



Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish version prevails.

**ANNUAL CORPORATE GOVERNANCE REPORT
OF LISTED PUBLIC LIMITED COMPANIES**

ISSUER IDENTIFICATION DETAILS

YEAR END-DATE

31/12/2021

TAX ID (CIF)

A-58389123

Company name:

GRIFOLS, S.A.

Registered office:

CALLE JESÚS Y MARÍA, 6, BARCELONA

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A OWNERSHIP STRUCTURE

A1 Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

Indicate whether company bylaws contain the provision of double loyalty voting:

No

Yes

Date of the last modification of the share capital	Share capital (€)	Number of shares	Number of voting rights
04/01/2016	119,603,705.00	687,554,908	426,129,798

Indicate whether there are different classes of shares with different associated rights:

Yes

No

Class	Number of shares	Par value	Number of voting rights	Rights and obligations conferred
Class A	426,129,798	0.25	426,129,798	Ordinary shares
Class B	261,425,110	0.05		Separate voting right at the general shareholders' meeting; Preferred dividend; Right of redemption; Preferential liquidation right

A2 List the company's significant direct and indirect shareholders at year end, including directors with a significant shareholding:

Name or company name of shareholder	% of voting rights attached to the shares		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
CAPITAL RESEARCH AND	0.00	4.98	0.00	0.00	4.98

MANAGEMENT COMPANY					
BLACKROCK, INC.	0.00	3.01	0.00	0.52	3.53
FIDELITY INTERNATIONAL LIMITED	0.00	0.75	0.00	0.96	1.71
MS. NÚRIA ROURA CARRERAS	0.00	6.15	0.00	0.00	6.15
THORTHOL HOLDINGS, B.V.	7.09	0.00	0.00	0.00	7.09
SCRANTON ENTERPRISES, B.V.	8.13	0.00	0.00	0.00	8.13
DERIA, S.A.	9.20	0.00	0.00	0.00	9.20

Breakdown of the indirect holding:

Name or company name of the indirect owner	Name or company name of the direct owner	% of voting rights attached to the shares	% of voting rights through financial instruments	% of total voting rights
CAPITAL RESEARCH AND MANAGEMENT COMPANY	CAPITAL RESEARCH AND MANAGEMENT COMPANY	4.98	0.00	4.98
BLACKROCK, INC.	BLACKROCK, INC.	3.01	0.52	3.53
FIDELITY INTERNATIONAL LIMITED	FIL INVESTMENTS INTERNATIONAL	0.43	0.96	1.39
FIDELITY INTERNATIONAL LIMITED	FIL GESTION	0.16	0.00	0.16
FIDELITY INTERNATIONAL LIMITED	FIL INVESTMENTS ADVISORS	0.01	0.00	0.01
FIDELITY INTERNATIONAL LIMITED	FIDELITY INVESTMENTS CANADA ULC	0.15	0.00	0.15
MS. NÚRIA ROURA CARRERAS	RODELLAR AMSTERDAM HOLDINGS B.V.	6.15	0.00	6.15

Indicate the most significant changes in the shareholder structure during the year:

Most significant movements
On 19 January 2021, Europacific Growth Fund's stake in the company's share capital exceeded the legal limit of 3%.
On 19 January 2021, Capital Research and Management Company's stake in the company's share capital increased from 3.775% to 5.076%.

On 15 March 2021, Blackrock Inc.'s stake in the company's share capital decreased from 4.469% to 3.356%.

On 14 May 2021, Fidelity International Limited's stake in the company's share capital increased from 2.150% to 2.192%.

On 17 May 2021, Fidelity International Limited's stake in the company's share capital decreased from 2.192% to 1.998%.

On 19 May 2021, Blackrock Inc.'s stake in the company's share capital increased from 3.356% to 3.391%.

On 1 June 2021, Blackrock Inc.'s stake in the company's share capital increased from 3.391% to 3.399%.

On 10 August 2021, Blackrock Inc.'s stake in the company's share capital decreased from 3.399% to 3.519%.

On 11 August 2021, Blackrock Inc.'s stake in the company's share capital increased from 3.519% to 3.521%.

On 13 August 2021, Blackrock Inc.'s stake in the company's share capital increased from 3.521% to 3.537%.

On 19 August 2021, Blackrock Inc.'s stake in the company's share capital increased from 3.537% to 3.560%.

On 27 August 2021, Blackrock Inc.'s stake in the company's share capital increased from 3.560% to 3.563%.

On 30 August 2021, Blackrock Inc's direct and indirect stake in the company's share capital was modified, but they kept their percentage in the company's share capital at 3.563%.

On 16 September 2021, Fidelity International Limited's stake in the company's share capital decreased from 1.998% to 1.811%.

On 17 September 2021, Deria, S.A.'s stake in the company's share capital increased from 9.161% to 9.195%.

On 23 September 2021, Blackrock Inc.'s stake in the company's share capital decreased from 3.563% to 3.493%.

On 24 September 2021, Fidelity International Limited's stake in the company's share capital increased from 1.811% to 1.813%.

On 12 October 2021, Blackrock Inc.'s stake in the company's share capital increased from 3.493% to 3.500%.

On 2 November 2021, Blackrock Inc.'s stake in the company's share capital increased from 3.500% to 3.531%.

On 3 November 2021, Blackrock Inc.'s stake in the company's share capital decreased from 3.531% to 3.529%.

On 4 November 2021, Blackrock Inc.'s stake in the company's share capital decreased from 3.529% to 3.528%.

On 5 November 2021, Europacific Growth Fund's stake in the company's share capital decreased from 3.076% to 2.689%.

On 9 November 2021, Capital Research and Management Company's stake in the company's share capital decreased from 5.055% to 4.975%.

On 8 December 2021, Fidelity International Limited's stake in the company's share capital decreased from 1.813% to 1.715%.

A3 Give details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A2 above:

Name or company name of the director	% voting rights attributed to shares	% of voting rights through financial instruments	% of total voting rights	% of voting rights that <u>may be transferred</u> through financial instruments
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	Direct	Indirect	Direct	Indirect		Direct	Indirect
MS. MARLA ELIZABETH SALMON	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR. RAIMON GRIFOLS ROURA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR. TOMÁS DAGÁ GELABERT	0.04	0.01	0.00	0.00	0.05	0.00	0.00
MS. ENRIQUETA FELIP FONT	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR. STEVEN MAYER	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR. VICTOR GRIFOLS DEU	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR. VICTOR GRIFOLS ROURA	0.00	0.19	0.00	0.00	0.19	0.00	0.00
MS. CARINA SZPILKA LÁZARO	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR. ÍÑIGO SÁNCHEZ-ASIÁIN MARDONES	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS. BELÉN VILLALONGA MORENÉS	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR. THOMAS GLANZMANN	0.01	0.03	0.00	0.00	0.04	0.00	0.00
MR. JAMES COSTOS	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Total percentage of voting rights held by the Board of Directors	0.28
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Breakdown of the indirect holding:

Name or company name of the director	Name or company name of the direct owner	% voting rights attributed to shares	% of voting rights through financial instruments	% of total voting rights	% of voting rights that may be transferred through financial instruments
MR. TOMÁS DAGÁ GELABERT	PRISMIBERICA, S.A	0.01	0.00	0.01	0.00
MR. VICTOR GRIFOLS ROURA	PADOLÇ, S.L.	0.19	0.00	0.19	0.00
MR. THOMAS GLANZMANN	GLANZMANN ENTERPRISES AG	0.01	0.00	0.01	0.00

MR. THOMAS GLANZMANN	OPULENTIA HOLDINGS LTD.	0.02	0.00	0.02	0.00
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List the total percentage of voting rights represented on the board:

Total percentage of voting rights held by the Board of Directors	9.48
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Observations
Deria, S.A., represented on the Company's board of directors by Mr. Victor Grifols Roura, holds 9.195% of the total voting rights of the Company.

- A.4 If applicable, indicate any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, with the exception of those reported in section A.6:

Name or company name of related party	Nature of relationship	Brief description
MS. NÚRIA ROURA CARRERAS, DERIA, S.A.	Family	Mother of a shareholder of Deria, S.A.

- A5 If applicable, indicate any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or its group, unless they are insignificant or arise in the ordinary course of business:

Name or company name of related party	Nature of relationship	Brief description
N/A		

- A.6 Unless insignificant for both parties, describe the relationships that exist between significant shareholders, shareholders represented on the Board and directors or their representatives in the case of directors that are legal persons.

Explain, if applicable, how the significant shareholders are represented. Specifically, indicate those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders, or who are linked to significant shareholders and/or companies in their group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of any directors of the listed company, or their representatives, who are in turn members or representatives of members of the Board of Directors of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders.

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post

MR. RAIMON GRIFOLS ROURA	MS. NURIA ROCA CARRERA	N/A	Ms. Núria Roura Carreras is Mr. Raimon Grifols Roura's mother.
MR. RAIMON GRIFOLS ROURA	SCRANTON ENTERPRISES, B.V.	N/A	Mr. Raimon Grifols Roura is a noncontrolling shareholder of Scranton Enterprises, B.V. (pursuant to the Spanish Securities Market Law).
MR. RAIMON GRIFOLS ROURA	DERIA, S.A.	N/A	Mr. Raimon Grifols Roura is a noncontrolling shareholder of Deria, S.A. (pursuant to the Spanish Securities Market Law).
MR. TOMÁS DAGÁ GELABERT	SCRANTON ENTERPRISES, B.V.	N/A	Mr. Tomás Dagá Gelabert is a noncontrolling shareholder of Scranton Enterprises, B.V. (pursuant to the Spanish Securities Market Law).
MR. VICTOR GRIFOLS DEU	MS. NÚRIA ROURA CARRERAS	N/A	Mr. Victor Grifols Deu is Ms. Núria Roura Carreras' grandson.
MR. VICTOR GRIFOLS ROURA	MS. NÚRIA ROURA CARRERAS	N/A	Ms. Núria Roura Carreras is Mr. Victor Grifols Roura's mother.
MR. VICTOR GRIFOLS ROURA	SCRANTON ENTERPRISES, B.V.	N/A	Mr. Victor Grifols Roura is a non-controlling shareholder of Scranton Enterprises, B.V. (pursuant to the Spanish Securities Market Law).
MR. VICTOR GRIFOLS ROURA	DERIA, S.A.	N/A	Mr. Victor Grifols Roura represents Deria, S.A. in the board of directors of Grifols, S.A. He is also a non-controlling shareholder of Deria, S.A. (pursuant to the Spanish Securities Market Law).

A.7. Indicate whether the company has been notified of any shareholders' agreements that may affect it, in accordance with the provisions of Articles 530 and 531 of the Spanish Corporate Enterprises Act. If so, describe them briefly and list the shareholders bound by the agreement:

Yes

No

Indicate whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:

Yes

No

If any of the aforementioned agreements or concerted actions have been amended or terminated during the year, indicate this expressly:

N/A

A.8 Indicate whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Securities Market Act. If so, identify them:

Yes

No

A.9 Complete the following table with details of the company's treasury shares:

At the close of the year:

Number of direct shares	Number of indirect shares (*)	Total percentage of share capital
9,064,960		1.31

Observations

The company's treasury shares at year-end are 3,994,430 Class A shares and 5,070,530 Class B shares, without voting rights.

(*) Through:

Name or company name of direct shareholder	Number of direct shares
No data	

Explain any significant changes during the year:

Explain significant changes

The company's treasury stock at year-end amounted to 3,994,430 Class A shares and 5,070,530 Class B shares, without voting rights. Compared to the previous year, the company's treasury stock has increased as a result of the treasury stock

repurchase program implemented by Grifols, in accordance with the authorization granted by the General Shareholders' Meeting held on October 9, 2020. Pursuant to the communication of Other Relevant Information sent to the National Securities Market Commission on March 12, 2021 (Registration Number 7939), said share repurchase program was carried out in accordance with the provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and revoking Directive 2003/6/EC of the European Parliament and of the Council, and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 completing Regulation (EU) No 596/2014 of the European Parliament and of the Council as regards regulatory technical standards concerning the conditions applicable to buy-back programs and stabilization measures (the "Delegated Regulation", with the exception of Article 2 paragraph 1 a) of the Delegated Regulation).

A.10 Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares.

At the Ordinary General Shareholders' Meeting held on 9 October 2020, among other resolutions, it was agreed to authorize the Company's Board of Directors to acquire the Company's own shares or subscription rights, by means of purchase, exchange, attribution account payment or any other form envisaged in the Law, either directly or through its subsidiaries, within the limits and subject to the requirements set forth below:

- (i) That, insofar as there are Class B shares, the acquisition should be performed pro rata between Class A shares and Class B shares, at the same price and under identical terms and conditions;
- (ii) That, the nominal value of the acquired shares, added to the ones already owned by the Company or its Subsidiary companies, should not exceed 10% of the Company's share capital at any time;
- (iii) That, as a consequence of the acquisition, including any shares that the Company, or individual acting in its own name but on the Company's behalf, had previously acquired and had in its portfolio, should not make the net worth work out lower than the amount of the share capital plus the legally or statutorily non-disposable reserves;
- (iv) That the acquired shares should be paid up in full;
- (v) The maximum acquisition price will be the listed price for the Class A shares at the stock exchange session on the day the acquisition is made or, where applicable, the one authorized by the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*). The minimum price will be 100% of the face value of each Class A share;
- (vi) The authorization is granted for a maximum term of five years;

(vii) The acquired shares may be intended to be given to the employees or directors of the Group, either directly or as a result of exercising any option rights to which they may be entitled.

It was also agreed to revoke and declare void in all its terms the previous authorization for the Company to acquire treasury shares granted by the Ordinary Shareholders' Meeting on 29 May 2015.

A.11 Estimated float:

	%
Estimated float	59.10

Observations

A.12 Indicate whether there are any restrictions (articles of incorporation, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, indicate the existence of any type of restriction that may inhibit a takeover of the company through acquisition of its shares on the market, as well as such regimes for prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.

Yes

No

A.13 Indicate whether the general shareholders' meeting has resolved to adopt measures to neutralise a takeover bid by virtue of the provisions of Law 6/2007.

Yes

No

If so, explain the measures approved and the terms under which such limitations would cease to apply:

A.14 Indicate whether the company has issued shares that are not traded on a regulated EU market.

Yes

No

If so, indicate each share class and the rights and obligations conferred.

B GENERAL SHAREHOLDERS' MEETING

B.1 Indicate whether there are any differences between the minimum quorum regime established by the Spanish Corporate Enterprises Act for General Shareholders' Meetings and the quorum set by the company, and if so give details.

Yes

No

B.2 Indicate whether there are any differences between the company's manner of adopting corporate resolutions and the regime provided in the Spanish Corporate Enterprises Act and, if so, give details:

Yes

No

B.3 Indicate the rules for amending the company's articles of incorporation. In particular, indicate the majorities required for amendment of the articles of incorporation and any provisions in place to protect shareholders' rights in the event of amendments to the articles of incorporation.

Article 201.2 of Royal Legislative Decree 1/2010, of 2 July, which passed the redrafted text of the Spanish Companies Law.

In addition, the articles of association of the Company establish that in order to protect the rights of Class B shares, corporate resolutions on certain "Extraordinary Matters" shall, in addition to their approval in accordance with article 17 of the articles of association (the adoption of resolutions by simple majority of the capital present and/or represented), require the approval of the majority of the Class B Shares then in issue.

In this regard, any resolutions and any amendments to the articles of association of the Company which directly or indirectly damages or adversely affects the rights, preferences or privileges of the Class B Shares (including any resolution that damages or adversely affects the Class B Shares in comparison to the Class A Shares or that benefits or positively affects the Class A Shares in comparison to the Class B Shares, or that affects the provisions of the Company's articles of association in relation to the Class B Shares) shall require the approval of a majority of Class B Shares then in issue.

Finally, it must be indicated that the General Shareholders' Meeting has the power to decide on all matters vested on it by law or by the Company's articles of association, and, in particular, without limitation to the foregoing, it shall be the sole corporate body or competent authority to decide on matters considered "Extraordinary Matters" in accordance with article 6.2 of the Company's articles of association.

B.4 Give details of attendance at General Shareholders' Meetings held during the reporting year and the two previous years:

Date of general shareholders' meeting	Attendance data				Total
	% physical presence	% present by proxy	% distance voting		
			Electronic voting	Other	

24/05/2019	5.65	72.46	0.00	1.41	79.52
Of which float:	0.02	41.08	0.00	0.00	41.10
09/10/2020	0.18	73.02	0.00	0.39	73.59
Of which float:	0.02	42.72	0.00	0.00	42.74
21/05/2021	1.01	78.37	0.00	1.18	80.56
Of which float:	0.59	46.00	0.00	0.69	47.28

B.5 Indicate whether any point on the agenda of the General Shareholders' Meetings during the year was not approved by the shareholders for any reason.

Yes

No

B.6 Indicate whether the articles of incorporation contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or to vote remotely:

Yes

No

B.7 Indicate whether it has been established that certain decisions, other than those established by law, entailing an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions must be submitted for approval to the General Shareholders' Meeting.

Yes

No

B.8 Indicate the address and manner of access on the company's website to information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website.

The address of the Company's website is www.grifols.com.
Information on corporate governance can be accessed through the link Investors on the main page, or directly at <http://inversores.grifols.com>.

