

PROPOSED RESOLUTIONS TO BE ADOPTED AT THE GENERAL SHAREHOLDERS' MEETING OF FAES FARMA, S.A. TO BE HELD ON 24 OR 25 JUNE 2024**1. 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 2023 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 2023 financial year.**

"To approve the annual accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the management reports, both of Faes Farma, S.A. and of its consolidated group, prepared by the Board of Directors, which coincide with those audited, for the financial year ended 31 December 2023".

1.2 Approval of the consolidated statement of non-financial information for the 2023 financial year, which forms part of the consolidated management report of Faes Farma, S.A. and its consolidated Group.

"To approve the consolidated statement of non-financial information for the year ended 31 December 2023, which forms part of the consolidated management report of Faes Farma, S.A.".

1.3 Approval of the proposed allocation or the profit of Faes Farma, S.A. for the financial year 2023.

"To approve that the application of the Company's profit for the financial year 2023, amounting to 67,698,578.71 euros, is carried out as follows:

YEAR 2023

Basis of delivery:

Profit and loss 67.698.578,71

Distribution:

To Voluntary reserves 19.346.210,25

To Legal reserve 108.821,26

To Interim dividend January 2024 12.138.699,04

To Final dividend 36.104.848,16

The final dividend for the year of EUR 0.116 gross per eligible share will be paid in cash on 8 July 2024.

It is noted that in the consolidated annual accounts for the financial year 2023, the consolidated profit before tax amounted to 102,852 MI/€, income tax amounted to 11,159 MI/€, so that the profit for the year amounted to 91,693 MI/€ and the profit attributable to the parent company amounted to 91,902 MI/€".

1.4 Approval of the management of the Board of Directors of Faes Farma, S.A.

"To approve the management carried out by the Board of Directors during the financial year 2023."

2. Composition of the Board of Directors. Appointment of director.

2.1. Setting the number of members of the Board.

"Within the maximum and minimum established by the bylaws, to set the number of directors at ten".

2.2 Appointment of Mr Eduardo Recoder de la Cuadra as executive director.

"To appoint Mr Eduardo Recoder de la Cuadra as director in accordance with the proposal made by the Board of Directors, following a favourable report from the Appointments and Remuneration Committee, for the statutory term of four years. In accordance with article 529 duodecies of the Capital Companies Act, the director is considered an executive director. The resolution is subject to an initial term and will therefore be effective as from 1 September 2024".

3. Approval of the Remuneration Policy for the Directors of Faes Farma S.A. for financial years 2025, 2026 and 2027 and of a complementary agreement for its execution.

3.1 Directors' Remuneration Policy.

"To approve the Remuneration Policy for the Directors of Faes Farma S.A. for the years 2025, 2026 and 2027, the full text of which has been made available to the shareholders together with the mandatory report of the Appointments and Remuneration Committee, as part of the documentation relating to the General Shareholders' Meeting, from the date of publication of the announcement of the call to meeting. The Remuneration Policy shall be in force as from 1 September 2024 and, if applicable, during the following three financial years (2025 to 2027). Any modification or replacement of the directors' remuneration policy during the aforementioned period

shall require the prior approval of the general shareholders' meeting in accordance with the provisions of the legislation in force".

3.2 Amendment of Resolution Five of the Ordinary General Meeting of the Company held on 22 June 2022.

"As a result of the content of the Remuneration Policy included in the preceding section, resolution five of the ordinary general shareholders' meeting of the Company held on 22 June 2022 is amended with respect to the maximum number of shares to be delivered under the long-term incentive plan to the executive directors who may be Beneficiaries thereof, leaving without effect the maximum limit corresponding to the percentage of the fixed annual remuneration, which is deemed to be replaced by that provided in the Remuneration Policy that is the subject of the preceding resolution. Thus, the number of shares that may correspond to the executive director shall be a maximum of 120,000 shares".

4. Consultative vote on the Annual Directors' Remuneration Report for the financial year 2023.

"The Annual Directors' Remuneration Report for 2023 is published on the Company's website and is available to shareholders. In compliance with the provisions of article 541 of the Capital Companies Act, it is submitted to the advisory vote of the General Meeting of Shareholders".

5. Authorisation to the Board of Directors to increase the share capital of the Company in accordance with article 297.1 b) of the Capital Companies Act.

"To empower the Board of Directors, as broadly as is necessary in law, so that in accordance with the provisions of article 297.1.b) of the Capital Companies Act, it may:

- (i) Increase the share capital once or several times and at any time within five years from the date of this meeting and up to half of the share capital at the time of this authorisation.

The capital increase or increases may be carried out either by increasing the nominal value of existing shares, in accordance with the requirements of the law, or by issuing new ordinary or preference shares, with or without a share premium, with or without voting or redeemable shares, or by several of these means at the same time.

The consideration for the new shares, or the increase in the nominal value of existing shares, may take the form of cash contributions, including the conversion of unrestricted reserves, or the simultaneous use of both forms of consideration, insofar as this is permissible under the legal provisions in force.

- (ii) Set the terms and conditions of the capital increase and the characteristics of the shares, as well as to freely offer the new shares not subscribed within the preferential subscription period(s), and to establish that, in the event of incomplete subscription, the capital will be increased only by the amount of the subscriptions made.
- (iii) Redraft the article of the bylaws relating to share capital.
- (iv) Apply for admission to trading on official stock exchanges of the new shares to be issued.

The Board of Directors is expressly authorised so that it, in turn, may delegate (with the power of substitution where appropriate) to the Chairman or the Secretary of the Board, pursuant to the provisions of article 249 bis. 1) of the Capital Companies Act, all the delegable powers referred to in this resolution, all without prejudice to the powers of attorney that exist or may be conferred in relation to the content of this resolution".

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

"To empower the Board of Directors with the broadest powers possible under the law, and in particular the Chairman and the Secretary, without distinction, to formalise and execute all resolutions adopted by the General Meeting, as well as to correct any omissions, corrections or errors therein and their interpretation, and to proceed with the registration in the Companies Register of the resolutions that require such a requirement".