

**THE REGULATIONS OF THE SUSTAINABILITY COMMITTEE OF “GRIFOLS,  
S.A.”**

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## REGULATIONS OF THE SUSTAINABILITY COMMITTEE OF "GRIFOLS, S.A."

### CHAPTER I PURPOSE, INTERPREATION AND AMENDMENTS

#### Article 1. Purpose

1. Pursuant to the governance system of Grifols, S.A. (the "**Company**" or "**Grifols**"), the Board of Directors has established the Sustainability Committee (the "**Committee**"), a permanent internal informational and consultative body without executive duties, with information, advisory and proposal-making powers within its scope of action and which shall be governed by the provisions set forth in Grifols' Articles of Association, in the Regulations of Grifols' Board of Directors (the "**Regulations of the Board of Directors**") and in these Regulations of the Committee (the "**Regulations**").
2. These Regulations set forth the basic rules of performance of the Committee, its organization and functioning rules and the standard of conduct of its members to ensure its correct operation.

#### Article 2. Interpretation and Amendments

1. These Regulations supplement the provisions established for the Committee under the Regulations of the Board of Directors and must be interpreted in accordance with general criteria for the interpretation of legal provisions as well as to the recommendations on corporate governance of Spanish listed companies.
2. The provisions of these Regulations can only be amended at the request of the Board of Directors of the Company (the "**Board of Directors**"), its Chairperson, by one-third (1/3) of the members of the Board of Directors or by the Committee itself by submitting to the Board its proposal.
3. In order to be valid, any amendment of the Regulations must be approved by resolution adopted by the Board of Directors.

### CHAPTER II RESPONSIBILITIES

#### Article 3. Responsibilities

Without prejudice to any other tasks given by the Board of Directors, the 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 shareholders 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.

### **CHAPTER III COMPOSITION OF THE COMMITTEE, TERM AND REMOVAL**

#### **Article 4. Composition**

1. According to the Regulations of the Board of Directors, the Committee shall be formed by three (3) to five (5) Grifols' 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 Committee shall only be formed by non-executive members, the majority of them being independent.
2. The Board of Directors shall appoint the Chairperson of the Committee.
3. The Board of Directors shall appoint the Secretary of the Committee, who may be (a) one of the members of the Committee (in which case, it will be the Secretary member of the Committee), (b) any other member of the Board of Directors who is not a member of the Committee (who, in such case, will be Secretary non-member of the Committee), or (c) the Secretary or Vice-Secretary of the Board of Directors (who, in such case, will be Secretary non-member of the Committee).

#### **Article 5. Term of Office**

1. The Committee members shall hold their office for a period not exceeding that of their term as directors of Grifols and may only be re-elected when they are re-elected as directors of Grifols.
2. The Committee members who are re-elected as directors of Grifols by resolution of the shareholders of Grifols at a General Shareholders' Meeting shall continue holding their positions on the Committee, without the need for a new election, unless the Board of Directors resolves otherwise.

#### **Article 6. Removal of Members**

The Committee members shall be removed from their position:

- (a) As a result of their resignation as directors of the Company.
- (b) When they cease to be non-executive directors of the Company.
- (c) By resolution of the Board of Directors.

### **CHAPTER IV OPERATION OF THE COMMITTEE**

#### **Article 7. Meetings, Calling of Meetings, Quorum and Majorities**

1. The Committee shall meet quarterly to assess the degree of compliance of the sustainability's policies approved by the Board of Directors with respect to environmental and social matters and the corporate governance rules. It shall also meet prior to the public disclosure of the non-financial information of the Company and whenever the Board of Directors or Chairperson of the Company request a report or the adoption of

proposals, and, in any event, whenever it is convenient for the correct performance of its duties. The Committee shall also meet when so requested by two of its members.

2. At least one of the Committee's meeting shall be held jointly with the Company's Audit Committee to review the non-financial information of the Company before it is submitted for its approval to the Board of Directors, as well as to supervise and evaluate the efficiency of the Company's non-financial risks, including ethical and business conduct aspects.
3. The Committee shall be called to a meeting by its Secretary, by order of its Chairman.
4. The notice calling the meeting shall be given sufficiently in advance, except in the case of urgent matters that justify a shorter term, by any means allowing its receipt and shall state the place or the system to hold the meeting, the date and time as well as the matters to be discussed thereat.
5. Notwithstanding the foregoing, the Committee shall be considered validly held without having been called, if all the members attending or represented by proxy unanimously accept the holding of the meeting, as well as the agenda to be discussed thereat.
6. The Committee shall be validly formed when half plus one of its members are present or represented.
7. The Committee resolutions are approved by the absolute majority of the attending members. If there is a tied vote, the vote of the Committee's Chairperson shall be final.
8. Any member of the management team or personnel of the Company shall be obliged to attend the Committee meetings and provide their assistance and access to information they may have, when their presence is required by the Chairperson of the Committee.

#### **Article 8. Place of Meetings**

1. The meetings of the Committee shall be held in person at the place designated in the notice calling the meeting, without prejudice of the possibility that one or several members of the Committee may attend the meeting through any of the systems referred to in the section below.
2. The meetings of the Committee may be held by video conference, conference calls or by whatever other means possible for long-distance communications, provided that communications are made in real time and, therefore, in unity of action, and the identity of the individual participating or voting and the security of the electronic communications are properly guaranteed. Further, the Committee may also pass resolutions in writing, without a meeting, pursuant to the provisions set forth in applicable regulations.

#### **Article 9. Conflicts of Interest**

The Committee members shall abstain from attending or intervening in deliberations that affect matters in which they or any person related to them are involved, directly or indirectly.

#### **Article 10. Annual Work Plan**

The Committee will establish an Annual Work Plan and a planning of an annual calendar of meetings in order to ensure a proper planning.

## **CHAPTER V ADVICE, REPORT AND EVALUATION AND TRAINING PROGRAMME**

### **Article 11. Advice**

To ensure the correct fulfilment of its duties, the Committee may request advice from external professionals.

### **Article 12. Report and Evaluation**

1. At the first Board Meeting following its meetings, the Committee shall report on its activities and respond for the work carried out.
2. The Committee shall independently evaluate its performance thereof as part of the framework of the annual evaluation provided for in the Regulations of the Board of Directors.

### **Article 13. Training Programme**

The Committee will have a training plan to ensure that the knowledge of all its members is up to date regarding any new developments in environmental regulations, sustainability and corporate governance, among others.

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