C STRUCTURE OF THE COMPANY'S ADMINISTRATION

C.1 Board of Directors

C.1.1 Maximum and minimum number of directors established in the articles of incorporation and the number set by the general shareholders' meeting:

Maximum number of directors	15
Minimum number of directors	3
Number of directors set by the general shareholders' meeting	12

C.1.2 Complete the following table on Board members:

Name or company name of director	Representative	Category of director	Position on the board	Date of first appointed	Date of last appointment	Election procedure
MS. MARLA ELIZABETH SALMON		Independent	Director	30/05/2014	25/05/2018	General Shareholders' Meeting resolution
MR. RAIMON GRIFOLS ROURA		Executive	Co-CEO	29/05/2015	24/05/2019	General Shareholders' Meeting resolution
MR. TOMÁS DAGÁ GELABERT		Other external	Vice Secretary and Director	13/04/2000	24/05/2019	General Shareholders' Meeting resolution
MS. ENRIQUETA FELIP FONT		Independent	Director	24/05/2019	24/05/2019	General Shareholders' Meeting resolution
MR. STEVEN MAYER		Independent	Director	25/01/2011	09/10/2020	General Shareholders' Meeting resolution
MR. VICTOR GRIFOLS DEU		Executive	Co-CEO	27/05/2016	09/10/2020	General Shareholders' Meeting resolution
MR. VICTOR GRIFOLS ROURA		Proprietary	Chairman	08/07/1991	21/05/2021	General Shareholders' Meeting resolution
MS. CARINA SZPILKA LÁZARO		Independent	Director	29/05/2015	24/05/2019	General Shareholders' Meeting resolution
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES		Independent	Lead Independent Director	29/05/2015	24/05/2019	General Shareholders' Meeting resolution

MS. BELÉN VILLALONGA MORENÉS		Independent	Director	24/05/2013	25/05/2018	General Shareholders' Meeting resolution
MR. THOMAS GLANZMANN		Other external	Vice Chairman	05/04/2006	09/10/2020	General Shareholders' Meeting resolution
MR. JAMES COSTOS		Independent	Director	09/10/2020	09/10/2020	General Shareholders' Meeting resolution

Total number of directors	12
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Indicate any cessations, whether through resignation or by resolution of the general shareholders' meeting, that have taken place in the Board of Directors during the reporting period:

Name or company name of director	Category of the director at the time of cessation	Date of last appointment	Date of cessation	Specialised committees of which he/she was a member	Indicate whether the director left before the end of his or her term of office
MR. RAMON RIERA ROCA	Other external	26/05/2017	21/05/2021	None	YES

Reason for cessation when this occurs before the end of the term of office and other observations; information on whether the director has sent a letter to the remaining members of the board and, in the case of cessation of non-executive directors, explanation or opinion of the director dismissed by the general shareholders' meeting
The Ordinary General Shareholders' Meeting held on 21 May 2021 accepted the resignation of Mr. Ramón Riera Roca as a member of the Company's Board of Directors. The resignation was motivated by the fact that his term of office was about to expire on May 26, 2021.

C.1.3 Complete the following tables on the members of the Board and their categories:

EXECUTIVE DIRECTORS

Name or company name of director	Post in organisation chart of the company	Profile
MR. RAIMON GRIFOLS ROURA	Co-CEO	Mr. Raimon Grifols is Grifols' joint and several Chief Executive Officer together with his nephew, Mr. Víctor Grifols Deu since 1 January 2017. He succeeds his brother Mr. Víctor Grifols Roura on the position. He is a member of the

		<p>administration bodies of several companies within the Grifols Group.</p> <p>From 2001 to 2015 he was Secretary non-member of the Board of Directors of Grifols, S.A. serving as Director and Vice-Secretary of the Board since 2015. In May 2016 the Board accepted his resignation as Vice-Secretary. Prior to his appointment as executive director in July 2016, Mr. Grifols Roura was a partner at the law firm Osborne Clarke in Spain. He holds a degree in Law from the University of Barcelona.</p>
MR. VICTOR GRIFOLS DEU	Co-CEO	<p>Mr. Víctor Grifols Deu is Grifols' joint and several Chief Executive Officer together with his uncle, Mr. Raimon Grifols Roura, since 1 January 2017. He succeeds his father, Mr. Víctor Grifols Roura on the position. He is a member of the administration bodies of several companies within the Grifols Group and was appointed executive director in May 2016. He joined the Group in 2001 as an analyst in the Planning and Control Department. In 2008 he became the director of the Planning and Control Department and was also appointed member of the Executive Committee. He was part of the team that analyzed and was responsible for the integration of the transactions of Alpha Therapeutics, Talecris Biotherapeutics and Novartis' Transfusion Diagnostic Unit following the acquisitions. He holds a degree in Business Administration and Management from the Ramon Llull University – Sarrià Chemical Institute (IQS) and a postgraduate degree in Business Administration and Management from the Michael Smurfit Business School in Dublin.</p>

Total number of executive directors	2
Percentage of Board	16.67

EXTERNAL PROPRIETARY DIRECTORS

Name or company name of director	Name or company name of the significant shareholder represented by the director or that nominated the director	Profile
MR. VICTOR GRIFOLS ROURA	DERIA, S.A.	Mr. Víctor Grifols Roura is non-executive Chairman and proprietary director since 1 January 2017. Prior to this date and since 1987 he was Chief Executive Officer and top executive of the Grifols Group, succeeding his father, Mr. Víctor Grifols i Lucas, in the role and spearheading the 1987 reorganization that resulted in Grifols as it is today. Mr. Grifols Roura originally joined the Group in 1973 as Exports Manager later becoming Sales Manager. He holds a degree in Business Administration from the University of Barcelona.

Total number of proprietary directors	1
Percentage of Board	8.33

EXTERNAL INDEPENDENT DIRECTORS

Name or company name of director	Profile
MS. MARLA ELIZABETH SALMON	Ms. Marla E. Salmon has served as director of Grifols, S.A. since May 2014. She is Professor at the University of Washington, with appointments in global health, nursing, and public affairs. Her career has focused on health policy and health care systems capacity building globally and in the US, working with governments, international agencies, member-state organizations, and other health-related entities. Her recent scholarship focuses on gender-lens impact investment in the health sector in lower income countries. Prior to her academic career, she was a member of the US Government's Senior Executive Service, in the Health and Human Services Department. While there, she served on White House Taskforce on Healthcare Reform, the US Delegation to the World Health Assembly, and chaired the World Health Organization's Global Advisory Group on Nursing and Midwifery. She is currently a member of the IES Abroad, Inc. and Direct Relief Board of Directors, of the National Academies of Science, Engineering and Medicine's

	<p>Health and Medicine Division Committee. She holds a doctorate in health policy and administration from the Johns Hopkins School of Hygiene and Public Health, two Honoris Causa doctorates in recognition of her national and international service, and other degrees in nursing and political science. She is a member of the National Academy of Medicine and fellow in the American Academy of Nursing.</p>
MS. ENRIQUETA FELIP FONT	<p>Ms. Enriqueta Felip Font has served as director of Grifols S.A. since May 2019. She received her degree in Medicine and Surgery from the Autonomous University of Barcelona (UAB), where she also completed her studies for a PhD in Medical Oncology. She has been an Associate Professor at the UAB from 2010 to May 2019. She is nowadays, Professor of Medicine at the Universitat de Vic (UVicc-UCC). She has an extensive professional career and accredited experience in the oncology sector, as well as knowledge in the scientific and research field. She is currently the Section Chief of the Medical Oncology Service at Vall d'Hebron University Hospital and the Principal Investigator of the Vall d'Hebron Institute of Oncology's Thoracic Tumors and Head and Neck Cancer Group. Ms. Enriqueta Felip Font has been involved in several initiatives with scientific organizations, among them, as member of the Board of Directors of the International Association for the Study of Lung Cancer (IASLC, 2017-2021). She is currently a member of the Scientific Committee of the Institut d'Investigació i Innovació Parc Taulí. Throughout her career, she has obtained several recognitions for her work in the oncology field. In 2015, she was awarded with the first Women for Oncology Award from the European Society of Medical Oncology (ESMO). Most recently, she featured on Clarivate Analytics' annual Global Highly Cited Researchers List 2018, 2019 and 2020. Ms. Enriqueta Felip Font has authored more than 250 peer-reviewed manuscripts.</p>
MR. STEVEN MAYER	<p>Mr. Steven F. Mayer has served as director of Grifols, S.A. since January 2011. He is currently the Chief Executive Officer of Iron Horse Acquisition Corp. and of Dedication Capital, LLC, private investment firms that he founded. From 2002 until 2018, he held a variety of management positions with Cerberus Capital Management, L.P. and Cerberus California, LLC, affiliated private investment firms, culminating with serving as Senior Managing Director, Co-Head of Global Private Equity, and Chairman of the Cerberus Investment</p>

	<p>Committee. Mr. Mayer holds a Bachelor of Arts degree, cum laude, from Princeton University and a Juris Doctor degree, magna cum laude, from Harvard Law School. Mr. Mayer has been a member of the Board of Directors or equivalent body of a large number of companies in a wide variety of industries in the United States and Europe. He is currently a member of the Board of Supervisors of Syntellix AG and a director of PrettyParty, LLC. His trajectory working in investment firms has provided him with a wide range of accounting, financial and audit skills.</p>
<p>MS. CARINA SZPILKA LÁZARO</p>	<p>Ms. Carina Szpilka Lázaro has served as director of Grifols, S.A. since May 2015. She earned a degree in Business Administration from the Universidad Pontificia de Comillas in Madrid (ICADE) and an Executive MBA from the Instituto de Empresa of Madrid. She began her professional career in the financial sector working at Banco Santander and Argentaria (now known as BBVA). In 1998 she was part of the team that founded ING Direct in Spain, where she held the position of CEO from 2010 to 2013, having previously held said position in ING Direct France from 2008 to 2010. She is currently a partner at KFund Venture Capital, an independent director at Abanca and Meliá Hotels International, as well as Chairwoman of Adigital. She has received numerous awards. Among others, in 2011 she was given the "Female Executive of the Year" award by the Spanish Federation of Female Directors, Executives, Professionals and Entrepreneurs (Federación Española de Mujeres Directivas – FEDEPE). During 4 years, she was also a member of the UNICEF Foundation. Her academic and professional background has provided her with financial, accounting and audit skills.</p>
<p>MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES</p>	<p>Mr. Íñigo Sánchez-Asiaín Mardones has been the Lead Independent director of the Grifols' Board since May 2015. He holds a degree in Business Administration from the Comillas Pontifical University of Madrid (ICADE) and an MBA from Harvard Business School. He is member of the Executive Committee of the Harvard Club of Spain, which he has previously chaired. He is a founding partner at Portobello Capital since 2010, a private equity company, where he is member of the Executive and Investment Committees, leading the investments in companies such as Angulas Aguinaga, company where he is Vice-Chairman and member of the Executive Committee and Hotels & Resorts Blue Sea, S.L., where he is a member of</p>

	<p>the Board of Directors. Previously he was Deputy General Director (Subdirector General) at Banco Santander (1993-2005), and was partner and member of the Board of Directors of Ibersuizas Gestión SGEGR, S.A. (2005-2010), through which, together with his academic training, he has gained experience and knowledge on matters such as accounting, audit and risk management, both financial and non-financial.</p>
<p>MS. BELÉN VILLALONGA MORENÉS</p>	<p>Ms. Belén Villalonga Morenés has served as director of Grifols, S.A since May 2013. She is a Professor of Management and Organizations, the Yamaichi Faculty Fellow, and a Professor of Finance (by courtesy) at New York University's Stern School of Business. Between 2001 and 2012 she was a faculty member at Harvard Business School. Her teaching, research, and consulting activities are in the areas of corporate strategy, finance, and governance, with a special focus on family-controlled companies. She is also an independent director at Ferroglobe PLC (metallurgy) and at Banco Santander International (Santander's private banking subsidiary in the U.S.), as well as member of the Strategic Committee of Injat. Further, she was also an independent director for 13 years at Acciona (renewable energy and infrastructure industries) and Talgo (high-speed trains). Ms. Belén Villalonga Morenés holds a Ph.D. in Management and an M.A. in Economics from the University of California, Los Angeles, where she was a Fulbright Scholar. She also holds a Ph.D. in Business Economics from the Complutense University of Madrid as well as a degree in Economic and Management Sciences from the Colegio Universitario de Estudios Financieros in Madrid. Her educational background and trajectory has provided her with financial, accounting and audit skills.</p>
<p>MR. JAMES COSTOS</p>	<p>Mr. James Costos has served as director since 2020. He is an American diplomat who holds a degree in Political Science from the University of Massachusetts. He has an extensive professional career and accredited experience in different sectors, including international relations and the digital and communications sectors. From 2013 to 2017, he was the U.S. Ambassador to the Kingdom of Spain and the Principality of Andorra. He is currently the President of Secuoya Studios in Madrid. He is a member of the Board of Directors of PJT Partners, a firm providing financial advisory services in investment banking; Senior Advisor of</p>

	F.C. Barcelona and Senior Managing Director in the Venture Technology Group at Dentons. He is member of various cultural and humanitarian organizations, among others the Reina Sofía Museum, as well as he is a member of the board of the Human Rights Campaign.
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Total number of independent directors	7
Percentage of Board	58.33

Indicate whether any director classified as independent receives from the company or any company in its group any amount or benefit other than remuneration as a director, or has or has had a business relationship with the company or any company in its group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.

If so, include a reasoned statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

Name or company name of director	Description of the relationship	Reasoned statement
No data		

OTHER EXTERNAL DIRECTORS

Identify the other external directors, indicate the reasons why they cannot be considered either proprietary or independent, and detail their ties with the company or its management or shareholders:

Name or company name of director	Reasons	Company, manager or shareholder to which or to whom the director is related	Profile
MR. TOMÁS DAGÁ GELABERT	His relationship is not covered within the current definitions of executive, proprietary or independent director. He is a partner in the law firm Osborne Clarke, which renders legal and	Grifols, S.A.	Mr. Tomás Dagá Gelabert has served as director of Grifols, S.A. since April 2000 and as Vice-Secretary of the Board since May 2016. He is currently partner and founder of the law firm Osborne Clarke in Spain and was its managing director until June 2017. Previously he worked in

	<p>tax services to the Group.</p>	<p>the corporate and tax department of Peat Marwick Mitchell & Co. in Barcelona. He holds a degree in Law from the University of Barcelona. He is currently a member of the administration bodies of several companies within the Grifols Group. He is a board member of Alkahest Inc. and board member of Shanghai RAAS Blood Products Co., Ltd.; as well as trustee and Secretary of the private foundation Víctor Grifols i Lucas and Secretary non-member of Progenika Biopharma, S.A.</p>
<p>MR. THOMAS GLANZMANN</p>	<p>His relationship is not covered within the current definitions of executive, proprietary or independent director. He has been a director of the company for more than 12 years.</p>	<p>Mr. Thomas Glanzmann has served as director of Grifols, S.A. since April 2006 and as non-executive Vice-Chairman since 1 January 2017, and Chairman of the Sustainability Committee since December 2020. From 2006 until 2011 he was the Chief Executive Officer and President of Gambro AB. Previously, Mr. Glanzmann was the CEO and Managing Director of HemoCue AB. Between 1988 and 2004 he held various positions at Baxter Healthcare Corporation: Senior Vice-President and Senior Corporate Officer of Baxter Healthcare Corporation, President of Baxter Bioscience, Chief Executive Officer of Immuno International; and President of the European Biotech Group, among others. Between 1984 and</p>

		1988, he worked at Philip Morris becoming country manager for Norway, Denmark and Iceland. He holds a B.A. degree in Political Science from Dartmouth College, United States, and an M.B.A. from IMD, Lausanne – Switzerland. He also holds a Board of Directors Certification from the UCLA Anderson School of Management, USA. He is a member of several committees at Alcon, Inc. (among others, the sustainability, compensation and innovation committee) as well as a Healthcare Advisor to Madison Dearborn and Partners. He is a Founder and General Partner of Medical Technology Venture Partners in California, United States.
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Total number of other external directors	2
Percentage of Board	16.67

Indicate any changes that have occurred during the period in each director's category:

Name or company name of director	Date of change	Previous category	Current category
No data			

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past four years, as well as the category of each:

	Number of female directors				% of total directors for each category			
	Year 2021	Year 2020	Year 2019	Year 2018	Year 2021	Year 2020	Year 2019	Year 2018

Executive					0.00	0.00	0.00	0.00
Proprietary					0.00	0.00	0.00	0.00
Independent	4	4	4	4	57.14	57.14	57.14	57.14
Other External					0.00	0.00	0.00	0.00
Total	4	4	4	4	33.33	30.77	30.77	30.77

C.1.5 Indicate whether the company has diversity policies in relation to its Board of Directors on such questions as age, gender, disability, education and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Spanish Auditing Act, will have to report at least the policy that they have implemented in relation to gender diversity.

Yes

No

Partial policies

If so, describe these diversity policies, their objectives, the measures and the way in which they have been applied and their results over the year. Also indicate the specific measures adopted by the Board of Directors and the nomination and remuneration committee to achieve a balanced and diverse presence of directors.

If the company does not apply a diversity policy, explain the reasons why.

Description of policies, objectives, measures and how they have been applied, and results achieved
<p>Pursuant to the recommendations established in the Code of Corporate Governance for Listed Companies, Grifols has a policy on director diversity in the composition of the Board of Directors, which was approved by Grifols' Board of Directors on 22 February 2019, and modified on 11 December 2020, with the following aim: (i) to guarantee that any proposal for the appointment or re-election of the members of the Board is based on a prior analysis of the required competences by the Board of Directors and (ii) to support knowledge, experience, age and gender diversity. The Board of Directors ensures that the selection process promotes balance and diversity in terms of age, gender, experience and knowledge, as well as that it is free from any implicit bias that may lead to any kind of discrimination, in particular, on grounds of gender, disability or any other personal condition. In this regard, the Board of Directors avoids any discriminatory circumstance on grounds of gender that obstructs or hinders the appointment of a female candidate to become part of the Board of Directors.</p> <p>In addition, the Appointments and Remuneration Committee on an annual basis reviews compliance with this policy and informs the Board of Directors about the results of its assessment.</p> <p>Today, more than 30% of the members of the Board of Directors are women. In this regard, Grifols has become part of Bloomberg's Gender Equality Index (GEI), which recognizes the company for its commitment to and promotion of equality, equal pay, women's leadership and promotion of talent, among other things. Furthermore, in the last few years, the number of independent directors</p>

with a diverse professional expertise and experience has increased which has made the Board of Directors more diverse, has helped to improve analysis and debate and it provides plural perspectives and points of views. Independent directors now represent 58% of the total number of directors of the Company.

