p> <p>During her professional career, she has lived in Hong Kong, Amsterdam and Paris performing several roles for the companies she has worked for. Her professional background has provided her with expertise and knowledge on Operations, Strategy and Digital Transformation matters, as well as accounting, financial and audit skills.</p>
<p>MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES</p>	<p>Mr. Íñigo Sánchez-Asiaín Mardones has served as director of Grifols, S.A. since May 2015. He holds a</p>

Name or company name of director	Profile
	<p>degree in Business Administration from the Comillas Pontifical University of Madrid (ICADE) and an MBA from Harvard Business School. He is member of the Executive Committee of the Harvard Club of Spain, which he has previously chaired.</p> <p>He is a founding partner at Portobello Capital since 2010, a private equity company, where he is member of the Executive and Investment Committees, leading the investments in companies such as Angulas Aguinaga, company where he is Vice-Chairman and member of the Executive Committee and Hotels & Resorts Blue Sea, S.L., where he is the President of the Board of Directors. Previously he was Deputy General Director (Subdirector General) at Banco Santander (1993-2005), and was partner and member of the Board of Directors of Ibersuizas Gestión SGECR, S.A. (2005-2010), through which, together with his academic training, he has gained experience and knowledge on matters such as accounting, audit and risk management, both financial and non-financial.</p>
MS. ANNE-CATHERINE BERNER	<p>Mrs. Anne-Catherine Berner brings to Grifols her extensive executive and non-executive experience in the financial, healthcare and other industrial sectors. Her professional journey encompasses leadership roles in various publicly listed and privately held international companies and organizations across multiple sectors, highlighting the financial sector.</p> <p>Mrs. Berner's career is deeply rooted in Vallila Interior AB, a family-owned interior design company. She joined the company in 1986 and became Chief Executive Officer and Chairwoman of the Board in 1989, steering its growth until 2012.</p> <p>Besides her career as an executive business professional, she served as a Member of the Finnish Parliament and as Minister for Transport and Communications from 2015 to 2019, within the Finnish government. Simultaneously, she maintained presence in the international business arena, contributing her expertise as a board member and Chairwoman in several industries, such as forestry and paper, insurance, and building materials.</p> <p>Currently, Mrs. Berner holds Board roles in several entities. She serves as a board member of Kühne +</p>

Name or company name of director	Profile
	<p>Nagel AG, a global transport and logistics company, and SEB AB, a public Nordic financial services group. Since 2022, she has chaired the Advisory Board of Getec Energie Holding GmbH in Germany, a notable player in energy services. Additionally, she joined the Board of Medicover AB in 2022, focusing on healthcare and diagnostic services primarily in Central and Eastern Europe. Also, she is currently the Chairwoman of the Board of the Foundation for Children's trauma hospital and institution Nadija sr, in Helsinki.</p> <p>On the academic side, Mrs. Anne-Catherine Berner holds a Master of Science Degree in Business Administration and Economics, from the Hanken School of Economics, Helsinki, Finland.</p>
MR. PASCAL RAVERY	<p>Mr. Pascal Ravery's career is deeply rooted in corporate finance and investment banking, showcasing his expertise in M&A, restructuring, and strategic advisory across various industries and regions. He has extensive experience as a C-Suite and Board advisor, both in publicly listed and private companies and as a Non-Executive Board Member of private companies. He began his finance career at 3i Group, a British multinational private equity and development capital firm, from 1981 to 1983. He then moved on to Goldman Sachs, where he worked in M&A and Corporate Finance in the USA and UK for 7 years, from 1985 to 1992, playing a key role in privatisations, large mergers and IPOs for major corporations and state-owned enterprises. In 1992, Mr. Ravery joined J.P. Morgan as Managing Director and Head of Industrials in Europe ultimately becoming Vice-Chairman in the Investment Banking division in 2008 and CEO and Chairman of the Management Committee of J.P. Morgan Securities in Switzerland in 2012. In 2015, Mr. Ravery founded his own Corporate Finance consultancy, Lakeside Capital Advisers, based in Baar, Switzerland of which he is currently the CEO.</p> <p>On the academic side, he is a graduate from INSEAD's MBA program and from INSEAD's Independent Director's Program.</p>

Total number of independent directors	6
--	---

Percentage of the total Board	46.15
--------------------------------------	-------

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 manager 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 proprietary 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
MR. TOMÁS DAGÁ GELABERT	His relationship is not covered within the current definitions of executive, proprietary or independent director. He has been a director of the company for more than 12 years.	GRIFOLS, S.A.	Mr. Tomás Dagá Gelabert has served as director of Grifols, S.A. since April 2000 and was Vice-Secretary of the Board from May 2016 to December 2023. He is founder of the law firm Osborne Clarke in Spain, was its managing director until June 2017 and has been partner until 31 December, 2024. Previously he worked in the tax and corporate department of Peat Marwick Mitchell & Co. in Barcelona. His

Name or company name of director	Reasons	Company, manager or shareholder to which or to whom the director is related	Profile
			<p>professional career has provided him with a wide range of accounting, financial and audit skills.</p> <p>He holds a degree in Law from the University of Barcelona. He is currently a member of the administration bodies of several companies within the Grifols Group.</p> <p>See section A.6 for the relevant relationships that exist with significant shareholders.</p>
MR. THOMAS GLANZMANN	His relationship is not covered with the current definitions of executive, proprietary, or independent director. He has been a director of the company for more than 12 years.	GRIFOLS, S.A.	Mr. Thomas H. Glanzmann has served as director of Grifols, S.A. since April 2006 and currently he is the Non-Executive Chairman of the Company. He served as Grifols Executive Chairman from February 2023 to September 2024, as well as Chief Executive Officer from 8 May, 2023 up to April 1, 2024. From 2006 until 2011 he was the Chief Executive Officer and President of Gambro AB. Previously, Mr. Glanzmann was the CEO and Managing Director of HemoCue AB. He was a Managing Director at the World Economic Forum from 2004 to 2005. Between 1988 and 2004 he held various positions at Baxter Healthcare Corporation:

Name or company name of director	Reasons	Company, manager or shareholder to which or to whom the director is related	Profile
			<p>Senior VicePresident and Senior Corporate Officer of Baxter Healthcare Corporation, President of Baxter Bioscience, Chief Executive Officer of Immuno International; and President of the European Biotech Group, among others. Between 1984 and 1988, he worked at Philip Morris becoming country manager for Norway, Denmark and Iceland.</p> <p>He holds a B.A. degree in Political Science from Dartmouth College, United States, and an M.B.A. from IMD, Lausanne – Switzerland. He also holds a Board of Directors Certification from the UCLA Anderson School of Management, USA.</p> <p>He serves on the Alcon, Inc. Board and is a member of several committees (among others, the sustainability, compensation and innovation committee). He is a Founder and General Partner of Medical Technology Venture Partners in California, United States.</p>

Total number of other external directors	2
---	---

Percentage of the total Board	15.38
--------------------------------------	-------

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
MR. JOSE IGNACIO ABIA BUENACHE	01/04/2024	Other External	Executive
MR. VICTOR GRIFOLS DEU	01/06/2024	Executive	Proprietary
MR. RAIMON GRIFOLS ROURA	01/06/2024	Executive	Proprietary
MR. THOMAS GLANZMANN	12/09/2024	Executive	Other External

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past 4 years, as well as the category of each:

	Number of female directors				% of total directors for each category			
	Year 2024	Year 2023	Year 2022	Year 2021	Year 2024	Year 2023	Year 2022	Year 2021
Executive					0.00	0.00	0.00	0.00
Proprietary					0.00	0.00	0.00	0.00
Independent	4	4	4	4	66.66	66.66	66.66	57.14
Other External					0.00	0.00	0.00	0.00
Total	4	4	4	4	30.77	36.36	33.33	33.33

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 Audit Law, 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 appointments 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
<p>Pursuant to the recommendations established in the Good Governance Code of Listed Companies, Grifols has a policy on director diversity in the composition of the Board of Directors, which was approved by Grifols' Board of Directors on 22.02.2019, and amended on 11.12.2020, with the following aim: (i) to guarantee that any proposal for the appointment or re-election of the members of the Board of Directors is based on a prior analysis of the required competences by the Board of Directors and (ii) to support knowledge, experience, age and gender diversity. The Board of Directors ensures that the selection process promotes balance and diversity in terms of age, gender, experience and knowledge, and that it is free from any implicit bias that may lead to any kind of discrimination, in particular, on the grounds of gender, disability or any other personal condition. In this regard, the Board of Directors avoids any discriminatory circumstance on the grounds of gender that obstructs or hinders the appointment of a female candidate to become part of the Board of Directors. To this end, it sets out the possibility of hiring external consultants for the selection of candidates for the Board of Directors.</p> <p>The Appointments and Remuneration Committee verifies, on an annual basis, compliance with this policy and informs the Board of Directors about the results of its assessment. During FY 2024, the Appointments and Remuneration Committee agreed to propose:</p> <ul style="list-style-type: none">- the appointment of Mr. José Ignacio Abia by the co-option system to fill the vacancy created by the resignation of Mr. Steven F. Mayer. The Appointments and Remuneration Committee positively evaluated, among other qualities, his more than two decades of experience in international management in publicly traded life sciences and medical technology companies.- the re-elections of Mr. José Ignacio Abia and Mr. Albert Grifols, both appointed as directors by the co-option system. The evaluation of the work and effective dedication of the directors from their appointment until the date of the Ordinary General Shareholders' Meeting were positively assessed by the Appointments and Remuneration Committee.- the appointment of Ms. Anne-Catherine Berner and Ms. Claire Giraut. The Appointments and Remuneration Committee favourably considered the professional career of Ms. Anne-Catherine Berner and her experience in fields such as finance, healthcare, and industry, as well as her deep knowledge in financial and institutional management due to her executive and non-executive roles in public and private sectors. Likewise, the Appointments and Remuneration Committee positively evaluated the professional career of Ms. Claire Giraut and her experience in fields such as finance, healthcare, consumer goods, industry, and digital and automated technology. It is expressly noted that on 9.7.2024, Ms. Claire Giraut submitted her resignation from her position as director after becoming aware of the potential takeover bid led by Brookfield and considering that she might not have the necessary time to dedicate to the Board of Directors during such extraordinary period.- the appointment of Mr. Pascal Ravery by the co-option system to fill the vacancy created by the resignation of Ms. Claire Giraut. The Appointments and Remuneration Committee positively evaluated his more than 30 years of experience in corporate finance and

investment banking, excelling in mergers and acquisitions, restructurings, debt and equity issuances, and strategic advisory, as well as his experience advising senior executives.

- the appointment of Mr. Paul S. Herendeen by the co-option system to fill the vacancy created by the resignation of Ms. Carina Szpilka. It is expressly noted that the Appointments and Remuneration Committee's proposal was made to comply with the request of various minority shareholders (FF Hybrid LP, Flat Footed Series LLC-Fund3, GP Recovery Fund LLC, Mason Capital Master Fund, and Sachem Head LP), who grouped their shares to exercise their right to proportional representation and requested his appointment as a proprietary director.

As of the date of this report, the Board of Directors is composed of 13 members who, collectively, possess knowledge, qualifications, and experience in the following areas and sectors: finance, accounting, and auditing, digitalization, risk management, both financial and non-financial, digital transformation, international expertise in developing diversity and equality policies, scientific and innovation fields, legal and healthcare. Such diversity in knowledge can also be reflected in the Board of Directors skills matrix, available on the Company's website.

In the financial year 2024, more than 30% of the members of the Board of Directors are women. The company's intention is to increase the number of female directors to reach at least 40%. The vacancy of Ms. Carina Szpilka was intended to be filled by a female director, however, this option could not be considered as per indicated in section C.1.7. Likewise, in recent years, the number of independent directors with diverse professional expertise and experience has increased, which has made the Board of Directors more diverse, improving analysis and debate and providing a variety of perspectives and points of view.

- C.1.6 Describe the measures, if any, agreed upon by the appointments 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 managers:

Explanation of measures

There are no explicit measures. Nevertheless, the Company considers that there is no need to adopt them at present because the Board of Directors bases its proposals to appoint board members strictly on professional criteria (competence, knowledge and experience). The Company follows the same criteria to hire and appoint female senior managers. In this regard, in 2024, 60.3% of the people promoted were women, reflecting Grifols' commitment in this area.

While the Board of Directors strictly bases its proposals for the appointment of directors on professional qualifications, it is indeed true that the Company's intention is to comply with the Organic Law on gender-balanced representation and equal presence of women and men (*Ley Orgánica de representación paritaria y presencia equilibrada de mujeres y hombres*), once it is applicable for the Company.

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

Explanation of reasons
57% of Grifols' workforce are women, with a progressive increase in different professional categories.

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

<p>During this financial year, the Appointments and Remuneration Committee took into consideration the Policy on Director Diversity in the Composition of the Board of Directors for the re-election and appointment (including the appointments through the co-option system) of directors. In this regard, the Committee has considered that the Board of Directors has a diverse and balanced composition as a whole, taking into account the knowledge, qualifications, and experience (as detailed in section C.1.5. of this report) of the members of the Board of Directors.</p> <p>This notwithstanding, it should be noted that during 2024 the Company had an ongoing selection process to fill two independent director positions, following the resignation of Ms. Carina Szpilka and Mrs. Claire Giraut. One of the vacancies has been filled by Mr. Pascal Ravery, an independent director, as his professional profile matched the needs of the Board at that time. The appointment of Mr. Paul S. Herendeen (who has filled the second vacancy) results of a request received by the Company from various minority shareholders (FF Hybrid LP, Flat Footed Series LLC-Fund3, GP Recovery Fund LLC, Mason Capital Master Fund, and Sachem Head LP), who have grouped their shares in accordance with applicable law to exercise their right to proportional representation and requested the appointment of Mr. Paul S. Herendeen as a member of the Board of Directors.</p>

C.1.8 If applicable, explain the reasons for the appointment of any proprietary 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 proprietary directors have been appointed. If so, explain why the requests were not granted:

Yes
No

C1.9 Indicate the authorities, 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
MR. JOSE IGNACIO ABIA BUENACHE	All authorities which may be granted by virtue of law and of the Company's articles of association.

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 authorities?
MR. RAIMON GRIFOLS ROURA	BIOTEST AG	MEMBER OF THE SUPERVISORY BOARD	NO
MR. TOMÁS DAGÁ GELABERT	GRIFOLS INNOVATION AND NEW TECHNOLOGIES LIMITED	DIRECTOR	NO
MR. TOMÁS DAGÁ GELABERT	ALKAHEST, INC	DIRECTOR	NO
MR. TOMÁS DAGÁ GELABERT	GRIFOLS CANADA THERAPEUTICS, INC	DIRECTOR	NO
MR. TOMÁS DAGÁ GELABERT	BPC PLASMA, INC	DIRECTOR	NO
MR. TOMÁS DAGÁ GELABERT	GRIFOLS EGYPT FOR PLASMA DERIVATIVES (S.A.E.)	DIRECTOR	NO
MR. TOMÁS DAGÁ GELABERT	GRIFOLS BIO SUPPLIES, INC.	DIRECTOR	NO
MR. TOMÁS DAGÁ GELABERT	BIOMAT NEWCO CORP.	DIRECTOR	NO
MR. TOMÁS DAGÁ GELABERT	ARACLON BIOTECH, S.L.	DIRECTOR AND CHAIRMAN OF THE BOARD	NO
MR. TOMÁS DAGÁ GELABERT	BIOMAT USA, INC.	DIRECTOR	NO
MR. TOMÁS DAGÁ GELABERT	GRIFOLS DIAGNOSTIC SOLUTIONS, INC.	DIRECTOR	NO
MR. JOSE IGNACIO ABIA BUENACHE	PROGENIKA BIOPHARMA, S.A.	JOINT AND SEVERAL DIRECTOR	YES

Name or company name of director	Company name of the group entity	Position	Does the director have executive authorities?
MR. JOSE IGNACIO ABIA BUENACHE	GRIFOLS ENGINEERING, S.A.	JOINT AND SEVERAL DIRECTOR	YES

Observations
It is hereby noted that the process of replacing Mr. Dagá in many of the positions he holds within the companies that are part of the Grifols Group is currently underway.

