

ALMIRALL, S.A.

BOARD OF DIRECTORS

POLICY ON BOARD MEMBERS SELECTION AND BOARD COMPOSITION

Objectives

The Board has approved this "Policy on Board Members Selection and Board Composition" in order to establish procedural guidelines that ensure that the proposals for appointment and re-election are always based on a previous analysis of the competences required by the Board, favouring the diversity of knowledge, experience, age and gender.

General criteria

The Board shall in all cases foster the diversity of knowledge, experience, age and gender, which shall also have the optimal size to promote its efficient functioning and maximize participation.

Likewise, a balanced structure of the Board shall be taken into account as an additional relevant element. The professional and biographical profile of the candidates, as well as their prior professional and personal careers shall be duly assessed.

A specific target of this Policy is that, before the end of 2022, at least forty per cent (40 %) of the members of the Board are women, and that prior to that moment in time this number is not less than thirty per cent (30%). The Nominations and Remuneration Commission and, in due time, the Board of Directors, will have to prioritize in the corresponding analysis of proposals the identification of women candidates that meet the knowledge and experience requirements applicable to the recruitment process at stake.

Procedure

Once the need to select a new member is established, whether to cover a vacancy in the Board or, if it is the case, to increase the number of board members, all the existing proposals to that effect will be addressed by the President of the Nominations and Remuneration Commission, who will ensure that these are debated and discussed in the corresponding session of the Commission.

External advisors may be used in the selection process for new Board members.

Once the mentioned proposals are debated in the Commission, together with those that may arise from the debate held by the members of the Commission, this Commission will issue an explanatory report, which will include the result of the previous analysis of competences in order to submit the final proposal to the Board, to be discussed in their next meeting.

In addition to the debates held in the Commission, the President of the Commission and the President of the Board will maintain any contact or hold any interviews with the persons identified as new potential members that they deem necessary in order to complete the analysis that the Commission will include in the mentioned explanatory report.

The selection process will avoid any type of bias that may imply discrimination, whether on the basis of sex, ethnic origin, age or any other reason.

The same procedure will be applied in cases of ratification or members' re-election, and the member opting for re-election will neither be entitled to take part in the debates of the Commission, if he/she is one of his members, nor in any debate which is held to that effect within the relevant Board meeting.

The presentation of the report will be duly gathered in the minutes of the Board meeting and the Secretary of the Board will keep a copy of the report for the records.

The aforementioned explanatory report shall be published upon calling the Shareholders' General Meeting for the ratification, appointment or re-election of the relevant member.

The Nominations and Remuneration Commission will annually check compliance with this Policy and will report on it in the Annual Corporate Governance Report.

Barcelona, 5 November 2020