- C.1.6 Describe the measures, if any, agreed upon by the nomination committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates, making it possible to achieve a balance between men and women. Also indicate whether these measures include encouraging the company to have a significant number of female senior executives:

Explanation of measures
There are no explicit measures. Nevertheless, the Company considers that there is no need to adopt them at present because the Board of Directors bases its proposals to appoint board members strictly on professional criteria (competence, knowledge and experience). The Company follows the same criteria to hire and appoint female senior managers.

If in spite of any measures adopted there are few or no female directors or senior managers, explain the reasons for this:

Explanation of reasons
60% of Grifols' workforce are women, with a progressive increase in all professional categories.

- C.1.7 Explain the conclusions of the nomination committee regarding verification of compliance with the policy aimed at promoting an appropriate composition of the Board of Directors.

The Appointments and Remuneration Committee has considered that, as a whole, the Board of Directors has a diverse and well-balanced composition.
The representation objective has been achieved because, as of closing of financial year 2021, the percentage of women in the board represents 33.33%.

- C.1.8 If applicable, explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:

Name or company name of shareholder	Reason
No data	

Indicate whether the Board has declined any formal requests for presence on the Board from shareholders whose equity interest is equal to or greater than that of others at whose request proprietary directors have been appointed. If so, explain why the requests were not granted:

Yes

No

C1.9 Indicate the powers, if any, delegated by the Board of Directors, including those relating to the option of issuing or re-purchasing shares, to directors or board committees:

Name or company name of director or committee	Brief description
MR. RAIMON GRIFOLS ROURA	All powers which may be granted by virtue of law and of the Company's articles of association.
MR. VICTOR GRIFOLS DEU	All powers which may be granted by virtue of law and of the Company's articles of association.

C.1.10 Identify any members of the Board who are also directors, representatives of directors or managers in other companies forming part of the listed company's group:

Name or company name of director	Company name of the group entity	Position	Does the director have executive powers?
MR. RAIMON GRIFOLS ROURA	AIGÜES MINERALS DE VILAJUÏGA, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. RAIMON GRIFOLS ROURA	DIAGNOSTIC GRIFOLS, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. RAIMON GRIFOLS ROURA	INSTITUTO GRIFOLS, S.A.	DIRECTOR	NO
MR. RAIMON GRIFOLS ROURA	GRIFOLS MOVACO, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. RAIMON GRIFOLS ROURA	LABORATORIOS GRIFOLS, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. RAIMON GRIFOLS ROURA	BIOMAT, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. RAIMON GRIFOLS ROURA	GRIFOLS VIAJES, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. RAIMON GRIFOLS ROURA	GRIFOLS INTERNATIONAL, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. RAIMON GRIFOLS ROURA	GRIFOLS ENGINEERING, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. TOMÁS DAGÁ GELABERT	CHIQUITO ACQUISITION CORP.	DIRECTOR	NO

MR. TOMÁS GELABERT	DAGÁ	GRIFOLS INNOVATION AND NEW TECHNOLOGIES LIMITED	DIRECTOR	NO
MR. TOMÁS GELABERT	DAGÁ	GRIFOLS WORLDWIDE OPERATIONS LIMITED	DIRECTOR	NO
MR. TOMÁS GELABERT	DAGÁ	TALECRIS PLASMA RESOURCES, INC.	DIRECTOR	NO
MR. TOMÁS GELABERT	DAGÁ	ALKAHEST, INC.	DIRECTOR	NO
MR. TOMÁS GELABERT	DAGÁ	GRIFOLS CANADA THERAPEUTICS, INC.	DIRECTOR	NO
MR. TOMÁS GELABERT	DAGÁ	BPC PLASMA, INC.	DIRECTOR	NO
MR. TOMÁS GELABERT	DAGÁ	INTERSTATE BLOOD BANK, INC.	DIRECTOR	NO
MR. TOMÁS GELABERT	DAGÁ	BIOMAT USA SOUTH, INC.	DIRECTOR	NO
MR. TOMÁS GELABERT	DAGÁ	ARACLON BIOTECH, S.L.	DIRECTOR	NO
MR. TOMÁS GELABERT	DAGÁ	KIRO GRIFOLS, S.L.	DIRECTOR	NO
MR. TOMÁS GELABERT	DAGÁ	BIOMAT USA, INC.	DIRECTOR	NO
MR. TOMÁS GELABERT	DAGÁ	GRIFOLS DIAGNOSTIC SOLUTIONS, INC.	DIRECTOR	NO
MR. VICTOR GRIFOLS DEU		AIGÜES MINERALS DE VILAJUÏGA, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. VICTOR GRIFOLS DEU		DIAGNOSTIC GRIFOLS, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. VICTOR GRIFOLS DEU		INSTITUTO GRIFOLS, S.A.	DIRECTOR	NO
MR. VICTOR GRIFOLS DEU		GRIFOLS MOVACO, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. VICTOR GRIFOLS DEU		LABORATORIOS GRIFOLS, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. VICTOR GRIFOLS DEU		BIOMAT, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. VICTOR GRIFOLS DEU		GRIFOLS VIAJES, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. VICTOR GRIFOLS DEU		GRIFOLS INTERNATIONAL, S.A.	JOINT AND SEVERAL DIRECTOR	YES

MR. VICTOR GRIFOLS DEU	GRIFOLS ENGINEERING, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. TOMÁS DAGÁ GELABERT	BIOMAT NEWCO CORP.	DIRECTOR	NO
MR. VICTOR GRIFOLS DEU	GRIFOLS ESCROW ISSUER, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. RAIMON GRIFOLS ROURA	GRIFOLS ESCROW ISSUER, S.A.	JOINT AND SEVERAL DIRECTOR	YES
MR. TOMÁS DAGÁ GELABERT	GRIFOLS PYRENEES RESEARCH CENTER, S.L.	DIRECTOR	NO
MR. TOMÁS DAGÁ GELABERT	GRIFOLS EGYPT FOR PLASMA DERIVATIVES (S.A.E.)	DIRECTOR	NO
MR. TOMÁS DAGÁ GELABERT	SHANGHAI RAAS BLOOD PRODUCTS CO., LTD.	DIRECTOR	NO

C1.11 List the positions of director, administrator or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether or not they are listed companies:

Identity of the director or representative	Company name of the listed or non-listed entity	Position
MS. MARLA ELIZABETH SALMON	IES ABROAD, Inc.	DIRECTOR
MR. RAIMON GRIFOLS ROURA	CALA SAN ESTEBAN, S.L.	JOINT AND SEVERAL DIRECTOR
MR. RAIMON GRIFOLS ROURA	MAS LLOP EMPORDA, S.L.	JOINT AND SEVERAL DIRECTOR
MR. RAIMON GRIFOLS ROURA	KNOX MEDIA HUB, S.L.	DIRECTOR
MR. TOMÁS DAGÁ GELABERT	J&C PRIME BRANDS, S.L.	DIRECTOR
MR. TOMÁS DAGÁ GELABERT	FATJÓ, S.L.	DIRECTOR
MR. TOMÁS DAGÁ GELABERT	PARAJES VERDES DG, S.L.	JOINT AND SEVERAL DIRECTOR
MR. TOMÁS DAGÁ GELABERT	GRUPO PORT SALÚ, S.L.	JOINT AND SEVERAL DIRECTOR
MR. TOMÁS DAGÁ GELABERT	FUN FUN PROVIDERS, S.L.	SOLE DIRECTOR

MS. ENRIQUETA FELIP FONT	SOCIEDAD ESPAÑOLA DE ONCOLOGÍA MÉDICA	PRESIDENT
MR. STEVEN MAYER	PRETTYPARTY, LLC.	DIRECTOR
MR. STEVEN MAYER	SYNTELLIX AG	DIRECTOR
MR. STEVEN MAYER	IRON HORSE ACQUISTION CORP.	CEO
MR. STEVEN MAYER	DEDICATION CAPITAL, LLC.	CEO
MR. VICTOR GRIFOLS DEU	PADOLÇ, S.L.	DIRECTOR
MR. VICTOR GRIFOLS DEU	NEW FICTION 2012, S.L.	SOLE DIRECTOR
MR. VICTOR GRIFOLS ROURA	PADOLÇ, S.L.	DIRECTOR
MR. VICTOR GRIFOLS ROURA	J&C PRIME BRANDS, S.L.	DIRECTOR
MS. CARINA SZPILKA LÁZARO	ABANCA CORPORACIÓN BANCARIA, S.A.	DIRECTOR
MS. CARINA SZPILKA LÁZARO	MELIÀ HOTELS INTERNATIONAL, S.A.	DIRECTOR
MS. CARINA SZPILKA LÁZAROO	ADIGITAL	PRESIDENT
MS. BELÉN VILLALONGA MORENÉS	FERROGLOBE PLC	DIRECTOR
MS. BELÉN VILLALONGA MORENÉS	BANCO SANTANDER INTERNATIONAL	DIRECTOR
MR. THOMAS GLANZMANN	ALCON, INC.	DIRECTOR
MR. THOMAS GLANZMANN	GLANZMANN ENTERPRISES AG	PRESIDENT – CEO
MR. JAMES COSTOS	GRUPO SECUOYA STUDIOS	PRESIDENT
MR. JAMES COSTOS	PJT PARTNERS	DIRECTOR
MR. TOMÁS DAGÁ GELABERT	PRISMIBERICA, S.A.	JOINT AND SEVERAL DIRECTOR

Observations
<p>Other positions:</p> <ul style="list-style-type: none"> - Marla Salmon: Member of the National Academies of Sciences, Engineering and Medicine of the United States and of the Medicine Division Committee. - Tomás Dagá Gelabert: Trustee of the foundations Fundación Privada Victor Grifols i Lucas (not remunerated). - James Costos: Member of the Board of the Human Rights Campaign and of the International Board of Fundación Museo Reina Sofía.

- Enriqueta Felip Font: Member of the Scientific Committee of the European Thoracic Oncology Platform (ETOP) and Member of the Scientific Advisory Committee of Institut d'Investigació i Innovació Parc Taulí (not remunerated).

Remunerated positions:

- Thomas Glanzmann: Director at Alcon, Inc., President of the Innovation Committee, Compensation and Governance Committee at Alcon, Inc. and president – CEO of Glanzmann Enterprises AG.

- Carina Szpilka Lázaro: Independent director at Abanca Corporación Bancaria, S.A. y Melià Hotels International, S.A.

- Belén Villalonga Morenés: Independent director at Ferroglobe PCL and Banco Santander International.

- James Costos: President of Grupo Secuoya Studios and director at PJT Partners.

- Steven F. Mayer: Director at Syntellix AG.

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table.

Identity of the director or representative	Other paid activities
MS. MARLA ELIZABETH SALMON	Professor at Washington University.
MS. ENRIQUETA FELIP FONT	Professor of Medicine at the Universidad de Vic; Section Chief of the Medical Oncology Service at Vall d'Hebron University Hospital, and the Principal Investigator of the Vall d'Hebron's Institute of Oncology's Thoracic Tumors and Head and Neck Cancer Group, Doctor at IOB Quirón; participation in the following remunerated advisory boards: Amgen, Bayer, Bristol Myers Squibb, AstraZeneca, Janssen, Merck Sharp & Dohme, Medscape, Merck Serono, Takeda, Peptomyc, Pfizer, Eli Lilly, F Hoffman-La Roche, GlaxoSmithKline and Sanofi.
MS. BELÉN VILLALONGA MORENÉS	Member of Injat's Strategy Committee; Professor at the Stern School of Business of New York University.
MR. JAMES COSTOS	Senior Advisor for F.C. Barcelona

MR. TOMÁS DAGÁ GELABERT	Partner at Osborne Clarke España, S.L.P.
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C.1.12 Indicate whether the company has established rules on the maximum number of company boards on which its directors may sit, explaining if necessary and identifying where this is regulated, if applicable:

Yes

No

C.1.13 Indicate the remuneration received by the Board of Directors as a whole for the following items:

Remuneration accruing in favour of the Board of Directors in the financial year (thousands of euros)	4,415
Funds accumulated by current directors for long-term savings systems with consolidated economic rights (thousands of euros)	
Funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (thousands of euros)	
Pension rights accumulated by former directors (thousands of euros)	

C.1.14 Identify members of senior management who are not also executive directors and indicate their total remuneration accrued during the year:

Name or company name	Position(s)
MR. ROBERT JAGT	PRESIDENT, HOSPITAL COMMERCIAL DIVISION
MR. MATTHEW MURAWSKI	VP BIOSCIENCE DIAGNOSTIC SCIENTIFIC DEVELOPMENT
MS. MARIA TERESA RIONE LLANO	CHIEF COMMUNICATIONS OFFICER
MR. JOEL EDWARD ABELSON	PRESIDENT, BIOSCIENCE COMMERCIAL DIVISION
MR. JAVIER SUEIRAS GIL	CHIEF IT OFFICER
MR. ALBERT GRIFOLS COMA-CROS	CHIEF SCIENTIFIC INNOVATION OFFICER
MR. LAFMIN CLEOFUS MORGAN	CHIEF COMMERCIAL OFFICER
MR. CHRIS HEALEY	PRESIDENT NA CORPORATE AFFAIRS
MR. ALFREDO ARROYO GUERRA	CHIEF FINANCIAL OFFICER
MR. SERGIO ROURA ADELL	PRESIDENT, COMMERCIAL TECH SUPPORT
MS. NURIA PASCUAL LAPEÑA	VP, CORP TREASURY, RISK MANAGEMENT, INVESTORS RELATIONS & SUSTAINABILITY OFFICER

MR. ANTONIO MARTINEZ MARTINEZ	PRESIDENT, DIAGNOSTIC SCIENTIFIC & R&D
MR. FERNANDO SEBASTIAN RODRIGUEZ HARO	VP CORPORATE PLANNING & CONTROL
MR. ALBERTO GRIFOLS ROURA	PRESIDENT BIO SUPPLIES DIVISION
MR. MIGUEL PASCUAL MONTBLANCH	PRESIDENT, COMMERCIAL OPERATIONS MANAGEMENT
MR. EDUARDO RAIMUNDO HERRERO JIMÉNEZ	PRESIDENT BIOSCIENCE INDUSTRIAL GROUP
MR. VICENTE BLANQUER TORRE	CHIEF QUALITY OFFICER
MR. MATEO FLORENCIO BORRAS HUMBERT	CHIEF HUMAN RESOURCES OFFICER
MR. DANIEL FLETA COIT	CHIEF INDUSTRIAL OFFICER
MR. ANTONI JAUMA FAGES	PRESIDENT, DIAGNOSTIC MANUFACTURING OPERATIONS
MR. DAVID BELL	CHIEF CORP DEVELOPMENT OFFICER & GEN. COUNSEL
MS. MONTSERRAT GAJA LLAMAS	CHIEF HUMAN RESOURCES OFFICER
MR. DAVID CHRISTOPHER DEW	PRESIDENT, DIAGNOSTIC COMMERCIAL DIVISION

Number of women in senior management	3
Percentage of total senior management	13.64

Total remuneration of senior management (thousands of euros)	15,136
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Observations
Mr. Mateo Florencio Borrás Humbert was the Chief Human Resources Officer until June 2021, the position was filled by Montserrat Gaja Llamas on July 2021.

C.1.15 Indicate whether the Board regulations were amended during the year:

Yes

No

C.1.16 Specify the procedures for selection, appointment, re-election and removal of directors. List the competent bodies, steps to follow and criteria applied in each procedure.

Regulations of the Board of Directors Article 18. Appointment of Directors

1. The Directors shall be appointed by the General Shareholders' Meeting (the "GSM") or by the Board, in accordance with the provisions established in the Companies Law.

2. The proposals for appointment of Directors, submitted by the Board for consideration by the GSM, and the appointment decisions that said body adopts by virtue of the powers of cooption that are legally attributed to it, shall be preceded by the corresponding proposal by the Appointments and Remuneration Committee (the "ARC"), if they are independent directors, and, in any case, with a report prepared by the Board, in which the candidate's competence, experience and merits are assessed, and which shall be attached to the minutes of the GSM or the Board, as appropriate. The proposal to appoint any non-independent director must be also preceded by the corresponding report issued by the ARC.

3. This article will also apply to any natural person who is designated to represent a legal entity appointed to the Board.

Article 19. Appointment of Non-Executive Directors

1. The Board and the ARC, within the boundaries of their competences, shall endeavour that the election of candidates falls on persons of recognized solvency, competence and experience, paying particular attention to those people called on to cover posts as independent Directors as established in Article 6 of the Regulations.

2. The Board shall not propose or appoint, for the post of independent Director, any person that is related to the management of the Company or is linked by family, professional or commercial reasons to the Executive Directors or Executive Officers of the Company. In particular, the following shall not be proposed or appointed as Independent Directors:

(a) individuals who during the last year have had a working, commercial or contractual relationship, directly or indirectly, of significance, with the Company, its Executives, Proprietary Directors or companies in the group, whose shareholding interests are represented, banking institutions with a significant position in the financing of the Company or organizations that receive substantial subsidies from the Company;

(b) Directors of another listed company that has Proprietary Directors in the Company;

(c) those persons related to the Executive or Proprietary Directors or to members of the management of the Company; in view of the current Regulation, it shall be understood that persons related to those Directors are those that are involved in some of the conditions foreseen in Article 231 of the Companies Law; and

(d) persons with other relationships with the Company which in the opinion of the ARC could reduce its independence.

Article 20. Re-election of Directors

The proposals for re-election of Directors that the Board decides to submit to the GSM must follow the same formal working process established by Law and article 18 of the Regulations for the appointment of directors.

Article 17 bis Periodic evaluation

The Board in full shall evaluate once a year:

(a) its quality and efficiency;

(b) the performance of the duties of the Chairperson of the Board and the chief executive officer of the Company;

(c) The performance of its Committees.

Article 22. Resignation of Directors

1. The Directors will resign from office when the period of time for which they were appointed has elapsed and when decided by the GSM by virtue of the powers it is legally or statutorily granted.

