

THIS DOCUMENT CONSTITUTES A TRANSLATION INTO ENGLISH OF THE OFFICIAL SPANISH VERSION. IN CASE OF DISCREPANCIES, THE OFFICIAL SPANISH VERSION SHALL PREVAIL.

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 Shareholders' Meeting that will be held **exclusively by telematic means**, on first call, at 12:00 a.m. CET on October 8, 2020, and at the same time, on October 9, 2020, 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 for allocation of results relating to the fiscal year ended December 31, 2019, and approval of a preferred dividend corresponding to Class B shares.
- 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, 2019.
- Third.** Review and approval, as the case may be, of the consolidated non-financial information statement included in the consolidated management report relating to the fiscal year ended December 31, 2019.
- Fourth.** Review and approval, as the case may be, of the performance of the Board of Directors throughout the fiscal year ended December 31, 2019.
- Fifth.** Re-election of auditors of the individual annual accounts.
- Sixth.** Re-election of auditors of the consolidated annual accounts.
- Seventh.** Resignation, dismissal, re-election and/or appointment, as the case may be, of directors. Modification, if applicable, of the number of members of the Board of Directors:
- 7.1.- Information on the non-re-election of Mr. Luis Isasi Fernández de Bobadilla as member of the Board of Directors due to expiration of his term.
 - 7.2.- Appointment of Mr. James Costos as member of the Board of Directors.
 - 7.3.- Re-election of Mr. Victor Grifols Deu as a member of the Board of Directors.
 - 7.4.- Re-election of Mr. Thomas Glanzmann as a member of the Board of Directors.
 - 7.5.- Re-election of Mr. Steven F. Mayer as a member of the Board of Directors.

GRIFOLS

- Eighth.** Amendment of article 16 of the Articles of Association, relating to the right to attend, proxy granting and representation at the General Shareholders' Meeting.
- Ninth.** Amendment of the Regulations of the General Shareholders' Meeting with the inclusion of a new article 11.bis, relating to the attendance to the General Shareholders' Meeting by telematic means.
- Tenth.** Consultative vote on the Annual Remuneration Report.
- Eleventh.** Approval of the director remuneration policy of the Company.
- Twelfth.** Authorization for the derivative acquisition of treasury stock, revoking and leaving without effect the authorization agreed by the Ordinary General Shareholders' Meeting of May 29, 2015.
- Thirteenth.** Renewal of the delegation to the Board of Directors, with full power of substitution in any of its members, of the authority to apply for the listing of the Company's ordinary Class A shares on the NASDAQ. Revocation of the previous delegation of authorities passed by the Ordinary General Shareholders' Meeting of May 26, 2017.
- Fourteenth.** Granting of authorities to formalize and execute the resolutions passed by the General Shareholders' Meeting.

It is stated that, pursuant to the provisions of the Company's Articles of Association, only the shareholders who hold Class A shares will have the right to vote on the items included in the agenda.

Holding of the General Shareholders' Meeting exclusively by telematic means

Due to the health alert situation generated by the COVID-19 pandemic and according to the provisions of Royal Decree-Law 8/2020, of 17 March, on urgent extraordinary measures to address the economic and social impact of COVID-19, and its later amendments; in order to guarantee the health and well-being of the shareholders, directors, suppliers and other people involved in the preparation and holding of the General Shareholders' Meeting and to guarantee the exercise of the rights and the equal treatment of shareholders, it is noted that the General Shareholders' Meeting will be held exclusively by telematic means, without the physical attendance of the shareholders or their proxy representatives, by remote and online retransmission through the Company's corporate web page (www.grifols.com) and in accordance with the rules of participation established in this notice.

Supplement to the call and filing of new resolution proposals

Pursuant to the provisions of article 519 of the Capital Companies Act (*Ley de Sociedades de Capital*), shareholders representing at least three percent of the Company's share capital may request the publication of a supplement to this call, including one or more items on the agenda, and filing well-founded resolution proposals on matters already included or that should be included on the agenda, provided that the new items are duly justified or accompanied, as appropriate, by a substantiated resolution proposal. This right may be exercised by means of a verifiable notice that must be received at the registered office of the Company, within five days following the publication of this notice of call or, as the case may be, of the supplement to the call. Such notice must provide evidence of the identity of the shareholders exercising such right

GRIFOLS

and the number of shares they currently hold, as well as the items that, as the case may be, should be included on the agenda, and must be accompanied by all relevant documents.

