

## GRIFOLS, S.A.

### ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors has resolved to call the shareholders of Grifols, S.A. (the “**Company**”) to the Ordinary General Meeting that will be held on first call at Hotel Rey Juan Carlos I, Avda. Diagonal, 661-671, 08028 Barcelona, at 12:00 a.m. CET, on June 21, 2010, and at the same place and time, on June 22, 2010, on second call, with the following:

#### Agenda

- First:** Review and approval, as the case may be, of the individual annual accounts and management report as well as the proposal of allocation of results relating to fiscal year ended December 31, 2009
- Second:** Review and approval, as the case may be, of the consolidated annual accounts and management report relating to the fiscal year ended December 31, 2009
- Third:** Review and approval, as the case may be, of the performance of the Board of Directors throughout fiscal year ended December 31, 2009
- Fourth:** Re-election of auditors for the individual annual accounts
- Fifth:** Re-election of auditors for the consolidated annual accounts
- Sixth:** Re-election of Board Members
- Seventh:** Approval of Board Members' remuneration
- Eighth:** Authorisation for the derivative acquisition of treasury stock, revoking and invalidating the preceding authorisation agreed by the General Meeting on May 15, 2009
- Ninth:** Granting of powers of attorney to execute and formalise the resolutions passed by the Meeting

#### Right to information

From the date hereof, the shareholders have the right to examine at the registered office of the Company (calle Jesús y María, 6, 08022 Barcelona), through the corporate website ([www.grifols.com](http://www.grifols.com)), and to obtain or request the immediate delivery of the following documents free of charge:

- (i) Proposals of the resolutions to be submitted to the General Shareholders' Meeting;

- (ii) The individual and consolidated annual accounts of the Company relating to the fiscal year ended on December 31, 2009, together with the corresponding management reports (with the explanatory report of article 116.bis of the Securities Market Act) and the auditor's report; and
- (iii) The annual corporate governance report relating to the fiscal year ended on December 31, 2009.

Additionally, pursuant to the provisions of article 112 of the Spanish Corporations Act (*Ley de Sociedades Anónimas*) and article 9 of the Regulations of the General Shareholders' Meeting, from the date of publication of the call of the General Shareholders' Meeting and up to the seventh day prior to the date scheduled for the General Meeting, the shareholders may request from the Board of Directors the information and clarifications that they deem necessary, or formulate in writing any questions they deem pertinent regarding the items included on the Agenda. Furthermore, with the same advance notice and form, the shareholders may request any information or clarification or formulate in writing any questions on the public information that has been provided by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last General Meeting (May 15, 2009).

### **Right to attend**

All shareholders may attend the General Shareholders' Meeting, provided they have the shares registered in their name in the corresponding registry of books entries five days prior to the day on which the General Shareholders' Meeting is to be held.

To exercise the right of attendance, the shareholders must have the corresponding attendance card issued by the entities responsible for the registry of books entries.

Every shareholder having the right to attend may be represented at the General Shareholders' Meeting by proxy through another person, even though such person is not a shareholder. Representation shall be conferred, specifically for this General Shareholders' Meeting, in writing or via remote electronic means as set forth below.

### **Voting and distance delegation**

The shareholders may cast their vote regarding the proposals included on the agenda by the following remote means of communication:

- (a) by postal correspondence, or by sending the attendance card, duly signed, indicating the direction of their vote, at the following address: Grifols, S.A. (ref.: General Shareholders' Meeting), calle Jesús y María, 6, 08022, Barcelona, Spain; and
- (b) by electronic communication through the corporate web ([www.grifols.com](http://www.grifols.com)), provided that the electronic document through which the vote is rendered includes a recognized electronic signature, pursuant to the Electronic Signature Act (*Ley de Firma Electrónica*), or as deemed to be valid by the Board of Directors.

Likewise, the shareholders may confer their representation, specifically for this General Shareholders' Meeting, by the following remote means of communication:

- (a) by postal correspondence, or by sending the proxy section of the attendance card, duly signed, indicating the name and the Identification Card number of the person they are representing to the following address: Grifols, S.A. (ref.: General Shareholders' Meeting), calle Jesús y María, 6, 08022, Barcelona, Spain; and
- (b) by electronic communication through the corporate web ([www.grifols.com](http://www.grifols.com)), provided that the electronic document through which the vote is rendered includes a recognized electronic signature, pursuant to the Electronic Signature Act (*Ley de Firma Electrónica*), or as deemed to be valid by the Board of Directors.

In order to be valid, votes and distance delegation must be received by the Company at least five (5) days prior to the date set for the General Shareholders' Meeting.

The Company reserves the right to amend, suspend, cancel or restrict the electronic voting and proxy mechanisms for technical or security reasons. The Company further reserves the right to request additional identification from shareholders as and when it may so deem convenient to guarantee the identity of those concerned, the authenticity of the vote or proxy and, in general, the legal certainty of the General Shareholders' Meeting.

The Company will not be responsible for any damages caused to shareholders due to unavailability or failure in the effective functioning of its web site and the services and contents provided through such site resulting from any faults, overload, fallen lines, connection faults or whatsoever other similar incidents beyond the Company's control, which prevent use of the electronic voting and proxy mechanisms.

The electronic mechanisms for voting and delegation will be operative through electronic means as of June 7, 2010, at 00:00:01 a.m. CET and up to June 15, 2010, at 23:59:59 p.m. CET.

### **Participation of Public Notary**

Pursuant to article 114 of the Spanish Corporations Act (*Ley de Sociedades Anónimas*), the Board of Directors has agreed to request the presence of a Notary Public to draw up the minutes of the General Shareholders' Meeting.

### **Personal data**

The personal data sent by the shareholders in order to exercise their rights to information or their rights to attend and vote, whether personally or by proxy, shall be dealt by the Company with the sole purpose of managing the development and compliance with the aforementioned rights, being the shareholders entitled to exercise, if required by law, their rights of access, correction, cancellation and challenge of the data collected provided for in the current legislation on personal data protection.

### **Holding of the General Shareholders' Meeting**

The shareholders are informed that the Meeting is scheduled to be held on first call on June 21, 2010, at 12:00 a.m. CET, at the place first written above.

Barcelona, May 13, 2010  
The Secretary to the Board of Directors  
Raimon Grifols Roura