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
MR. THOMAS GLANZMANN	ALCON, INC.	DIRECTOR
MR. THOMAS GLANZMANN	GLANZMANN ENTERPRISES AG	CHAIRMAN
MR. RAIMON GRIFOLS ROURA	CALA SAN ESTEBAN, S.L.	JOINT AND SEVERAL DIRECTOR
MR. RAIMON GRIFOLS ROURA	KNOX MEDIA HUB, S.L.	DIRECTOR
MR. VICTOR GRIFOLS DEU	PADOLÇ, S.L.	DIRECTOR
MR. VICTOR GRIFOLS DEU	NEW FICTION 2012, S.L.	SOLE DIRECTOR
MR. ALBERT GRIFOLS COMA-CROS	FISA 74, S.A.	DIRECTOR
MS. MONTSERRAT MUÑOZ ABELLANA	GRUPO J. URIACH, S.L.	DIRECTOR
MS. MONTSERRAT MUÑOZ ABELLANA	COMEXI GROUP INDUSTRIES, S.A.U.	DIRECTOR
MS. MONTSERRAT MUÑOZ ABELLANA	COPLUS 1930, S.L.	DIRECTOR

Identity of the director or representative	Company name of the listed or non-listed entity	Position
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	CARTERA NICEPORT, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	CARTERA NEWPORT, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	HOTEL & RESORTS BLUE SEA, S.A.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	SERVICIOS COMPARTIDOS BLUE SEA, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	GESTORA BLUE SEA, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	CARTERA SIDECU, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	SIDECU, S.A.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	POLIGOF HOLDING S.R.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	MAVELS INVESTMENTS, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	FARMOL, S.P.A.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	GRUPO SERVEO, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	INDUSTRIAS ALIMENTARIAS DE NAVARRA, S.A.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	CARTERA IAN, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	SERVICIOS COMPARTIDOS DE INDUSTRIAS ALIMENTARIAS, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	CARTERA AGUINAGA, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	VICUÑA DIRECTORSHIP, S.L.	REPRESENTATIVE OF DIRECTOR

Identity of the director or representative	Company name of the listed or non-listed entity	Position
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	AGQ TECHNOLOGICAL CORPORATE, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	CARTERA FUTURE, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	GHE, 2018, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	CARTERA PBTAMSI, S.C.P.A.	OTHERS
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	PORTOBELLO CAPITAL GESTIÓN, S.G.E.I.C., S .A.	DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	PORTOBELLO CAPITAL, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	PORTOBELLO ALFA, S.L.	DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	PORTOBELLO GAMMA, S.L.	DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	PORTOBELLO BETA, S.L.	DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	BURLEY INVERSIONES, S.L.	DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	PORTOBELLO CAPITAL ADVISORS, S.L.	DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	BALLESTRINQUE MANAGEMENT, S.L.	REPRESENTATIVE OF DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	PIZAR INVERSIÓN, S.L.	DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	XARLANGO, S.L.	SOLE DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	GOICO 22, S.L.	SOLE DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	PERGAR, S.A.	SOLE DIRECTOR

Identity of the director or representative	Company name of the listed or non-listed entity	Position
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	LIKER BOSTON, S.L.	SOLE DIRECTOR
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	ARENIT GMBH	DIRECTOR
MR. PASCAL RAVERY	LAKESIDE CAPITAL ADVISERS LLC	CHIEF EXECUTIVE OFFICER
MR. PASCAL RAVERY	SOCIÉTÉ DES AMIS DES GRANDES ÉCURIES DE CHANTILLY	CHAIRMAN
MS. ANNE-CATHERINE BERNER	SOPHOS CAPITAL OY	CHAIRPERSON
MS. ANNE-CATHERINE BERNER	KÜHNE + NAGEL AG	DIRECTOR
MS. ANNE-CATHERINE BERNER	SEB AB	DIRECTOR
MS. ANNE-CATHERINE BERNER	MEDICOVER AB	DIRECTOR
MS. ANNE-CATHERINE BERNER	FOUNDATION NADIJA SR.	CHAIRPERSON
MR. PAUL HERENDEEN	ENDO, INC.	CHAIRMAN
MR. PAUL HERENDEEN	ELANCO ANIMAL HEALTH, INC.	DIRECTOR
MR. TOMÁS DAGÁ GELABERT	J&C PRIME BRANDS, S.L.	DIRECTOR
MR. TOMÁS DAGÁ GELABERT	FATJÓ, S.L.	DIRECTOR
MR. TOMÁS DAGÁ GELABERT	PARAJES VERDES DG, S.L.	JOINT AND SEVERAL DIRECTOR
MR. TOMÁS DAGÁ GELABERT	GRUPO PORT-SALU, S.L.	JOINT AND SEVERAL DIRECTOR
MR. TOMÁS DAGÁ GELABERT	FUN FUN PROVIDERS, S.L.	SOLE DIRECTOR

Identity of the director or representative	Company name of the listed or non-listed entity	Position
MR. TOMÁS DAGÁ GELABERT	PRISMIBERICA, S.A.	JOINT AND SEVERAL DIRECTOR
MR. TOMÁS DAGÁ GELABERT	ALKMAAR WAARDEN SPAIN, S.L.	JOINT DIRECTOR
MR. TOMÁS DAGÁ GELABERT	NAPREX INVERSIONES, S.L.	SOLE DIRECTOR
MR. TOMÁS DAGÁ GELABERT	TOJOSNURA, S.L.	DIRECTOR

Observations
<p>Other positions:</p> <ul style="list-style-type: none"> - Jose Ignacio Abia Buenache: member of the board of directors of the United States - Spain Chamber of Commerce and member of the board of trustees of the Lehigh Valley Health Network. - Íñigo Sánchez-Asiaín Mardones: representative natural person as director and Chairman in Hotel & Resorts Blue Sea, S.A., Servicios Compartidos Blue Sea, S.L., Gestora Blue Sea, S.L., Cartera Future, S.L., Portobello Capital, S.L.; representative natural person as director and Vice Chairman in AGQ Technological Corporate, S.L.; representative natural person as sole director in Cartera PBTAMSI, S.C.P.A. - Enriqueta Felip Font: member of the Scientific Committee of the European Thoracic Oncology Platform (ETOP) and member of the Scientific Advisory Committee of Institut d'Investigació i Innovació Parc Taulí. - Paul Herendeen: member of the Audit Committee, and the finance, strategy and oversight Committee in Elanco Animal Health, Inc. <p>Remunerated positions:</p> <ul style="list-style-type: none"> - Thomas Glanzmann: director at Alcon, Inc., Chairman of the Innovation Committee, Compensation Committee and Governance and Appointments Committee at Alcon, Inc. and President of Glanzmann Enterprises AG. - Albert Grifols Coma-Cros: director at FISA 74, S.A. - Montserrat Muñoz Abellana: director at Grupo J. Uriach, S.L., Comexi Group Industries, S.A.U. and Coplus 1930, S.L. - Íñigo Sánchez-Asiaín Mardones: director at Portobello Capital Gestión, S.G.E.I.C., S.A. - Pascal Ravery: CEO at Lakeside Capital Partners LLC. - Anne-Catherine Berner: Director at Kühne+Nagel AG, SEB AB, Medicover AB and Chairperson at Foundation Nadija sr. - Paul Herendeen: Chairman at Endo, Inc. and director of Elanco Animal Health, Inc.

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
MS. ENRIQUETA FELIP FONT	Professor of Medicine at Universidad Autónoma de Barcelona; Section Chief of the Medical Oncology Service at Vall d'Hebron University Hospital, and Principal Investigator of the Vall d'Hebron's Institute of Oncology's Lung Cancer Group (VHIO), Doctor at IOB Quirón; participation in the following remunerated advisory boards: AbbVie, Amgen, AstraZeneca, Bayer, Beigene, Boehringer Ingelheim, Bristol Myers Squibb, Daiichi Sankyo, Eli Lilly, F. Hoffman-La Roche, Genentech, Gilead, GlaxoSmithKline, Janssen, Johnson & Johnson, Medical Trends, Medscape, Merck Serono, MSD, Novartis, PeerVoice, Peptomyc, PharmaMar, Pfizer, Pierre Fabre, Regeneron, Sanofi, Takeda, and Turning Point Therapeutics.
MR. PASCAL RAVERY	Senior advisor of AlixPartners LLP.
MS. ANNE-CATHERINE BERNER	Chairperson of the advisory board of Getec Energie Holding GmbH.
MR. PAUL HERENDEEN	Member of the advisory board of a specialty healthcare fund managed by Ares Capital Management LLC.
MR. THOMAS GLANZMANN	Founder and General Partner at Medical Technology Venture Partners.
MS. MONTSERRAT MUÑOZ ABELLANA	Chairperson of the Supervisory Board at Eole Holdings, SAS.
MS. SUSANA GONZALEZ RODRIGUEZ	Global Chief Sales Officer in the Machine Automation Division at ABB.

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

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

Remuneration accruing in favour of the Board of Directors in the financial year (thousands of euros)	15,120
Funds accumulated by current directors for long-term savings systems with consolidated economic rights (thousands of euros)	0
Funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (thousands of euros)	0
Pension rights accumulated by former directors (thousands of euros)	0

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)
MS. MARIA TERESA RIONE LLANO	CHIEF COMMUNICATIONS OFFICER
MR. IGNACIO RAMAL SUBIRA	CHIEF INT. AUDIT & ENTERPRISE RISK MGMT
MR. ANTONIO MARTINEZ MARTINEZ	PRESIDENT, DIAGNOSTIC
MR. JORDI BALSELLS VALLS	PRESIDENT PLASMA PROCUREMENT
MR. DANIEL FLETA COIT	CHIEF INDUSTRIAL SERVICES OFFICER
MR. LLUIS PONS GOMEZ	SVP, STRATEGY
MR. DAVID BELL	CHIEF CORP AFF & LEGAL OFFICER
MR. JOERG SCHUETTRUMPF	CHIEF SCIENTIFIC INNOVATION OFFICER
MR. CAMILLE ALPI	CHIEF HUMAN RESOURCES & TALENT OFFICER
MR. RAHUL SRINIVASAN	CHIEF FINANCIAL OFFICER
MR. JAIME GONZÁLEZ	CHIEF DIGITAL INFORMATION OFFICER
MR. ENRIQUE DE LA TORRE	CHIEF COMPLIANCE OFFICER
MR. ROLAND WANDELER	PRESIDENT BIOPHARMA

Number of women in senior management	1
Percentage of total senior management	8.00

Total remuneration of senior management (thousands of euros)	13,676
---	--------

Observations

In 2024, four new employees have been hired for the positions of "President Biopharma", "Chief Human Resources & Talent Officer", "Chief Financial Officer" and "Chief Digital Information Officer" replacing the previous holders of such positions. It should be noted that during 2024, with the appointment of Mr. Nacho Abia as the new CEO, there has been an internal restructuring, and therefore, the individuals detailed in this table are the executives who report directly to the CEO or the Board of Directors.

On the other hand, the employee who held the position of "Chief Financial Officer" left in September 2024; the employee who held the position of "Chief Human Resources Officer" left in January 2024; the positions of "VP Bio Supplies" and "VP Healthcare Solutions" ceased to be part of the company's senior management as of May 2024; two employees who held the position of "Chief Digital Information Officer" left their role at the end of May and November 2024, respectively. The above is detailed as follows:

- Mr. Alfredo Arroyo Guerra, Chief Financial Officer until 9 September 2024, inclusive.
- Ms. Montserrat Gaja Llamas, Chief Human Resources Officer until January 2024, inclusive.
- Ms. Laura Carratalà Peña, VP Bio Supplies, reported directly to the CEO until and including May 2024.
- Mr. Francisco Javier Guix Huguet, VP Healthcare Solutions, reported directly to the CEO until and including May 2024.
- Mr. Miguel Ángel Louzan García, Chief Digital Information Officer, until May 2024, inclusive.
- Ms. Yamelis Figueredo, Chief Digital Information Officer, from June 2024 to November 2024, inclusive.

Regarding the total remuneration amount for senior management, it should be noted that there is a portion of the remuneration for senior executive Mr. Joerg Schuettrumpf that is still pending approval by the Board of Directors of the subsidiary Biotest AG. This remuneration will be reported in the Annual Report of said company.

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

Yes
No

Description of modifications

Following the prior report from the Audit Committee, the Company's Board of Directors, during its meeting held on 3 May 2024, resolved to approve the amendments of articles 14, 15, and 17bis of the Company's Internal Regulations of the Board of Directors. Their purpose was to introduce, in relation to the external auditor and as a specific responsibility of the Audit Committee, the establishment of a maximum tenure for auditors (including any extensions), aiming to ensure that it remains shorter than the maximum legal duration set at any given time to uphold auditor independence. Similarly, the amendments sought to incorporate into the scope of responsibilities of the Appointments and Remuneration Committee, the creation of a competency matrix and the

leadership of the annual evaluation process of the Board of Directors and its Committees. Furthermore, they aimed to specify the particular points to address in said evaluation. All of this, in order to adequate its content with the recommendations of the Good Governance Code of Listed Companies and with the best practices in Good Corporate Governance, as well as introducing substantive and technical improvements in their wording.

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.

Regulations of the Board of Directors

Article 17 bis. Periodic evaluation

The Board of Directors in full shall evaluate once a year: (a) the quality and efficiency of the performance of the Board of Directors and its committees; (b) the size, composition, and diversity of the Board of Directors and its committees; (c) the performance of its committees, starting from the report that they submit, as well as of the Chairperson of the Board of Directors and the chief executive officer of the Company; (d) the performance and the contribution of every director taking special attention to the Chairpersons of such committees; (e) the frequency and duration of meetings; (f) the content of the agenda and the adequacy of time allocated to different topics based on their importance; (g) the quality of information received; (h) the breadth and openness of the debates, avoiding groupthink, and (i) the decision-making process.

Article 18. Appointment of Directors

1. The Directors shall be appointed by the General Shareholders' Meeting (the "GSM") or by the Board, in accordance with the provisions established in the Companies Law.

2. The proposals for appointment of Directors, submitted by the Board for consideration by the GSM, and the appointment decisions that said body adopts by virtue of the powers of co-option that are legally attributed to it, shall be preceded by the corresponding proposal by the Appointments and Remuneration Committee (the "ARC"), if they are independent directors, and, in any case, with a report prepared by the Board, in which the candidate's competence, experience and merits are assessed, and which shall be attached to the minutes of the GSM or the Board, as appropriate. The proposal to appoint any non-independent director must be also preceded by the corresponding report issued by the ARC.

Article 19. Appointment of Non-Executive Directors

1. The Board and the ARC, within the boundaries of their competences, shall endeavour that the election of candidates falls on persons of recognized solvency, competence and experience, paying particular attention to those people called on to cover posts as independent Directors as established in Article 6 of the Regulations.

2. The Board shall not propose or appoint, for the post of independent Director, any person that is related to the management of the Company or is linked by family, professional or commercial reasons to the Executive Directors or Executive Officers of the Company. In particular, the following shall not be proposed or appointed as Independent Directors:

(a) individuals who during the last year have had a working, commercial or contractual relationship, directly or indirectly, of significance, with the Company, its Executives, Proprietary Directors or companies in the group, whose shareholding interests are represented, banking institutions with a significant position in the financing of the Company or organizations that receive substantial subsidies from the Company;

- (b) Directors of another listed company that has Proprietary Directors in the Company;
- (c) those persons related to the Executive or Proprietary Directors or to members of the management of the Company; in view of the current Regulation, it shall be understood that persons related to those Directors are those that are involved in some of the conditions foreseen in Article 231 of the Companies Law; and
- (d) persons with other relationships with the Company which in the opinion of the ARC could reduce its independence.

Article 20. Re-election of Directors

The proposals for re-election of Directors that the Board decides to submit to the GSM must follow the same formal working process established by Law and article 18 of the Regulations.

Article 22. Resignation of Directors

1. The Directors will resign from office when the period of time for which they were appointed has elapsed and when decided by the GSM by virtue of the powers it is legally or statutorily granted.
2. The Board shall abstain from proposing to the GSM the resignation of non-executive Directors (proprietary or independent), before the completion of the statutory period for which they were elected, except when exceptional and justified causes exist and when previously informed by the ARC.
3. The Directors must place their position at the disposal of the Board and formalize the relevant resignation in the following cases:
 - (a) when they cease to occupy the executive posts which were associated with their appointment as Director, except by express ratification by the Board, following a non-binding report prepared by the ARC;
 - (b) when circumstances arise that might harm the Company's name and reputation, related or not to their actions within the Company;
 - (c) when they incur in any of the legally foreseen cases of incompatibility or prohibition;
 - (d) when any criminal charges are brought against them, prior report of the ARC or are the object of disciplinary actions of a serious or very serious nature by supervisory authorities.
 - (e) when the Audit Committee gives them a serious warning for having infringed their obligations as Directors;
 - (f) when their Directorship on the Board could place the best interests of the Company at risk or when the reasons for their appointment disappear; and
 - (g) in the case of a Proprietary Director, when the shareholder whose interests he/she represents on the Board sells his/her participation in the Company, or when they are reduced to below a level that reasonably justified such an appointment.

Continues in section H of the report.