Right to information

As from the date hereof, any shareholder will have the right to examine at the registered office of the Company (calle Jesús y María, 6, 08022 Barcelona), to look up on the corporate web page (www.grifols.com), and to obtain on request the immediate delivery of the following documents, free of charge:

- (i) Proposed resolutions corresponding to each of the items included on the agenda of the General Shareholders' Meeting;
- (ii) The Company's individual and consolidated annual accounts for the fiscal year ended on December 31, 2019, together with the corresponding management and audit reports (the consolidated management report includes the consolidated non-financial information statement with the corresponding verification report);
- (iii) The annual corporate governance report for the fiscal year ended on December 31, 2019;
- (iv) The annual report on the Board Members' remuneration;
- (v) Professional profiles and biographies of the directors whose appointment and re-election are proposed to the General Shareholders' Meeting;
- (vi) The relevant reports issued by the Appointments and Remuneration Committee and the Board of Directors concerning the proposals for the appointment and re-election of directors referred to in the seventh item of the agenda;
- (vii) Complete text of the amendment of the Company's Articles of Association and the relevant Board of Directors' report justifying such proposal referred to in the eighth item of the agenda;
- (viii) Complete text of the amendment to the Regulations of the General Shareholders' Meeting and the relevant Board of Directors' report justifying such proposal referred to in the ninth item of the agenda;
- (ix) The proposal of the directors' remuneration policy of the Company referred to in the eleventh item of the agenda and the relevant report issued by the Appointments and Remuneration Committee regarding such policy; and
- (x) Total number of shares and voting rights on the date on which the General Shareholders' Meeting is called.

Furthermore, the following reports will be published on the Company's corporate web page:

- (i) Reports on the functioning of the Audit Committee and the Appointments and Remuneration Committee corresponding to year 2019;
- (ii) Report on the related-party transactions corresponding to year 2019 issued by the Audit Committee; and
- (iii) Report on the independence of the Company's external auditors corresponding to year 2019 issued by the Audit Committee.

GRIFOLS

Additionally, pursuant to the provisions of articles 197, 272 and 520 of the Capital Companies Act (*Ley de Sociedades de Capital*), article 39 of the Regulations of the Board of Directors and article 9 of the Regulations of the General Shareholders' Meeting, the shareholders may request in writing that the Board of Directors, from the date of the publication of the notice of the call until the fifth day before the date when the General Shareholders' Meeting is to be held, provide any information and clarifications that they may deem necessary, or raise any questions that they deem pertinent regarding the items included in the agenda. Furthermore, shareholders may request, within the same deadline and in the same form, any information or clarifications or raise any questions concerning the information accessible to the general public that has been provided by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last General Shareholders' Meeting (May 24, 2019) and concerning the auditor's report.

Shareholders' Electronic Forum

Pursuant to the provisions of article 539 of the Capital Companies Act (*Ley de Sociedades de Capital*), on occasion of the call of the General Shareholders' Meeting and until 8:30 a.m. CET of the same day it is held on first call, the Company has enabled the Shareholders' Electronic Forum on the Company's corporate web page (www.grifols.com). The operating rules and the form that the shareholders must fill in in order to participate in said Forum are available on the Company's corporate web page.

Right to attend

All shareholders will have the right to attend the General Shareholders' Meeting of the Company, provided that their shares are registered under their name in the corresponding accounting registry at least five days prior to the day on which the General Shareholders' Meeting is to be held.

In order to exercise the right to attend, the shareholder must have the relevant attendance card issued for such purposes by the entities responsible for the accounting registry.

Any shareholder having the right to attend may be represented by another person, even if such person is not a shareholder. The representation shall be conferred on a special basis for this specific General Shareholders' Meeting, in writing or via any distance means of communication as set forth below.

The General Shareholders' Meeting will be held exclusively by telematic means and therefore without the physical attendance of the shareholders and their proxy representatives.

