

**PROPOSAL ISSUED BY THE APPOINTMENTS AND REMUNERATION  
COMMITTEE OF FAES FARMA, S.A. REGARDING THE RE-ELECTION OF  
Ms NURIA PASCUAL LAPEÑA**

## **I. Introduction**

Among the functions of this Appointments and Remuneration Committee, Articles 529 decies and 529 quidecies 3 c) of the Companies Act, Article 19(c) of the Regulations of the Board of Directors and Article 4(c) of the Regulations of the Appointments and Remuneration Committee, entrust it with submitting to the Board a proposal for the appointment or re-election of independent directors for submission to the General Meeting of Shareholders for a decision.

At the same time, Recommendation 14 of the Code of Good Governance for Listed Companies stipulates that the outcome of the preliminary 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 the appointment is to be put forward is convened. Technical Guide 1/2019 on Appointments and Remuneration Committees published by the Spanish National Securities Market Commission (the "**Technical Guide 1/2019**") is expressed in similar terms.

Consequently, this Appointments and Remuneration Committee has drawn up this Proposal regarding the re-election of Ms Nuria Pascual Lapeña as an independent director of Faes Farma, S.A. (the "Company").

## **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, in its composition, external or non-executive directors represent a majority over executive directors and that the number of independent directors represents 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 by the Company, which considers it appropriate to maintain it.

Finally, the Company's Director Selection Policy states that an appropriate balance should be sought on the Board of Directors, comprising individuals with different backgrounds, knowledge and experience, so as to encourage debate on matters within its remit, contributing diverse 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 matrix, 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 requirements 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 and, in particular, with regard to independent directors, the opinion of the other independent directors on their previous performance. In the case of this proposal, consideration has also been given to his performance as a member of the Audit and Compliance Committee following her appointment to this body in 2023, as well as her tenure as its chair for one year.

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 amongst 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, summarised in the professional profile set out below:

#### Education

- Master of Sciences in Economics, London School of Economics and Political Science (London).

- Postgraduate Programme (University of Zaragoza), with studies in International Economics and Quantitative and Econometric Analysis.
- Bachelor's Degree in Economics and Business Studies, University of Zaragoza.

#### Academic activities

- Faculty of Economics and Business Studies (Zaragoza) Assistant Lecturer in Microeconomics and Sales Forecasting.

#### Professional activities

Currently:

- Grifols, S.A. (Barcelona). Corporate Vice President – Treasury & Risk Management. Investor Relations and Sustainability Officer. Responsibilities included the design and implementation of financial management, treasury and risk management; the strategic definition of interactions with investors and capital markets; and financial and non-financial reporting, in particular the design and monitoring of the group's sustainability plan. Liaison with regulatory bodies (CNMV, SEC).

Previously:

- Deutsche Bank (Barcelona). Capital Markets. Setting up the Treasury desk. Advice and brokerage on financial products. Corporate Banking. Analysis of credit transactions and risk management. Financial analyst (sell-side) at DB Securities, Securities and Stock Exchange Company, Deutsche Bank Group (Madrid). Member of the International Investment Committee (Geneva) and the International Coordination Board (Frankfurt). Banco Santander de Negocios, Securities and Stock Exchange Company (Madrid). Financial (sell-side) and macroeconomic analyst.

#### Other activities

Seats on boards of directors

- Fiatc Seguros. Independent director. Member of the Appointments and Remuneration Committee.
- Vía Augusta S.A. (transport and logistics) and group of family-owned companies.
- CVA Logistics S.A. Joint venture with Carbuos Metálicos, S.A. (until 2021).
- Inverfiatc S.A., a listed investment company and subsidiary of the insurer Fiatc. Independent director and Vice-Chair of the Board. Audit Committee (until 2018).

In other organisations

- AERI Spanish Association for Investor Relations. Vice-Chair.
- ASSET Spanish Association of Corporate Financiers. Chair.

Within the Faes Farma Group.

- Independent director of Faes Farma S.A. since June 2022.
- Member of the Audit and Compliance Committee since January 2023 and Chair of this committee from June 2023 to June 2024.

**IV. Performance as a Director**

In accordance with the provisions of the recommendations in Technical Guide 1/2019, it should be emphasised that, during the years the candidate has served as a director of the Company, she has performed her duties in a wholly satisfactory manner, contributing her knowledge and experience, particularly in matters relating to risk management, financial reporting and sustainability, and investor and market relations, which are essential aspects of the Company's activities and its current strategic plan, thereby helping to create an appropriate balance on the Board with individuals from different backgrounds, with diverse knowledge and experience. This has been reflected in the assessment carried out by the Board as a whole regarding the functioning of the Audit and Compliance Committee, in which she participates and of which she served as chair for one year, as well as in the specific assessment of her performance carried out by the other independent directors.

Furthermore, she has devoted sufficient time to carrying out her duties as a director responsibly, both in preparing for meetings and attending them with full commitment, contributing to Board meetings and playing an active role in the Company's most significant decisions.

As for her personal qualities, her integrity, professional standing and knowledge of matters of great relevance to the supervisory duties of a board of directors—such as investor relations, capital markets and sustainability policy—are undoubtedly worthy of note.

It is anticipated that, having assessed the intensity of the candidate's other commitments, she will be able to continue to fulfil her role as a director with the same capacity.

**V. Conclusion of the Appointments and Remuneration Committee**

The candidate has provided the Committee with sufficient information regarding her other activities and potential conflicts of interest, in accordance with the recommendations set out in Technical Guide 1/2019, points 3 and 4. Following the analysis carried out, this Committee has concluded that the candidate is not involved in any conflict of interest, incompatibility or situation that could compromise her independence in performing the duties of a director, having analysed, in the assessment of such independence, possible situations beyond those provided for in Article 529-duodecies of the Companies Act.

With regard to her eligibility, it is proposed that she be re-elected as an

independent director, as she meets the requirements set out in Article 529-12.4 of the Spanish Companies Act.

In view of the foregoing, and taking into account the Board of Directors' requirements regarding structure, size and composition, the criteria set out in the Director Selection Policy, and the legal requirements and recommendations on good governance, the Appointments and Remuneration Committee unanimously considers that Ms Nuria Pascual Lapeña possesses the appropriate knowledge, skills and experience to perform the duties of a director on the Company's Board of Directors, as well as meeting the suitability requirements applicable to such a position, and has therefore agreed to submit the proposal for the re-election of Ms Nuria Pascual Lapeña as an independent director of the Company for the statutory term of four years for approval by the General Meeting of Shareholders to be held on 24 or 25 June 2026, on first or second call.

15 April 2026.