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

Description of amendment(s)

Given the exceptional situation the Company found itself in during 2024, including a potential public takeover bid, the Appointments and Remuneration Committee proposed to the Board of Directors, which accepted it, that the annual evaluation for the 2024 fiscal year be conducted internally. The main objective of this decision was to ensure an evaluation tailored to the current circumstances, allowing the Board to address more directly and efficiently the areas requiring special attention. This annual evaluation did not lead to any significant changes in the internal organisation or in the procedures applicable to its activities. It should be noted, as indicated in section C.1.25, that during 2024 the Board of Directors met on 34 times.

In 2021, the evaluation of the Board was carried out with the help of a consultancy firm. The Company plans to alternate between both evaluation methods. Therefore, every three years, the Board of Directors will carry out the evaluation with the help of an external consultant, whose independence will be verified by the Appointments and Remuneration Committee.

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.

Description of the evaluation process and areas evaluated

In accordance with the provisions of Article 17.bis of the Board of Directors' Regulations, the full Board evaluated in fiscal year 2024: (a) the quality and efficiency of the performance of the Board of Directors and its committees; (b) the size, composition, and diversity of the Board of Directors and its committees; (c) the performance of its committees, starting from the report that they submit, as well as of the Chairperson of the Board of Directors and the chief executive officer of the Company; (d) the performance and the contribution of every director taking special attention to the Chairpersons of such committees; (e) the frequency and duration of meetings; (f) the content of the agenda and the adequacy of time allocated to different topics based on their importance; (g) the quality of information received; (h) the breadth and openness of the debates, avoiding groupthink, and (i) the decision-making process. In accordance with the above section, this year, the Board of Directors has carried out the evaluation internally. The directors have answered a questionnaire prepared by the Appointments and Remuneration Committee, which reviewed the information provided in the answers and submitted the results to the Board, including its analysis and conclusions.

It should be highlighted that the Board of Directors is constantly self-evaluating and any improvement is implemented as soon as possible. Each committee carries out its own evaluation before the last Board of Directors meeting of the year is held, where they express their satisfaction or dissatisfaction with the performance of each committee, as well as specifying if they need any further resources to carry out their duties. All the Board of Directors' Committees have expressed their satisfaction with the performance and resources available to them. The Chairperson of the Appointments and Remuneration Committee has held a meeting with the Chairman and the CEO. Likewise, the Audit Committee members have held a meeting with the Company's auditors, as well as with its internal audit and risk control, and compliance teams. The members of the Sustainability Committee have held a meeting with the members of both the Appointments and Remuneration Committee and the Audit Committee. Additionally, the Appointments and Remuneration Committee assessed the performance of the Company's Chairman of the Board of Directors and the CEO,

ultimately reporting to the Board. The selection of its members has been carried out based on a diversity of knowledge, experiences, age and gender.

The Audit Committee and the Appointments and Remuneration Committee prepare an annual report about their functioning in accordance with the CNMV's Technical Guidelines on both committees, which are published on the Company's website well in advance of the Ordinary General Shareholders' Meeting.

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

In year 2016, 2018 and 2021, the consultancy firm Russell Reynolds carried out the evaluation of the Board of Directors and the Company's Committees. Grifols has hired its headhunting services in some occasions.

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

Regulations of the Board of Directors

Article 22. Resignation of directors

(...)

3. The Directors must place their position at the disposal of the Board of Directors and formalize the relevant resignation in the following cases:

(a) when they cease to occupy the executive posts which were associated with their appointment as Director, except by express ratification by the Board of Directors, following a non-binding report from the Appointments and Remuneration Committee;

(b) when circumstances arise that might harm the Company's name and reputation, related or not to their actions within the Company;

(c) when they incur in any of the legally foreseen cases of incompatibility or prohibition;

(d) when any criminal charges are brought against them, prior report of the Appointments and Remuneration Committee or are the object of disciplinary action of a serious or very serious nature by supervisory authorities;

(e) when the Audit Committee gives them a serious warning for having infringed their obligations as Directors;

(f) when their Directorship on the Board could place the best interests of the Company at risk or when the reasons for their appointment disappear; and

(g) in the case of a Proprietary Director, when the shareholder whose interests he/she represents on the Board sells his/her participation in the Company, or when they are reduced to below a level that reasonably justified such an appointment.

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.

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 association or Board regulations establish any limit as to the age of directors:

Yes
No

C.1.23 Indicate whether the articles of association 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 association 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.

Pursuant to the provisions of the Spanish Companies Law, Article 17 of the Regulations of the Board of Directors establishes that non-executive directors may only delegate their representation to another non-executive director.

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	34
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 Sustainability Committee	5
Number of meetings held by the Appointments and Remuneration Committee	10
Number of meetings held by the Audit Committee	14

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	30
Attendance in person as a % of total votes during the year	89.26
Number of meetings with attendance in person or proxies given with specific instructions, by all directors	18
Votes cast in person and by proxies with specific instructions, as a % of total votes during the year	93.10

<p>The following is the data on attendance to the meetings of the Board of Directors held during fiscal year 2024 for each of the members of the Board of Directors:</p> <ol style="list-style-type: none"> 1. Thomas Glanzmann: 100% 2. Raimon Grifols Roura: 91.17% - he did not attend to certain board meetings in compliance with his duty to avoid conflicts of interest in accordance with the Spanish Companies Law, during the period of the potential takeover bid. 3. José Ignacio Abia Buenache: 96.15% 4. Victor Grifols Deu: 94.12% - he did not attend to certain board meetings in compliance with his duty to avoid conflicts of interest in accordance with the Spanish Companies Law, during the period of the potential takeover bid. 5. Tomás Dagá Gelabert: 91.17% - he did not attend to certain board meetings in compliance with his duty to avoid conflicts of interest in accordance with the Spanish Companies Law, during the period of the potential takeover bid.

6. Íñigo Sánchez-Asiaín Mardones: 100%
7. Montserrat Muñoz Abellana: 100%
8. Susana González Rodríguez: 91.17%
9. Enriqueta Felip Font: 94.12%
10. Albert Grifols Coma-Cros: 94.12% - he did not attend to certain board meetings in compliance with his duty to avoid conflicts of interest in accordance with the Spanish Companies Law, during the period of the potential takeover bid.
11. Anne-Catherine Berner: 100%
12. Pascal Ravery: 100%
13. Paul S. Herendeen: 100%
14. James Costos: 37.5%
15. Claire Giraut: 100%
16. Carina Szpilka Lázaro: 100%

As indicated in previous sections of this Report, Mr. James Costos, Ms. Claire Giraut, and Ms. Carina Szpilka Lázaro held the position of directors until 14 June 2024, 9 July 2024, and 12 July 2024, respectively.

Those directors who were unable to attend a meeting of the Board of Directors always previously justified their absence for personal or professional reasons. On the other hand, as indicated above, it is expressly noted that in certain Board of Directors meetings, some directors did not attend in compliance with their duty to avoid conflicts of interest in accordance with the Spanish Companies Law, during the period of the potential takeover bid.

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

Yes X

No

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

Name	Position
MR. RAHUL SRINIVASAN	CHIEF FINANCIAL OFFICER
MS. IRENE ROCHE FONT	VP ACCOUNTING AND FINANCIAL SERVICES

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.

In relation to the practical exercise of this authority, it should be pointed out that both the Board and one of its delegated bodies, the Audit Committee, have among their functions supervise and evaluate the preparation and presentation process and the integrity of the mandatory financial and non-financial information. It should be noted that the members of the Audit Committee are appointed by the Board of Directors taking into account their knowledge, skills and experience in accounting, auditing and risk management (both financial and non-financial). The Audit Committee has an internal audit function which, under its supervision, reviews the reliability, integrity and consistency of the financial-accounting information, evaluating the risks and the controls implemented to mitigate them, and periodically informs the Committee and such committee informs the Board of Directors of the results of the work performed and the measures proposed for their correction.

To this end, during financial year 2024, the Audit Committee has supervised and evaluated the process of preparation and presentation of the individual and consolidated annual accounts and the integrity of this information in relation to financial year 2024 prior to their knowledge and approval by the Board and their communication to the stock exchanges and supervisory bodies, reporting it favourably and monitoring compliance with any legal requirements and the correct application of accounting criteria. For this review, the Audit Committee had the collaboration of the Company's external auditor. It also reviewed, together with the Sustainability Committee, and reported favourably to the Board, on the consolidated non-financial information statement contained in the consolidated management report (which includes the Company's Corporate Responsibility Report). In this regard, following the meetings of the Audit Committee, its Chairman informs the Company's Board of Directors of the actions taken. In this way, the Board is periodically informed and supervises the process of preparation and presentation of the financial and non-financial information, as well as the management report, with the opportunity to submit recommendations or proposals. On the other hand, in financial year 2024, no recommendations or proposals related to safeguarding the integrity of the financial and non-financial information have been specifically presented, as the directors have agreed with the process carried out by the Company.

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
MS. NÚRIA MARTÍN BARNÉS	

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 14 of the Regulations of the Board gives the Audit Committee the following competences as regards the external auditor:

(i) Submit to the Board of Directors any proposals regarding the selection, appointment, re-election and substitution of the auditor, being responsible for the selection process in conformity with the applicable regulations, including the terms of his contract, without prejudice to the faculties vested in the General Shareholders' Meeting and the Board with regard to the approval of such resolutions under Spanish law;

(ii) Establish a maximum engagement period for auditors (including any extensions), ensuring that it is shorter than the maximum legal term set at any given time in order to safeguard the auditors' independence. Furthermore, before the end of the financial year in which the appointment of the Company's auditor is due to expire, the Committee will assess their potential re-election or, if necessary, initiate a selection process for the appointment of a new auditor. In this regard, the Committee will take into account the results of the annual evaluation on the auditor's independence and the temporary limitations set by applicable regulations and the Committee will strive to ensure that the auditor's selection is the outcome of a thorough consideration of various selection criteria, such as: (i) the auditor or audit firm's resources and expertise, as well as the geographical coverage of their network, or (ii) the auditor's possession of personnel with the necessary competencies and capabilities, along with systems and/or technical and specialized resources to handle complex matters in line with the scale and complexity of the audit to be conducted and the sector or activity of the Company, as well as the specialists with specific knowledge in such fields. In all cases, proposals for the selection, appointment, re-election, and replacement of the auditor shall be adequately justified;

(iii) Be directly in charge of the remuneration and supervision of the work performed by the external auditor regarding the audit report preparation and issuance or any other similar reports relating to financial statements;

(iv) Regularly and directly collect from the external auditor information about the development, impact and execution of the audits, as well as the audit plan and results of its execution, and verify that top management takes their recommendations into account;

(v) Safeguard the external auditor's independence when performing his duties, and to do so:

- Ensure that the Company communicates through the CNMV the change in auditor and shall attach a statement of the possible existence of any disagreements with the outgoing auditor and, if applicable, its contents;

- Establish the necessary relationships with the external auditor to receive information about any issues that may entail a threat to his independence, and which the Audit Committee will examine, and any other issues regarding the development of the audit of accounts process, and, when applicable, the authorization of the services different from those prohibited in the terms established in the applicable regulations as regards independence, as well as any notifications required in the audit of accounts legislation and in the audit regulations;

- Ensure that the Company and the auditor respect the rules in force on providing services different to audit services, the auditor's market concentration limits and, in general, any others rules established to guarantee the independence of the auditors and, to that end, annually receive from

the external auditors a statement of their independence in relation to the entity, or any entities directly or indirectly related to it, as well as the detailed and individualized information on any kind of ancillary services provided and the corresponding fees paid by these entities to the external auditor or the persons or entities related to it in accordance with the regulations applicable to the audit of accounts activity;

- Issue, prior to issuing the audit of accounts report and on an annual basis, a written opinion on whether the independence of the auditors or audit firms has been compromised. This opinion must include, in any event, a reasoned assessment of each and every one of the ancillary services mentioned in the preceding two paragraphs, which shall be individually and jointly assessed, different from the legal audit, and in relation to the independence status or regulations applicable to the audit of accounts activity; and

- If the external auditor resigns, examine the circumstances that have caused said resignation.

(vi) Ensure that the external auditor holds an annual meeting with the full Board of Directors to report on the work carried out and on the evolution of the Company's accounting and risk situation.

(vii) Encourage the Group auditor to undertake the responsibility of the audits of the companies making up the group.

(viii) Ensure that the remuneration paid to the external auditor for its work does not compromise its quality nor its independence.

On the other hand, article 41 of the Regulations of the Board establishes the duties that the Board has in relation to the financial markets (analysts, financial entities, rating agencies, etc.). Exercising the competences of this article, the Board initially approved on 27 May 2016 a communication and contact policy with the shareholders, institutional investors and voting advisors, and approved its modification on 11 December 2020. Said policy is based on the principles of transparency, veracity, immediacy, equality, symmetry and importance for the dissemination of the information. The policy is available on the Company's website www.grifols.com.

Article 42 of the Regulations of the Board furthermore establishes that the Board's relations with the Company's external auditors shall be channelled through the Audit Committee. Likewise, the Board of Directors shall not submit to the General Shareholders' Meeting a proposal to hire auditing firms whose fees exceed ten per cent (10%) of its total income during the last financial year. This article also sets out that the Board of Directors shall publicly inform, every year, of the overall fees that the Company has paid the auditing firm for services other than auditing.

Specifically, external auditors are in practice required to confirm their independence in writing and provide the Audit Committee with a threats and safeguards analysis in connection with the services rendered to the Group. They shall also provide a statement of independence indicating those matters that may pose a threat to the auditor's independence. The Audit Committee considers the information provided to it and maintains regular communication with the external auditors to decide on their independence and quality of their work. Similarly, the Audit Committee issues the corresponding report on the independence of the auditor of accounts and evaluates whether services provided other than auditing are compatible with maintaining the auditor's independence.

In accordance with the policy on communication with financial markets, Grifols will maintain dialogue with financial analysts, respecting at all times the general principles described in such

policy, and communication with financial analysts will be independent of the opinion and recommendation of the analyst towards the Company.

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

Yes
No

The Ordinary General Shareholders' Meeting held on 16 June 2023, decided, due to the legal requirement for Grifols and its Group to change its auditing firm for the review of its consolidated annual accounts from the year 2024 onwards (inclusive), and considering that the new auditing firm should commence its work at the beginning of the 2024 fiscal year, to appoint Deloitte Auditores, S.L. as the auditor of the consolidated accounts of the Company for a period of three years, starting from January 1, 2024. This period will cover the audit of the annual accounts for the fiscal years ending on 31 December 2024, 31 December 2025, and 31 December 2026, inclusive.

At the Ordinary General Shareholders' Meeting held on 14 June 2024, it was agreed to re-elect Deloitte Auditores, S.L. as auditors of the individual accounts for a period of 3 years, covering the audit of the individual annual accounts for the fiscal years ending 31 December 2024, 31 December 2025, and 31 December 2026, inclusive.

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)	309	22	331
Amount invoiced for non-audit work/Amount for audit work (in %)	10.71	0.46	4.34

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 shareholders' 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	4	1

	Individual	Consolidated
Number of years audited by the current audit firm/number of years in which the company has been audited (in %)	11.76	2.94

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 X

No

Details of the procedure
<p>In accordance with article 16.2 of the Regulations of the Board of Directors, the call for ordinary meetings shall be made in compliance with the advance notice and the procedures stipulated in the Articles of Association.</p> <p>The call shall always include the agenda of the meeting and shall have attached all the relevant information, properly summed up and prepared, sent long enough in advance to properly prepare the meeting. When, in the Chairman's opinion, this proves inadvisable for security reasons, the information shall not be attached and the directors will be informed of the possibility of examining this at the registered office.</p> <p>It is hereby noted that this aspect is subject to specific analysis by the Board of Directors in its annual self-evaluation session.</p>

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 X

No

Explain the rules

Article 28.2 of the Regulations of the Board lays down the directors' obligation to inform the Appointments and Remuneration Committee about any circumstance that affect them, related or not to their actions within the Company, that might harm the Company's name and reputation and, in particular, report any criminal case brought against them and the progress of any subsequent trial.

Article 22.3 envisages the directors' obligation to place their position at the disposal of the Board of Directors and formalize the relevant resignation in the following cases:

(a) when they cease to occupy the executive posts which were associated with their appointment as Director, except by express ratification by the Board of Directors, following a non-binding report from the Appointments and Remuneration Committee;

(b) when circumstances arise that might harm the Company's name and reputation, related or not to their actions within the Company;

(c) when they incur in any of the legally foreseen cases of incompatibility or prohibition;

(d) when any criminal charges are brought against them, prior report of the Appointments and Remuneration Committee or are the object of disciplinary action of a serious or very serious nature by supervisory authorities;

(e) when the Audit Committee gives them a serious warning for having infringed their obligations as Directors;

(f) when their Directorship on the Board could place the best interests of the Company at risk or when the reasons for their appointment disappear; and

(g) in the case of a Proprietary Director, when the shareholder whose interests he/she represents on the Board sells his/her participation in the Company, or when they are reduced to below a level that reasonably justified such an appointment.