Vote and distance voting

Shareholders may cast their vote regarding the proposals included on the agenda through the following distance means of communication:

- (a) by means of postal correspondence, by sending the attendance, delegation and distance voting card, duly signed and with an indication of the direction of their vote, to the following address: Grifols, S.A. (re: General Shareholders' Meeting), calle Jesús y María, 6, 08022, Barcelona, Spain; and

GRIFOLS

- (b) by means of electronic communication, through the Company's corporate web page (www.grifols.com), provided that the security of the electronic communication is ensured, and the electronic document through which the vote is casted includes a recognized electronic signature, pursuant to the provisions of the Electronic Signature Act (*Ley de Firma Electrónica*), or is considered valid by the Board of Directors as it fulfils the adequate guarantees on authenticity and identity of the voting shareholder.

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

- (a) by means of postal correspondence, by sending the relevant attendance card duly signed, including name and identity card of the shareholder being represented, to the following address: Grifols, S.A. (re: General Shareholders' Meeting), calle Jesús y María, 6, 08022, Barcelona, Spain; and
- (b) by means of electronic communication, through the Company's corporate web page (www.grifols.com), provided that the security of electronic communications is ensured and that the electronic document through which the representation is formalized includes a recognized electronic signature, pursuant to the provisions of the Electronic Signature Act (*Ley de Firma Electrónica*), or is considered valid by the Board of Directors as it fulfils the guarantees on authenticity and identity of the voting shareholder conferring their representation.

The shareholders who confer their representation by means of distance communication must notify the appointed proxy representative of the representation conferred. When the representation is conferred to a Board Member and/or the Secretary and/or the Vice Secretary of the Company, such communication will be deemed to be made upon receipt by the Company of the distance delegation. Distance delegations must be accepted by the proxy, not being able to join otherwise.

In order to be valid, both the vote and the distance delegation must be received by the Company at least before midnight (24:00) on the day prior to the date that the General Shareholders' Meeting is scheduled at its first call or second call, whichever is applicable.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for electronic voting and delegation for technical or security reasons. The Company further reserves the right to request such additional identification from the shareholders as may be deemed convenient in order to ensure the identity of those attending the meeting, the authenticity of the vote or the delegation and, in general, the legal certainty of the General Shareholders' Meeting being held.

The Company will not be liable for damages that may be caused to shareholders due to the lack of availability and effective operation of its corporate web page and of the services or contents provided through such web page as a result of any failure, overload, line failure, connection fault or similar events not attributable to the Company that may impede the use of the electronic voting or delegation systems.

Computer applications for casting the vote and the delegation through electronic means will be operative from the day the call is published at 00:00:01 hours CET until October 8, 2020 at 23:59:59 hours CET.

GRIFOLS

Attendance to the General Shareholders' Meeting exclusively by telematic means

Notwithstanding the provisions set forth above and in accordance with article 41.1c) of Royal Decree-Law 8/2020, of 17 March, on urgent extraordinary measures to address the economic and social impact of COVID-19, the shareholders and their proxy representatives who wish to attend the General Shareholders' Meeting must do so exclusively by telematic means.

1. Registration, accreditation and attendance:

In order to enable the proper management of the online attendance systems, the shareholder or proxy representative attending the General Shareholders' Meeting by telematic means must:

- (a) Register on the Online Attendance Platform enabled to such effect on the Company's corporate web page (www.grifols.com), providing proof of identity (and, where applicable, their representation) from October 5, 2020 at 00:00:01 hours CET until October 7, 2020 at 23:59:59 hours CET through any of the following means: (i) Electronic National Identity Card; (ii) a recognized, valid user electronic certificate in force, in accordance with Law on Electronic Signature, and issued by the Spanish Public Certification Authority (CERES) that answers to the Spanish National Mint (*Fábrica Nacional de Moneda y Timbre*); or (iii) by attaching a photocopy of his/her National Identity Card or a similar document providing his/her identity (passport or NIE) in pdf format. In this latter case, once the proof of identity has been approved by the Company, the duly registered shareholder or proxy representative will receive a username and a password to access to the General Shareholders' Meeting by telematic means.

At the time of registration it is essential to provide proof of the status of shareholder, and, if appropriate, proxy representative, by attaching to the corresponding form a pdf copy of the duly signed attendance card issued by the participating entity of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores* (Iberclear) where the shareholder's shares are deposited.

The shareholder that is a legal entity shall also attach to the corresponding form a pdf copy of the documents that prove the representative authorities of the natural person that represents it. In addition, the shareholder's proxy representative shall attach a copy of the document in which the representation is granted.

