

FAES FARMA, S.A.
NOTICE OF THE GENERAL MEETING OF SHAREHOLDERS

By resolution of the Board of Directors, the General Shareholders' Meeting of Faes Farma, S.A. is hereby called to be held, on first call, at 13.00 hours on 14 June 2023, at the Palacio Euskalduna, Avenida Abandoibarra, nº 4, Bilbao and, if appropriate, on second call, on the following day, 15 June 2023, at the same place and time, to deliberate and adopt resolutions on the matters set out in the following:

AGENDA

- 1º Examination and approval, if appropriate, of the annual accounts and management report of both Faes Farma, S.A. and its consolidated Group, of the proposed allocation of profits for the 2022 financial year, and of the corporate management.
 - 1.1. Approval of the annual accounts and management report of Faes Farma, S.A. and its consolidated Group for the 2022 financial year.
 - 1.2. Approval of the consolidated statement of non-financial information for the 2022 financial year, which forms part of the consolidated management report of Faes Farma, S.A. and its consolidated Group.
 - 1.3. Approval of the proposed appropriation of the profit of Faes Farma, S.A. for the 2022 financial year.
 - 1.4. Approval of the management of the Board of Directors of Faes Farma, S.A.

- 2º Shareholder remuneration plan. Approve a capital increase charged to reserves in order to meet the shareholder remuneration scheme.

To increase the share capital by an amount to be determined in accordance with the terms of the resolution, by issuing new ordinary shares with a par value of €0.10 each, without share premium, of the same class and series as those currently in circulation, charged to voluntary reserves from retained earnings. Express provision for the possibility of incomplete subscription of the capital increase. Delegation

of powers to the Board of Directors to set the terms and conditions of the increase in all matters not provided for by this General Meeting, to carry out the acts necessary for its execution, to adapt the wording of article 5 of the Articles of Association to the new share capital figure. Application to the competent national bodies for the new shares to be admitted to trading on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges, through the Stock Market Interconnection System (Continuous Market).

3º Re-election or appointment of Directors.

3.1 Re-election of Mr. Iñigo Zavala Ortiz de la Torre, as a proprietary director.

3.2 Re-election of Mr Carlos de Alcocer Torra, as an independent director.

3.3 Re-election of Ms María Eugenia Zugaza Salazar, as an independent director.

4º Appointment of the statutory auditor for the Company and its consolidated group.

5º Reduction of share capital through the cancellation of a maximum of 5,441,113 own shares. Delegation of powers to the Board of Directors to establish the other conditions of the reduction in all matters not foreseen by the General Meeting, including, among other matters, redrafting article 5 of the Bylaws, requesting the delisting and cancellation of the accounting records of the shares to be redeemed.

6º Approval of the Directors' Remuneration Policy for the financial years 2024, 2025 and 2026.

7º Consultative vote on the Annual Report on Directors' Remuneration for the 2022 financial year.

8º To empower the Board of Directors to execute the resolutions adopted at the General Meeting of Shareholders.

9º Questions and answers.

I.- Supplement to the notice of call and presentation of a proposed resolution: Pursuant to the provisions of article 519 of the Capital Companies Act and related provisions, shareholders representing at least 3% of the share capital may request the publication of a supplement to the notice of call of the General Meeting, including one or more items on the agenda, provided that the new items are accompanied by a justification or, where appropriate, a justified proposed resolution.

The exercise of this right must be effected by means of reliable notification to be received at the registered office within five days of the publication of this notice.

Shareholders representing at least 3% of the share capital may also submit reasoned proposals for resolutions on matters already included or to be included on the Agenda of the General Meeting. This right must also be exercised by means of reliable notification to be received at the registered office within five days of the publication of this notice.

Right to information: Shareholders may exercise their right to information in accordance with the provisions of articles 197, 520 and concordant articles of the Capital Companies Act, the Articles of Association and the Regulations of the General Shareholders' Meeting of Faes Farma, S.A.

Shareholders are hereby informed that, as from the date of this notice, they are entitled to examine and obtain at the registered office, located at Avenida Autonomía, 10, 48940 Leioa (Bizkaia), or to request the immediate delivery or sending, free of charge, of the full texts of the proposed resolutions included in the agenda that the Board of Directors submits for approval of the General Meeting, as well as the following documentation:

- Full text of the annual accounts, management report, including the Annual Corporate Governance Report and auditor's report, both of Faes Farma, S.A. and of its consolidated Group, for the 2022 financial year (item 1 on the Agenda).

- Full text of the Statement of Non-Financial Information of the consolidated Group of Faes Farma, S.A. for the financial year 2022 (point 1 of the Agenda).
- Justifying report of the Board of Directors on the Shareholders' Remuneration Plan and the consequent amendment of article 5 of the Articles of Association (item 2 of the Agenda).
- Justifying reports from the Board of Directors and proposals or report from the Appointments and Remuneration Committee on the proposed re-election and appointment of Directors, including their identity, curriculum vitae and category (item 3 of the Agenda).
- Report of the Board of Directors on the reduction of share capital through the redemption of a maximum of 5,441,113 treasury shares (item 5 on the agenda).
- Proposal of the Directors' Remuneration Policy, together with the corresponding Report of the Appointments and Remuneration Committee (item 6 on the Agenda).
- Annual Directors' Remuneration Report for the financial year 2022 (item 7 on the Agenda).