C.1.37 Indicate whether, apart from such special circumstances as may have arisen and been duly recorded in any minutes, 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.

N/A

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	31
Type of beneficiary	Description of the agreement
Board members (directors), executives and employees	<p>The Group has agreements with employees and directors by virtue of which these may terminate their employment agreements with the Company unilaterally, being legally entitled to indemnities ranging from one to five years of salary in those cases where the control of the Company is taken over.</p> <p>Furthermore, agreements exist with 23 executives by virtue of which they will receive indemnities ranging from one year to four years of salary in different scenarios.</p>

Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorised 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	X	

	YES	NO
Are these clauses notified to the General Shareholders' Meeting?		X

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, proprietary, independent and other external directors forming them:

SUSTAINABILITY COMMITTEE

Name	Position	Current
MS. ENRIQUETA FELIP FONT	MEMBER	Independent

Name	Position	Current
MS. MONTSERRAT MUÑOZ ABELLANA	CHAIRPERSON	Independent
MS. ANNE-CATHERINE BERNER	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	100.00
% of other external directors	0.00

Explain the functions assigned to this committee, different to those already described in section C.1.9. , 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 association or in other corporate resolutions.

Functioning:

The Sustainability Committee shall be formed by three to five directors appointed by the Board of Directors, taking into account the knowledge, competence and experience of the directors and the duties of the Committee. The Sustainability Committee shall only be formed by non-executive members, the majority of them being independent.

The Board of Directors shall appoint the Chairperson of the Sustainability Committee. Likewise, the Board of Directors shall appoint the Secretary of the Sustainability Committee, who may be (a) one of the members of the Sustainability Committee (in which case, they will be the Secretary member of the Sustainability Committee), (b) any other member of the Board of Directors of the Company who is not a member of the Sustainability Committee (who, in such case, shall be the Secretary non-member of the Sustainability Committee), or (c) the Secretary or Vice-Secretary of the Board of Directors of the Company (who, in such case, will be the Secretary non-member of the Sustainability Committee). The Secretary shall draft the minutes of the resolutions adopted in each Committee meeting, and shall report to the Board of Directors through its Chairperson. The Sustainability Committee shall be validly constituted when at least half plus one of its members are in attendance, present or represented, and its resolutions shall be adopted by absolute majority of the attending members. In the event of a tie, the Chairman shall have the casting vote.

The Committee shall meet when the Board of Directors of the Company or its Chairman request a report or the adoption of proposals, and, in any event, whenever it is convenient for the best performance of their duties. Additionally, for the best performance of its duties, the Committee may seek the opinion of external advisors, in accordance with the Board's Regulations.

Also, any member of the management team or employee shall have to cooperate with, and provide access to information to and attend the meetings of the Committee at the request of the Chairman.

Responsibilities:

The responsibilities entrusted to the Sustainability Committee are regulated in the Board of Director's Internal Regulations and in the Committee's Regulation. In this respect, it has been assigned the functions set out in the regulations and, likewise, in practice, it carries out all of those specified in the Good Governance Code.

- monitor compliance with the Company's internal codes of conduct and corporate governance rules, and ensure that the corporate culture is aligned with its purpose and values;
- monitor the implementation of the general policy regarding the disclosure of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, proxy advisors and other stakeholders. Similarly, the way in which the Company communicates and relates with small and medium-sized should be monitored;
- periodically evaluate the effectiveness of the Company's corporate governance system, climate change and environmental and social policy, to confirm that they are fulfilling their mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.
- ensure the Company's environmental, climate change and social practices are in accordance with the established strategy and policy; and
- monitor and evaluate the Company's interaction with its stakeholder groups.

Continues in Section H of this Report.

APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Position	Current
MS. ANNE-CATHERINE BERNER	CHAIRPERSON	Independent
MS. ENRIQUETA FELIP FONT	MEMBER	Independent
MS. SUSANA GONZALEZ RODRIGUEZ	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	100.00
% of other external directors	0.00

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 association or in other corporate resolutions.

Functioning:

The Appointments and Remuneration Committee shall be formed by three to five directors, appointed by the Board, taking into account their knowledge, competence and experience and the Committee's duties. It shall be exclusively composed of non-executive directors, of which at least two must be independent directors.

The Board of Directors shall appoint the Chairperson of the Appointments and Remuneration Committee, who must necessarily be an independent director. The Appointments and Remuneration Committee shall be validly constituted when at least half plus one of its members are in attendance, present or represented, and its resolutions shall be adopted by absolute majority of the attending members. In the event of a tie, the Chairman shall have the casting vote.

The Committee meets as often as necessary to properly perform its duties. Additionally, for the best performance of its duties, the Committee may seek the opinion of external advisors, in accordance with the Board's Regulations.

Also, the Chairman of the Committee may request the presence of any member of the managing team or employee of the Company, in which case such presence shall be mandatory.

The Committee prepares a report about its functioning, which is published on the Company' website well in advance to the Ordinary General Shareholders' Meeting.

The Committee has taken into account in its functioning, as well as in the performance of its responsibilities during the financial year, the CNMV's 1/2019 technical guide on appointments and remuneration committees.

Responsibilities:

The responsibilities entrusted to the Appointments and Remuneration Committee are regulated in the Articles of Association, the Board of Director's Internal Regulations and the Committee's Regulations. In this respect, it has been assigned the functions set out in the regulations and, likewise, in practice, it carries out all of those specified in the Good Governance Code.

Particularly:

(a) to formulate and review the criteria to be followed for the composition of the Board of Directors in accordance with the Policy on Director Diversity in the Composition of the Board of Directors and the selection of candidates, taking into account their competence, knowledge and experience necessary on the Board, specifying the duties and aptitudes that each candidate must have in case of vacancies in addition to assessing the time and commitment needed to perform their duties effective and efficiently;

(b) to elaborate a matrix of necessary competencies for the Board, periodically updating it in accordance with the challenges and opportunities that the Company may face in the short, medium, and long term;

(c) to lead the annual evaluation process of the Board of Directors and its specialised committees in accordance with Article 17bis of the Board of Directors Regulations. This evaluation should

cover, at a minimum, the following aspects: (i) the quality and efficiency of the performance of the Board of Directors and its committees; (ii) the size, composition, and diversity of the Board of Directors and its committees; (iii) the performance of its committees, starting from the report that they submit, as well as of the Chairperson of the Board of Directors and the chief executive officer of the Company; (iv) the performance and the contribution of every director taking special attention to the Chairpersons of such committees; (v) the frequency and duration of meetings; (vi) the content of the agenda and the adequacy of time allocated to different topics based on their importance; (vii) the quality of information received; (viii) the breadth and openness of the debates, avoiding groupthink, and; (ix) the decision-making process;

(d) to establish a representation target for the gender that is least represented in the Board of Directors and prepare guidelines to achieve said target in accordance with the Policy on Director Diversity in the Composition of the Board of Directors;

(e) to submit to the Board of Directors any proposals to appoint, re-elect and/or separate the independent directors prior to being submitted to the General Shareholders' Meeting or, as the case may be, being adopted by the Board exercising its power of co-option, and in all cases informing about the character of the director proposed;

(f) to report the proposals of appointment, re-election and/or separation of the non-independent directors for their appointment by the Board of Directors by means of co-option or their submission to the General Shareholders' Meeting by the Board of Directors;

(g) to report the proposals of appointment and removal of the Chairperson and Vice chairpersons of the Board of Directors;

(h) to examine and organize the succession of the Chairperson of the Board of Directors and the chief executive officer and, as the case may be, to make proposals to the Board so that said succession takes place in an orderly and well planned manner;

(i) to report the proposals of appointment and resignation of the Secretary and Vice-Secretaries of the Board of Directors;

(j) to report the proposal of appointment and resignation of senior management proposed by the chief executive officer to the Board and the basic conditions of their contracts;

(k) to periodically review the remuneration policy applied to directors and senior management, including share-based remuneration schemes and their application, and ensure that their individual remuneration is proportionate to that paid to other directors and senior management of the Company;

Continues in Section H of this Report.

AUDIT COMMITTEE

Name	Position	Category
MS. MONTSERRAT MUÑOZ ABELLANA	MEMBER	Independent

Name	Position	Category
MR. IÑIGO SÁNCHEZ-ASIAÍN MARDONES	CHAIRPERSON	Independent
MS. ANNE-CATHERINE BERNER	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	100.00
% of other external directors	0.00

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 association or in other corporate resolutions.

<p>Functioning:</p> <p>In this regard, the Audit Committee shall be formed by three to five directors, appointed by the Board of Directors, taking into account their knowledge, competence and experience in accounting, audit and risk management (both financial and non-financial) and Committee's duties. As a group, the members shall have the relevant technical knowledge in relation to the sector of activity to which the Company belongs. In this respect, all members have, as a group, such knowledge. The Audit Committee shall be exclusively composed by non-executive directors, of which at least the majority should be independent directors.</p> <p>The Board of Directors will appoint the Chairperson of the Audit Committee, a position that shall be necessarily held by an independent director. The Chairperson must be replaced every four years and may be re-elected once after the term of one year has elapsed since his/her dismissal. The Audit Committee shall be validly formed when half plus one of its members are present or represented, and their resolutions are approved by the absolute majority of the assisting members. In the event of a tie, the Chairman shall have the casting vote.</p> <p>The Committee meets as often as necessary to properly perform its duties. Additionally, for the best performance of its duties, the Committee may seek the opinion of external advisors, in accordance with the Board's Regulations.</p> <p>Also, the Chairman of the Committee may request the presence of any member of the managing team or employee of the Company, in which case such presence shall be mandatory. Moreover, the Chairman of the Committee may also request the attendance of the statutory auditors at its meetings.</p>
--

The Committee prepares a report about its functioning, which is published on the Company' website well in advance to the Ordinary General Shareholders' Meeting.

The Committee has taken into account in its functioning, as well as in the performance of its responsibilities during the financial year, the CNMV's technical guide on audit committees of public interest entities.

Responsibilities:

The responsibilities entrusted to the Audit Committee are regulated in the Articles of Association, the Board of Director's Internal Regulations and the Statutes of the Audit Committee. In this respect, it has been assigned the functions set out in the regulations and, likewise, in practice, it carries out all of those specified in the Good Governance Code.

- Inform: (i) the General Shareholders' Meeting of questions raised in respect of those matters which are within the committee's competence and, in particular, with respect to the results of the audit of the annual accounts, explaining how it has contributed to the integrity of the financial information and the Committee's role during the process; (ii) before the Board of Directors meeting, about the financial statements and the management report, which shall include, when applicable, the mandatory non-financial information that the Company, as a listed company, must make public periodically. In this respect, the Committee shall ensure that the interim accounts are prepared with the same accounting principles applied to the annual accounts and, to this end, shall consider the suitability of a limited review by the external auditor; (iii) before the Board of Directors' meeting, about the creation or acquisition of interests in special purpose vehicles or entities domiciled in countries or territories that are considered tax havens, as well as any other transaction or deal of a similar nature, which, due to the complexity, could undermine the Group's transparency; and (iv) any other matter that has or could have a material, financial or accounting impact on the Board.

Continues in Section H of this Report.

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	MS. MONTSERRAT MUÑOZ ABELLANA/ MR. IÑIGO SÁNCHEZ-ASIAÍN MARDONES/ MS. ANNE-CATHERINE BERNER
Date of appointment of the chairperson	16/06/2023

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							
Year 2024		Year 2023		Year 2022		Year 2021	
Number	%	Number	%	Number	%	Number	%

Sustainability Committee	3	100.00	2	66.66	2	66.66	1	33.33
Appointments and Remuneration Committee	3	100.00	2	66.66	1	33.33	1	33.33
Audit Committee	2	66.66	2	66.66	1	33.33	2	66.66

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 Regulations of the Audit Committee are contained in (i) the Company's Articles of Association, (ii) the Regulations of the Board of Directors, and (iii) the Statutes of the Audit Committee.

The Appointments and Remuneration Committee is regulated in (i) the Company's Articles of Association, (ii) the Regulations of the Board of Directors and (iii) the Regulations of the Appointments and Remuneration Committee.

The Sustainability Committee is regulated in (i) the Regulations of the Board of Directors, and (ii) the Regulations of the Sustainability Committee.

The documents mentioned above are available on the Company's website (www.grifols.com).

The Committees inform the Board of Directors of the activities carried out and the resolutions adopted by them in each meeting. Additionally, in the last meeting held in 2024, both the Audit Committee and the Appointments and Remuneration Committee prepared a report on their functioning and performance, which will be published on the Company's website with sufficient advance notice prior to the 2025 Ordinary General Shareholders' Meeting.

During financial year 2024, the following amendments have been made to the regulation of the Board Committees:

- Amendment of Articles 14, 15 and 17.bis of the Internal Regulations of the Board of Directors. Their purpose was to introduce, in relation to the external auditor and as a specific responsibility of the Audit Committee, the establishment of a maximum tenure for auditors (including any extensions), aiming to ensure that it remains shorter than the maximum legal duration set at any given time to uphold auditor independence. Similarly, the amendments sought to incorporate into the scope of responsibilities of the Appointments and Remuneration Committee, the creation of a competency matrix and the leadership of the annual evaluation process of the Board of Directors and its Committees. Furthermore, they aim to specify the particular points to address in said evaluation. All of this, in order to adequate its content with the recommendations of the Good Governance Code of Listed Companies and with the best practices in Good Corporate Governance, as well as introducing substantive and technical improvements in their wording.

- Amendment of the Audit Committee's Statutes to adapt its content in accordance with the details mentioned in the preceding paragraph.
- Approval of the Appointments and Remuneration Committee's Regulations by the Board of Directors on 3 May 2024, in order to adopt best corporate governance practices.

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.

In accordance with article 37 of the Internal Regulations of the Board of Directors, developed by the Policy on Related-party Transactions of the Company, which is available in Grifols website, the execution by the Company or its subsidiaries of any transaction that is considered a related-party transaction, as defined in the legislation in force in such Policy at any given time, shall be subject to authorization by the Board of Directors, prior report from the Audit Committee.

However, the authorization must necessarily be agreed by the General Shareholders' Meeting, prior report from the Audit Committee, in those cases established by law and, in particular, when the amount or value of the transaction is equal or exceeds ten percent (10%) of the total asset items according to the last consolidated annual balance sheet approved by the Company. For these purposes, the related-party transactions entered into with the same counterparty in the last twelve (12) months shall be aggregated to determine the total value for the foregoing purposes.

Notwithstanding the provisions of the abovementioned paragraphs, the Board of Directors has delegated to the Audit Committee the approval of the following related-party transactions:

- (a) Transactions to be executed between companies that are part of the Grifols Group which are subject to a conflict of interest and which are to be performed within the scope of ordinary course of business and on an arms'-length basis, provided that they need not be considered strategic or extraordinary transactions due to their high amount, special characteristics or tax risk, in which case they may not be delegated. For the avoidance of doubt, any transactions involving entering into agreements for amounts higher than €500,000 shall be deemed to be out of the ordinary course of the business of the Company.

Intra-group transactions shall only suffer a conflict of interest where a significant shareholder in the subsidiary is a person with whom the Company could not conclude the transaction directly without applying the regime for related-party transactions. For the sake of clarity, there is no conflict of interest in transactions with wholly-owned subsidiaries of the Company.

- (b) The contracting by the Company's related parties of services offered by the Company or any of the entities of the Grifols Group on the basis of agreements with standardized terms and conditions that apply *en masse* to a large number of customers, are provided at prices or rates established on a general basis by the party acting as supplier of the goods or services in question; and provided that they do not exceed the threshold of 0.5% of the Company's turnover.

The delegation to the Audit Committee will not include related-party transactions subject to disclosure under the terms provided in the applicable regulations and the Company's Policy Related-party Transaction.

Furthermore, the Audit Committee may not directly approve any related-party transaction, whether included or not within the scope of paragraphs (a) and (b) above, that the Board of Directors decides not to delegate and submits for the approval of its members.

In relation to these transactions, the Board of Directors has established an internal procedure for information and control, in which it periodically verifies the fairness and transparency of such transactions and, where applicable, compliance with the legal criteria applicable to the aforementioned exceptions.

The directors affected by the related-party transaction in question may not exercise nor delegate their voting rights, except as provided in the applicable regulations.

Related-party transactions shall be disclosed in accordance with the terms set forth in the applicable regulations.

