

**REPORT ISSUED BY THE APPOINTMENTS AND REMUNERATION  
COMMITTEE OF FAES FARMA, S.A. REGARDING THE APPOINTMENT OF  
MR JACOBO LLANZA FIGUEROA**

## **I. Introduction**

Article 529 decies of the Companies Act, Article 9 of the Board of Directors' Regulations and the Director Selection Policy of Faes Farma, S.A. stipulate that proposals for the appointment and re-election of members of the Board of Directors must be accompanied by a supporting report from the Board assessing the competence, experience and merits of the proposed candidate.

Furthermore, they provide that the proposal for the appointment or re-election of any non-independent director must also be preceded by a report from the Appointments and Remuneration Committee.

At the same time, Recommendation 14 of the Code of Good Governance for Listed Companies stipulates that the outcome of the prior analysis of the Board of Directors' needs regarding the appointment and selection of directors must be set out in a supporting report by the Appointments and Remuneration Committee, to be published when the general meeting of shareholders at which such appointment is to be put forward is convened. Technical Guide 1/2019 on Nomination and Remuneration Committees published by the Spanish National Securities Market Commission (the "**Technical Guide 1/2019**") is expressed in similar terms.

In compliance with the above, the Appointments and Remuneration Committee of Faes Farma, S.A. (the "Company") has drawn up this report in relation to the proposed appointment of Mr Jacobo Llanza Figueroa as a director of the Company in the category of proprietary director.

## **II. Structure, size and composition of the Board of Directors**

The Company's Articles of Association stipulate that the Board of Directors shall consist of a number of directors to be determined by the General Meeting, ranging from a minimum of five to a maximum of ten directors.

For its part, Article 8 of the Board of Directors' Regulations stipulates that the Board shall endeavour to ensure that external or non-executive directors constitute a majority of the Board and that independent directors represent at least one third of the total number of directors. Furthermore, Recommendation 17 of the Code of Good Governance for Listed Companies stipulates that independent directors must account for at least half of the Board; this criterion has been adopted and is currently applied and the Company considers it appropriate to maintain it.

Finally, the Company's Director Selection Policy states that must strive to achieve an appropriate balance on the Board of Directors, comprising individuals with diverse backgrounds, knowledge and experience, so as to foster debate on matters within its remit, contributing a variety of viewpoints and enriching the decision-

making process.

The Appointments and Remuneration 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. At present, the Board comprises one executive director, one non-executive chairman—classified under the category of "other external members" due to his previous executive role—five independent directors and three proprietary directors, totalling ten members, which constitutes the maximum number provided for in the Articles of Association.

The Commission has also taken into account the publicly available map of directors' areas of expertise currently in force, in accordance with Recommendation 14 of the Code of Good Governance for Listed Companies and Technical Guide 1/2019, which covers experience and expertise in leadership or management roles, on boards or committees, in listed or unlisted companies, economic sectors, geographical scope, as well as functional skills and languages. The skills map, the latest update of which reflects the appointment of the independent director at the 2025 Annual General Meeting, demonstrates that the Board reflects a diversity of knowledge, which endows it with great richness, extensive experience and proven professionalism, enabling it to perform its duties effectively.

Furthermore, in accordance with the provisions of the Director Selection Policy, it has assessed the necessary conditions that directors must meet, including that they must be honourable, suitable individuals of recognised integrity, 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, special consideration has been given to the significant shareholding of the party proposing the appointment, Alantra EQMC Asset Management SGIIC, S.A., in its capacity as manager of certain funds which, collectively, hold 9.04% of the Company's share capital and which has also expressly requested that the representation of its stake be organised through its presence on the Board of Directors via a proprietary director. With regard to the candidate's qualifications and professional experience, his professional profile, set out below, demonstrates his extensive experience in the active management of small- and mid-cap European companies, as well as his previous experience as a director in various listed and unlisted companies in Europe and Latin America, including CIE Automotive.

Finally, regarding compliance with the provisions for the transposition of Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022, on a better gender balance among directors of listed companies and related measures, incorporated into Article 529 bis of the Companies Act by Organic Law 2/2024 of 1 August on equal representation and a balanced presence of women and men, the set of proposals to be put forward at this year's annual general meeting will ensure that the board of directors maintains a forty per cent representation of the under-represented gender.

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

In preparing this report, the Appointments and Remuneration Committee has assessed the competence, experience and merits of the proposed candidate, Mr Jacobo Llanza Figueroa, summarised in the professional profile set out below:

#### Education

Bachelor's degree in Economics and Business Administration from the University of Paris (Sorbonne, 1989).

#### Professional activities

He is currently *Executive Chairman* of Alantra Asset Management and CEO and Chairman of the Investment Committee at EQMC, a leading actively managed fund. Since 2002, he has been with the Alantra Group (formerly Nmás1), where he has held the positions of founding partner and CEO and has played an active role in building what is now a pan-European mid-market asset manager with a presence in *Private Equity, Active Funds, Private Debt, Infrastructure and Venture Capital*, with over €15 billion in assets under management.

He began his professional career in 1990 at Grupo Mercapital, where he focused on *private equity* and ECM. In 1992, he joined AB Asesores in Latin America with the aim of developing a platform for stockbroking, investment banking and ECM for the region. Following the sale of AB Asesores to Morgan Stanley in 1998, he remained with the firm for several months as *Managing Director of Equities & ECM* for Latin America. In 1999, he joined Dresdner Kleinwort Wasserstein as Managing Director and Head of Equities and ECM for Latin America and EMEA.

He has extensive experience in the active management of European small- and mid-cap companies and has served as a director on the boards of various listed and unlisted companies in Europe and Latin America, including CIE Automotive.

### **IV. Conclusion of the Appointments and Remuneration Committee**

The candidate has provided the Committee with sufficient information regarding his other activities and potential conflicts of interest, in accordance with the recommendations set out in the Technical Guide on Appointments and Remuneration Committees. Following due analysis, this Committee has concluded that the candidate is not subject to any conflict of interest, incompatibility or situation that could affect the performance of his duties as a director, without prejudice to the adoption of any procedures required by the fact that the candidate's proposer is a management company for collective investment undertakings.

As regards his classification, he qualifies as a proprietary director in accordance with the provisions of Article 529-12(3) of the Companies Act.

In light of the foregoing, and having regard to the needs of the Board of Directors of regarding its structure, size and composition, the requirements set out in the Director Selection Policy, and the legal requirements and recommendations on good governance, the Appointments and Remuneration Committee considers that Mr Jacobo Llanza Figueroa possesses the appropriate knowledge, skills and experience to fulfil the role of director on the Company's Board of Directors, and

has therefore unanimously agreed to recommend the appointment of Mr Jacobo Llanza Figueroa as a director of the Company for the statutory term of four years, with the status of an executive director, for submission to the General Meeting of Shareholders to be held on 24 or 25 June 2026, on first or second call.

15 April 2026.