2. The Board shall abstain from proposing to the GSM the resignation of non-executive Directors (proprietary or independent), before the completion of the statutory period for which they were elected, except when exceptional and justified causes exist and when previously informed by the ARC.

3. The Directors must place their position at the disposal of the Board and formalize the relevant resignation in the following cases:

(a) when they cease to occupy the executive posts which were associated with their appointment as Director, except by express ratification by the Board, following a non-binding report prepared by the ARC;

(b) when circumstances arise that might harm the Company's name and reputation, related or not to their actions within the Company;

(c) when they incur in any of the legally foreseen cases of incompatibility or prohibition;

(d) when any criminal charges are brought against them, prior report of the ARC or are the object of disciplinary actions of a serious or very serious nature by supervisory authorities.

(e) when the Audit Committee gives them a serious warning for having infringed their obligations as Directors;

(f) when their Directorship on the Board could place the best interests of the Company at risk or when the reasons for their appointment disappear; and

(g) in the case of a Proprietary Director, when the shareholder whose interests he/she represents on the Board sells his/her participation in the Company, or when they are reduced to below a level that reasonably justified such an appointment.

4. When a director leaves his/her position, whether by resignation or resolution of the GSM before his/her tenure expires, he/she shall explain, in enough detail, the reasons behind this decision or, in the case of non-executive directors, his/her opinion of the reasons for the GSM resolution, in a letter that must be sent to the members of the Board via the Chairperson or the Secretary. Without prejudice to including it in the annual corporate governance report, insofar as it is relevant for investors, the Company will publish as soon as possible the dismissal with enough reference to the reasons or circumstances provided by the director.

C.1.17 Explain to what extent the annual evaluation of the Board has given rise to significant changes in its internal organisation and in the procedures applicable to its activities:

Description of amendment(s)
In 2021, the assessment of the Board has been carried out with the external support of the consultancy firm Russell Reynolds. The results obtained in each area, in general terms, have been very positive. Compared with the

assessment carried out by the same firm in 2016 and 2018, rating has increased in the great majority of areas that have been analysed, and no potential problems or risks have been identified for either of them.

Describe the evaluation process and the areas evaluated by the Board of Directors with or without the help of an external advisor, regarding the functioning and composition of the Board and its committees and any other area or aspect that has been evaluated.

Description of the evaluation process and areas evaluated

In accordance with article 17.bis of the Regulations of the Board of Directors, all its members have evaluated the following in relation to financial year 2021: (a) the quality and efficiency of the Board's performance; (b) starting from the report presented to it by the Appointments and Remuneration Committee, the performance of the duties of the Chairperson of the Board and the chief executive officer of the Company; and (c) the performance of its Committees, from the reports presented to it by them. In accordance with the above section, this year, the Board had the support of the consultancy firm Russell Reynolds to carry out the annual assessment and thus be provided with objective contributions.

It should be highlighted that the capacity and processes of the Board have shown a significant raise in the Board's trust, which can mainly be attributed to the reliance on the quality of the information provided and the accessibility of the information. Further, the main areas highlighted by the directors as areas for improvement were (i) the information received by the directors on the market in which the company operates and (ii) the time dedicated to the discussion of strategic issues. It should be noted that, to facilitate access to the information that directors have in order to prepare the meetings and, in general, optimize the management of information and documents of the board meetings, during 2021 the Company implemented an electronic platform to store and manage the documentation. The Board members have valued very positively the implementation of this measure. In addition, the creation of the Sustainability Committee, in which Board members have contributed to articulating and elevating the practices for which Grifols is well known as part of the ESG narrative, is highlighted. In this same regard, the board members highlight the Board's training since they had sessions in the areas of sustainability and ESG, as well as meeting focusing on these concepts with the Audit Committee and the Appointments and Remuneration Committee.

Furthermore, it should be highlighted that the Board is constantly self-evaluating and any improvements are implemented as soon as possible. Each committee carries out its own evaluation before the last Board meeting of the year is held, where they express their satisfaction or dissatisfaction with the performance of each committee, as well as specifying if they need any further resources to carry out their duties. All the Board's Committees have expressed their satisfaction with the performance and resources available to them. The Chairperson of the Appointments and Remuneration Committee has held a meeting with the Co-CEOs. Likewise, the Audit Committee members have held a meeting with the Company's auditors, as well as with its internal audit and

compliance teams. The members of the Sustainability Committee have held a meeting with the members of both the Appointments and Remuneration Committee and the Audit Committee. Additionally, the Appointments and Remuneration Committee assessed the performance of the Company's Chairman of the Board and of both Co-CEOs, ultimately reporting to the Board. Female directors represent 33.33% of the board of directors and the selection of its members has been carried out based on a diversity of knowledge, experiences, age and gender.

- C.1.18 Provide details, for years in which the evaluation was carried out with the help of an external advisor, of the business relationships that the external advisor or company in its group maintains with the company or any company in its group.

In 2016, 2018 and 2021, the consultancy firm Russell Reynolds carried out the evaluation of the Board of Directors and the Company's Committees. Grifols has hired its headhunting services in some occasions.

- C.1.19 Indicate the cases in which directors are obliged to resign.

Regulations of the Board of Directors
Article 22. Resignation of directors
(...)
3. The Directors must place their position at the disposal of the Board of Directors and formalize the relevant resignation in the following cases:
(a) when they cease to occupy the executive posts which were associated with their appointment as Director, except by express ratification by the Board of Directors, following a non-binding report to the Appointments and Remuneration Committee;
(b) when circumstances arise that might harm the Company's name and reputation, related or not to their actions within the Company;
(c) when they incur in any of the legally foreseen cases of incompatibility or prohibition;
(d) when any criminal charges are brought against them, prior report of the Appointments and Remuneration Committee or are the object of disciplinary action of a serious or very serious nature by supervisory authorities;
(e) when the Audit Committee gives them a serious warning for having infringed their obligations as Directors;
(f) when their Directorship on the Board could place the best interests of the Company at risk or when the reasons for their appointment disappear; and
(g) in the case of a Proprietary Director, when the shareholder whose interests he/she represents on the Board sells his/her participation in the Company, or when they are reduced to below a level that reasonably justified such an appointment.

- C.1.20 Are qualified majorities other than those established by law required for any particular kind of decision?:

Yes

No

If so, describe the differences.

C.1.21 Explain whether there are any specific requirements, other than those relating to directors, for being appointed as chairman of the Board of Directors.

Yes

No

C.1.22 Indicate whether the articles of incorporation or Board regulations establish any limit as to the age of directors:

Yes

No

C.1.23 Indicate whether the articles of incorporation or Board regulations establish any term limits for independent directors other than those required by law or any other additional requirements that are stricter than those provided by law:

Yes

No

C.1.24 Indicate whether the articles of incorporation or Board regulations establish specific rules for appointing other directors as proxy to vote in Board meetings, if so the procedure for doing so and, in particular, the maximum number of proxies that a director may hold, as well as whether any limit has been established regarding the categories of director to whom votes may be delegated beyond the limits imposed by law. If so, briefly describe these rules.

Pursuant to the provisions of the Spanish Companies Law, Article 17 of the Regulations of the Board of Directors establishes that non-executive directors may only delegate their representation to another non-executive director.

C.1.25 Indicate the number of meetings held by the Board of Directors during the year. Also indicate, if applicable, the number of times the Board met without the chairman being present. Meetings where the chairman gave specific proxy instructions are to be counted as attended.

Number of board meetings	11
Number of board meetings held without the chairman's presence	0

Indicate the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	0
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Indicate the number of meetings held by each Board committee during the year:

Number of meetings held by the audit committee	6
Number of meetings held by the nomination and remuneration committee	5
Number of meetings held by the sustainability committee	4

C.1.26 Indicate the number of meetings held by the Board of Directors during the year with member attendance data:

Number of meetings at which at least 80% of the directors were present in person	11
Attendance in person as a % of total votes during the year	97.08
Number of meetings with attendance in person or proxies given with specific instructions, by all directors	8
Votes cast in person and by proxies with specific instructions, as a % of total votes during the year	97.08

C.1.27 Indicate whether the individual and consolidated financial statements submitted to the Board for issue are certified in advance:

Yes X **No**

Identify, if applicable, the person(s) who certified the individual and consolidated financial statements of the company for issue by the Board:

Name	Position
MR. ALFREDO ARROYO GUERRA	CHIEF FINANCIAL OFFICER
MS. MONTSERRAT LLOVERAS CALVO	VICEPRESIDENT ADMINISTRATION

C.1.28 Explain the mechanisms, if any, established by the Board of Directors to ensure that the financial statements it presents to the General Shareholders' Meeting are prepared in accordance with accounting regulations.

Part of article 42.4 of the Regulations of the Board is transcribed here below:
Article 42. Relations with auditors
(...)
4. The Board of Directors will endeavour to formulate the final accounts in such a way that no reservations or exceptions are raised by the auditor and, in the cases when there are, the contents and scope of the discrepancies shall be explained to the shareholders not only by the Chairperson of the Audit Committee but also by the external auditors.

C.1.29 Is the secretary of the Board also a director?

Yes

No

If the secretary is not a director, complete the following table:

Name or company name of the secretary	Representative
MS. NÚRIA MARTÍN BARNÉS	

C.1.30 Indicate the specific mechanisms established by the company to safeguard the independence of the external auditors, and any mechanisms to safeguard the independence of financial analysts, investment banks and rating agencies, including how legal provisions have been implemented in practice.

Article 14 of the Regulations of the Board gives the Audit Committee the following competences as regards the external auditor:

(i) Submit to the Board of Directors any proposals regarding the selection, appointment, re-election and substitution of the auditor, being responsible for the selection process in conformity with the applicable regulations, including the terms of his contract, without prejudice to the faculties vested in the General Shareholders' Meeting and the Board with regard to the approval of such resolutions under Spanish law;

(ii) Be directly in charge of the remuneration and supervision of the work performed by the external auditor regarding the audit report preparation and issuance or any other similar reports relating to financial statements;

(iii) Regularly and directly collect from the external auditor information about the development, impact and execution of the audits, as well as the audit plan and results of its execution, and verify that top management takes their recommendations into account;

(iv) Safeguard the external auditor's independence when performing his duties, and to do so:

- Ensure that the Company communicates through the CNMV the change in auditor and shall attach a statement of the possible existence of any disagreements with the outgoing auditor and, if applicable, its contents;

- Establish the necessary relationships with the external auditor to receive information about any issues that may entail a threat to his independence, and which the Audit Committee will examine, and any other issues regarding the development of the audit of accounts process, and, when applicable, the authorization of the services different from those prohibited in the terms established in the applicable regulations as regards independence, as well as any notifications required in the audit of accounts legislation and in the audit regulations;

- Ensure that the Company and the auditor respect the rules in force on providing services different to audit services, the auditor's market concentration limits and, in general, any others rules established to guarantee the independence of the auditors and, to that end, annually receive from the external auditors a statement of their independence in relation to the entity, or any entities directly or indirectly related to it, as well as the detailed and individualized information on any kind of ancillary services provided and the corresponding fees paid by these entities to the external

auditor or the persons or entities related to it in accordance with the regulations applicable to the audit of accounts activity;

- Issue, prior to issuing the audit of accounts report and on an annual basis, a written opinion on whether the independence of the auditors or audit firms has been compromised. This opinion must include a reasoned assessment of each and every one of the ancillary services mentioned in the preceding paragraphs, which shall be individually and jointly assessed, different from the legal audit, and in relation to the independence status or regulations applicable to the audit of accounts activity; and

- If the external auditor resigns, examine the circumstances that have caused said resignation.

(v) Encourage the Group auditor to undertake the responsibility of the audits of the companies making up the group.

On the other hand, article 41 of the Regulations of the Board establishes the duties that the Board has in relation to the financial markets (analysts, financial entities, rating agencies, etc.). Exercising the competences of this article, the Board initially approved on 27 May 2016 a communication and contact policy with the shareholders, institutional investors and voting advisors, and approved its modification on 11 December 2020. Said policy is based on the principles of transparency, veracity, immediacy, equality, symmetry and importance for the dissemination of the information. The policy is available on the Company's website www.grifols.com.

Article 42 of the Regulations of the Board furthermore establishes that the Board's relations with the Company's external auditors shall be channelled through the Audit Committee. Likewise, the Board of Directors shall not submit to the General Shareholders' Meeting a proposal to hire auditing firms whose fees exceed ten per cent (10%) of its total income during the last financial year. This article also sets out that the Board of Directors shall publicly inform, every year, of the overall fees that the Company has paid the auditing firm for services other than auditing.

Specifically, external auditors are in practice required to confirm their independence in writing and provide the Audit Committee with a threats and safeguards analysis in connection with the services rendered to the Group. They shall also provide a statement of independence indicating those matters that may pose a threat to the auditor's independence. The Audit Committee considers the information provided to it and maintains regular communication with the external auditors to decide on their independence and quality of their work.

In accordance with the policy on communication with financial markets, Grifols will maintain dialogue with financial analysts, respecting at all times the general principles described in such policy, and communication with financial analysts will be independent of the opinion and recommendation of the analyst towards the Company.

C.1.31 Indicate whether the company changed its external auditor during the year. If so, identify the incoming and outgoing auditors:

Yes

No

Outgoing auditor	Incoming auditor
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KPMG Auditores, S.L.	Deloitte, S.L.
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Observations
The Company's Ordinary General Shareholders' Meeting held on 21 May 2021, approved the appointment of Deloitte, S.L. as auditors of the individual accounts of the Company, for a period of three years, and re-elect KPMG Auditores, S.L. as auditors of the consolidated annual accounts.

If there were any disagreements with the outgoing auditor, explain their content:

Yes

No

C.1.32 Indicate whether the audit firm performs any non-audit work for the company and/or its group and, if so, state the amount of fees it received for such work and express this amount as a percentage of the total fees invoiced to the company and/or its group for audit work:

Yes

No

	Company	Group companies	Total
Amount invoiced for non-audit services (thousands of euros)	734	261	995
Amount invoiced for non-audit work/Amount for audit work (in %)	31.20	6.00	14.90

C.1.33 Indicate whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, indicate the reasons given to shareholders at the general shareholders' meeting by the chairman of the audit committee to explain the content and extent of the qualified opinion or reservations.

Yes

No

C.1.34 Indicate the number of consecutive years for which the current audit firm has been auditing the company's individual and/or consolidated financial statements. Also, indicate the number of years audited by the current audit firm as a percentage of the total number of years in which the financial statements have been audited:

	Individual	Consolidated
Number of consecutive years	1	31

	Individual	Consolidated

Number of years audited by the current audit firm/number of years in which the company has been audited (in %)	3.23	100.00
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Observations
The Company's Ordinary General Shareholders' Meeting held on 21 May 2021, approved the appointment of Deloitte, S.L. as auditors of the individual accounts of the Company, for a period of three years, and re-elect KPMG Auditores, S.L. as auditors of the consolidated annual accounts.

C.1.35 Indicate whether there is a procedure for directors to be sure of having the information necessary to prepare the meetings of the governing bodies with sufficient time; provide details if applicable:

Yes

No

Details of the procedure
In accordance with article 16.2 of the Regulations of the Board, the call for ordinary meetings shall be made in compliance with the advance notice and the procedures stipulated in the Articles of Association.
The call shall always include the agenda of the meeting and shall have attached all the relevant information, properly summed up and prepared, sent long enough in advance to properly prepare the meeting. When, in the Chairman's opinion, this proves inadvisable for security reasons, the information shall not be attached and the directors will be informed of the possibility of examining this at the registered office.

C.1.36 Indicate whether the company has established rules obliging directors to inform the Board of any circumstances, whether or not related to their actions in the company itself, that might harm the company's standing and reputation, tendering their resignation where appropriate. If so, provide details:

Yes

No

Explain the rules
Article 28.2 of the Regulations of the Board lays down the directors' obligation to inform the Appointments and Remuneration Committee about any circumstance that affect them, related or not to their actions within the Company, that might harm the Company's name and reputation and, in particular, report any criminal case brought against them and the progress of any subsequent trial.
Article 22.3 envisages the directors' obligation to place their position at the disposal of the Board of Directors and formalize the relevant resignation in the following cases:
(a) when they cease to occupy the executive posts which were associated with their appointment as director, except by express ratification by the

Board of Directors, following a non-binding report to the Appointments and Remuneration Committee;

(b) when circumstances arise that might harm the Company's name and reputation, related or not to their actions within the Company;

(c) when they incur in any of the legally foreseen cases of incompatibility or prohibition;

(d) when any criminal charges are brought against them, prior report of the Appointments and Remuneration Committee or are the object of disciplinary action of a serious or very serious nature by supervisory authorities;

(e) when the Audit Committee gives them a serious warning for having infringed their obligations as directors;

(f) when their Directorship on the Board could place the best interests of the Company at risk or when the reasons for their appointment disappear; and

(g) in the case of a proprietary director, when the shareholder whose interests he/she represents on the Board sells his/her participation in the Company, or

C.1.37 Indicate whether, apart from such special circumstances as may have arisen and been duly minuted, the Board of Directors has been notified or has otherwise become aware of any situation affecting a director, whether or not related to his or her actions in the company itself, that might harm the company's standing and reputation:

Yes

No

C.1.38 Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

N/A

C.1.39 Identify individually as regards directors, and in aggregate form in other cases, and provide details of any agreements between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal without due cause or termination of employment as a result of a takeover bid or any other type of transaction.