- D.2.** Give individual details of transactions 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 general shareholders' meeting has responsibility, indicate if the proposed resolution has been approved by the board without the vote against of the majority of the independents directors:

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 general shareholders' meeting, if applicable, has been approved by the board without the vote against of the majority of independent directors

Name or company name of the shareholder or any of its subsidiaries	Nature of the relationship	Type of transaction and other relevant information for its evaluation

- D.3.** Give individual details of the transactions 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 transactions 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 general shareholders' meeting has responsibility, indicate if the

proposed resolution has been approved by the board without the vote against of the majority of the independents directors:

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 shareholder or director who has abstained	The proposal to the general shareholders' meeting, if applicable, has been approved by the board without the vote against of the majority of independent directors
---	--	--------------	-----------------------------	----------------	---	--

Name or company name of the administrators or managers or their controlled or jointly controlled entities	Nature of the relationship and other relevant information for its evaluation
---	--

--

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 transaction and other information necessary for its evaluation	Amount (thousands of euros)
Fundación Privada Víctor Grifols i Lucas	Expenses for management or collaboration agreements	465
Probitas Fundación Privada	Expenses for management or collaboration agreements	3,384

Company name of the entity within the group	Brief description of the transaction and other information necessary for its evaluation	Amount (thousands of euros)
Jose Antonio Grifols Lucas Foundation	Expenses for management or collaboration agreements	455

It is hereby reported that the transactions carried out by Grifols with its subsidiaries and affiliated companies that have not been eliminated in the consolidation process are part of the ordinary business or regular operations of the company, and in these transactions, there is no other related party with interests in these entities. Likewise, in accordance with Article 529 vices, Section 3 of the Capital Companies Law, they would not be related-party transactions.

- D.5.** Give individual details of the transactions 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 transaction and other information necessary for its evaluation	Amount (thousands of euros)
SCRANTON ENTERPRISES, B.V.	These are payments for right-of-use of assets between Centuri3n Real Estate S.A.U. and Grifols, S.A., where Scranton Enterprises B.V. (a significant shareholder of Grifols, S.A.) is the sole shareholder of Centuri3n Real Estate S.A.U.	7,141
SCRANTON ENTERPRISES, B.V.	This consists of expenses for services related to an advertising agreement, dated 25 May 2021, between Grifols, S.A. and Club Joventut Badalona, S.A.D., where Scranton Enterprises B.V. (a significant shareholder of Grifols, S.A.) is the significant shareholder of Club Joventut Badalona, S.A.D. This agreement has been approved by the Audit Committee and the Board of Directors of Grifols.	300

Company name of the related party	Brief description of the transaction and other information necessary for its evaluation	Amount (thousands of euros)
SCRANTON ENTERPRISES, B.V.	<p>This refers to "financial income" for Grifols Worldwide Operations Limited comprising accrued interests from the loan agreement signed between Scranton Plasma B.V. (whose sole shareholder is Scranton Enterprises B.V., a significant shareholder of Grifols, S.A.) and Grifols Worldwide Operations Limited on December 28, 2018, as detailed in Note 31 of Grifols' consolidated annual accounts.</p>	8,484
SCRANTON ENTERPRISES, B.V.	<p>This refers to "financial income" for Grifols comprising accrued interests collected by Grifols from the cash-pooling agreement signed between Scranton Plasma B.V. (whose sole shareholder is Scranton Enterprises B.V., a significant shareholder of Grifols, S.A.) and BPC Plasma, Inc. and Haema, GmbH, as detailed in Note 31 of Grifols' consolidated financial statements.</p> <p>It should be noted that said cash-pooling agreement is between Scranton Plasma B.V. and two subsidiaries of Scranton Plasma B.V. and the balance is included in Grifols' consolidated annual accounts only due to the fact that Grifols consolidates Haema GmbH and BPC Plasma, in accordance with the applicable accounting principles.</p>	9,833
SCRANTON ENTERPRISES, B.V.	<p>This refers to the net cash movements related to the cash-pooling agreement that BPC Plasma, Inc. and Haema,</p>	44,937

Company name of the related party	Brief description of the transaction and other information necessary for its evaluation	Amount (thousands of euros)
	<p>GmbH maintain with Scranton Plasma, B.V. (whose sole shareholder is Scranton Enterprises B.V., a significant shareholder of Grifols, S.A.) which was executed in 2019 and maturity 2027, as detailed in Note 31 of Grifols' consolidated financial statements. Said amount increases Grifols' receivable in relation to said contract.</p> <p>It should be noted that said cash-pooling agreement is between Scranton Plasma B.V. and two subsidiaries of Scranton Plasma B.V. and the balance is included in Grifols' consolidated annual accounts only due to the fact that Grifols consolidates Haema GmbH and BPC Plasma, in accordance with the applicable accounting principles.</p>	
SCRANTON ENTERPRISES, B.V.	<p>It refers to the regularization of a balance through a dividend distribution without cash effect distributed by BPC Plasma Inc. to Scranton Plasma B.V. (whose sole shareholder is Scranton Enterprises B.V., a significant shareholder of Grifols, S.A.). Such distribution had an impact against the reserves of the group's non-controlling interests but had no impact on the profit and loss statement, as detailed in Note 31 of Grifols' consolidated financial statements.</p> <p>It should be noted that such regularization is not decided by Grifols; it is a distribution made in favour of Scranton Plasma B.V. by one of its subsidiaries</p>	39,510

Company name of the related party	Brief description of the transaction and other information necessary for its evaluation	Amount (thousands of euros)
	<p>and over which Grifols has no decision. The balance is included in Grifols' consolidated annual accounts only due to the fact that Grifols consolidates BPC Plasma, in accordance with the applicable accounting principles.</p> <p>Nevertheless, this transaction has been reported to and acknowledged by the Audit Committee and the Board of Directors of Grifols.</p>	
SCRANTON ENTERPRISES, B.V	<p>This refers to the execution of a quota transfer agreement on 31 October 2024 whereby Grifols Worldwide Operations Limited, as purchaser, acquired 100% of the share capital of Haema Plasma Kft. from Scranton Plasma, B.V., as seller (whose sole shareholder is Scranton Enterprises B.V., a significant shareholder of Grifols, S.A.). For more details on the transaction, see Note 31 of Grifols' consolidated financial statements.</p> <p>This transaction has been approved by the Audit Committee and the Board of Directors of Grifols.</p>	35,000
MARCA GRIFOLS, S.L.	<p>On December 23, 2024, Marca Grifols became a related party of Grifols, S.A., following the acquisition of a 33% stake in Marca Grifols, S.L. by Ralldor Holding Spain, S.L., a significant shareholder of Grifols, S.A. represented on the Board of Directors of Grifols by Mr. Victor Grifols Deu. The sale of the 33% stake in Marca Grifols, S.L. constituted a reorganisation transaction, as the group of sellers of this 33% stake in</p>	187

Company name of the related party	Brief description of the transaction and other information necessary for its evaluation	Amount (thousands of euros)
	<p>Marca Grifols, S.L. are also shareholders of Ralledor Holding Spain, S.L. On January 26, 1993, Marca Grifols and Grifols, S.A. entered into an agreement under which the former granted the latter the exclusive licence to use the "Grifols" trademark for a period of 99 years in exchange for an annual fee. The latest update of the agreement sets the commission at 0.10% of Grifols' consolidated sales. The annual licence fee amounted to €7,725 thousand in 2024, and €7,486 thousand in 2023. Since Marca Grifols became a related party on December 23, 2024, related party transactions in 2024 amounted to €187 thousand, corresponding to the proportional part of the annual fee for the 9 days that Marca Grifols was a related party.</p>	

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.

Among the general obligations of all board members established in Article 28.2 of the Board Regulations is the duty to clearly express their opposition, especially independent directors and other directors not affected by potential conflicts of interest, when it comes to decisions that may harm shareholders not represented on the Board.

Likewise, Article 30.2 of the Board Regulations establishes that before accepting any executive position in another company or entity that may represent a conflict of interest or affect their dedication, the director must consult the Appointments and Remuneration Committee. Similarly, Article 31 states the following: (i) the director must abstain from attending and participating in deliberations affecting matters in which they are personally interested, directly or indirectly; and (ii) the director may not engage, directly or indirectly, in professional or commercial transactions

with the Company unless they disclose the conflict of interest situation in advance, and the Board, prior report from the Appointments and Remuneration Committee, approves the transaction.

Annually, at the beginning of each fiscal year, the Audit Committee prepares and approves a report detailing all related-party transactions carried out during the closed fiscal year. Following the recommendation 6 of the Good Governance Code for listed companies, this report is published on the company's website in conjunction with the General Shareholders' meeting notice.

Likewise, at the end of each fiscal year, the Secretary of the Board of Directors and the Internal Audit Department of the Company request from the Board members and executives, respectively, a detailed breakdown of their shareholdings, whether direct or indirect, that they or its related persons hold, as well as the positions or functions they hold in companies and other conflict situations with the Company's interest. The Company's Internal Audit department updates the list of people that are considered related parties, based on information about shareholdings and positions, as well as significant shareholders.

Additionally, at the end of the fiscal year, the Internal Audit department cross-references the list of related parties with the Company's transaction records to identify transactions with related parties during the fiscal year and verify that, if any, they have been approved by the General Shareholders' meeting or the Board of Directors prior report from the Audit Committee, as applicable, and have been conducted at market prices.

Furthermore, in compliance with Articles 229 and 231 of the Capital Companies Law, directors annually issue a letter to the Secretary of the Board of Directors stating the absence of any direct or indirect conflict situation that they or related persons may have with the Company's interest.

Additionally, the Company's Policy on Related-Party Transactions establishes that members of the Board of Directors and executives of Grifols shall communicate in writing to the Secretary of the Board of Directors, in the case of the directors, or to the Financial Department of the Company, in the case of executives, which at the same time, will inform the Internal Audit Department, any transaction that they or their related persons intend to carry out with the Company or with companies of the Grifols Group. The Internal Audit Department will send the received communication to the Secretary of the Board of Directors.

Furthermore, any transaction that is intended to be carried out or is planned within the Company and that may be considered a related-party transaction will be communicated to the Financial Department, which, in turn, will inform the Internal Audit Department and the Audit Committee.

On the other hand, the Company's Conflict of Interest Policy establishes that members of the Board of Directors and executives of Grifols are obliged to communicate any perceived, potential, or actual conflict of interest as soon as it is detected and, in any case, within a maximum period of five (5) business days from when they become aware of such conflict of interest, preferably through the Grifols Conflicts of Interest Disclosure Platform or, alternatively, through the Ombudsperson or the Legal Department/Legal Advisors or the direct supervisor of the Grifols Member.

After their notification, Grifols Members must not take further action or attempt to advance the matter until they receive confirmation that there is no Conflict of Interest or, if there is, until they receive authorisation from the person responsible for the case designated by the *Ombudsperson*.

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 Risk Control and Management Policy establishes the basic principles and general framework of action for the identification, evaluation, control and management of all types of risks faced by Grifols. Its aim is to provide greater security to patients, donors, employees, shareholders, customers, suppliers and other stakeholders by anticipating, controlling and managing the risks to which Grifols is exposed. The policy is implemented through a comprehensive risk control and management system based on the principles set out by the Committee of Sponsoring Organizations of the Treadway Commission (COSO): governance and culture, strategy and objective setting, performance, review and monitoring, information, communication and reporting.

The Company's risk control and management system considers all kinds of risks, including those related to tax matters, and is applicable to the Company and its subsidiaries.

Regarding the affiliated companies over which the Company holds no control, the Company promotes principles, guidelines and risk limits coherent with those established in the control and management of risk policy and keeps the appropriate information channels to guarantee the adequate knowledge of the risks.

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.

Grifols' Board of Directors approves the risk control and management policy to ensure that the company achieves its objectives and meets the expectations of its stakeholders, delegating supervision of the effectiveness of the risk management system to the Audit Committee in coordination with the Chief Executive Officer (CEO) and the Executive Committee of the Company.

The Audit Committee, composed of independent directors, oversees the effectiveness of Grifols' risk management system, ensuring that the main risks are adequately identified, managed and communicated. To carry out these oversight activities, the Audit Committee is assisted by the independent functions of Internal Audit and Enterprise Risk Management, which reports to the Chief Internal Audit & Enterprise Risk Management.

In addition, both the Board of Directors and the Audit Committee meet periodically with key business leaders, assurance functions, the external legal team and the external auditor to discuss issues related to the Company's risk management.

The Sustainability Committee, by delegation of the Board of Directors, is responsible for following up and complying with the Sustainability Policy, as well as the risks associated with it.

In addition, the Company has several committees in charge of risk supervision in specific areas, such as quality, environment, health and safety, anti-corruption, etc.

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.

Grifols risks are grouped into the following categories:

- Strategic risks: risks that can impact the Company's business strategy and strategic objectives; including market risks and uncertainties, such as socio-political and reputational risks.
- Financial risks: risks that can impact cash flows if not effectively managed, leading to a loss in revenue, share value or the overall stability of the organization. Financial risks also include contingent liabilities and other off-balance sheet risks.
- Operational risks: risks related to direct or indirect economic losses resulting from inadequate internal procedures, technical failures, human errors, or certain external events. Operational risks also include information technologies.
- Cybersecurity risks: risk of breaches of or attacks on information systems by malicious insiders and outsiders.
- Environmental, Social and Governance risks (ESG): environmental, social, and corporate governance related risks that may impact the organization, including climate change, human capital and breaches of laws, regulations, internal standards, ethical values and contracts. Corporate governance risks also include fraud and corruption related risks.
- Legal and Regulatory risks: risks arising from new or modified legislation, regulation and its interpretation.

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

The Company has an integrated risk management process that defines a consistent methodology for risk identification and assessment. As a result of this process, the Company's risk map is developed. Additionally, for each of the main risks, a monitoring and control record is created containing the values and trend of associated risk indicators, the planned measures to mitigate the impact of identified risks should they materialize, and the level of risk tolerance that the Company considers acceptable.

The Board of Directors, through the Audit Committee, the CEO and the Executive Committee, oversee that the Company management's risk management is aligned with the levels of risks the Board of Directors considers acceptable and is consistent with Grifols' objectives.

The Executive Committee is responsible for approving the risk tolerance level for the main risks to which the Company is exposed, taking into account its activities and objectives, and for reporting any changes to the Company's Board of Directors.

At least once a year, the assessment of the main risks in terms of their probability and impact is reviewed based on a consistent evaluation model that includes quantitative and qualitative criteria.

The assessment obtained is compared with the risk tolerance level to ensure it is not exceeded and to assess the need to establish additional measures to mitigate the risk.

The risk tolerance levels established by the Company are low in relation to product quality and safety, the well-being and health of individuals, regulatory compliance, including tax compliance, and the prevention of illegal conduct.

- E.5.** Indicate which risks, financial and non-financial, including tax risks, have materialised during the year.

On 9 January, 20 February and 6 March 2024, a short-seller investor issued a series of false and misleading reports questioning our accounting practices and disclosures, in an apparent attempt to lower the market price of our shares. Nevertheless, the price of our shares decreased significantly and has continued to trade at lower prices than before the publication of such reports.

During the financial year, other risks inherent to the Company's activities have materialised, such as those derived from the increase in inflation and interest rates and other operational risks.

- 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

The main contingency plan for each category of risk are the following:

- Strategic risks: The Board of Directors, the CEO and Chief Financial Officer (CFO), with the support of the Strategy Office, identifies the changes that could affect compliance with the strategic objectives of the Company and, where appropriate, suggests the actions that would allow it to adapt to any change.
- Financial Risks:
 - a) Market risks: The Group mitigates market risks through the administration and control of the exposure to changes in market prices. The Group has significant investments in its businesses abroad, whose net assets are subject to foreign exchange risks, in particular with the US Dollar. This risk is mainly managed by having borrowed resources in said foreign currencies. The external resources issued at variable rates expose the Group to interest rate risks as regards cash flows. The resources issued at fixed rates expose the Group to interest rate risks at the fair value. The management of Interest rates risks aims to achieve a balance in the structure of the debt, maintaining part of the fixed-rate debt securities and cover part of the variable debt rate through hedges. The risk of the price of raw materials is minimized by the vertical integration of the hemoderivatives business.
 - b) Credit risks: The Group does not predict any significant insolvency risk.
 - c) Liquidity risks: The Group manages this risk prudently on the basis of the availability of cash and financing facilities by means of a sufficient amount of committed and unused long-term credit facilities, which enables the Group to carry out its business plan and transactions with stable and ensured financing sources.

- Environmental, Social and Corporate Governance risks: The Sustainability Policy sets out the main principles and commitments in relation to Grifols' environmental and social matters, and serves as basis for integrating environmental responsibility, corporate governance and social responsibility into the business model.

