

**REPORT AND PROPOSAL BY THE BOARD OF DIRECTORS OF FAES FARMA, S.A. REGARDING THE RE-ELECTION OF MR MARIANO UCAR ANGULO**

**I. Introduction**

In accordance with the provisions of Article 529 decies of the Companies Act, Article 9 of the Board of Directors' Regulations and the Policy on the Selection of Directors of Faes Farma, S.A., the proposal for the re-election of members of the Board of Directors who are not independent directors is the responsibility of the Board of Directors, subject to a report from the Appointments and Remuneration Committee.

It is also established that the proposal must in all cases be accompanied by a supporting report from the Board of Directors assessing the competence, experience and merits of the proposed candidate.

Accordingly, the Board of Directors has drawn up this report, which accompanies the proposal for the re-election of Mr Mariano Ucar Angulo as a director of Faes Farma, S.A. (the "Company").

**II. Report of the Appointments and Remuneration Committee**

In preparing this report, the Board of Directors has considered the report drawn up by the Appointments and Remuneration Committee, in accordance with the provisions of Article 529 decies of the Companies Act, in which this Committee has analysed the current composition of the Company's Board of Directors, as well as the diversity of knowledge, competence and experience of its members, and has taken into account the Directors' Skills Matrix, which includes the skills, functions and experience of the current directors.

Furthermore, in accordance with the provisions of the Director Selection Policy, it has assessed the necessary requirements that directors must meet, including that they must be persons of integrity, suitability and recognised solvency, competence, experience, qualifications and training, whilst also assessing the availability of time required for adequate dedication and commitment to their role. In particular, in the case of this report, particular consideration has been given to his performance as non-executive chairman and the advisability of concluding the transition process initiated with the appointment of the executive director following the 2024 Annual General Meeting, given the complexity achieved by the group and the partial renewal of the current composition of the Board, which is taking place this year and which suggests maintaining the practices followed to date.

In compliance with the above requirements and taking into account the detailed analysis carried out by the Committee regarding the structure, size and composition of the Board, as well as the suitability of the candidate, the Appointments and Remuneration Committee has concluded that Mr Mariano Ucar Angulo possesses the knowledge, skills, experience and other suitability requirements necessary to perform the duties of a director on the Company's Board of Directors, as set out in the report that the Committee has made

available to the Board of Directors.

### **III. Professional profile of the candidate**

In preparing this report, the Board of Directors has assessed the competence, experience and merits of the proposed candidate, summarised in the professional profile set out below:

#### Education

- Bachelor of Laws from the University of Navarra.
- Bachelor of Arts in Germanic Philology from the University of Deusto.
- School of Legal Practice, Faculty of Law, University of Deusto.

#### Academic activities

- Lecturer in Tax Law at the School of Legal Practice, Faculty of Law, University of Deusto, until 1995.

#### Professional activities

- Practising lawyer, registered with the Bizkaia Bar Association. He practises mainly in the field of Commercial Law.

#### At the Faes Farma Group

- Director of Faes Farma, S.A. since May 1991. Currently Non-Executive Chairman of the Board of Directors since September 2024. Previously, Secretary to the Board from September 1991 to June 2013, Vice-Chairman from July 2010 to June 2013 and Executive Chairman from July 2013 to September 2024.
- Chairman of the Board of Directors of the group companies with this management structure: of Ingaso Farm, S.L.U. since October 2007; of Faes Farma Portugal, S.A. (formerly Laboratorios Vitória, S.A.) since May 2015 and a director since July 2005; of Faes Farma Chile, Salud y Nutrición Limitada, since January 2025 (formerly Joint Director since July 2009); of Tecnología y Vitaminas, S.L. since June 2017; of Faes Farma Colombia, SAS since November 2019; of Faes Farma México, S.A. de C.V. since March 2020; of Faes Farma Centroamérica y Caribe, S.A. since April 2021. (formerly Global Farma, S.A. Guatemala); Faes Farma del Ecuador, S.A. since June 2022; Faes Farma Perú, SAC since March 2022; Faes Farma Gulf, FZCO since May 2023; ISF by FARM Faes, S.L. since November 2024; Laboratorio Edol Productos farmacêuticos, S.A., from June 2025; Setriworld, Promoção e Investimento, S.A., from June 2025; SIFI S.p.A. from September 2025; Capitolosedici, S.p.A. , from September 2025; and Laboratorios SIFI de México S.A. de C.V. from September 2025.

### **IV. Conclusion**

As a result of the foregoing and taking into account the report drawn up for this purpose by the Appointments and Remuneration Committee, the Board of Directors considers that Mr Mariano Ucar Angulo possesses the appropriate knowledge, skills

and experience to perform the duties of a director on the Company's Board of Directors; it has therefore agreed, without the participation in the discussion and decision of the director concerned, by the remaining directors, to propose to the General Meeting of Shareholders to be held on 24 or 25 June 2026, on first or second call, his re-election as a director, for the statutory term of four years, in the category of "other external director".

27 April 2026.