Any registration made outside the deadlines indicated above or which does not comply with the accreditation requirements referred to in this section (a) will not be accepted.

The Company reserves the right to request from the shareholders and/or its proxy representatives any additional proofs of identification it considers necessary to verify their status as shareholders or the sufficiency of the powers of representation granted.

- (b) Once the shareholder or its proxy representative is duly registered in accordance with section (a) above, he/she shall connect as an attendee by accessing the Online Attendance Platform enabled to such effect on the Company's corporate web page (www.grifols.com), on October 8, 2020 between 10:00 and 12:00 hours CET, using the means indicated in the first paragraph of section (a) above. Once the Meeting has begun, only the shareholders and proxy representatives who have logged on the date and within the times indicated above will be able to vote and/or participate.

GRIFOLS

If the General Shareholders' Meeting cannot be held on October 8 at first call due to lack of quorum, as it is expected, those shareholders or proxy representatives who have accessed the Online Attendance Platform at the first call must do so again on October 9 on the second call, within the same time period, in order to be recorded as attending the General Shareholders' Meeting and using the means indicated in the first paragraph of section (a) above.

2. Exercise of the rights of intervention, information and proposal:

The shareholders or their proxy representatives who, in exercise of their rights, participate at the Meeting by telematic means and, if necessary, request information or clarifications regarding the items included on the agenda, the information accessible to the general public that has been provided by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last General Shareholders' Meeting or the auditor's report, or make proposals as permitted by law, must submit their requests or proposals in writing by sending an electronic communication with their intervention (or attaching their written intervention) through the Online Attendance Platform enabled on the Company's web page. Only one written communication per registered attendee will be accepted. These rights may be exercised from the moment the shareholder or their proxy representatives are connected to the Meeting via telematic means and until the moment the Meeting is declared as validly constituted.

The attendee to the Meeting by telematic means who wishes to have its interventions expressly included in the minutes of the General Shareholder' Meeting must state this clearly and expressly within their written communication.

The interventions of the attendees to the Meeting by telematic means can be verbally answered during the Meeting or in writing within seven days thereafter, all in accordance with the provisions of the Capital Companies Act (*Ley de Sociedades de Capital*).

3. Voting:

Votes may be cast by telematic means on the proposals relating to the items included on the agenda using the form available on the Online Attendance Platform enabled for this purpose on the Company's web page (www.grifols.com) from the time of their connection as attendees via telematic means on the date of the General Shareholders' Meeting indicated in section 1.(b) above, until the reading of the proposed resolutions is started in the premises where the General Shareholders' Meeting is held.

With regard to the proposed resolutions on those matters not included on the agenda that have been presented in the legally admissible cases, those attending by telematic means may cast their vote through the form available on the Online Attendance Platform enabled for this purpose on the web page www.grifols.com from the moment these proposals are read out for voting and until the moment the voting process is concluded during the Meeting.

The rules on the computation of votes set out in the Articles of Association and in the Regulations of the General Shareholders' Meeting shall apply to the voting by telematic means.

4. Other issues:

The shareholders or their proxy representatives who attend the General Shareholders' Meeting by telematic means and who wish to expressly state that they are abandoning the Meeting so that their vote will not be counted, must do so by sending an electronic communication through the

GRIFOLS

available link enabled for this purpose on the Online Attendance Platform on the Company's web page (www.grifols.com). Once such express desire to abandon the meeting has been communicated, all subsequent actions made by telematic means will be deemed as not having been carried out.

The attendance by telematic means of the shareholder or his/her proxy representative will render void any vote or delegation previously made by any other procedure established by the Company.

It is the exclusively responsibility of the shareholder or his/her proxy representative to maintain the passwords or any identification means required to access and use the Online Attendance Platform. In the case of a legal entity, it must notify any modification or revocation of the powers held by its representative and, therefore, the Company declines any responsibility until such notification takes place.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for the attendance to the General Shareholders' Meeting by telematic means when technical or security reasons so require or impose it. The Company will not be liable for damages that may be caused to shareholders as a result of any failure, overload, line failure, connection fault or similar events not attributable to Grifols that may impede the use of the attendance systems to the General Shareholders' Meeting. Therefore, such circumstances will not constitute an illegitimate deprivation of the shareholders' rights.