Grifols has conducted an analysis of climate risks and opportunities considering the international scientific community recommendations, as well as the general criteria defined by reference frameworks such as the CSRD. The analysis has also been carried out according to the recommendations of the TCFD and aligned with a 2°C increase in average temperature, considering different time horizons. The most significant identified risks are: reduction in the availability of water resources, new legal requirements related to greenhouse gas emissions reduction, variation in plasma resource availability, transition to low-emission technologies.

Grifols' occupational Health and Safety policy ensures that the activities developed by the Group companies and by the collaborating companies are carried out in compliance with each country's applicable local legislation, and fulfilled applying its own safety regulations. This policy is developed using Health and Safety Management Systems that each company of the Group manages and implements based on the objectives that the Corporate, Health and Safety department provide.

The control of the corporate health and safety programme is carried out at three levels: (i) monthly follow-up of key health and safety indicators; (ii) assessment visits to all companies and follow up of prevention plans and (iii) periodic corporate audit processes.

Grifols has a Harassment Prevention Policy, including sexual harassment, which outlines the Company's commitment to three fundamental aspects: ensuring a workplace free of discrimination; treating employees fairly by fostering mutual respect; and ensuring a workplace culture that accepts individual differences.

The Company's quality system covers all the production process, from when the raw material is obtained until the release of the finished product for marketing in order to minimize the risk of releasing onto the market a product that could have its quality, effectiveness or safety compromised.

The Company regularly assesses its quality systems and processes in different quality committees where, among others, the key performance and quality indicators are overseen.

The Company has a pharmacovigilance system for controlling any reaction and adverse effects that may be caused by administering medications, and a surveillance system for controlling any adverse reaction caused by the use of sanitary products and in vitro medical devices. These systems are audited internally on a regular basis within the compliance framework established in its quality systems on a regular basis, and are also subject to external inspections by the competent health authorities.

Furthermore, product traceability control systems allow for a quick and effective recall of any product batch from the market. Product liabilities and potential incidents in the facilities are covered through risk management policies and global insurance programs.

Continues in Section H of this Report.

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.

Board of Directors:

The Board of Directors of the Company is ultimately responsible for the existence, maintenance and overseeing of an appropriate and effective ICFR. In accordance with its Regulations, the Board of Directors has delegated this responsibility to the Audit Committee.

Audit Committee:

Article 14, section 5 (c) of the Regulations of the Board of Directors of the Company establishes the basic responsibilities of the Audit Committee with regard to internal reporting and control systems, which include, among others, the following:

- Supervise and evaluate the preparation and presentation, and integrity of the mandatory financial and non-financial information related to the Company and the Group, verifying compliance with the regulation requirements, the adequate defining of consolidation boundaries and the correct application of accounting criteria and submit recommendations or proposals to the Board of Directors to protect the integrity of this information;
- Supervise and evaluate the efficiency of the Company's internal control, internal audit and risk control and management systems, financial and non-financial, concerning the Company and the Group, including any operative, technological, legal, social, environmental, political, reputational or corruption related risks, periodically reviewing the internal control and risk management systems, so that any principal risks are identified, dealt with and adequately recognized, as well as discussing, with the auditor, any major flaws in the internal control system identified during the audit process without jeopardizing its independence. To such effects, the Committee may, if applicable, submit recommendations or proposals to the Board of Directors and the corresponding period of time for their fulfilment;
- Monitor the independence and efficiency of internal auditing; propose the selection, appointment and dismissal of the Director of the Internal Audit Department; propose the budget for this Department; approve or propose to the Board of Directors the approval of the Internal Audit Department's work orientation and annual work plan, making sure that their activity mainly focuses on the relevant risks (including reputational risks); receive periodic information on its activities (including the annual activities reports

prepared by the Director of the Department); and verify that the senior management takes into account the conclusions and recommendations of their reports;

- Establish and supervise a mechanism that allows employees and other persons related to the Company, such as directors, shareholders, suppliers, contractors or subcontractors, to report irregularities of potential significance, including financial and accounting irregularities, or those of any other nature, related to the Company, that they notice within the Company or its Group. This mechanism must guarantee confidentiality and enable communications to be made anonymously, respecting the rights of both the complainant and the accused party; and
- In general, ensure that the internal control policies and systems established are applied effectively in practice.

The members of the Audit Committee are appointed taking into consideration their knowledge, skills and experience in accounting, auditing and risk management.

The Audit Committee has an internal audit function which, under its supervision, reviews the reliability, integrity and consistency of financial-accounting information, evaluating its risks and the controls implemented to mitigate them, and informs regularly on work performed and measures proposed for the correction of the same.

Finance:

The Finance Department, through the Financial Policies & Systems and Technical Accounting & Internal Control functions, is responsible for developing, implementing and maintaining policies, procedures and controls over financial reporting and for monitoring compliance with these policies, procedures and controls. These functions communicate the approval of internal control policies and procedures for financial information to the companies of the Group and maintains the documentation related to financial information procedures and controls up-to-date. The internal financial information control system of Grifols is evaluated internally, every year by independent staff.

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 organisational 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.

The design and review of the organizational structure and the definition of the lines of responsibility and authority are carried out by the Board of Directors through the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO).

The distribution of tasks and functions is carried out in order to guarantee the efficacy and efficiency of the operations, ensuring an appropriate segregation of functions.

The detailed organizational chart of the functions of the Group is available to all of the employees of the Group in the Intranet of the Company.

- 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 analysing breaches and proposing corrective actions and sanctions.

Code of Conduct:

The Code of Conduct of the Group establishes the rules of conduct, applicable to all employees and members of the Board of Directors and other administrative bodies of all the companies of the Group, both in relation to their own colleagues and as regards to third parties.

Section 10 of the Code of Conduct is dedicated to the "Reliability of financial information and dissemination". In this respect, it establishes that:

- Financial statements, books, records and accounts of Grifols must reflect the operations reliably and in accordance with legal requirements and accounting principles. The dissemination of dishonest information, whether internally or externally, is absolutely forbidden.
- The Chief Executive Officer (CEO) and the Finance Department's executives, the Chief Financial Officer (CFO) included, as well as the accounting officers, controllers and the person(s) performing similar functions are responsible for the complete, true, fair, accurate and understandable disclosure of any reports that Grifols must regularly submit to the CNMV (National Securities Market Commission) and the SEC (the United States Securities and Exchange Commission) and any other securities market regulators from time to time.
- In its relationship with the markets, Grifols' policy is one of transparency. The public financial statements, the information for regulatory bodies, and, in general, the information published in any mean must be exact and complete in all aspects.
- The market will be promptly informed of any circumstance that may affect the price of listed shares.

The Code of Conduct is published as internal regulations in the Group's Intranet, available to all employees, and on the Company's website (www.grifols.com).

In its section 14, the Code of Conduct establishes that "Non-fulfilment of the Code of Conduct by any employee or manager of Grifols shall be considered a serious breach of his or her obligations with Grifols and it may even lead to his or her dismissal".

Ethical Code for Executives:

The Board of Directors approved the Ethical Code for Executives in 1998 and amended it in 2008 and 2021.

This Code must be considered as a general framework of the basic principles that govern the actions of employees and other people working for the group, inspired by the ethical values by which the Company has always been governed, the main priority of which is the utmost safety and effectiveness of its products.

The executives of all of the companies of the Group must read and accept the content of the Ethical Code every year.

Non-fulfilment of any of the ethical principles of the Company may result in disciplinary action, including dismissal.

Any possible non-fulfilment, either of the Code of Conduct or of the Ethical Code, must be notified to the Audit Committee for analysis and, where applicable, correction and/or penalties in relation thereto.

The Board of Directors, in its meeting held on 28 October 2016, resolved to approve the Internal Code of Conduct on Matters Related to the Securities Market, in order to comply with market abuse regulations, specifically European Regulation 596/2014. This Internal Code of Conduct on Matters Related to the Securities Market is available on the Company's website.

- 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 organisation, indicating whether this channel is confidential and whether anonymous notifications can be made, protecting the rights of the whistleblower and the person reported.

The Company has a reporting channel which allows employees and interested external parties to fill concerns of an ethical nature to be submitted, and for reporting any behaviour contrary to the Code of Conduct, to the policies or procedures of the Company or to law, in a confidential and anonymous manner. It is currently available in 27 countries and in fourteen languages in addition to English and Spanish. For the rest of the countries in which the Company is present, an internal communications channel exists for reporting any behaviour contrary to the Code of Conduct.

The reporting channel is managed by an external provider that classifies them according to their nature. Complaints received are forwarded to the Global Ombudsperson (Internal Audit Directorate), who assigns the cases to the appropriate subject matter expert (case manager) for review, investigation and response, in accordance with the assignment matrix included in the internal investigation standard operating procedure, taking into account the location and nature of the complaint.

The Internal Audit Directorate informs the Audit Committee, regularly, in relation to all complaints reported, the results of the investigations, and the measures adopted.

- Training and periodic refresher programmes 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.

It is the responsibility of the Finance Management to ensure that all personnel involved in the preparation of the financial statements of the Group have the appropriate training and are informed about any modifications or updates in financial and non-financial regulations. For these purposes, the mentioned personnel regularly attend internal training courses or by external providers, and have access to various publications, to which the Company subscribes, which offer up-to-date information and relevant for the performance of their duties.

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 is subject to compliance with the United States Act “Sarbanes-Oxley”.

The risk identification process in the financial information is documented in the methodological guide for compliance with the United States Act “Sarbanes-Oxley” (Grifols – SOX Methodology). The document explains in detail, among other information, the approach applied in relation to the following aspects:

- Identification of risks and definition of the scope;
 - Management controls (also known as Entity Level Controls);
 - General controls of the information systems;
 - Documentation of processes;
 - Control testing strategy.
- 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.

Financial information risks materialize in five categories: integrity, existence and occurrence, valuation, presentation and breakdown and rights and obligations. The aim of the first three is to ensure that the accounts contain entries relating to real transactions, accurately booked. The last two are aimed at the rights and obligations being presented and described correctly in the financial statements.

In 2024, Internal Control identified the financial information risks with data from the financial year closed at 31 March 2024 and updated the

analysis during the financial year, the last update being with data referring to 31 December 2024.

- 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 keeps a company shareholding book which contains the totality of the participations in the Group, both direct and indirect, as well as any entities in which the Group may have the capacity to exercise control irrespective of the legal form by means of which such control may be exercised, including, therefore, where appropriate, both instrumental companies and those of special purposes.

The scope of consolidation of the Company is determined monthly by the Consolidation and Reporting Department, under the Finance Department, based on the corporate record information and in accordance with International Accounting Standards and other local accounting regulations.

Overseeing the appropriate delimitation of the scope of consolidation is a responsibility of the Audit Committee.

- 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 risk identification process of the Company is based on the evaluation of risks in the accounting entries of the financial statements.

An accounting entry is considered significant whenever a reasonable possibility that it contains an error exists that, individually or jointly with others, may have a material effect on the financial statements.

In order to determine whether an entry is significant, the Company considers both quantitative factors (the size and composition of the entry and the volume of the transactions recorded) and qualitative ones (uniformity and centralization of transactions, complexity and inherent risk).

Operational, cybersecurity, financial, legal and regulatory, environmental or other risks, to the extent which they may affect the financial statements, are considered in the qualitative evaluation.

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

The supervision of the financial information risk identification process is carried out by the Audit Committee as part of its functions in relation to the information and internal control systems, detailed in section F 1.1. of this report.

F.3. Control activities

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

F.3.1. Review and authorisation 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 provides financial information to the securities market on a quarterly basis. The information is prepared and reviewed by the different units which make up the Finance Department of the Company and requires approval by the Chief Financial Officer (CFO).

The Audit Committee supervises the information that is submitted to the market. To do so, it relies on the conclusions of the external auditors on the results of their review of financial statements. Finally, the Audit Committee communicates its conclusions on the financial information to the Board of Directors, which approves its publication.

The internal financial information control system of Grifols was implemented in order to comply with section 404 of the United States Act "Sarbanes-Oxley".

The initial points of the system are the management controls, also known as Entity Level Controls (hereinafter ELC). These controls work transversally, and are designed to supervise the effectiveness of the internal control system as a whole.

The Company classifies the ELC identified in accordance with the COSO control framework, which considers the following components:

- Control environment;
- Evaluation of the risk;
- Monitoring activities;
- Information and communication;
- Supervision.

Based on the analysis of the most important transactions, the business processes which must be documented are identified. The Company has identified the following business processes that group together all of the activities of the Group:

- Closure of the financial statements;
- Purchases and accounts payable;
- Sales and accounts receivable;

- Inventory;
- Treasury;
- Human Resources;
- Intangible fixed assets;
- Tangible fixed assets and financial investments;
- Taxes.

The 9 main business processes are divided into sub-processes, adapted to the particularities of the business operations of each country or region.

For each process / sub-process, the following basic components have been identified:

- Control objectives: Control requirements which must be fulfilled in each activity of the process. They are intended to ensure the reliability of the financial information, covering the premises of integrity, existence and occurrence, valuation, presentation and breakdown and rights and obligations.
- Risks: The possibility of an event or action affecting the capacity of the Group to achieve its financial information goals, including the risk of fraud.
- Control: Policies and procedures and other resources established in order to ensure that control objectives are achieved in order to prevent or detect any material errors in the financial statements and/or fraudulent activities. The controls of the process are incorporated into the operations of the same.

Internal Control and Internal Audit have carried out tests to verify the correct operation of the controls. The shortfalls identified, where applicable, have been validated with the person responsible for the process, with action plans that have been considered necessary being agreed.

The persons responsible for the processes have confirmed that the risks and controls documented are correct as at 31 December 2024.

- 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.

The global Information Technologies (IT) division of the Company is responsible for the information systems of all the companies of the Group in the different territories where they operate. The Information Security Office, integrated in IT, is responsible for the definition and monitoring of security policies and procedures for applications and infrastructures.

The internal control system of the Company identifies the applications and infrastructures that support the relevant processes in relation to the preparation and publication of the financial information and evaluates the reliability of their general controls.

In the evaluation of the general controls of IT, the system covers the following processes:

- Management of identities and authorizations for access;
- Development and implementation of new projects;
- Evolutionary and corrective changes;
- Security backup management;
- Operation and monitoring of systems and applications;
- Vulnerability management; and
- Third party risk management.

Any weaknesses detected, whenever no compensatory controls to mitigate these are identified, are corrected by means of specific remediation plans.

In addition, for the security of the information, the Company has a number of policies and procedures which establish and define, among others, the following operational principles:

- Development methodology: covering from the taking of requirements to the testing and acceptance by the business unit, it has the main objective of ensuring that the systems behave as they have been defined;
- Flows of review and approval of the specifications and documentation on the design of applications, changes to programs and systems, as well as the assignment of points of access to the information;
- Monitoring of the availability of systems and applications, the integrity of the data exchanged between the relevant applications as well as the security events;
- Segregation of functions based on a matrix of incompatibilities, supervised by the persons responsible for the different business processes;
- Recovery plan in a secondary location of relevant systems;
- Policy on the use of information systems.

The management of the information security and associated technological assets, as well as the responsibility for IT processes and compliance with regulations, is the responsibility of the following bodies:

The Information Security Office (ISEC) defines, implements and supervises the risk management policies and procedures of the different processes, systems, and applications to maintain them at levels accepted by the Company, developing and coordinating the implementation of controls, where applicable. It is also responsible for periodically analysing the different reports on risks, incidents and regulatory changes, and for proposing the corresponding action plans and, if necessary, submitting them to the Information Technologies and Digital Committee.

- The Information Technologies and Digital Committee, from the information given by the ISEC, regularly analyses the reports on risks, incidents and regulatory changes and adopts the action plans it considers appropriate in order to protect the information assets and to reach and maintain the desired level of security. It also coordinates the different activities related to the implementation of the proposed action plans.
- To carry out the aforementioned activities, the ISEC has the following functions: Governance, Risk Management, Assurance, Customer Security, and Cyber Defense, composed of both internal personnel and external personnel (managed services).

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 demands that providers of key services present an independent report on their internal control structure in accordance with the Public Company Accounting Oversight (PCAOB) requirements and/or directly carries out tests on the same in order to verify the correct functioning of controls, especially those that affect the Company's own internal control.

When the Company uses the services of an independent expert, it verifies its competence and technical and legal capacity. Skilled personnel of the Company review these reports in order to validate the reasonability of their conclusions.

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.

The Finance department has the functions of Financial Policies & Systems and Technical Accounting & Internal Control, which are responsible for:

- Define and maintain the accounting policies of the Group up-to-date, based on the international financing reporting standards;
- Analyse particular transactions carried out or planned in order to determine their appropriate accounting treatment;
- Analyse the impact of regulatory accounting changes on the financial statements of the Group;
- Solve any queries on the application of the accounting policies of the Group.