III.- Documentation available on the website. Pursuant to the provisions of article 518 of the Capital Companies Act, Faes Farma, S.A. shall keep published uninterruptedly on the website of Faes Farma, S.A. (www.faesfarma.com), among others, the documentation referred to in section II above, as well as the following information: the announcement of the call; the total number of shares and voting rights on the date of the call; the full texts of the proposed resolutions and the reports of the competent bodies; the Bylaws and the Regulations of the General Shareholders' Meeting and of the Board of Directors; the applicable measures and forms for proxy and remote voting, as well as the documentation required for this purpose and the rules of operation of the Electronic Shareholders' Forum; the Report on the functioning of the Audit and Compliance Committee; the Report on the functioning of the Nomination and Remuneration Committee; the Report on related-party transactions and the Report on the independence of the auditor.

IV.- Right to attend and vote: All shareholders whose shares are registered in the corresponding registers of securities represented by book entries five days prior to the date of the General Meeting (i.e. 9 June if the Meeting is held on second call, as scheduled) and who can prove this by means of the appropriate attendance card or certificate of entitlement issued by Iberclear's member entities are entitled to attend the General Meeting.

V.- Right of proxy: Shareholders may delegate their proxy to another person by post or e-mail prior to the holding of the General Shareholders' Meeting on the terms set forth in articles 184, 186 and 526 of the Capital Companies Act, article 14 of the Articles of Association and articles 7 and 9 of the Regulations of the General Shareholders' Meeting. In order to grant a proxy by post or e-mail, shareholders must complete and sign the proxy section of the attendance card issued by the corresponding Iberclear member entity or the proxy card, a model of which may be downloaded from the Faes Farma, S.A. website (www.faesfarma.com), accrediting their status as shareholders and sending it by post to the Shareholder Services Department (Avda Autonomía, 10 - 48940 Leioa - Bizkaia) or by e-mail to the address accionistas@faesfarma.com.

If the specific person to whom the shareholder grants his proxy is not indicated, the proxy shall be deemed to be granted in favour of the Chairman of the General Meeting.

VI.- Remote voting by post or e-mail: Shareholders entitled to attend and vote may vote by post or e-mail prior to the General Shareholders' Meeting, in accordance with the terms of article 189 of the Spanish Companies Act and article 15-4 of the Regulations of the General Shareholders' Meeting. In order to vote remotely by post or e-mail, shareholders must complete and sign the "Remote voting by postal correspondence" section of the attendance card issued by the Iberclear member entities where their shares are deposited. In the event that said card does not include the section dedicated to "Remote voting by postal correspondence", shareholders wishing to vote remotely by postal correspondence or e-mail must download the model from the Company's website (www.faesfarma.com) and print out the remote voting card, completing and signing it together with the attendance card issued by the entity adhered to Iberclear and send it by post to the registered office, Avenida de Autonomía, nº 10, 48940 Leioa (Bizkaia) or by e-mail to the address

accionistas@faesfarma.com.

VII.- Proxy and remote voting by electronic means: Shareholders who wish to grant a proxy or vote by electronic means prior to the General Meeting of Shareholders may do so from 16 May 2023 until 13:00 hours on 13 June 2023, through the corporate website (www.faesfarma.com), in the section for the General Meeting under the heading "Shareholders and investors" and following the instructions that will be specified for this purpose and completing the forms available therein. To do so, they must prove their identity by one of the following means:

- (i) The Electronic National Identity Card.
- (ii) A recognised, valid and current electronic user certificate, with no record of its revocation, which has been issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint.
- (iii) By completing the accreditation form available on the corporate website, in which they must identify themselves with their National Identity Document. Once the accreditation has been validated by the Company, the shareholder will receive a user name and password to access the electronic voting platform. In this case, the Company reserves the right to request from shareholders any additional means of identification it deems necessary to verify their status as shareholders.

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting mechanisms when technical or security reasons so advise or require. The Company shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, that prevent the use of the electronic voting mechanisms. Therefore, such circumstances shall not constitute an illegitimate deprivation of the shareholder's rights.

VIII.- Rules on proxy representation and remote voting: The rules governing proxy representation and voting by post or e-mail and proxy representation and voting by electronic means or any other means for the General Shareholders'

Meeting were approved by the Board of Directors and are available to shareholders on the Faes Farma, S.A. website (www.faesfarma.com).

IX.- Electronic Shareholders' Forum: In accordance with the provisions of article 539 of the Capital Companies Act, an Electronic Shareholders' Forum has been set up on the website of Faes Farma, S.A. (www.faesfarma.com), whose rules of operation and the form to be completed in order to participate in it are available on the aforementioned website of Faes Farma, S.A.