Number of beneficiaries	50
Type of beneficiary	Description of the agreement
Board members (directors), executives and employees	The Group has agreements with employees and directors by virtue of which these may rescind their employment contracts with the Company unilaterally, being legally

	<p>entitled to indemnities ranging from 2 to 5 years of salary in those cases where the control of the Company is taken over.</p> <p>Furthermore, contracts exist with 5 executives by virtue of which they will receive indemnities ranging from one year to 4 years of salary in different cases.</p>
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Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorised by the governing bodies of the company or its group. If so, specify the procedures, the cases concerned and the nature of the bodies responsible for their approval or communication:

	Board of directors	General shareholders' meeting
Body authorising the clauses	X	

	YES	NO
Are these clauses notified to the General Shareholders' Meeting?		X

C.2 Committees of the Board of Directors

C.2.1 Provide details of all committees of the Board of Directors, their members, and the proportion of executive, proprietary, independent and other external directors forming them:

AUDIT COMMITTEE

Name	Position	Current
MR. STEVEN MAYER	MEMBER	INDEPENDENT
MS. CARINA SZPILKA LÁZARO	CHAIRPERSON	INDEPENDENT
MS. BELÉN VILLALONGA MORENÉS	MEMBER	INDEPENDENT

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	100.00
% of other external directors	0.00

Observations

Because of lack of space, the Audit Committee's most significant actions during 2021 are included here, and were: (i) Ratification and review of the additional audit services rendered by KPMG and authorized by the Chairperson during fiscal year 2021, having previously verified that they are permitted services under the applicable independence rules and that they do not violate any applicable independence rule; (ii) Review and approval of the Annual Corporate Governance Report for fiscal year 2020; (iii) Review and approval of the Company's annual accounts (individual and consolidated) as well as the consolidated non-financial information included in the consolidated management report (which includes the Company's Corporate Responsibility Report) corresponding to the fiscal year ended 31 December 2020, having previously supervised the preparation and submission of the annual accounts, overseeing compliance with any legal requirements and the correct application of accounting criteria; (iv) Reasoned report on the annual accounts auditor's independence; (v) Report on the related-party transactions during fiscal year 2020; (vi) Review and approval of the Code of Ethics for the executives of the Company; (vii) Supervision on the reporting by the Company's internal audit department director on the communications made anonymously through the Company's whistleblowing channel (Grifols Ethics Helpline); (viii) Approval of the financial periodic information, that for its public condition, the Company must publish periodically, including, the approval of the consolidated financial statements corresponding to the fiscal year 2020 prior to their approval by the Board of Directors and to their notification to stock exchanges and supervising bodies and, also, approval of the financial statements prepared under IFRS IASB to be filed with the Securities and Exchange Commission; (ix) Proposal made to the Board of Directors on (a) the appointment of Deloitte as auditor of the individual annual accounts of the Company for fiscal years 2021-2023, inclusive, and (b) the re-election of KPMG as auditor of the consolidated annual accounts of the Company for fiscal year 2021; (x) Annual review of the Committee's performance and drafting of the relevant report on the functioning and performance of the Committee during fiscal year 2021; and (xi) Pre-approval of the different audit services provided by KPMG and Deloitte.

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Audit Committee shall be formed by three to five directors, appointed by the Board of Directors, taking into account their knowledge, competence and experience in accounting, audit and risk management (both financial and non-financial) and Committee's duties. The Audit Committee shall be exclusively composed by non-executive directors, of which the majority should be independent directors. The Board of Directors will appoint the Chairperson of the Audit Committee, a position that shall be necessarily held by an independent director. The Chairperson must be replaced every four years and may be re-elected after the term of one year has elapsed. The Audit Committee shall be validly formed when half plus one of its members are

present or represented and their resolutions are approved by absolute majority of the assisting members.

Basic responsibilities:

- Inform: (i) the General Shareholders' Meeting of questions raised in respect of those matters which are within the committee's competence and, in particular, with respect to the results of the audit of the annual accounts, explaining how it has contributed to the integrity of the financial information and the Committee's role during the process; (ii) in advance the Board of Directors about periodic financial statements, which the Company, due to its stock exchange listing must make public periodically; (iii) in advance of the creation or acquisition of shareholdings in special purpose entities or domiciled in countries or territories considered tax havens, as well as any other transactions or operations of a similar nature, which due to their complexity, could harm the transparency of the Group; (iv) in advance of related party transactions and (v) of any matter that has or may have a material, financial or accounting impact.

- Supervise and evaluate: (i) the preparation and presentation, and integrity of the mandatory financial and non-financial information related to the Company and the Group, verifying compliance with the regulation requirements, the adequate defining of consolidation boundaries and the correct application of accounting criteria and submit recommendations or proposals to the Board of Directors to protect the integrity of this information; (ii) the efficiency of the Company's internal control, internal audit and risk control and management systems, financial and non-financial, concerning the Company and the Group, including any operative, technological, legal, social, environmental, political, reputational or corruption related risks, periodically reviewing the internal control and risk management systems, so that any principal risks are identified, dealt with and adequately recognized, as well as discussing with the auditor any major flaws in the control system identified during the audit process, without jeopardizing its independence. To such effects, the Committee may, if applicable, submit recommendations or proposals to the Board of Directors and the corresponding period of time for their fulfilment.

- Monitor the independence and efficiency of the internal auditing process; propose the selection, appointment and dismissal of the Director of the Internal Audit Department; propose the budget for this Department; approve or submit to the Board the proposal to approve the work orientation and annual work plan of said Department, ensuring that its activity is mainly focused on relevant risks (including reputational ones); receive periodic information on its activities (including the activities report for the financial year prepared by the head of the Department); and verify that the top management takes into account the conclusions and recommendations of their reports.

- Set up and supervise a mechanism that would allow employees and other parties related to the Company, such as directors, shareholders, suppliers, contractors or sub-contractors, to notify any potentially significant irregularities, including financial and accounting ones, or of any other nature, related to the Company, and which they are aware are at the centre of the Company or the Group, guaranteeing confidentiality and, in any event, anticipating any cases in which information can be provided anonymously, respecting the rights of both the complainant and the accused party.

- In general, ensure that the internal control policies and systems established are applied effectively in practice.
- Submit to the Board of Directors any proposals regarding the selection, appointment, reelection and substitution of the auditor, being in charge of the selection process pursuant to the applicable regulations and of the terms of his contract.
- Be directly in charge of the remuneration and supervision of the work performed by the external auditor regarding the preparation or issuance of audit reports or of any other similar reports, relating to financial statements.
- Regularly and directly collect from the external auditor information about the development, impact and execution of the audits, as well as about the audit plan and results of its execution, and verify that top management considers their recommendations, and safeguard his independence when performing his duties.
- Encourage the Group's auditor to undertake the responsibility of the audits of the companies that make up the group.
- Supervise compliance with the Internal Conduct Regulations in matters related to the Stock Exchange, the present Regulation, standards of conduct set out in the "Code of Ethics for Grifols Executives" and the "Code of Conduct for Grifols' Employees" and, in general, any other internal rules of governance of the Company, as well as make the necessary proposals for improvement.

Identify the directors who are members of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date on which the Chairperson of this committee was appointed.

Names of directors with experience	MR. STEVEN MAYER / MS. CARINA SZPILKA LÁZARO / MS. BELÉN VILLALONGA MORENÉS
Date of appointment of the chairperson	23/02/2018

APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Position	Current
MS. MARLA ELIZABETH SALMON	CHAIRPERSON	INDEPENDENT
MR. TOMÁS DAGÁ GELABERT	MEMBER	OTHER EXTERNAL
MR. JAMES COSTOS	MEMBER	INDEPENDENT

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	66.67
% of other external directors	33.33

Observations

Because of lack of space, the Appointments and Remuneration Committee's most significant actions, carried out during 2021, are included here, and were: (i) Approval of the annual remuneration report corresponding to the fiscal year 2020; (ii) Approval of the proposal of the Sustainability Committee that all the board members receive training on sustainability matters; (iii) Some of the items of the agenda of the Committee meetings were also discussed with the Company's Sustainability Committee members; (iv) Review of the results of the Board's annual evaluation of fiscal year 2020; (v) Drafting of the report on the prior analysis of the Board of Directors' required competences; (vi) Drafting of the report on the re-election of Mr. Victor Grifols Roura as non-independent member of the Board of Directors; (vii) Proposal to re-elect Mr. Victor Grifols Roura as Chairman of the Board of Directors; (viii) Annual review of the performance of the Committee, the Chairman and CEOs and drafting of the relevant report on the functioning and performance of the Committee during fiscal year 2021; (ix) Approval of the evaluation of the Board of Directors to be performed by external consultants and determination of their independence; (x) Review of the remuneration policy for fiscal year 2022; (xi) Review of the remuneration of the executive board members, together with the Sustainability Committee, to link it to ESG objectives; and (xii) Review and approval of the category of each director.

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Appointments and Remuneration Committee shall be formed by three (3) to five (5) directors, appointed by the Board of Directors, taking into account their knowledge, competence and experience and the Committee's duties. The Appointments and Remuneration Committee shall be exclusively composed of non-executive directors, of which at least two must be independent directors. The Board of Directors shall appoint the Chairperson of the Appointments and Remuneration Committee. The position of Chairperson will necessarily be held by an independent director.

The Board of Directors shall appoint the Secretary of the Appointments and Remuneration Committee, who may be (a) one of the members of such Committee (and, in such case, he/she will be Secretary member of the Appointments and Remuneration Committee), (b) any other member of the Board of Directors of the Company who is not a member of the Committee (and, in such case, he/she will be Secretary non-member of the Appointments and Remuneration Committee), or (c) the Secretary or a Vice-Secretary of the Board of Directors of the Company (and, in such case, he/she will be Secretary non-member of the Appointments and Remuneration Committee). The Secretary shall draft the minutes of the resolutions adopted in each Committee meeting and shall report to the Board of Directors through its Chairperson.

Basic responsibilities:

(a) to formulate and review the criteria to be followed for the composition of the Board of Directors and the selection of candidates, taking into account the

competence, knowledge and experience necessary to be in the Board, specifying the duties and aptitudes that each candidate must have in case of vacancies in addition to assessing the time and commitment needed to perform their duties effective and efficiently;

(b) to establish a representation target for the least represented gender in the Board of Directors and prepare guidelines to achieve said target;

(c) to submit to the Board of Directors any proposals to appoint, re-elect and/or separate the independent directors prior to being submitted to the General Shareholders' Meeting or, as the case may be, being adopted by the Board exercising its power of co-option, and in all cases informing about the character of the director being proposed;

(d) to report the proposals of appointment, re-election and/or separation of the non-independent directors for their appointment by the Board of Directors by means of co-option or their submission to the General Shareholders' Meeting by the Board of Directors;

(e) to report the proposals of appointment and removal of the Chairperson and Vice-chairpersons of the Board of Directors;

(f) to examine and organize the succession of the Chairperson of the Board of Directors and the chief executive officer and, as the case may be, to make proposals to the Board so that said succession takes place in an orderly and well planned manner; (g) to report the proposal and appointment and resignation of the Secretary and Vice-Secretaries of the Board;

(h) to report the proposal of appointment and resignation of senior management proposed by the chief executive officer to the Board and the basic conditions of their contracts; (i) to propose to the Board of the Directors the directors who shall be part of each of the Committees;

(j) to propose to the Board of Directors the remuneration policy of the directors and general managers or anyone performing top-level management duties under the direct supervision of the Board, executive committees or executive directors, as well as the individual remuneration and other contractual terms regarding the executive directors, ensuring its fulfilment;

(k) to periodically review the payment programmes of executive officers, considering their adequacy and performance; and

(l) to report on the transactions that imply or could imply conflicts of interest and, in general, on matters covered in Chapter IX of the Regulations.

SUSTAINABILITY COMMITTEE

Name	Position	Current
MR. ENRIQUETA FELIP FONT	MEMBER	INDEPENDENT
MR. ÍÑIGO SÁNCHEZ-ASIAÍN MARDONES	MEMBER	INDEPENDENT
MR. THOMAS GLANZAMANN	CHAIRMAN	OTHER EXTERNAL

% of executive directors	0.00
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% of proprietary directors	0.00
% of independent directors	66.67
% of other external directors	33.33

Observations

Because of lack of space, the Sustainability Committee's most significant actions, carried out during 2021, are included here, and were: (i) approval of the proposal to the Board for the association by Grifols with the UEFA in relation to the Women's Premier League; (ii) approval of the Regulations of the Sustainability Committee prior to their approval by the Board; (iii) approval of the non-financial information together with the Audit Committee prior to its approval by the Board; (iv) approval of Grifols Sustainability Plan; (v) approval of the set up of the Executive Sustainability Committee, which periodically informs the Committee about the achievement of the objectives of Grifols' Sustainability Manager Plan; (vi) Approval of the proposal to the Board for Grifols to participate in the UN Global Compact prior to its approval by the Board; (vii) review and approval of the training calendar on ESG for the members of the Committee and the Board; (viii) review of the progress made in the Company's sustainability matters, as well as informing the Board periodically (ix) inform the Board about Grifols's entry in to the Dow Jones Sustainability World Index (DJSI World), as well as maintaining itself with distinction on the Dow Jones Sustainability Europe Index (DJSI); (x) Presentation of the results of Grifols' DAFO analysis on Sustainability matters; (xi) together with the Appointments and Remuneration Committee, review of the Board of Directors' remuneration to link it to ESG objectives.

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Sustainability Committee shall be formed by three (3) to five (5) directors appointed by the Board of Directors, taking into account the knowledge, competence and experience of the directors and the duties of the Committee. The Sustainability Committee shall only be formed by non-executive members, the majority of them being independent. The Board of Directors shall appoint the Chairperson of the Sustainability Committee.

The Board of Directors shall appoint the Secretary of the Sustainability Committee, who may be (a) one of the members of the Sustainability Committee (in which case, it will be the Secretary member of the Sustainability Committee), (b) any other member of the Board of Directors of the Company who is not a member of the Sustainability Committee (who, in such case, shall be the Secretary non-member of the Sustainability Committee), or (c) the Secretary or Vice-Secretary of the Board of Directors (who, in such case, will be the Secretary non-member of the Sustainability Committee). The Secretary shall draft the minutes of the resolutions adopted in each committee meeting, and shall report to the Board of Directors through its Chairperson.

Without prejudice to any other tasks given by the Board, the Sustainability Committee shall have the following basic responsibilities:

(a) monitor compliance with the Company's internal codes of conduct and corporate governance rules, and ensure that the corporate culture is aligned with its purpose and values;

(b) monitor the implementation of the general policy regarding the disclosure of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, proxy advisors and other stakeholders. Similarly, the way in which the Company communicates and relates with small and medium-sized should be monitored;

(c) periodically evaluate the effectiveness of the Company's corporate governance system and environmental and social policy, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.

(d) ensure the Company's environmental and social practices are in accordance with the established strategy and policy; and

(e) monitor and evaluate the Company's interaction with its stakeholder groups.

C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

	Number of female directors							
	Year 2021		Year 2020		Year 2019		Year 2018	
	Number	%	Number	%	Number	%	Number	%
Audit committee	2	66.66	2	66.66	2	66.66	2	66.66
Nomination and Remuneration committee	1	33.33	1	33.33	1	33.33	1	33.33
Sustainability committee	1	33.33	1	33.33	0	0.00	0	0.00

C.2.3 Indicate, where applicable, the existence of any regulations governing Board committees, where these regulations are to be found, and any amendments made to them during the year. Also indicate whether any annual reports on the activities of each committee have been voluntarily prepared.

The Regulations of the Audit Committee are contained in (i) the Company's Articles of Association, (ii) the Regulations of the Board of Directors, and (iii) the Statutes of the Audit Committee.

The Appointments and Remuneration Committee is regulated in (i) the Company's Articles of Association and (ii) the Regulations of the Board of Directors.

The Sustainability Committee is regulated in (i) the Regulations of the Board of Directors, and (ii) the Regulations of the Sustainability Committee.

The documents mentioned above are available on the Company's website.

The Committees inform the Board of Directors of the activities carried out and the resolutions adopted by them in each meeting. Additionally, in the last meeting held in 2021, both the Audit Committee and the Appointments and Remuneration Committee prepared a report on their functioning and performance.

D RELATED PARTY AND INTRAGROUP TRANSACTIONS

- D1 Explain, where appropriate, the procedure and competent bodies relating to the approval of transactions with related and intragroup parties, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected director or shareholders. Detail the internal information and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

Pursuant to article 5 of the Regulations of the Board of Directors, the Board in full shall reserve the competence to approve, among others, those transactions which the Company may carry out with directors, significant shareholders or those represented on the Board of Directors or with persons related to these.

This authorization of the Board shall not, however, be understood as necessary in those related party transactions which may simultaneously fulfil the three following conditions:

- 1) the ones carried out pursuant to contracts with standard conditions and applied on a large scale to a large number of clients;
- 2) performed at prices or rates established on general terms by those supplying the goods or services in question; and
- 3) that their amount does not exceed 1% of the Company's annual income.

The Board of Directors will approve related-party transactions only after the Audit Committee issues a favourable report. The directors which are affected by said related-party transactions, in addition to not exercising or delegating their voting right, are to leave the meeting room while the Board discusses and votes on these matters.

Notwithstanding the foregoing, the internal regulations of the Company regarding related-party transactions will be adapted to the changes introduced in this respect by Law 5/2021 of 12 April, which amends the revised text of the Companies Law, approved by Royal Legislative Decree 1/2010 of 2 July, and other financial regulations, regarding the promotion of long-term shareholder involvement in listed companies; and which are set out in CHAPTER VII bis of the Companies Law.

- D2 Give individual details of transactions that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or who are represented on the board of directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the general shareholders' meeting has responsibility, indicate if the proposed resolution has been approved by the board without the vote against of the majority of the independents directors:

Name or company name of the shareholder or any of its subsidiaries	% Shareholding	Name or company name of the company or entity	Amount (thousands of euros)	Approving body	Identity of the significant shareholder or director who has abstained	The proposal to the general shareholders' meeting, if applicable, has been approved by the board without the vote against of the majority of independent directors
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		within its group				
No data						

Name or company name of the shareholder or any of its subsidiaries	Nature of the relationship	Type of transaction and other relevant information for its evaluation
No data		

- D3 Give individual details of the transactions that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those transactions carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the general shareholders' meeting has responsibility, indicate if the proposed resolution has been approved by the board without the vote against of the majority of the independents directors:

Name or company name of the administrators or managers or their controlled or jointly controlled entities	Name or company name of the company or entity within its group	Relationship	Nature of the transaction and other information necessary for its evaluation	Amount (thousands of euros)	Approving body	Identity of the shareholder or director who has abstained	The proposal to the general shareholders' meeting, if applicable, has been approved by the board without the vote against of the majority of independents directors
No data							

- D.4 Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or that they are fully owned, directly or indirectly, by the listed company.