Should any of the circumstances envisaged in this section occur, the shareholders will be informed of this as soon as possible through the Company's web page.

The rules for attendance at the General Shareholders' Meeting by telematic means adopted by the Board of Directors are available for the shareholders consultation on the Company's web page at www.grifols.com.

Participation of a Notary at the Meeting

The Board of Directors has resolved to request the presence of a Notary in order to draw up the minutes of the General Shareholders' Meeting, pursuant to the provisions of article 203 of the Capital Companies Act (*Ley de Sociedades de Capital*).

Personal Data

According to the applicable data protection laws, the shareholders and, if applicable, their proxy representatives, are hereby informed that any personal data provided by them to the Company for the purposes of exercising their rights of information, participation, attendance, representation and vote in the telematic General Shareholders' Meeting, or the personal data provided for such purposes both by banking entities or securities brokerages and dealers at which such shareholders have placed their shares in custody and the entity legally qualified to record book entries (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. – Iberclear*) shall be processed by the Company, as data controller, with the aim to manage the development, compliance and control of the existing shareholding structure, as well as the call, holding, attendance and development of the General Shareholders' Meeting.

Banking entities, securities brokerages and dealers, and Iberclear may provide the Company with the list of shareholders containing the following personal data: first and last name, personal identification or passport number and address. Furthermore, the shareholders represented at the

GRIFOLS

General Shareholders' Meeting may provide the Company with the first and last name, personal identification and passport number of their proxy representatives, unless the designated proxy representatives are the Directors, the Secretary and/or Vice Secretary of the Company. The submission of personal data to the Company will strictly comply with the relevant applicable laws.

The legal basis for the processing of personal data described here above is the appropriate execution of the relationship with shareholders. The personal data shall be kept for as long as it will be necessary for the Company to comply with its legal duties, or for as long as liabilities may arise from the relationship with the shareholder. Shareholders' personal data and, as the case may be, of their proxy representatives, will not be communicated to third parties different than the service providers that manage the Shareholders' Meeting unless it is required to comply with a legal mandate.

The shareholders or, if applicable, their proxy representatives, may with respect to their own data and in the terms set forth in the law:

- (a) Access them at the Company's files (right to access),
- (b) Request their amendment when they are inaccurate (right to rectification),
- (c) Request that they are not processed (right to object),
- (d) Request their erasure (right to erasure),
- (e) Request the restriction of processing when accuracy of the personal data is contested by the data subject and this is being verified, the processing is unlawful and the data subject opposes the erasure of the personal data, and the Company no longer needs the personal data for the purposes of the processing, but they are required by the data subject for the establishment, exercise or defence of legal claims (right to restriction of processing), and
- (f) Receive in electronic format the personal data directly provided to the Company and transmit these to third parties (right to data portability).

In order to exercise said rights shareholders and, if applicable, the proxy representatives must send their request together with a copy of their identity card, passport or other legal document that proves their identity to proteccion.datos@grifols.com indicating as reference "General Shareholders' Meeting". In any case, the shareholders and, if applicable, the proxy representatives may exercise their reclamation right before the Spanish Data Protection Agency (www.aepd.es) or any other data protection authority.

The development of the Shareholders' Meeting will be subject to online retransmission for the shareholders or their proxy representatives and audio-visual recording to document the act.

For any matter related to the processing of the personal data you may contact the Company's data protection officer at dpo@grifols.com.

Expected date of the General Shareholders' Meeting

THE SHAREHOLDERS ARE INFORMED THAT THE GENERAL SHAREHOLDERS' MEETING WILL FORESEEABLY BE HELD ON SECOND CALL ON OCTOBER 9, 2020 AT 12:00 HOURS CET, EXCLUSIVELY BY TELEMATIC MEANS.

GRIFOLS

Attendance cards

The shareholders are reminded that in order to exercise their right of attendance to the General Shareholders' Meeting they must have the relevant attendance card issued for such purposes by the entities responsible for the accounting registry. These attendance cards will have to detail, as applicable, the number of shares of each class (Class A or Class B shares) held by the shareholders. The entities in charge of the accounting registries may also issue to the shareholders two separate cards, that is, one for Class A shares and another for Class B shares held by each shareholder, as the case may be.

Barcelona, September 4, 2020
The Secretary to the Board of Directors
Ms. Núria Martín Barnés