

## **GRIFOLS, S.A.**

### **POLICY ON DIRECTOR SELECTION AND DIVERSITY OF THE BOARD OF DIRECTORS**

#### **1. Purpose**

This Policy on Director Selection and Diversity of the Board of Directors has been approved by the Board of Directors of Grifols, S.A. ("**Grifols**" or the "**Company**") on 22 February 2019, as proposed by the Appointments and Remunerations Committee, with the aim of formalizing the procedures and guidelines followed during the selection process of candidates to form part of the Board of Directors of Grifols.

In accordance with the recommendations set out in the Code of good governance of listed companies, Grifols' Policy on Director Selection and Diversity of the Board of Directors has always had two aims: (i) to guarantee that any proposal for the appointment or re-election of a director is based on a prior analysis of the needs of the Board of Directors and (ii) to support knowledge, experience and gender diversity.

The Board of Directors will ensure that the selection process promotes diversity in age, gender, experience and knowledge, as well as that it is free from any bias that may infer any kind of discrimination, in particular, on grounds of gender, disability or any other personal condition.

Efforts will be made to ensure that the Board of Directors has a diverse and balanced composition as a whole, so that its composition enriches the analysis and debate and contributes plural points of view and positions.

#### **2. Scope**

This policy applies to all selection processes of potential candidates to form part of the Company's Board of Directors. In the event that a candidate is a legal person, this policy will apply to the natural person representing it.

#### **3. Selection process**

##### **a. Prior analysis of the Board of Directors' needs**

During the selection of candidates to form part of the Board of Directors of Grifols, the Appointments and Remuneration Committee is responsible for assessing the needs of the Board of Directors and, to such effect, will carry out an analysis of the abilities, knowledge and experience the Board needs. To that end, the Committee will assess, among other things, the duties and capabilities that the Board of Directors requires at any time, as well as the necessary time and commitment that directors need to perform their duties efficiently. The result of this analysis will be included in a report that will be published on Grifols' corporate webpage once the Company has called the General Shareholders' Meeting to which any ratification, appointment or reelection of directors is submitted.

The Company may seek the assistance of external advisors to prepare this analysis of the Board of Directors' needs, as well as to search for and to assess any potential candidates.

## **b. Requirements to be met by candidates**

The following are the minimum requirements that potential candidates must meet:

- Be professionals renowned for their abilities, skills and experience and whose professional conduct and career are in line with the principles that inspire Grifols' Code of Conduct, vision and values.
- Have knowledge, experience, time and skills that add value to and are suitable for holding the position.
- Not be involved in any ethical nor legal incompatibility or be barred from holding the position.

For candidates to hold the position of director under the category of "independent director", the Appointments and Remuneration Committee will specifically confirm that they meet the requirements for independence in accordance with the applicable laws.

## **c. Appointment, ratification or reelection of directors**

The directors will be appointed by the General Shareholders' Meeting, or by the Board of Directors, in accordance with the Law and Grifols' corporate governance regulations.

Any proposals for appointing a director that the Board of Directors submits to the General Shareholders Meeting for deliberation, as well as any appointment of director passed by directly the Board of Directors in exercise of the co-option authority that has been delegated to it by law, must be preceded by the corresponding proposal of the Appointments and Remuneration Committee, if related to non-independent directors, and in all cases with a report prepared by the Board validating and assessing the competence, experience and merits of the candidates. This report will be annexed to the minutes of the General Shareholders Meeting or of the Board of Directors meeting, as applicable. Therefore, on the occasion of the appointment or reelection of directors, the shareholders will be informed about the criteria and objectives of diversity pursued with said proposal for appointment or reelection.

Additionally, the proposal to appoint a non-independent director must be preceded by a report prepared by the Appointments and Remuneration Committee.

## **4. Annual evaluation**

Once a year the Appointments and Remuneration Committee will evaluate the application of this Policy and will inform the Board of Directors about the evaluation it has carried out.