

GRIFOLS, S.A.

REPORT ISSUED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE ON THE PROPOSAL OF THE REMUNERATION POLICY IN COMPLIANCE WITH ARTICLE 529 NOVODECIES OF THE COMPANIES ACT

I. Introduction

In accordance with article 529 *novodecies* of the Capital Companies Act, listed companies, such as Grifols, S.A. ("**Grifols**" or the "**Company**"), must regulate in the directors' remuneration policy the remuneration for directors, in their capacity as such and for the executive duties they carry out. Said policy must comply with the applicable statutory system and must be approved by the General Shareholders' Meeting of the Company, with a validity during three years, and as a separate item on the agenda. Likewise, the preparation of the proposal of the remuneration policy must be justified.

This report (the "**Report**") includes the information, explanation and opinion of the Appointments and Remuneration Committee, in relation to the proposal of a remuneration policy for the directors of Grifols, which will be valid for three fiscal years, that is, from 2022 until 2024, included (the "**Remuneration Policy**"). This Report is made available to the shareholders on the Company's webpage, together with the call of the next Ordinary General Shareholders' Meeting, in accordance with the Capital Companies Act.

II. Activity of the Appointments and Remuneration Committee

The Appointments and Remuneration Committee has the duty of proposing to the Board of Directors the remuneration policy for the directors and for the general managers, or for any other top level executives working directly for the Board, executive committees or chief executive officers, as well as the individual remuneration and other contractual terms relating to executive directors, ensuring compliance with said policy.

In the exercise of its functions, the Appointments and Remuneration Committee has analysed Grifols' remuneration policy applicable to date, based on modifications in the regulations, the development of the regulatory and supervisory system, and market practices.

The Act 5/2021, of 12 April, amending the revised text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July 2010, and other financial regulations, with respect to the promotion of long-term shareholder involvement in listed companies (the "**Act 5/2021**"), has introduced changes in the minimum content of the remuneration policies of listed companies. The first Transitional Provision of said Law establishes that the amendments relating to the Directors' Remuneration Policy shall enter into force 6 months after their

publication in the Official State Gazette, adding that the remuneration policy adapted to Act 5/2015 must be submitted for approval at the first general meeting held after that date.

The main amendment proposed is the inclusion of a new metric related to the achievement of environmental, social and corporate governance (ESG) objectives, when determining the variable remuneration for the executive directors, which is applicable together with the economic metric related to certain annual targets linked to the Company's Group performance as a whole which was applicable already. Thus, it is proposed that 25% of the variable remuneration that the Company's executive directors have a right to receive is linked to environmental, social and corporate governance (ESG) objectives. In particular, the weight of the metrics related to environment is 25%, to social is 40% and to governance is 35%. Likewise, it is proposed that the Board of Directors be authorized, upon the proposal of this Committee, to increase the weight of the metric linked to environmental, social and corporate governance objectives to a maximum of 35%. In this case, the decision adopted by the Board of Directors shall be detailed in the annual directors' remuneration report. In that respect, this Committee, together with the Company's Sustainability Committee, would be in charge of proposing to the Board, for its approval, and based on the metrics used by an independent third party, in this case, the Dow Jones Sustainability Index, the objectives to be achieved during each fiscal year prior to their implementation. To this end, the election and evaluation of each of the objectives shall be made based on Grifols' progress with respect to the different metrics that the Dow Jones Sustainability Index analyses, which is published annually.

It is worth noting that no increase in the amounts perceived by the directors by any concept is proposed.

Further, new text has been included in the Remuneration Policy with respect to how the remuneration and employment conditions for employees as a whole have been considered, on the contribution to the corporate strategy and to the long-term interests and sustainability of the Company and regarding the clauses of the agreements of the executive directors, all to incorporate to the Remunerations Policy the changes introduced on the occasion of the mentioned Act 5/2021.

To prepare the Remuneration Policy and this Report, the Appointments and Remuneration Committee:

- Has verified that the Remuneration Policy for the directors strictly complies with the provisions of the Capital Companies Act regarding the remuneration of directors, with Grifols' internal regulation on this matter, as well as with the principles and general guidelines by which this Remuneration Policy must be governed.
- Has verified that the Remuneration Policy contributes to the Company's long-term corporate strategy, interests and sustainability, in such way that the

remuneration system is aligned with the Company's strategic plan, shareholders' interests and long-term sustainability of the Company.

- Has verified that the Remuneration Policy aims to remunerate the directors appropriately based on their dedication, qualifications and actual responsibility, ensuring it is not an obstacle to their independence.
- Has analysed market demands, as well as the practices and trends in matters related to the remuneration of directors in other similar listed companies.
- Has studied the amendments related to the applicable regulations on this issue.

III. Term and Conclusions

In line with this Report, the Appointments and Remuneration Committee considers that the Remuneration Policy is in accordance with the provisions of the Capital Companies Act on matters relating to the remuneration of directors, and that the amendments proposed to the Remuneration Policy are adequate considering the amendments reaffirm the alignment with the objectives and long-term objectives of the Company.

Likewise, the Remuneration Policy has the objective of generating value for Grifols and aims to find an appropriate and prudent management of the risk, as well to be in alignment with the interests of the shareholders.

Therefore, the Appointments and Remuneration Committee, in accordance with article 529 *novodecies* of the Capital Companies Act, proposes the Board of Directors to submit to the next Ordinary General Shareholders' Meeting the Remuneration Policy for its approval.

Once the General Shareholder' Meeting has approved the Remuneration Policy, it will be applied during the fiscal years 2022, 2023 and 2024, inclusive, unless the General Shareholder's Meetings expressly modifies it.

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Barcelona, 28 April 2022
The Appointments and Remuneration Committee