In any case, report any intragroup transaction conducted with entities established in countries or territories considered as tax havens:

Company name of the entity within the group	Brief description of the transaction and other information necessary for its evaluation	Amount (thousands of euros)
Fundación Privada Víctor Grifols Lucas	Management or collaboration agreements	400
Probitas Fundación Privada	Management or collaboration agreements	3,563
Access Biologicals LLC	Sales	11,517
Access Biologicals LLC	Acquisitions	613
Access Biologicals LLC	Operating costs	2,788
Access Biologicals LLC	Dividends	5,745
Shanghai RAAS Blood Products Co. Ltd	Dividends. The amount is the net result of the collected and paid dividends to said company. In this regard, the amount is negative.	3,108
Shanghai RAAS Blood Products Co. Ltd	Financial income	2
Shanghai RAAS Blood Products Co. Ltd	Sales	203,264
Grifols Egypt for Plasma Derivatives (S.A.E.)	Sales	6,027
Mecwins, S.A.	Operating costs	79

- D5 Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the international accounting standards adopted by the EU, which have not been reported in previous sections.

Company name of the related party	Brief description of the transaction and other information necessary for its evaluation	Amount (thousands of euros)
SCRANTON ENTERPRISES, B.V.	These are payments for right-of-use assets between Centurión Real Estate S.A.U. and Grifols, S.A., where Scranton Enterprises B.V. (a significant shareholder of	5,332

	Grifols, S.A.) is the sole shareholder of Centurión Real Estate S.A.U.	
SCRANTON ENTERPRISES, B.V.	This consists of sales revenue from the execution of a delegated construction contract between Grifols, S.A. and Centurión Real Estate S.A.U., where Scranton Enterprises B.V. (a significant shareholder of Grifols, S.A.) is the sole shareholder of Centurión Real Estate S.A.U.	7,326

- D6 Give details of the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management, significant shareholders or other associated parties.

One of the general obligations of any director laid down in article 28.2 of the Regulations of the Board is to clearly express their opposition, in particular independent directors and other directors who are not affected by a potential conflict of interest, when this involves decisions that might harm the shareholders not represented on the Board.

Furthermore, article 30.2 of the Regulations of the Board establishes that a director must consult the Appointments and Remuneration Committee before accepting any management position in another company or entity that might represent a conflict of interests or affect their dedication. Likewise, article 31 establishes the following: (i) the director must refrain from attending and getting involved in discussions which affect matters in which he or she is personally, directly or indirectly, an interested party; and (ii) the director shall not be able to carry out, directly or indirectly, any professional or commercial transactions with the Company unless the situation of conflict of interests is informed of in advance, and the Board approves the transaction, after receiving a report from the Appointments and Remuneration Committee.

Finally, the Internal Code of Conduct in matters relating to the securities market, sets out that the members of the Board of Directors and the managers of Grifols must notify the Financial Management Team and the Secretary of the Board of Directors of Grifols of any possible conflicts of interests they may be subject to due to their family relationships, personal assets or for any other reason, and they will abstain from intervening or influencing in decision-making that may affect people or institutions with which conflicts exists, and from accessing confidential information affecting said conflict.

- D.7 Indicate whether the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and whether it has, directly or through

any of its subsidiaries, business relationships with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them.

Yes

No

E RISK MANAGEMENT AND CONTROL SYSTEMS

- E1 Explain the scope of the company's financial and non-financial risk management and control system, including tax risk.

The Company's risk management system considers all kinds of risks, including those related to tax matters, and is applicable to the Company and the companies of its Group.

Regarding the affiliated companies over which the Company holds no control, the Company promotes principles, guidelines and risk limits coherent with those established in the control and management of risk policy and keeps the appropriate information channels to guarantee the adequate knowledge of the risks.

- E2 Identify the bodies within the company responsible for preparing and executing the financial and non-financial risk management and control system, including tax risk.

The Board of Directors has the competence of approving the Risk Control and Management Policy, which sets forth the main principles and overall framework for action for the identification, evaluation, control and management of risks, of all nature, which the Company and the companies of its Group face.

The Audit Committee of the Company supervises the efficiency of the Company's internal control, internal audit and management of risk systems, including those related to tax matters, and periodically reviews the internal control and management of risk systems, so that any principal risks are identified, dealt with and adequately recognized.

The Audit Committee is assisted by the Internal Audit Department in these functions. Specifically, the activities inherent to Internal Audit in relation to the management of the risk system of the Company are:

- to provide a guarantee in relation to management of risk processes and the correct evaluation of the same, and
- to evaluate management of risk processes, including the overseeing of controls and procedures.

The Corporate Risk Committee, overviews senior management's duty to evaluate, deal with and control any risks, as well as to implement management of risk policies in Grifols, through the Company's procedures on risk management.

Additionally, the Sustainability Committee, by delegation of the Board of Directors, is responsible for following up and complying with the Sustainability Policy, as well as of any associated risks. Also, the Sustainability Committee will overview non-financial risks, including ethical and business conduct aspects.

- E3 Indicate the main financial and non-financial risks, including tax risks, as well as those deriving from corruption (with the scope of these risks as set out in Royal Decree Law

18/2017), to the extent that these are significant and may affect the achievement of business objectives.

Grifols risks are grouped into the following categories:

- Strategic risks: risks that can impact the Company's business strategy and strategic objectives; including market risks and uncertainties, such as socio-political, and reputational risks.
- Financial risks: risks that can impact cash flows if not effectively managed, leading to a loss in revenue, shareholder value or the overall stability of the organization. Financial risks also include contingent liabilities and other off-balance sheet risks.
- Operational risks: risks related to direct or indirect economic losses resulting from inadequate internal procedures, technical failures, human error, or certain external events. Operational risks also include information technologies.
- Cybersecurity risks: risk of breaches of or attacks on information systems by malicious insiders and outsiders.
- Environmental, Social and Governance risks (ESG): environmental, social, and governance related risks that may impact the organization, including climate change, human capital and breaches of laws, regulations, internal standards, ethical value and contracts. Governance risks also include fraud and corruption related risks.
- Legal and Regulatory risks: risks arising from new or modified legislation, regulation and its interpretation.

E.4 Indicate whether the entity has risk tolerance levels, including for tax risk.

The Company's business model is based on a solid corporate governance with values such as integrity, ethics, security, quality and innovation. Grifols determines the tolerance thresholds regarding low risks, particularly in relation to the quality and security of products, the wellbeing and health of its employees, and its compliance with regulations, including fiscal, and prevention of unlawful behaviours.

The Board of Directors, through its Audit Committee and its Corporate Risk Committee, controls that the management of risks implemented by the Company's management is aligned with acceptable risk levels and is in line with Grifols' objectives.

E5 Indicate which risks, including tax risks, have materialised during the year.

During the financial year, some inherent risks to the Company's activities have been materialised and the established control systems worked correctly, enabling these risks to be properly managed.

In addition, to manage the effects cause by COVID-19, the Company extended the action plan implemented in 2020, based in three main points:

- Ensure the health and safety of all its employees, as well as financial support to all of its more than 24,000 collaborators.

- Ensure the safety and supply of our critical medicines, health products, medical equipment, diagnostic and services to guarantee supply to our providers in the health sector.
- Support society with our skills and knowledge of the health sector.

E.6 Explain the response and oversight plans for the company's main risks, including tax risks, as well as the procedures followed by the company in order to ensure that the Board of Directors responds to any new challenges that arise

The main contingency plan for each category of risk are the following:

- Strategic risks: Grifols has a Strategy Management Board that, with the support of the Strategy Office, identifies the changes that could affect compliance with the strategic objectives of the Company and, where appropriate, suggests the actions that would allow it to adapt to any change.
- Financial Risks: (a) Market risks: The Group reduces market risks by the administration and control of the exposure to changes in market prices. The Group has significant investments in its businesses abroad, whose net assets are subject to foreign exchange risks, in particular with the US Dollar. This risk is mainly managed by having borrowed resources in said foreign currencies. The Group has hedged its risk exposure to a variable rate connected to the issue of a USD705 million bond, through a currency swap of USD500 million, and has allocated the portion of the non-hedged bond as a natural hedge of the net investments of its foreign businesses in USD. The external resources issued at variable rates expose the Group to interest rate risks as regards cash flows. The resources issued at fixed rates expose the Group to interest rate risks at the fair value. The management of interest rate risks aims to achieve a balance in the structure of the debt, maintaining part of the fixed-rate debt securities and cover part of the variable debt rate through hedges. The risk of the price and supply of raw materials is minimized by the vertical integration of the hemoderivatives business. (b) Credit risk: The Group does not predict any significant insolvency risk. (c) Liquidity risk: The cautious management of the liquidity risk based on the availability of cash and financing facilities by means of a sufficient amount of committed and unused long-term credit facilities, which enables the Group to carry out its business plan and operations with stable and ensured financing sources.
- Environmental, Social, Corporate Governance and Operational risks: The Sustainability Policy sets out the main principles and commitments on environmental and social matters using the business model as base. Environmental management is based on the principles of its policies on environment, energy and the environmental programme. The Environmental Management system, certified in accordance to international regulation ISO 14,001, ensures the identification and compliance with the applicable environmental legislation, the knowledge of the environmental aspects of its procedures and products, as well as the implementation of any necessary prevention measures. The Environmental Committee regularly analyses the environmental management and the adoption of improvement goals. The Executive Committee regularly overviews Grifols' performance regarding each environmental programme. The Chief Industrial Officer is a member of the Executive Committee and of the Environmental Committee, and is responsible for approving the environmental programme, and the financial and human resources allocated. Grifols' occupational Health and Safety policy ensures that the activities developed

by the Group companies and by the collaborating companies are carried out in compliance with each country's applicable local legislation, and fulfilled applying its own safety regulations. This policy is developed using Health and Safety Management Systems that each company of the Group manages and implements based on the objectives that the Health and Safety department provides each year at a corporate level. The control of the corporate health and safety programme is carried out in three levels: (i) monthly follow-up of key performance indicators; (ii) assessment visits to all companies and follow up of prevention plans and (iii) corporate audit processes. The Company's quality system covers all the production process, from when the raw material is obtained until the release of the finished product for marketing in order to minimize the risk of releasing onto the market a product that could have its quality, effectiveness or safety impaired. The Company also has a system of control of claims and pharmacovigilance, for early detection of any possible quality, efficiency or safety problems and the adoption of the corrective measures. The systems for monitoring product traceability enable fast and effective withdrawal of any batch of product from the market at any time. The product responsibilities and possible incidents on the premises are furthermore covered by means of management of risk policies and overall insurance schemes. The Global Compliance Review Committee, with the support of the Global Compliance Department, supervises the global anticorruption programme promoting a culture based on ethics. The Data Protection Office supervises and ensures compliance with the data protection regulations within the organisation.

Operational risks: As regards the continuity of the business in the event of unexpected situations, which may interrupt the work at any critical factory, Grifols has alternative premises, which would allow ongoing operations at an acceptable level during the contingency. As for information technology services all critical procedures are backed up. On the other hand, all the services are replicated or included in a crisis recovery plan enabling service to be given to the entire Group in contingencies.

- Cybersecurity risks: Grifols has policies and procedures that define the duties and actions necessary to plan, manage, detect, respond and recover when cybersecurity incidents occur. Also, a series of work instructions have been prepared concerning the most significant threats (such as, ransomware, phishing, malware, etc.).

- Legal and Regulatory risks: The Group has the necessary departments and the support of specialized external advisors to ensure awareness of any regulatory changes and compliance with any applicable laws or regulations, including tax ones. Also, the Criminal Management risk system sets out measures that are ideal to prevent or significantly reduce crime.

F INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATING TO THE PROCESS OF PUBLISHING FINANCIAL INFORMATION (ICFR)

Describe the mechanisms forming your company's Internal Control over Financial Reporting (ICFR) system.

F.1 The entity's control environment

Report on at least the following, describing their principal features:

- F.1.1. The bodies and/or departments that are responsible for: (i) the existence and maintenance of an adequate and effective ICFR system; (ii) its implementation; and (iii) its supervision.

Board of Directors:

The Board of Directors of the Company is ultimately responsible for the existence, maintenance and overseeing of an appropriate and effective SCIF. In accordance with its Regulations, the Board of Directors has delegated this responsibility to the Audit Committee.

Audit Committee:

Article 14, section 5 (c) of the Regulations of the Board of Directors of the Company establishes the basic responsibilities of the Audit Committee with regard to internal reporting and control systems, which include, among others, the following:

- Supervise and evaluate the preparation and presentation, and integrity of the mandatory financial and non-financial information related to the Company and the Group, verifying compliance with the regulation requirements, the adequate defining of consolidation boundaries and the correct application of accounting criteria and submit recommendations or proposals to the Board of Directors to protect the integrity of this information;
- Supervise and evaluate the efficiency of the Company's internal control, internal audit and risk control and management systems, financial and nonfinancial, concerning the Company and the Group, including any operative, technological, legal, social, environmental, political, reputational or corruption related risks, periodically reviewing the internal control and risk management systems, so that any principal risks are identified, dealt with and adequately recognized, as well as discussing, with the auditor, any major flaws in the control system identified during the audit process without jeopardizing its independence. To such effects, the Committee may, if applicable, submit recommendations or proposals to the Board of Directors and the corresponding period of time for their fulfilment;
- Monitor the independence and efficiency of internal auditing; propose the selection, appointment and dismissal of the Director of the Internal Audit Department; approve or propose to the Board of Directors the approval of the Internal Audit Department's work orientation and annual work plan, making sure that their activity mainly focuses on the relevant risks (including reputational risks); propose the budget for this Department; receive periodic information on its activities (including the annual activities reports prepared

by the Director of the Department); and verify that the top management takes into account the conclusions and recommendations of their reports;

- Establish and supervise a mechanism that allows employees and other persons related to the Company, such as directors, shareholders, suppliers, contractors or subcontractors, to report irregularities of potential significance, including financial and accounting irregularities, or those of any other nature, related to the Company, that they notice within the Company or its Group.

This mechanism must guarantee confidentiality and enable communications to be made anonymously, respecting the rights of both the complainant and the accused party; and

- In general, ensure that the internal control policies and systems established are applied effectively in practice.

The members of the Audit Committee are appointed taking into consideration their knowledge, skills and experience in accounting, auditing and management of risk matters.

The Audit Committee has an internal audit function which, under its supervision, reviews the reliability, integrity and consistency of financial-accounting information, evaluating its risks and the controls implemented to mitigate them, and informs regularly on work performed and measures proposed for the correction of the same.

Finance / Accounting Policies and Internal Control:

The Finance Department has an Accounting Policies & Internal Control function with responsibility for developing and implementing policies, procedures and controls on financial information and overseeing their fulfilment. This function communicates approval of internal control policies and procedures for financial information to the companies of the Group and maintains the documentation related to financial information procedures and controls up-to-date.

The internal financial information control system of Grifols is evaluated internally, every year, by independent staff.

F.1.2. Indicate whether the following exist, especially in relation to the drawing up of financial information:

- Departments and/or mechanisms in charge of: (i) the design and review of the organisational structure; (ii) clear definition of lines of responsibility and authority with an appropriate distribution of tasks and functions; and (iii) ensuring that adequate procedures exist for their proper dissemination throughout the entity.

The design and review of the organizational structure and the definition of the lines of responsibility and authority are carried out by the Board of Directors via the CEOs.

The distribution of tasks and functions is carried out in order to guarantee the efficacy and efficiency of the operations, ensuring an appropriate segregation of functions.

The detailed organizational chart of the functions of the Group is available to all of the employees of the Group in the Intranet of the Company.

- Code of conduct, the body approving this, degree of dissemination and instruction, principles and values covered (stating whether there is specific mention of record keeping and preparation of financial information), body charged with analysing breaches and proposing corrective actions and sanctions.

Code of Conduct:

The Code of Conduct of the Group establishes the rules of conduct, applicable to all employees and members of the Board of Directors and other administrative bodies of all the companies of the Group, both in relation to their own colleagues and as regards to third parties.

Section 10 of the Code of Conduct is dedicated to the "Reliability of financial information and dissemination". In this respect, it establishes that:

- Financial statements, books, records and accounts of Grifols must reflect the operations reliably and in accordance with legal requirements and accounting principles. The dissemination of dishonest information, whether internally or externally, is absolutely forbidden.

- The Chief Executive Officers and the Finance Department's executives, the chief financial officer included, as well as the accounting officers, controllers and the person(s) performing similar functions are responsible for the complete, true, fair, accurate and understandable disclosure of any reports that Grifols must regularly submit to the CNMV (National Securities Market Commission) and the SEC (the United States Securities and Exchange Commission) and any other securities market regulators from time to time.

- In its relationship with the markets, Grifols' policy is one of transparency. The public financial statements, the information for regulatory bodies, and, in general, the information published in any mean must be exact and complete in all aspects.

- The market will be promptly informed of any circumstance that may affect the price of quoted shares.

The Code of Conduct is published as internal regulations in the Group's Intranet, available to all employees, and on the Company's website (www.grifols.com).

In its section 14, the Code of Conduct establishes that "Non-fulfilment of the Code of Conduct by any employee or manager of Grifols shall be considered a serious breach of his or her obligations with Grifols and it may even lead to his or her dismissal".

Ethical Code for Executives:

The Board of Directors approved the Ethical Code for Executives in 1998 and amended it in 2008 and 2021.

This Code must be considered as a general framework of the basic principles that govern the actions of employees and other people working for the group, inspired by the ethical values by which the Company has always been governed, the main priority of which is the utmost safety and efficacy of its products.

The executives of all of the companies of the Group must read and accept the content of the Ethical Code every year.

Non-fulfilment of any of the ethical principles of the Company is a cause for dismissal.