X.- Attendance and voting by telematic means: Pursuant to article 19 bis of the Bylaws, shareholders are informed that the General Meeting of the Company will also be held telematically, thus giving shareholders or their representatives the possibility of attending the meeting, both physically and telematically, in accordance with the following instructions:

- Identification and prior registration: Shareholders wishing to attend by telematic means must register in advance on the corporate website (www.faesfarma.com) between 16 May and 1:00 p.m. on 13 June 2023, proving their identity by one of the following means:
 - (i) The Electronic National Identity Card.
 - (ii) A recognised, valid and current electronic user certificate, with no record of its revocation, which has been issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint (*Fábrica Nacional de Moneda y Timbre*).
 - (iii) By completing the accreditation form available on the corporate website, in which they must identify themselves with their National Identity Document. Once the accreditation has been validated by the Company, the shareholder will receive a user name and password to access the computer platform. In this case, the Company reserves the right to request from shareholders any additional means of identification it deems necessary to verify their status as shareholders.

If the person who has been granted proxy wishes to attend telematically, he/she must send a copy of the proxy granted, or of the powers of attorney in the case of a legal entity, to the Shareholder Services

Department (Avda. Autonomía, 10 - 48940 Leioa - Bizkaia) or to the e-mail address accionistas@faesfarma.com, together with a copy of his/her national identity card or passport before 13:00 hours on 13 June, requesting, where appropriate, a user name and password if this is the chosen means of access.

- Connection and attendance: Shareholders or proxy holders who have previously registered to attend the General Meeting telematically must connect to the corporate website (www.faesfarma.com) on the day of the General Meeting, i.e. 14 June 2023 on first call or 15 June 2023 if, as is foreseeable, the Meeting is held on second call, between 11:45 and 12:45 and identify themselves as indicated in the corresponding instructions. Attendees will not be allowed to connect outside this time slot.

In the event that the Meeting is held on second call (as is foreseeable), the telematic attendees who have connected on first call must connect again to attend the Meeting on second call.

If, on 14 June 2023, it is found that there is insufficient quorum to hold the General Meeting on first call, this circumstance will be reported on the corporate website, confirming that the Meeting will finally be held on second call.

- Interventions: Pursuant to the provisions of the Capital Companies Act, interventions and proposed resolutions or requests for information or clarifications which, in accordance with the said Act, those who intend to attend telematically, must be sent to the Company in writing and, in any event, in the form, terms and conditions established on the Company's website, at the time of their prior registration and/or on the day of the Meeting until the Meeting is declared validly constituted. Any remote attendee who wishes his or her intervention to be recorded in the minutes of the General Meeting must expressly indicate this in the text of the minutes.

Requests for information or clarification from shareholders or their proxies attending telematically shall be answered verbally during the General Meeting or in writing within seven days after the General

Meeting.

- Voting: Votes may be cast on proposals relating to items included on the Agenda from the moment the Chairman of the General Meeting declares it to be validly constituted and makes an indication to that effect until the time indicated for that purpose by the Chairman or, where appropriate, the Secretary. With regard to proposed resolutions on matters not included on the Agenda that have been submitted in the legally admissible cases, those attending by telematic means may cast their votes from the time at which the said proposals are read out in order to proceed to the vote. For voting on proposed resolutions, the procedure provided for in the Bylaws and the Regulations of the General Meeting shall be applied.
- Other matters: It is the sole responsibility of the shareholder (or its representative) to keep the passwords or means of identification necessary to access and use the online helpdesk. In the case of a legal entity, the latter must notify any modification or revocation of the powers held by its representative and, therefore, the Company declines any liability until such notification is made.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for telematic attendance at the Meeting when technical or security reasons so advise or require. The Company shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, that prevent the use of the mechanisms for telematic attendance at the General Meeting. Therefore, such circumstances shall not constitute an illegitimate deprivation of the shareholder's rights.

XI.- Data protection: Personal data for the exercise or delegation of rights of attendance, voting, participation in the Electronic Shareholders' Forum, as well as for compliance with any other legal obligations arising from the convening and holding of the General Meeting, will be processed by Faes Farma, S.A. for the purpose of managing the development, compliance and control of the shareholder relationship in relation to the convening and holding of the General

Meeting, for which purpose the data will be included in files for which Faes Farma, S.A. is responsible.

The owner of the data may exercise the rights of access, rectification, suppression, limitation or opposition of their data, and the right of portability, under the terms established for this purpose in the legislation in force, by writing to the Shareholder Services Department, Avenida de Autonomía, nº 10, 48940 Leioa (Bizkaia).

XII.- Intervention of a Notary Public at the General Shareholders' Meeting: The Board of Directors has resolved to request the presence of a Notary to take the minutes of the General Shareholders' Meeting, in accordance with the provisions of article 203 of the Spanish Companies Act and article 101 of the Companies Registry Regulations.

XIII.- Date of the General Shareholders' Meeting: Shareholders are reminded that, as in previous years, the General Shareholders' Meeting is expected to be held on second call on 15 June 2023 at the place and time announced.