The accounting policies of the Group, are included in a manual ("Finance Manual"), which is kept permanently up-to-date and is available to all employees via the Intranet of the Company.

- 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.

All the Group companies report their individual financial statements and the notes or breakdowns necessary for the preparation of the consolidated annual accounts to the Consolidation and Reporting Unit, integrated within the Finance Department.

The information is captured in uniform formats on a computing tool (BI) which uses one single accounting plan. The loading of the information into the mentioned centralized tool is automatic, from the SAP-FI tool of the Company (transactional, implemented in the majority of the subsidiary companies), or manual for those companies in which the system has not been implemented. The information captured in BI is transferred to a SAP module (BPC) where the Consolidation and Reporting Unit carries out and documents the consolidation process.

The ICFR is supported by a computing system, managed by Technical Accounting & Internal Control and accessible to all the persons responsible for the documented business processes and Internal Auditing.

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 Audit Committee is regularly informed of the internal evaluation of the ICFR, described in section F3.1. of this report. Specifically, Internal Audit informs on the scope of the evaluation, on the level of progress, and, where applicable, on any shortfalls detected, on their impact on the financial information, and on the action plans established. It also identifies and communicates, where applicable, any fraud involving agents or employees.

- 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.

The Internal Audit function communicates to the senior management and to the Audit Committee any significant shortfalls in the internal control system which it has identified in its reviews, as well as the action plans established in order to mitigate them.

The accounting auditor of the Group has direct access to the senior management and to the Audit Committee, holding regular meetings in order to obtain the information necessary to perform its work and to communicate any weaknesses detected in the internal control system.

At the same time, the accounts auditor annually presents a report to the Audit Committee in which it details any shortfalls it has detected in the internal control system during the performance of its work.

F.6. Other relevant information

Nothing to be highlighted.

F.7. External auditor's report

Report the following:

- 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 Company has not requested a report from the external auditor reviewing the ICFR information described in this report since, being subject to the Sarbanes-Oxley Act, the external auditor shall issue the corresponding audit report on the effectiveness of the internal financial information control system, which shall be filed together with the annual financial information with the SEC and published on the Company's corporate webpage.



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 association 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

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 maximise 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 authorities 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 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 functioning of the audit and appointments and remuneration committees.
- c) Report by the audit committee on related party transactions.

Complies Complies partially Explain

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 Shareholders' Meeting to be conducted by such remote means.

Complies 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 shareholders' 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 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

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 maximising 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 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 Explain

14. That the Board of Directors should approve a policy aimed at favouring 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) Favours 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 managers favour 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 appointments committee published upon calling the General Shareholders' Meeting to which the ratification, appointment or re-election of each director is submitted.

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

Complies Complies partially Explain

- 15. That proprietary 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 Complies partially Explain

The percentage of female directors at the end of fiscal year 2024 was 30.76%. The Appointments and Remuneration Committee and the Board of Directors of the Company are aware that the Company currently does not comply with the recommendation of the Corporate Governance Code regarding the percentage of female directors. For this reason, the necessary measures are being studied to increase gender diversity on the Board of Directors, as described in sections C.1.5 and C.1.6 of this report.

It should be noted that at the Ordinary General Shareholders' Meeting, two independent directors, Ms. Claire Giraut and Ms. Anne-Catherine Berner, were appointed, positioning the company with a percentage of 46.15% female directors on the Board of Directors, thus complying with the recommendation of the Corporate Governance Code, as indicated in the 2023 Annual Corporate Governance Report. However, in July 2024, Ms. Claire Giraut and Ms. Carina Szpilka Lázaro resigned from their positions as independent directors, leaving two vacancies on the Board. The Board then initiated a selection process for the incorporation of two new directors.

Nevertheless, on 8 December, the Board of Directors appointed Mr. Paul S. Herendeen, through the co-option system, as a Proprietary Director, who accepted on 9 December. The appointment of Mr. Paul S. Herendeen was the result of a request received by the Company from various minority shareholders (FF Hybrid LP, Flat Footed Series LLC-Fund3, GP Recovery Fund LLC, Mason Capital Master Fund, and Sachem Head LP), who grouped their shares to exercise their right to proportional representation and requested the appointment of Mr. Paul S. Herendeen as a member of the Board of Directors to fill one of the Board vacancies.

Additionally, the Appointments and Remuneration Committee considered the appointment of an independent director to the Board to fill the other vacancy and, taking into account the experience of the candidates and considering the best interests of the company, the

Board of Directors decided to appoint, through the co-option system, Mr. Pascal Ravery as a new independent director of the Board of Directors on 8 December, who accepted on 9 December. It should be noted that Mr. Pascal Ravery has extensive experience in corporate finance and investment banking, particularly in mergers and acquisitions, restructurings, debt and equity issuances, corporate governance, and strategic advisory in various industrial sectors and regions, and for this reason, he was considered the best candidate to be appointed as an independent director.

For all the above reasons, the company continues to work towards the goal of having 40% female representation on the Board of Directors. This is to ensure that gender diversity is considered in the selection processes in balance with other desired profile criteria, such as knowledge, nationality, and experience, always subject to the fundamental principle of merit and suitability of the candidate, in line with the analysis of the company's needs conducted by the Board of Directors.

- 16. That the number of proprietary 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 has complied with this recommendation to date. However, on December 8, the Board of Directors had to appoint, through the co-option system, Mr. Paul S. Herendeen, who accepted on December 9, as a Proprietary Director. As indicated, the appointment of Mr. Paul S. Herendeen was the result of a request received by the Company from various minority shareholders (FF Hybrid LP, Flat Footed Series LLC-Fund3, GP Recovery Fund LLC, Mason Capital Master Fund, and Sachem Head LP), who grouped their shares to exercise their right to proportional representation, requesting the appointment of Mr. Paul S. Herendeen as a member of the Board of Directors.

- 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 Explain X

The Appointments and Remuneration Committee and the Board of Directors of the Company are aware that the Company currently does not comply with the recommendation of the Corporate Governance Code regarding the percentage of independent directors.

It should be noted that, on 8 December, the Board of Directors appointed Mr. Paul S. Herendeen, through the co-option system, who accepted on 9 December, as a Proprietary Director. The appointment of Mr. Paul S. Herendeen was the result of a request received by the Company from various minority shareholders (FF Hybrid LP, Flat Footed Series

LLC-Fund3, GP Recovery Fund LLC, Mason Capital Master Fund, and Sachem Head LP), who grouped their shares to exercise their right to proportional representation, requesting the appointment of Mr. Paul S. Herendeen as a member of the Board of Directors. In this regard, it should be noted that at that time the Company was in the process of selecting two independent directors to fill the vacancies on the Board, and due to the exercise of the right to proportional representation by the aforementioned minority shareholders, only one of them could be appointed.

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 proprietary directors 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 appointments committee, should explain the reasons for the appointment of any proprietary 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 honoured, when their shareholding was equal to or exceeded that of other shareholders whose proposal for proprietary directors was honoured.

Complies Complies partially Explain Not applicable

20. That proprietary 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 proprietary 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 association unless the Board of Directors finds just cause and a prior report has been prepared by the appointments 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 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 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 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 dismissal, 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 dismissal as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies Complies partially Explain Not applicable

25. That the appointments 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 Complies partially Explain

The Regulations of the Board of Directors do not establish the maximum number of boards that its directors can join; however, to ensure that directors have enough time to carry out their duties effectively, the policy on director diversity in the composition of the Board of Directors considers this point.

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 Explain

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 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 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 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 functioning of the Board of Directors, in addition to carrying out the duties assigned by law and the articles of association, 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 association 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

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 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 functioning 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 appointments 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 appointments 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 Complies partially Explain

Given the exceptional situation the Company found itself in during 2024, including a potential public takeover bid, the Appointments and Remuneration Committee proposed to the Board of Directors, which accepted it, that the annual evaluation for the 2024 fiscal year be conducted internally. The main objective of this decision was to ensure an evaluation tailored to the current circumstances, allowing the Board to address more directly and efficiently the areas requiring special attention. This annual evaluation did not lead to any significant changes in the internal organisation or in the procedures applicable to its activities. It should be noted, as indicated in section C.1.25, that during 2024 the Board of Directors met on 34 times.

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 Explain Not applicable

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 Explain Not applicable

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 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 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 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 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 Explain Not applicable

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 specialised 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 materialised.
- 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

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 the 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

47. That in designating the members of the nomination and remuneration committee – or of the appointments 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 X Not applicable

The Company considers that dividing the current Appointments and Remuneration Committee would mean a duplication of the members of the Board on successive committees, which would cause an additional workload that is currently seen as unnecessary.

49. That the appointments 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 appointments committee to consider potential candidates that he or she considers suitable to fill a vacancy on the Board of Directors.

Complies X 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 functioning 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 their minutes be made available to all directors.

Complies Complies partially Explain

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 appointments committee, a specialised committee on sustainability or corporate social responsibility or such other specialised committee as the Board of Directors, in the exercise of its powers of self-organisation, 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 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 that 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 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 honour.

Complies 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 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 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

- 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 Not applicable

Given the time constraints and the need to have Mr. Abia on board as quickly as possible as the Company's CEO Mr. Abia does not have a long-term incentive plan in his remuneration scheme. The need to close his hiring made it impossible to have a reshaped long term incentive plan approved and in place in which he could be included. It should be noted that Mr. Abia's services agreement has a term of 3 years. If his agreement is renewed after this initial 3 year period, the Company's long term incentive plan in force at such moment will be applied to the CEO, based on the market best standard practice.

- 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 favourable 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

Given the time constraints and the need to have Mr. Abia on board as quickly as possible as the Company's CEO Mr. Abia does not have a long-term incentive plan in his remuneration scheme. The need to close his hiring made it impossible to have a reshaped long term incentive plan approved and in place in which he could be included. It should

be noted that Mr. Abia's services agreement has a term of 3 years. If his agreement is renewed after this initial 3 year period, the Company's long term incentive plan in force at such moment will be applied to the CEO, based on the market best standard practice.

- 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 Not applicable

- 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 Complies partially Explain Not applicable

The agreement of the CEO has a duration of three (3) years. Both the CEO and the Company may terminate the agreement with a three (3) month notice. In particular, the CEO agreement includes the following clauses:

- A post-contractual non-compete clause: during one (1) year after the termination of his agreement, the CEO may not render services in companies of a similar nature to the Company. This obligation is duly compensated within his remuneration package which is set forth in the Remuneration Policy.
- If the Company unilaterally terminates the agreement for a reason different than a serious breach of the CEO's obligations, the CEO shall have the right to receive a termination compensation amounting to the aggregate amount of the sign-in bonus, annual fixed remuneration, annual bonus and shares not already paid and which he would have received up until the end of the initial 3-year term of the agreement.
- The agreement sets out that the Company shall have the right to claim the reimbursement of the variable remuneration previously satisfied if (i) it had not been adjusted to the performance terms or results required for its payment or (ii) it had been paid based on data whose inaccuracy is verified at a later time.

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.

By resolution of the Board of Directors, on 26 October 2018, the Company fully adhered to the Code of Good Tax Practices, of 20 July 2010.

Regarding section A2:

On 5 June 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital increased from 5.188% to 5.355%.

On 7 June 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital decreased from 5.355% to 5.188%.

On 10 June 2024, DWS Investment GMBH's stake in the company's share capital exceeded the legal limit of 3%.

On 10 June 2024, The Goldman Sachs Group, Inc.'s stake in the company's share capital decreased below the legal limit of 3%.

On 11 June 2024, DWS Investment GMBH's stake in the company's share capital decreased below the legal limit of 3%.

On 8 July 2024, Melqart Opportunities Master Fund Ltd.'s stake in the company's share capital exceeded the legal limit of 1%.

On 9 July 2024, Blackrock, Inc.'s stake in the company's share capital increased from 4.304% to 4.438%.

On 10 July 2024, JPMorgan Chase & Co.'s stake in the company's share capital increased from 3.851% to 4.661%.

On 10 July 2024, Jefferies Financial Group Inc.'s stake in the company's share capital increased from 3.078% to 3.355%.

On 16 July 2024, Jefferies Financial Group Inc.'s stake in the company's share capital decreased from 3.355% to 3.202%.

On 17 July 2024, JPMorgan Chase & Co.'s stake in the company's share capital decreased from 4.661% to 3.337%.

On 18 July 2024, JPMorgan Chase & Co.'s stake in the company's share capital increased from 3.337% to 3.458%.

On 18 July 2024, Jefferies Financial Group Inc.'s stake in the company's share capital decreased below the legal limit of 3%.

On 30 July 2024, Blackrock, Inc.'s stake in the company's share capital decreased from 4.438% to 4.419%.

On 30 July 2024, Armistice Capital Master Fund Ltd.'s stake in the company's share capital exceeded the legal limit of 1%.

On 1 August 2024, Bank of America Corporation's stake in the company's share capital exceeded the legal limit of 3%.

On 5 August 2024, JPMorgan Chase & Co.'s stake in the company's share capital decreased from 3.458% to 3.111%.

On 6 August 2024, Andersen, Marc P.'s stake in the company's share capital exceeded the legal limit of 3%.

On 6 August 2024, Flat Footed LLC.'s stake in the company's share capital exceeded the legal limit of 3%.

On 26 August 2024, Bank of America Corporation's stake in the company's share capital decreased below the legal limit of 3%.

On 28 August 2024, JPMorgan Chase & Co.'s stake in the company's share capital decreased below the legal limit of 3%.

On 29 August 2024, JPMorgan Chase & Co.'s stake in the company's share capital exceeded the legal limit of 3%.

On 29 August 2024, Mason Capital Master Fund L.P.'s stake in the company's share capital increased from 1.140% to 2.113%.

On 4 September 2024, JPMorgan Chase & Co.'s stake in the company's share capital decreased below the legal limit of 3%.

On 27 September 2024, JPMorgan Chase & Co.'s stake in the company's share capital exceeded the legal limit of 3%.

On 24 October 2024, Melqart Opportunities Master Fund Ltd.'s stake in the company's share capital decreased below the legal limit of 1%.

On 27 November 2024, Armistice Capital Master Fund Ltd.'s stake in the company's share capital decreased below the legal limit of 1%.

On 28 November 2024, Melqart Opportunities Master Fund Ltd.'s stake in the company's share capital exceeded the legal limit of 1%.

On 28 November 2024, Armistice Capital Master Fund Ltd.'s stake in the company's share capital exceeded the legal limit of 1%.

On 13 December 2024, Bank of America Corporation's stake in the company's share capital exceeded the legal limit of 3%.

On 16 December 2024, Bank of America Corporation's stake in the company's share capital decreased below the legal limit of 3%.

On 23 December 2024, Europacific Growth Fund's stake in the company's share capital increased from 3.227% to 3.228%.

Regarding section C.1.16:

4. When a director leaves his/her position, whether by resignation or resolution of the GSM before his/her tenure expires, he/she shall explain, in enough detail, the reasons behind this decision or, in the case of non-executive directors, his/her opinion of the reasons for the GSM resolution, in a letter that must be sent to the members of the Board via the Chairperson or the Secretary. Without prejudice to including it in the annual corporate governance report, insofar as it is relevant for investors, the Company will publish as soon as possible the dismissal with enough reference to the reasons or circumstances provided by the director.

Regarding section C.2.1:

* In relation to the most important actions carried out by the Sustainability Committee during the financial year:

- It reviewed, together with the Audit Committee, and favourably informed the Board of Directors, about the non-financial consolidated information statement included in the consolidated management report.
- It reviewed and approved the projects related to the Company's sustainability corresponding to FY 2024, as well as their progress, and regularly informed the Board about them.
- It reviewed the Code of Conduct to include sustainability.
- It granted the women in leadership awards of the Company.
- It reviewed the Human Rights Due Diligence report of fiscal year 2023 which is available in the website of the Company.
- It has followed the implementation of the CSRD Directive and the EU Sustainability Reporting Standards (ESRS) and elaborated together with KPMG a DMA in connection with the information about sustainability to be included in the required public information.
- It assessed how to improve the Company's performance in different sustainability indices in which it takes part.
- It evaluated the implementation of a strategic Plan on sustainability matters to be applied to all Company employees.
- It reviewed and approved a ESG training calendar for the members of the Committee, the members of the Board of Directors and the senior management of the Company.
- It analysed the different communications on sustainability made by the Company, both internal and public.
- It established and approved the Company's Sustainability goals for 2024.
- It reviewed, together with the Appointments and Remuneration Committee, the variable remuneration of the executive directors concerning the non-financial component and which is linked to ESG objectives.
- It reviewed and approved the biodiversity Policy of the Company, as well as raised its approval to the Board of Directors.