Any possible non-fulfilment, either of the Code of Conduct or of the Ethical Code, must be notified to the Audit Committee for analysis and, where applicable, correction and/or penalties in relation thereto.

The Board of Directors, in its meeting held on 28 October 2016, resolved to approve the Internal Code of Conduct on Matters Related to the Securities Market, in order to comply with market abuse regulations, specifically European Regulation 596/2014. This Internal Code of Conduct on Matters Related to the Securities Market is available on the Company's website.

- Whistleblower channel allowing notifications to the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organisation, indicating whether this channel is confidential and whether anonymous notifications can be made, protecting the rights of the whistleblower and the person reported.

The Company has a reporting channel which allows for concerns of an ethical nature to be submitted, and for the reporting of any behaviour contrary to the Code of Conduct, to the policies or procedures of the Company or to law, in a confidential and anonymous manner. It is currently available in 26 countries and in twelve languages as well as in English and Spanish. For the rest of the countries in which the Company is present, an internal communications channel exists for the reporting of any behaviour contrary to the Code of Conduct.

The reporting channel is managed by an external provider which classifies them according to their nature. The Internal Audit Management informs the Audit Committee, regularly, in relation to all issues reported and the results of the investigations and the measures adopted.

- Training and periodic refresher programmes for personnel involved in the preparation and revision of financial information, as well as in the assessment of the ICFR system, covering at least accounting standards, auditing, internal control and risk management.

It is a responsibility of the Finance Management and of the Corporate Accounting and Reporting function, dependent on the former, to ensure that all personnel involved in the preparation of the financial statements of the Group have the appropriate training and receive annual updates on International Financial Information Standards and in principles of internal control of financial information. The mentioned personnel regularly attend refresher seminars in the mentioned subject areas, presented by an external provider, and it regularly receives various publications, to which the Company subscribes, which offer up-to-date information on the evolution of the business and regulatory environment of the activities performed by the Group and on International Financial Information Standards and internal control.

F.2 Assessment of risks in financial reporting

Report on at least the following:

F.2.1. The main characteristics of the risk identification process, including risks of error and fraud, as regards:

- Whether the process exists and is documented.

The Company is subject to compliance with the United States Act “Sarbanes-Oxley”.

The risk identification process in the financial information is documented in the methodological guide for compliance with the United States Act “Sarbanes-Oxley” (Grifols – SOX Methodology). The document explains in detail, among other information, the approach applied in relation to the following aspects:

- Identification of risks and definition of the scope;
- Management controls (also known as Entity Level Controls);
- General controls of the information systems;
- Documentation of processes;
- Strategy of controls testing.

- Whether the process covers all the objectives of financial reporting, (existence and occurrence; completeness; valuation; presentation; disclosure and comparability; and rights and obligations), whether it is updated and if so how often.

Financial information risks materialize in five categories: integrity, existence and occurrence, valuation, presentation and breakdown and rights and obligations. The aim of the first three is to ensure that the accounts contain entries relating to real transactions, accurately booked. The last two are aimed at the rights and obligations being presented and described correctly in the financial statements.

In 2021, Internal Control identified the financial information risks with data from the financial year closed at 31 March 2021 and updated the analysis during the financial year, the last being with data referring to 31 December 2021.

- The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex corporate structures or special purpose vehicles.

The Company keeps a company shareholding book which contains the totality of the participations in the Group, both direct and indirect, as well as any entities in which the Group may have the capacity to exercise control irrespective of the legal form by means of which such control may be exercised, including, therefore, where appropriate, both instrumental companies and those of special purposes.

The scope of consolidation of the Company is determined monthly by the Corporate Accounting and Reporting / Consolidation and Reporting management, under the Finance Department, depending on the

corporate record information and in accordance with International Accounting Standards and other local accounting regulations.

Overseeing the appropriate delimitation of the scope of consolidation is a responsibility of the Audit Committee.

- Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements.

The risk identification process of the Company is based on the evaluation of risks in the accounting entries of the financial statements.

An accounting entry is considered significant whenever a reasonable possibility of containing an error that, individually or jointly with others, may have a material effect on the financial statements.

In order to determine whether an entry is significant, the Company considers both quantitative factors (the size and composition of the entry and the volume of the transactions recorded) and qualitative ones (uniformity and centralization of transactions, complexity and inherent risk).

Operational, cybersecurity, financial, legal and regulatory, environmental risks, etc., to the extent which they may affect the financial statements, are considered in the qualitative evaluation.

- The governing body within the company that supervises the process.

The supervision of the financial information risk identification process is carried out by the Audit Committee as part of its functions in relation to the information and internal control systems, detailed in section F 1.1. of this report.

F.3 Control activities

Report on whether the company has at least the following, describing their main characteristics:

- F.3.1. Review and authorisation procedures for financial information and a description of the ICFR, to be disclosed to the securities markets, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including accounting closing procedures and the specific review of significant judgements, estimates, valuations and projections.

The Company provides financial information to the securities market on a quarterly basis. The information is prepared and reviewed by the different units which make up the Finance Department of the Company and requires approval by the Corporate Finance Director.

The Audit Committee supervises the information that is submitted to the market. To do so, it is in possession of the conclusions of the external auditors on the results of their review of the quarterly consolidated financial statements. Finally, the Audit Committee communicates its conclusions on the financial information to the Board of Directors, which approves its publication.

The internal financial information control system of Grifols was implemented in order to comply with section 404 of the United States Act “Sarbanes-Oxley”.

The initial points of the system are the management controls, also known as Entity Level Controls (hereinafter ELC). These controls work transversally, and are designed to supervise the effectiveness of the internal control system as a whole.

The Company classifies the ELC identified in accordance with the COSO control framework, which considers the following components:

- Control environment;
- Evaluation of the risk;
- Monitoring activities;
- Information and communication;
- Supervision;

Based on the analysis of the most important transactions, the business processes which must be documented are identified. The Company has identified the following business processes that group together all of the activities of the Group:

- Closure of the financial statements;
- Purchases and accounts payable;
- Sales and accounts receivable;
- Inventory;
- Treasury;
- Human Resources;
- Intangible fixed assets;
- Tangible fixed assets;
- Taxes.

The 9 main business processes are divided into sub-processes, adapted to the particularities of the business operations of each country or region.

For each process / sub-process, the following basic components have been identified:

- Control objectives: Control requirements which must be fulfilled in each activity of the process. They are intended to ensure the reliability of the financial information, covering the premises of integrity, existence and occurrence, valuation, presentation and breakdown and rights and obligations.
- Risks: The possibility of an event or action affecting the capacity of the Group to achieve its financial information goals, including the risk of fraud.
- Control: Policies and procedures and other resources established in order to ensure that control objectives are achieved in order to prevent or detect any material errors in the financial statements and/or fraudulent activities. The controls of the process are incorporated into the operations of the same.

Internal Control and Internal Audit have carried out tests to verify the correct operation of the controls. The shortfalls identified, where applicable, have been validated with the person responsible for the process, with action plans that have been considered necessary being agreed.

The persons responsible for the processes have confirmed that the risks and controls documented are correct as at 31 December 2021.

F.3.2. Internal IT control policies and procedures (access security, control of changes, system operation, operational continuity and segregation of duties, among others) which support significant processes within the company relating to the preparation and publication of financial information.

The global Information Technologies (IT) division of the Company is responsible for the information systems of all the companies of the Group in the different territories where they operate. As part of its functions, the definition and monitoring of security policies and procedures for applications and infrastructures are included.

The internal control system of the Company identifies the applications and infrastructures that support the relevant processes in relation to the preparation and publication of the financial information and evaluates the reliability of their general controls.

In the evaluation of the general controls of IT, the system covers the following processes:

- Management of identities and authorizations for access;
- Development and implementation of new projects;
- Evolutionary and corrective changes;
- Environmental control and physical access to data processing centres;
- Safeguarding of information, recovery and continuity plans;
- Operation and monitoring of systems and applications;
- Incident management;

Any weaknesses detected, whenever no compensatory controls to mitigate these are identified, are corrected by means of specific remediation plans.

In addition, for the security of the information, the Company has a number of policies and procedures which establish and define, among others, the following operational principles:

- Development methodology: covering from the taking of requirements to the testing and acceptance by the business unit, it has the main objective of ensuring that the systems behave as they have been defined;
- Flows of review and approval of the specifications and documentation on the design of applications, changes to programs and systems, as well as the assignment of points of access to the information;
- Monitoring of the availability of systems and applications, the integrity of the data exchanged between the relevant applications as well as the security events;

- Segregation of functions based on an incompatibility matrix, supervised by the persons responsible for the different business processes;
- Recovery plan in a secondary location for the relevant systems;
- Policy on the use of the information systems.

The management of the information security and associated technological assets, as well as the responsibility, in the environment of IT processes, for compliance with regulations is a responsibility of the following bodies:

- IT Risk and Security Committee: It regularly analyses the different reports on risks, incidents and regulatory changes and proposes the action plans it considers appropriate in order to protect the information assets and to reach and maintain the desired level of security. It also coordinates the different activities related to the implementation of the proposed action plans.
- IT Management of risk Function: Its main mission is to analyse the risks of the different processes, systems and applications and maintain them at levels accepted by the Company, developing and coordinating the implementation of controls, where applicable;
- IT Security Function: It defines the policies, manages vulnerabilities and coordinates the implementation of the security program in IT infrastructures.

- F.3.3. Internal control policies and procedures for overseeing the management of activities subcontracted to third parties, as well as of those aspects of assessment, calculation or valuation entrusted to independent experts, which may materially affect financial statements.

The Company demands providers of the main services to present an independent report on their internal control structure in accordance with Public Company Accounting Oversight (PCAOB) standard SSAE18 and/or carries out tests on the same directly in order to verify the correct operation of controls, especially those which affect the internal control of the Company itself.

When the Company uses the services of an independent expert, it verifies its competence and technical and legal capacity. Skilled personnel of the Company review these reports in order to validate the reasonability of their conclusions.

F.4 Information and communication

Report on whether the company has at least the following, describing their main characteristics:

- F.4.1. A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organisation, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.

In the Finance Department, there is a unit, named Accounting Policies & Internal Control, the functions of which, among others, include the following:

- To define and maintain the accounting policies of the Group up-to-date;

- To analyse particular transactions carried out or planned in order to determine their appropriate accounting treatment;
- To analyse the impact of regulatory accounting changes on the financial statements of the Group;
- To solve any queries on the application of the accounting policies of the Group.

The accounting policies of the Group, based on the international financing reporting standards, are included in a manual ("Finance Manual"), which is kept permanently up-to-date and is available to all employees via the Intranet of the Company.

- F.4.2. Mechanisms for capturing and preparing financial information in standardised formats for application and use by all units of the entity or group, and support its main financial statements and notes, as well as disclosures concerning ICFR.

All of the companies of the Group report their individual financial statements and the notes or breakdowns necessary for the preparation of the consolidated annual accounts to the Consolidation and Reporting Unit, integrated within the Finance Department.

The information is captured in uniform formats on a computing tool (BI) which uses one single accounting plan. The loading of the information into the mentioned centralized tool is automatic, from the SAP-FI tool of the Company (transactional, implemented in the majority of the subsidiary companies), or manual for those companies in which the system has not been implemented. The information captured in BI is transferred to a SAP module (BPC) where the Consolidation and Reporting Unit carries out and documents the consolidation process.

The SCIIF is supported on a single computing system, administered by Accounting Policies & Internal Control and accessible to all the persons responsible for the documented business processes and Internal Auditing.

F.5 Supervision of the functioning of the system

Report on at least the following, describing their principal features:

- F.5.1. The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function one of the responsibilities of which is to provide support to the committee in its task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person responsible for performing the assessment communicates its results, whether the company has an action plan detailing possible corrective measures, and whether their impact on financial reporting has been considered.

The Audit Committee is regularly informed of the internal evaluation of the SCIIF, described in section F3.1. of this report. Specifically, the Internal Audit function informs on the scope of the evaluation, on the level of progress, and, where applicable, on any shortfalls detected, on their impact on the financial information and on the action plans established. It also identifies and communicates, where applicable, any fraud involving agents or employees.

As of 31 December 2021, no material weaknesses have been identified in the review carried out on the internal control system.

In accordance with the foregoing, the management of the Company understands that the internal financial information control model is effective as of 31 December 2021.

- F.5.2. Whether there is a discussion procedure whereby the auditor (as defined in the Spanish Technical Audit Standards), the internal auditor and other experts can report to senior management and the audit committee or directors of the company any significant weaknesses in internal control identified during the review of the annual financial statements or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses detected.

The Internal Audit function communicates to the senior management and to the Audit Committee any significant shortfalls in the internal control system which it has identified in its reviews, as well as the action plans established in order to mitigate them.

The accounting auditor of the Group has direct access to the senior management and to the Audit Committee, holding regular meetings in order to obtain the information necessary to perform its work and to communicate any weaknesses detected in the internal control system.

At the same time, the accounts auditor annually presents a report to the Audit Committee in which it details any shortfalls it has detected in the internal control system during the performance of its work.

F.6 Other relevant information

Nothing to be highlighted.

F.7 External auditor's report

Report:

- F.7.1. Whether the ICFR information sent to the markets has been subjected to review by the external auditor, in which case the entity should include the corresponding report as an attachment. If not, reasons why should be given.

The Company has not requested a report from the external auditor reviewing the SCIIF information described in this report given that, with this being subject to the Sarbanes-Oxley Act, the external auditor shall issue the corresponding audit report on the effectiveness of the internal financial information control system, which shall be deposited together with the annual financial information in the SEC and published on the Company's corporate webpage.

G DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's degree of compliance with recommendations of the Good Governance Code for listed companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation of the reasons must be included so that shareholders, investors and the market in general have enough information to assess the company's conduct. General explanations are not acceptable.

- 1. That the articles of incorporation of listed companies should not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of its shares on the market.**

Complies Explain

- 2. That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:**

- a) The respective areas of activity and possible business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries.**
- b) The mechanisms in place to resolve any conflicts of interest that may arise.**

Complies Complies partially Explain Not applicable

- 3. That, during the ordinary General Shareholders' Meeting, as a complement to the distribution of the written annual corporate governance report, the chairman of the Board of Directors should inform shareholders orally, in sufficient detail, of the most significant aspects of the company's corporate governance, and in particular:**

- a) Changes that have occurred since the last General Shareholders' Meeting.**
- b) Specific reasons why the company has not followed one or more of the recommendations of the Code of Corporate Governance and the alternative rules applied, if any.**

Complies Complies partially Explain

- 4. That the company should define and promote a policy on communication and contact with shareholders and institutional investors, within the framework of their involvement in the company, and with proxy advisors that complies in all aspects with rules against market abuse and gives equal treatment to similarly situated shareholders. And that the company should publish this policy on its website, including information on how it has been put into practice and identifying the contact persons or those responsible for implementing it.**

And that, without prejudice to the legal obligations regarding dissemination of inside information and other types of regulated information, the company should also have a general policy regarding the communication of economic-financial, non-financial and corporate information through such channels as it may consider

appropriate (communication media, social networks or other channels) that helps to maximise the dissemination and quality of information available to the market, investors and other stakeholders.

Complies Complies partially Explain

5. That the Board of Directors should not submit to the General Shareholders' Meeting any proposal for delegation of powers allowing the issue of shares or convertible securities with the exclusion of preemptive rights in an amount exceeding 20% of the capital at the time of delegation.

And that whenever the Board of Directors approves any issue of shares or convertible securities with the exclusion of preemptive rights, the company should immediately publish the reports referred to by company law on its website.

Complies Complies partially Explain

6. That listed companies that prepare the reports listed below, whether under a legal obligation or voluntarily, should publish them on their website with sufficient time before the General Shareholders' Meeting, even if their publication is not mandatory:

- a) Report on the auditor's independence.
- b) Reports on the workings of the audit and nomination and remuneration committees.
- c) Report by the audit committee on related party transactions.

Complies Complies partially Explain

7. That the company should transmit in real time, through its website, the proceedings of the General Shareholders' Meetings.

And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Shareholders' Meeting to be conducted by such remote means.

Complies Complies partially Explain

8. That the audit committee should ensure that the financial statements submitted to the General Shareholders' Meeting are prepared in accordance with accounting regulations. And that in cases in which the auditor has included a qualification or reservation in its audit report, the chairman of the audit committee should clearly explain to the general shareholders' meeting the opinion of the audit committee on its content and scope, making a summary of this opinion available to shareholders at the time when the meeting is called, alongside the other Board proposals and reports.

Complies Complies partially Explain

9. That the company should permanently publish on its website the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies Complies partially Explain

10. That when a duly authenticated shareholder has exercised his or her right to complete the agenda or to make new proposals for resolutions in advance of the General Shareholders' Meeting, the company:

a) Should immediately distribute such complementary points and new proposals for resolutions.

b) Should publish the attendance, proxy and remote voting card specimen with the necessary changes such that the new agenda items and alternative proposals can be voted on in the same terms as those proposed by the Board of Directors.

c) Should submit all these points or alternative proposals to a vote and apply the same voting rules to them as to those formulated by the Board of Directors including, in particular, assumptions or default positions regarding votes for or against.

d) That after the General Shareholders' Meeting, a breakdown of the voting on said additions or alternative proposals be communicated.

Complies Complies partially Explain Not applicable

11. That if the company intends to pay premiums for attending the General Shareholders' Meeting, it should establish in advance a general policy on such premiums and this policy should be stable.

Complies Complies partially Explain Not applicable

12. That the Board of Directors should perform its functions with a unity of purpose and independence of criterion, treating all similarly situated shareholders equally and being guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, promoting its continuity and maximising the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and conducting itself on the basis of good faith, ethics and a respect for commonly accepted best practices, it should seek to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders that may be affected, as well as the impact of its corporate activities on the communities in which it operates and on the environment.

Complies Complies partially Explain

13. That the Board of Directors should be of an appropriate size to perform its duties effectively and in a collegial manner, which makes it advisable for it to have between five and fifteen members.