* Regarding the duties of the Appointments and Remuneration Committee:

(l) to ensure that potential conflicts of interest do not impair the independence of the external advice provided to the Committee;

(m) to verify the information on directors' and senior management remuneration included in the corporate documents, including the annual report on directors' remuneration;

(n) to propose to the Board the Directors the directors who shall be part of each of the Committees;

(o) to propose to the Board of Directors the remuneration policy of the directors and general managers or anyone performing top-level management duties under the direct supervision of the Board, executive committees or executive directors, as well as the individual remuneration and other contractual terms regarding the executive directors, ensuring its fulfilment;

(p) to periodically review the payment programmes of executive officers, considering their adequacy and performance; and

(q) to report on the transactions that imply or could imply conflicts of interest and, in general, on matters covered in Chapter IX of the Regulations of the internal functioning of the Board of Directors.

* Concerning the most significant actions carried out by the Appointments and Remuneration Committee during the fiscal year:

Actions on corporate governance and compliance:

- In accordance with article 17bis of the Internal Regulations of the Board of Directors, the Appointments and Remuneration Committee prepared a report on the evaluation results of the Board of Directors and the relevant Committees for FY 2023.
- It approved the questionnaire of the internal evaluation of the Board of Directors for FY 2024.
- It carried out the annual performance evaluation of the Committee and prepared the corresponding report about the functioning and performance of the Committee during FY 2024.

Actions taken on the appointment and dismissal of directors, and the reorganization of the Company's different Committees:

- The Committee acknowledged the change of category of Mr. Albert Grifols Coma-Cros from executive director to proprietary director with effect from 1 January 2024.
- Likewise, drafted a report and proposed to the Board of Directors the appointment of Mr. Nacho Abia through the co-option system, as new member of the Board to fill the vacancy created by Mr. Steven F. Mayer under the category of other external director until 1 April 2024, when Mr. Nacho Abia's category changed to executive director.
- Also, proposed to the Board of Directors the change of secretary of the Audit Committee, position occupied by Mr. Tomás Dagá Gelabert. Ms. Laura de la Cruz, Vice-Secretary of the Board of Directors, was appointed as new Secretary of the Audit Committee in his place.
- It drafted a report on the ratification of the appointments and re-elections of Mr. José Ignacio Abia Buenache and Mr. Albert Grifols Coma-Cros as non-independent directors of the Company.
- It proposed to the Board of Directors the appointment of Ms. Claire Giraut and Ms. Anne-Catherine Berner as independent directors of the Board of Directors, as well as the appointment of Ms. Claire Giraut as new member of the Audit Committee.
- It drafted a report on the prior analysis of the competencies required by the Board.
- It acknowledged the resignation presented by Mr. Tomás Dagá Gelabert from his position as member of the Appointments and Remuneration Committee and proposed to the Board of Directors the appointment of Ms. Anne-Catherine Berner as new member of the Appointments and Remunerations

Committee. In this sense, such appointment strengthened the governance of the Appointments and Remunerations Committee by assuring that all of its members were independent directors. Additionally, acknowledged the resignation presented by Mr. James Costos.

- It proposed to the Board of Directors the appointment of Ms. Montserrat Muñoz Abellana as Chairperson of the Sustainability Committee as well as the appointment of Ms. Anne-Catherine Berner as new member of the Sustainability Committee.
- It reviewed the request for the appointment of a Board of Directors member by minority shareholders who were grouping their shares to exercise their proportional representation rights to fill a Board of Directors vacancy and, to that end, drafted a report and proposed to the Board the appointment of Mr. Paul S. Herendeen by the co-option system as new member of the Board of Directors in order to fill in the vacancy created by the resignation of Ms. Carina Szpilka, under the category of proprietary director.
- It proposed the appointment of Mr. Pascal Ravery as independent director of the Board of Directors, through the co-option system to fill the vacancy created by Ms. Claire Giraut.
- It reviewed the expiry dates of the terms of the members of the Board of Directors as well as its categories.
- It approved and reviewed the competencies matrix and periodically updated it.
- It took in consideration the roadshows conducted with certain investors to strengthen the company's governance.

Actions taken on directors' remuneration:

- It approved the level of achievement of the 2023 STI objectives, determined the percentage of short-term variable remuneration for senior management and executive directors based on the level of achievement of the established objectives.
- It approved the annual directors' remuneration report corresponding to FY 2023.
- It approved the metrics, their weight, and the established objectives for the 2024 STI of the senior management team. Additionally, the members of the Committee approved and proposed for approval by the Board of Directors the corresponding objectives (financial and non-financial), their weight, the respective achievement targets, and the payment coefficients for the executive directors.
- It drafted the report on the Remuneration Policy proposal amendment for directors applicable to FY 2023-2025.
- It held meetings with the Sustainability Committee whose objective was the remuneration of directors with executive duties linked to ESG objectives.
- It reviewed the remuneration of the directors applicable to FY 2024.
- It approved and drafted a favourable report and proposed to the Board of Directors the approval of the Services Agreement of the Chief Executive Officer.
- Reviewed the indemnifications to be paid to Mr. Raimon Grifols Roura and Mr. Victor Grifols Deu due to the termination of their agreements following a change in the Company's general management with the appointment of Mr. José Ignacio Abia Buenache as Chief Executive Officer.
- It reviewed the implementation of an LTIP which finally did not apply for the reasons mentioned in the Remuneration Policy.

* Duties of the Audit Committee

In relation to information and the internal control system, supervise and evaluate: (i) the preparation and presentation process, and the integrity of the mandatory financial and non-financial information, related to the Company and the Group, verifying compliance with the regulation requirements, the adequate delimitation of consolidation boundaries and the correct application of accounting criteria, and submit recommendations or proposals to the Board of Directors to protect the integrity of the information; (ii) the efficiency of the Company's internal control, internal audit and risk control and management systems, financial and non-financial, related to the Company and the Group, including operative, technological, cybersecurity, legal, social, environmental, political, reputational or corruption related risks, regularly reviewing the internal control and risk management systems, so that the main risks are identified, managed and recognized adequately, as well as discussing with the auditor any major flaws in the control system that have been identified during the audit process, without jeopardizing its independence. To such effects, the Committee may, if applicable, submit recommendations or proposals to the Board of Directors and the corresponding period for their fulfilment; (iii) monitor the independence and efficiency of internal auditing; propose the selection, appointment and dismissal of the Director of the Internal Audit Department; approve or propose to the Board of Directors the approval of the Internal Audit Department's work orientation and annual work plan, making sure that their activity mainly focuses on the relevant risks (including reputational risks); propose the budget for this Department; receive periodic information on its activities (including the annual activities reports prepared by the Director of the Department); and verify that the top management takes into account the conclusions and recommendations of their reports; (iv) establish and supervise a mechanism that allows employees and other persons related to the Company, such as directors, shareholders, suppliers, contractors or subcontractors, to report irregularities of potential significance, including financial and accounting irregularities, or those of any other nature, related to the Company, that they notice within the Company or its Group. This mechanism must guarantee confidentiality and enable communications to be made anonymously, respecting the rights of both the complainant and the accused party, (v) in general, ensure that the internal control policies and systems established are applied effectively in practice.

In relation to the external auditor: (i) submit to the Board of Directors any proposals regarding the selection, appointment, re-election and substitution of the auditor, being responsible for the selection process in conformity with the applicable regulations, including the terms of his contract; (ii) Establish a maximum engagement period for auditors (including any extensions), ensuring that it is shorter than the maximum legal term set at any given time in order to safeguard the auditors' independence. Furthermore, before the end of the financial year in which the appointment of the Company's auditor is due to expire, the Committee will assess their potential re-election or, if necessary, initiate a selection process for the appointment of a new auditor. In this regard, the Committee will take into account the results of the annual evaluation on the auditor's independence and the temporary limitations set by applicable regulations and the Committee will strive to ensure that the auditor's selection is the outcome of a thorough consideration of various selection criteria, such as: (i) the auditor or audit firm's resources and expertise, as well as the geographical coverage of their network, or (ii) the auditor's possession of personnel with the necessary competencies and capabilities, along with systems and/or technical and specialized resources to handle complex matters in line with the scale and complexity of the audit to be conducted and the sector or activity of the Company, as well as the specialists with specific knowledge in such fields. In all cases, proposals for the selection, appointment, re-election, and replacement of the auditor shall be adequately justified; (iii) be directly in charge of the remuneration and supervision of the work performed by the external auditor regarding the audit report preparation and issuance or any other similar reports relating to financial statements; (iv) regularly and directly collect from the external auditor information about the development, impact and execution of the audits, as well as the audit plan and results of its execution, and verify that top management takes their recommendations into account; (v) safeguard the external auditor's independence when performing his duties, and to do so: ensure that the Company

communicates through the CNMV the change in auditor and attach a statement of the possible existence of any disagreements with the outgoing auditor and, if applicable, its contents; establish the necessary relationships with the external auditor to receive information about any issues that may entail a threat to his independence, and which the Audit Committee will examine, and any other issues regarding the development of the audit of accounts process, and, when applicable, the authorization of the services different from those prohibited in the terms established in the applicable regulations as regards independence, as well as any notifications required in the audit of accounts legislation and in the audit regulations; ensure that the Company and the auditor respect the rules in force on providing services different to audit services, the auditor's market concentration limits and, in general, any others rules established to guarantee the independence of the auditors and, to that end, annually receive from the external auditors a statement of their independence in relation to the entity, or any entities directly or indirectly related to it, as well as the detailed and individualized information on any kind of ancillary services provided and the corresponding fees paid by these entities to the external auditor or the persons or entities related to it in accordance with the regulations applicable to the audit of accounts activity; prior to the issuance of the audit of accounts report, issue on an annual basis a written opinion on whether the independence of the auditors or audit firms has been compromised, and examine, if the external auditor resigns, the circumstances that have caused said resignation; (vi) Ensure that the external auditor holds an annual meeting with the full Board of Directors to report on the work carried out and on the evolution of the Company's accounting and risk situation. (vii) Encourage the Group auditor to undertake the responsibility of the audits of the companies making up the group. (viii) Ensure that the remuneration paid to the external auditor for its work does not compromise its quality nor its independence.

In relation to external consultants, request that legal, accounting and financial advisors or other experts be hired to assist them in the performance of their duties.

In relation to internal conduct rules, supervise compliance with the Internal Conduct Regulations in matters related to the Stock Exchange, the Regulations of the Board of Directors, the standards of conduct set out in the "Code of Ethics for Grifols Executives" and the "Code of Conduct of Grifols' Employees" and, in general, any other internal rules of governance of the Company, as well as make the necessary proposals for improvement.

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

Most important actions during the financial year:

Financial and non-financial information

The Committee has supervised and assessed the process to prepare and file the individual and consolidated annual accounts, and the integrity of said information in relation to FY 2023, prior to their knowledge and approval by the Board and their communication to stock exchange markets and supervisory bodies, favourably reporting on it and overseeing compliance with any legal requirements and the correct application of accounting criteria. This review has been carried out with the collaboration of the external auditor. Likewise, it reviewed, together with the Sustainability Committee, and favourably informed the Board about the consolidated non-financial information statement included in the consolidated management report (which includes the Company's Corporate Responsibility Report).

Also, the external auditor responsible for carrying out the audit of the corresponding financial year appeared before the Committee to explain the key issues of their audit, and the main audit and

accounting issues identified. They also reported on their independent review of the consolidated non-financial information statement.

In addition, it reviewed and approved the periodic financial information that the Company, due to its public nature, must publish regularly, including, the approval on the consolidated annual accounts for FY 2023 prior to their approval by the Board of Directors and its communication to stock exchange markets and supervisory bodies and, also, the approval of the financial statements prepared under NIIF IASB and to be filed with the CNMV and the Securities Exchange Commission (SEC).

External Auditor

The Committee prepared the mandatory report on the independence of the auditors (KPMG and Deloitte).

The Committee submitted to the Board of Directors the proposal to re-elect Deloitte as auditor of the individual annuals accounts corresponding to FY 2024-2026, inclusive.

Also, the Committee ratified hiring the audit firm Deloitte to provide ancillary audit services, authorized by the Chairman for FY 2024, having previously verified that the services are allowed under the applicable independence rules, and that they do not infringe any applicable independence rules.

The Committee previously approved the different audit services provided by KPMG and Deloitte.

Concerning relations with the external auditors, it ensured that the external auditor, KPMG and Deloitte, appeared at least once before the Board of Directors to report on the work carried out, the evolution of the accounting situation, the risks for the company, and their fees and independence.

Internal control

The Committee supervised and assessed the effectiveness of the Company's internal control, internal audit, and the financial and non-financial risks management and control systems, concerning the Company and the Group. Similarly, it received information about the activities carried out by the Internal Audit and Risk Management Department as well as the Compliance Department. Also reviewed material weaknesses related to internal controls of the Company.

Actions taken on corporate governance and compliance:

- Approved the amendments to the Audit Committee By-laws.
- Prior to its preparation by the Board, it favourably reported on the Annual Corporate Governance report for FY 2023.
- It prepared a report on related-party transactions for FY 2023, which was published on the Company's webpage at the time the General Shareholders' Meeting was called.
- It approved and prepared the report on the amendments to the Internal Regulations of the Company's Board of Directors, with the aim of introducing, in relation to the external auditor and as a specific responsibility of the Audit Committee, the establishment of a maximum tenure period for auditors (including any extensions) to ensure that it is shorter than the maximum legal duration established at any time to preserve the auditor's independence. Similarly, to incorporate into the responsibilities of the Appointments and Remuneration Committee the creation of a matrix of necessary competencies and the leadership of the annual evaluation process of the Board of Directors and its Committees, specifying the particular aspects to be addressed in such evaluation. All of this in order

to adapt its content to the current recommendations of the Good Governance Code of Listed Companies, as well as for introducing substantive and technical improvements in their wording.

- With the aim to improve the internal control, as to incorporate the best practices of good governance in the group, reviewed and approved (i) the modification of the Related Parties Policy and (ii) a new Policy of conflicts of interest to complement the other one.
- In accordance with the good governance practices, approved transactions that were or could be considered transactions with related parties in accordance with the applicable legislation and the Related Parties Policy of the Company.
- Reviewed and approved the *"Política de Prevención de Delitos y el Procedimiento Operativo Estándar de Investigación Interna"*.
- It approved the refinancing and bond issuances carried out by the Company.
- It approved the services of KPMG to conduct a GAP analysis and double materiality in the context of the CSRD Directive.
- It conducted the evaluation of the Internal Auditor and the Compliance Director.
- It held several meetings with the auditor in relation to the information published by Gotham City Research to respond to the information requests from the CNMV.
- It carried out the annual performance evaluation of the Committee and prepared the corresponding report on the functioning and activities of the Committee for FY 2024.

Due to the lack of space, continues from section E.6:

The Global Compliance Review Committee, with the support of the Compliance Department, supervises the Group's global anticorruption programme promoting a culture based on ethics throughout all the organization. The Data Protection Office overviews and coordinates data protection compliance within the Group.

- Operational Risks: With respect to business continuity in the event of unexpected situations that could interrupt the activity of a critical factory, Grifols has alternative facilities that would allow it to maintain operations at an acceptable level during the contingency.

With regard to information technology services, all critical procedures are redundant. On the other hand, all services are either replicated or included in a recovery plan that would allow the entire Group to offer contingency service.

- Cybersecurity Risks: The cybersecurity policy establishes the basic principles and general framework for reducing the Company's exposure to cybersecurity risk to below defined tolerance levels. The Information Security Office has developed the policy through an information security management system based on the ISO 27001 standard and best practices, which defines objectives, roles and responsibilities and policies and procedures for identifying, assessing and managing cybersecurity threats. The system covers all information technology, industrial and operational technology and medical device services, including those provided by third parties.
- Legal and Regulatory Risks: the Group has the necessary departments and the support of specialized external advisors to ensure knowledge of regulatory changes and compliance with applicable laws and regulations, including tax laws.
- In addition, the Criminal Risk Management System, subject to annual update and review, establishes measures to prevent the main crimes to which the Company is exposed due to its activity, or to significantly reduce the risk of their commission.

As additional information, it is hereby expressly stated that on July 8, 2024, the Board of Directors unanimously agreed, in relation to the potential takeover bid led by Brookfield, to establish a committee composed exclusively of independent directors. This committee was formed by Mr. Iñigo Sánchez-Asiaín Mardones, as Chairperson, Ms. Montserrat Muñoz Abellana, and Ms. Anne-Catherine Berner, both as members. The objective of the committee was to monitor the progress of the transaction and, if necessary, present proposals to the Board of Directors.

This Annual Corporate Governance Report was approved by the Board of Directors of the company in its meeting held on 25/02/2025.

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

Yes

No