Complies Explain

14. That the Board of Directors should approve a policy aimed at favouring an appropriate composition of the Board and that:

a) Is concrete and verifiable;

- b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and
- c) Favours diversity of knowledge, experience, age and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of female senior executives favour gender diversity.

That the result of the prior analysis of the skills required by the Board of Directors be contained in the supporting report from the nomination committee published upon calling the General Shareholders' Meeting to which the ratification, appointment or re-election of each director is submitted.

The nomination committee will annually verify compliance with this policy and explain its findings in the annual corporate governance report.

Complies Complies partially Explain

15. That proprietary and independent directors should constitute a substantial majority of the Board of Directors and that the number of executive directors be kept to a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors..

And that the number of female directors should represent at least 40% of the members of the Board of Directors before the end of 2022 and thereafter, and no less 30% prior to that date.

Complies Complies partially Explain

16. That the number of proprietary directors as a percentage of the total number of non-executive directors not be greater than the proportion of the company's share capital represented by those directors and the rest of the capital.

This criterion may be relaxed:

- a) In large-cap companies where very few shareholdings are legally considered significant.
- b) In the case of companies where a plurality of shareholders is represented on the Board of Directors without ties among them.

Complies Explain

17. That the number of independent directors should represent at least half of the total number of directors.

That, however, when the company does not have a high level of market capitalisation or in the event that it is a large-cap company with one shareholder or a group of shareholders acting in concert who together control more than 30% of the company's share capital, the number of independent directors should represent at least one third of the total number of directors.

Complies Explain

18. That companies should publish the following information on its directors on their website, and keep it up to date:

- a) Professional profile and biography.

- b) Any other Boards to which the directors belong, regardless of whether or not the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
- c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
- d) Date of their first appointment as a director of the company's Board of Directors, and any subsequent re-elections.
- e) Company shares and share options that they own.

Complies Complies partially Explain

19. That the annual corporate governance report, after verification by the nomination committee, should explain the reasons for the appointment of any proprietary directors at the proposal of shareholders whose holding is less than 3%. It should also explain, if applicable, why formal requests from shareholders for presence on the Board were not honoured, when their shareholding was equal to or exceeded that of other shareholders whose proposal for proprietary directors was honoured.

Complies Complies partially Explain Not applicable

20. That proprietary directors representing significant shareholders should resign from the Board when the shareholder they represent disposes of its entire shareholding. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.

Complies Complies partially Explain Not applicable

21. That the Board of Directors should not propose the dismissal of any independent director before the completion of the director's term provided for in the articles of incorporation unless the Board of Directors finds just cause and a prior report has been prepared by the nomination committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties inherent to his or her post as a director, fails to complete the tasks inherent to his or her post, or is affected by any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public takeover bid, merger or other similar corporate transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of application of the proportionate representation criterion provided in Recommendation 16.

Complies Explain

22. That companies should establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which affect them, whether or not related to their actions in the company itself, and which may harm the company's standing and reputation, and in particular requiring them to inform the Board of any criminal proceedings in which they appear as

suspects or defendants, as well as of how the legal proceedings subsequently unfold.

And that, if the Board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the nomination and remuneration committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that he or she be dismissed. And that these events must be reported in the annual corporate governance report, unless there are any special reasons not to do so, which must also be noted in the minutes. This without prejudice to the information that the company must disseminate, if appropriate, at the time when the corresponding measures are implemented.

Complies Complies partially Explain

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies to the secretary of the Board of Directors, even if he or she is not a director.

Complies Complies partially Explain Not applicable

24. That whenever, due to resignation or resolution of the General Shareholders' Meeting, a director leaves before the completion of his or her term of office, the director should explain the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the Board of Directors.

And that, without prejudice to all this being reported in the annual corporate governance report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies Complies partially Explain Not applicable

25. That the nomination committee should make sure that non-executive directors have sufficient time available in order to properly perform their duties.

And that the Board regulations establish the maximum number of company Boards on which directors may sit.

Complies Complies partially Explain

The Regulations of the Board of Directors do not establish any rules on the maximum number of boards that its directors can join; however, to ensure that directors have enough time to carry out their duties effectively, the policy on director diversity in the composition of the Board of Directors considers this point.

26. That the Board of Directors meet frequently enough to be able to effectively perform its duties, and at least eight times per year, following a schedule of dates and agendas established at the beginning of the year and allowing each director individually to propose other items that do not originally appear on the agenda.

Complies Complies partially Explain

27. That director absences occur only when absolutely necessary and be quantified in the annual corporate governance report. And when absences do occur, that the director appoint a proxy with instructions.

Complies Complies partially Explain

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes at the request of the director expressing them.

Complies Complies partially Explain Not applicable

29. That the company should establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies Complies partially Explain

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances make this advisable.

Complies Explain Not applicable

31. That the agenda for meetings should clearly indicate those matters on which the Board of Directors is to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, in exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies Complies partially Explain

32. That directors be periodically informed of changes in shareholding and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies Complies partially Explain

33. That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out the duties assigned by law and the articles of incorporation, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances make this advisable.

Complies Complies partially Explain

- 34. That when there is a coordinating director, the articles of incorporation or Board regulations should confer upon him or her the following powers in addition to those conferred by law: to chair the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; to reflect the concerns of non-executive directors; to liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and to coordinate a succession plan for the chairman.**

Complies Complies partially Explain Not applicable

The Regulations of the Board of Directors do not assign these duties to the lead director; however, in practice, he assumes most of these additional duties, because he attends the Investor Day organized by the Company on an annual basis.

- 35. That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account such recommendations regarding good governance contained in this Good Governance Code as may be applicable to the company.**

Complies Explain

- 36. That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:**

- a) The quality and efficiency of the Board of Directors' work.**
- b) The workings and composition of its committees.**
- c) Diversity in the composition and skills of the Board of Directors.**
- d) Performance of the chairman of the Board of Directors and of the chief executive officer of the company.**
- e) Performance and input of each director, paying special attention to those in charge of the various Board committees.**

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the nomination committee.

Every three years, the Board of Directors will rely for its evaluation upon the assistance of an external advisor, whose independence shall be verified by the nomination committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group must be specified in the annual corporate governance report.

The process and the areas evaluated must be described in the annual corporate governance report.

Complies Complies partially Explain

37. That if there is an executive committee, it must contain at least two non-executive directors, at least one of whom must be independent, and its secretary must be the secretary of the Board.

Complies Complies partially Explain Not applicable

38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.

Complies Complies partially Explain Not applicable

39. That the members of the audit committee, in particular its chairman, be appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, both financial and non-financial.

Complies Complies partially Explain

40. That under the supervision of the audit committee, there should be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.

Complies Complies partially Explain

41. That the person in charge of the unit performing the internal audit function should present an annual work plan to the audit committee, for approval by that committee or by the Board, reporting directly on its execution, including any incidents or limitations of scope, the results and monitoring of its recommendations, and present an activity report at the end of each year.

Complies Complies partially Explain Not applicable

42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following:

1. With regard to information systems and internal control:

a) Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group - including operational , technological, legal, social, environmental, political and reputational risk, or risk related to corruption - reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.

b) Ensuring the independence of the unit charged with the internal audit function; proposing the selection, appointment and dismissal of the head of internal audit; proposing the budget for this service; approving or proposing its orientation and annual work plans for approval by the Board, making sure that its activity is focused primarily on material risks (including reputational risk); receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.

- c) Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially serious irregularities, especially those of a financial or accounting nature, that they observe in the company or its group. This mechanism must guarantee confidentiality and in any case provide for cases in which the communications can be made anonymously, respecting the rights of the whistleblower and the person reported.
- d) Generally ensuring that internal control policies and systems are effectively applied in practice.

2. With regard to the external auditor:

- a) In the event that the external auditor resigns, examining the circumstances leading to such resignation.
- b) Ensuring that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.
- c) Making sure that the company informs the CNMV of the change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
- d) Ensuring that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks performed and the development of the company's accounting situation and risks.
- e) Ensuring that the company and the external auditor comply with applicable rules regarding the provision of services other than auditing, limits on the concentration of the auditor's business, and, in general, all other rules regarding auditors' independence.

Complies Complies partially Explain

43. That the audit committee be able to require the presence of any employee or manager of the company, even stipulating that he or she appear without the presence of any other member of management.

Complies Complies partially Explain

44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draw up a prior report to the Board of Directors on the economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies Complies partially Explain Not applicable

45. That the risk management and control policy identify or determine, as a minimum:

- a) The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks and risks relating to corruption) which the company faces, including among the financial or economic risks contingent liabilities and other off-balance sheet risks.

- b) A risk control and management model based on different levels, which will include a specialised risk committee when sector regulations so require or the company considers it to be appropriate.
- c) The level of risk that the company considers to be acceptable.
- d) Measures in place to mitigate the impact of the risks identified in the event that they should materialised.
- e) Internal control and information systems to be used in order to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

Complies Complies partially Explain

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal risk control and management function should exist, performed by an internal unit or department of the company which is expressly charged with the following responsibilities:

- a) Ensuring the proper functioning of the risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks affecting the company.
- b) Actively participating in drawing up the risk strategy and in important decisions regarding risk management.
- c) Ensuring that the risk management and control systems adequately mitigate risks as defined by the policy laid down by the Board of Directors.

Complies Complies partially Explain

47. That in designating the members of the nomination and remuneration committee – or of the nomination committee and the remuneration committee if they are separate – care be taken to ensure that they have the knowledge, aptitudes and experience appropriate to the functions that they are called upon to perform and that the majority of said members are independent directors.

Complies Complies partially Explain

48. That large-cap companies have separate nomination and remuneration committees.

Complies Explain Not applicable

As of today, the Company does not consider it is necessary to have two separate committees. One committee is able to assume both tasks and ensure the proper performance of its functions.

49. That the nomination committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director be able to ask the nomination committee to consider potential candidates that he or she considers suitable to fill a vacancy on the Board of Directors.

Complies Complies partially Explain

50. That the remuneration committee exercise its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

- a) Proposing the basic conditions of employment for senior management to the Board of Directors.
- b) Verifying compliance with the company's remuneration policy.
- c) Periodically reviewing the remuneration policy applied to directors and senior managers, including share-based remuneration systems and their application, as well as ensuring that their individual remuneration is proportional to that received by the company's other directors and senior managers.
- d) Making sure that potential conflicts of interest do not undermine the independence of external advice given to the committee.
- e) Verifying the information on remuneration of directors and senior managers contained in the various corporate documents, including the annual report on director remuneration.

Complies Complies partially Explain

51. That the remuneration committee should consult with the chairman and the chief executive of the company, especially on matters relating to executive directors and senior management.

Complies Complies partially Explain

52. That the rules regarding the composition and workings of the supervision and control committees should appear in the regulations of the Board of Directors and that they should be consistent with those applying to legally mandatory committees in accordance with the foregoing recommendations, including:

- a) That they be composed exclusively of non-executive directors, with a majority of independent directors.
- b) That their chairpersons be independent directors.
- c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and require them to render account of their activities and of the work performed in the first plenary session of the Board of Directors held after each committee meeting.
- d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
- e) That their meetings be recorded and their minutes be made available to all directors.

Complies Complies partially Explain

53. That verification of compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the Board of Directors, which may be the audit committee, the nomination committee, a specialised committee on sustainability or corporate social responsibility or such other specialised committee as the Board of Directors, in the exercise of its powers of self-organisation, may have decided to create. And that

such committee be composed exclusively of non-executive directors, with a majority of these being independent directors, and that the minimum functions indicated in the next recommendation be specifically assigned to it.

Complies Complies partially Explain

54. The minimum functions referred to in the foregoing recommendation are the following:

- a) Monitoring of compliance with the company's internal codes of conduct and corporate governance rules, also ensuring that the corporate culture is aligned with its purpose and values.
- b) Monitoring the application of the general policy on communication of economic and financial information, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The manner in which the entity communicates and handles relations with small and medium-sized shareholders must also be monitored.
- c) The periodic evaluation and review of the company's corporate governance system, and environmental and social policy, with a view to ensuring that they fulfil their purposes of promoting the interests of society and take account, as appropriate, of the legitimate interests of other stakeholders.
- d) Supervision of the company's environmental and social practices to ensure that they are in alignment with the established strategy and policy.
- e) Supervision and evaluation of the way in which relations with the various stakeholders are handled.

Complies Complies partially Explain

55. That environmental and social sustainability policies identify and include at least the following:

- a) The principles, commitments, objectives and strategy relating to shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax responsibility, respect for human rights, and the prevention of corruption and other unlawful conduct
- b) Means or systems for monitoring compliance with these policies, their associated risks, and management.
- c) Mechanisms for supervising non-financial risk, including that relating to ethical aspects and aspects of business conduct.
- d) Channels of communication, participation and dialogue with stakeholders.
- e) Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Complies Complies partially Explain

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgement of non-executive directors.

Complies Explain

57. That only executive directors should receive variable remuneration linked to corporate results and personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments referenced to the share price and long-term savings plans such as pension plans, retirement schemes or other provident schemes.

Consideration may be given to delivering shares to non-executive directors as remuneration providing this is conditional upon their holding them until they cease to be directors. The foregoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition.

Complies Complies partially Explain

58. That as regards variable remuneration, remuneration policies should incorporate the necessary limits and technical safeguards to ensure that such remuneration is in line with the professional performance of its beneficiaries and not based solely on general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

- a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk incurred to achieve a given result.
- b) Promote the sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with the company's rules and internal operating procedures and with its risk management and control policies.
- c) Are based on balancing the attainment of short-, medium- and long-term objectives, so as to allow remuneration of continuous performance over a period long enough to be able to assess its contribution to the sustainable creation of value, such that the elements used to measure performance are not associated only with one-off, occasional or extraordinary events.

Complies Complies partially Explain Not applicable

59. That the payment of variable remuneration components be subject to sufficient verification that previously established performance or other conditions have effectively been met. Entities must include in their annual report on director remuneration the criteria for the time required and methods used for this verification depending on the nature and characteristics of each variable component.

That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Complies Complies partially Explain Not applicable

60. That remuneration related to company results should take into account any reservations that might appear in the external auditor's report and that would diminish said results.

Complies Complies partially Explain Not applicable

61. That a material portion of executive directors' variable remuneration be linked to the delivery of shares or financial instruments referenced to the share price.

Complies Complies partially Explain Not applicable

Executive directors may decide the amount (maximum 50%) of their variable remuneration they wish to receive in Company's Class B shares; however, the delivery of shares is not mandatory and it may occur that the variable remuneration is not delivered in shares.

The Company does not consider that the plan it implements may be deemed to be a shares remuneration plan.

62. That once shares or options or financial instruments have been allocated under remuneration schemes, executive directors be prohibited from transferring ownership or exercising options or rights until a term of at least three years has elapsed.

An exception is made in cases where the director has, at the time of the transfer or exercise of options or rights, a net economic exposure to changes in the share price for a market value equivalent to at least twice the amount of his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The forgoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition or, following a favourable assessment by the nomination and remuneration committee, to deal with such extraordinary situations as may arise and so require.

Complies Complies partially Explain Not applicable

Executive directors have no restrictions with regard to the transferability of shares and they are entitled to receive Class B shares two years and one day after the date of their appointment as directors.

63. That contractual arrangements should include a clause allowing the company to demand reimbursement of the variable remuneration components in the event that payment was not in accordance with the performance conditions or when payment was made based on data subsequently shown to have been inaccurate.

Complies Complies partially Explain Not applicable

64. That payments for contract termination should not exceed an amount equivalent to two years of total annual remuneration and should not be paid until the company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.

For the purposes of this recommendation, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay which arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

Complies Complies partially Explain Not applicable

The contracts of the executive directors are standard contracts since they do not include specificities beyond the normal ones for this type of contracts. Notwithstanding the foregoing, those contracts include a takeover clause, according to which, if a takeover takes place, they may choose between continuing or ending their contractual relationship with the Company. In the latter case, executive directors shall be entitled to receive compensation in an amount equivalent to five years of salary. If the contract ends by virtue of the will of the Company or due to a change in the general management of the Company the compensation would be in an amount equivalent to two years of salary, being this in line with those compensation agreements of similar companies.

The termination payments in case of a takeover are calculated on the basis of 5 years, they are lower (in absolute terms) than the termination payments of many similar companies, which calculate such concept on the basis of 2 years but could lead to the payment of a higher amount. This circumstance is due to the fact that the remuneration of Grifols' executive directors is moderate. Moreover, the amount is considered reasonable given that the contracts include non-compete clauses for a 1 year period. Additionally, the characteristics of the hemoderivatives industry in which the company operates, with 3 principal actors, has led to Grifols adopting a specific policy on termination payments.

H FURTHER INFORMATION OF INTEREST

1. If there is any significant aspect regarding corporate governance in the company or other companies in the group that has not been included in other sections of this report, but which it is necessary to include in order to provide a more comprehensive and reasoned picture of the structure and governance practices in the company or its group, describe them briefly below.
2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not repetitive.

Specifically, indicate whether the company is subject to any corporate governance legislation other than that of Spain and, if so, include any information required under this legislation that differs from the data required in this report.

3. The company may also indicate whether it has voluntarily subscribed to other ethical or best practice codes, whether international, sector-based, or other. In such case, name the code in question and the date on which the company subscribed to it. Specific mention must be made as to whether the company adheres to the Code of Good Tax Practices of 20 July 2010.

The Board of Directors of the Company in a meeting held on 26 October 2018 resolved that the Company adhere to the Code of Good Tax Practices of 20 July 2010.

In relation to section C.1.10, it should be specified that Shanghai RAAS Blood Products Co. Ltd is an associate company in accordance with the criteria set out in IAS 28 – Investments in Associates and Joint Ventures", but does not fall under the definition of "Group company" pursuant to article 42 of the Commercial Code.

This Annual Corporate Governance Report was approved by the Board of Directors of the company in its meeting held on 25/02/2022.

Indicate whether any director voted against or abstained from approving this report.

Yes

No