

**PROPOSAL OF RESOLUTIONS ON THE VARIOUS ITEMS ON THE AGENDA OF THE  
ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE COMPANY'S BOARD OF  
DIRECTORS  
'LABORATORIO REIG JOFRE, S.A.' ON 9 APRIL 2025**

**ONE. Annual accounts and corporate governance:**

- 1.1. Examination and approval, as the case may be, of the Company's 2024 Individual Annual Accounts, duly reviewed by the Company's auditors.
  - 1.2. Examination and approval, as the case may be, of the Company's 2024 Individual Management Report, duly reviewed by the Company's auditors.
  - 1.3. Examination and approval, as the case may be, of the 2024 Consolidated Annual Accounts of the Company and its subsidiaries, duly reviewed by the Company's auditors.
  - 1.4. Examination and approval, as the case may be, of the 2024 Consolidated Management Report of the Company and its subsidiaries, duly reviewed by the Company's auditors.
  - 1.5. Examination and approval, as the case may be, of the 2024 Consolidated Statement of Non-Financial Information.
  - 1.6. Approval, if applicable, of the proposal for the application of the 2024 profits.
  - 1.7. Approval, if applicable, of the corporate management carried out in 2024.
- 1.1. Approve the Company's Individual Annual Accounts (comprising the Balance Sheet, the Profit and Loss Account, the Statement of Changes in Equity, the Cash Flow Statement and the Notes to the Financial Statements) for the year ended 31 December 2024, prepared by the Board of Directors on 27 February 2025.
  - 1.2. Approve the Company's Individual Directors' Report for the year ended 31 December 2024.
  - 1.3. Approve the Consolidated Financial Statements of the Company and its subsidiaries (comprising Consolidated Statements of Financial Position, Consolidated Income Statements, Consolidated Statements of Comprehensive Income, Consolidated Statements of Changes in Equity, Consolidated Cash Flow Statements and Consolidated Notes to the Financial Statements) for the year ended 31 December 2024, prepared by the Board of Directors on 27 February 2025.
  - 1.4. Approve the Consolidated Director's Report of the Company and its subsidiaries for the year ended 31 December 2024.

The Company's auditors have issued the mandatory audit reports, from which it appears that both the Annual Accounts and the Individual and Consolidated Directors' Reports, drawn up by the Board of Directors on 27 February 2025, comply with the requirements of article 269 of the Capital Companies Act and other applicable regulations.

- 1.5. Approve the Company's Consolidated Statement of Non-Financial Information for the year ended 31 December 2024, as contained in the consolidated directors' report.
- 1.6. Approve the distribution of the Company's profit for the year ended 31 December 2024, as follows:

Basis of distribution

Profits of financial year

€2,294,200.47

<u>Distribution</u>	
Legal reserve	€229,420.05
Other (voluntary) reserves	€2,064,780.42
	<u>€2,294,200.47</u>

- 1.7. Approve the management of the Board of Directors for the financial year ended 31 December 2024.

**TWO. Submission of the 2024 Annual Report on Remuneration of the Company's Directors to a consultative vote.**

Approve, on a consultative basis, the Annual Report on Remuneration of the members of the Company's Board of Directors, prepared and approved by the Board of Directors on 27 February 2025, following a favourable report from the Appointments, Remuneration and Sustainability Committee, in compliance with the provisions of article 541 of the Capital Companies Act, and in accordance with the model approved by Circular 4/2013, of 12 June, of the National Securities Market Commission (CNMV), recently amended by Circular 3/2021, of 28 September, which in turn was sent to the CNMV and made available to the Shareholders from the publication of the notice of call to the General Shareholders' Meeting.

**THREE. Approval, where applicable, of the Company's Directors' Remuneration Policy for the financial years 2026, 2027 and 2028.**

In accordance with the provisions of Article 529 novodecies of the Spanish Companies Act, approve a new Remuneration Policy for the Company's Board of Directors, which will fully replace the current Remuneration Policy for the Board of Directors, approved in 2022, to be applicable from its approval in 2022 and for the financial years 2023 to 2025, both inclusive.

The new Board of Directors' Remuneration Policy will be applicable for the financial years 2026, 2027 and 2028, inclusive.

The new Remuneration Policy of the Board of Directors is included as part of the documentation made available to Shareholders in the notice of this General Meeting, together with the reasoned proposition approved by the Board of Directors, accompanied by the mandatory report of the Appointments, Remuneration and Sustainability Committee.

Likewise, to authorise the Board of Directors, as extensively as required by law, to interpret, develop and execute the Remuneration Policy of the Board of Directors, adopting the resolutions and approving and signing whatever public or private documents are necessary or convenient for its full application and effects.

**FOUR. Re-election of the auditors of the Company and its Consolidated Group for 2025.**

Pursuant to the provisions of Article 40 of Law 22/2015 of 20 July, on auditing of accounts, re-elect 'KPMG Auditores, S.L.' as auditor of the accounts of the Company and its Consolidated Group, which is registered under number S0702 in the Official Register of Auditors of the Institute of Accounting and Auditing of Accounts, with registered office in Madrid (28046), Paseo de la Castellana, 259 C, registered in the Commercial Register of Madrid, Volume 11,961, Folio 90, Page M-188,007, and with tax identification number B-78.510.153, for a period of one (1) year, starting on 01 January 2025, including the audit of the annual accounts for the financial year ending on 31 December 2025.

For the purposes of the foregoing, empower the Board of Directors, with express power of substitution, to enter into the corresponding service lease contract, with such clauses and conditions as they deem appropriate, being likewise empowered to make such amendments thereto as may be appropriate in accordance with the regulations in force from time to time.

**FIVE. Approval, if applicable and within the 'Reig Jofre Flexible Dividend' plan, of i) distribution of a dividend charged to reserves and, ii) increase in the share capital of the Company charged to reserves for an amount to be determined according to the terms of the resolution, through the issue of new ordinary shares with a par value of fifty (50) cents and with provision for incomplete allocation. Offer to shareholders to purchase their pre-emptive subscription rights for a guaranteed price. Application for admission to trading of the issued shares. Delegation of powers to the Board of Directors, with express power of substitution, including, among other matters, the power to redraft the article of the Articles of Association regulating share capital.**

**1. Distribution of dividends charged to reserves.**

Approve the payment of a dividend charged to unrestricted reserves for a maximum amount of €4,044,787.70.

**2. Share capital increase charged to reserves.**

Increase the share capital by the amount resulting from multiplying: (a) the nominal value of each share of 'LABORATORIO REIG JOFRE, S.A.' (hereinafter, the '**Company**'), equivalent to fifty (50) euro cents, by (b) the total determinable number of new Company shares to be issued, in accordance with the formula set out in section 3 below, on the date of implementation of the Capital Increase (all new shares of the Company issued in implementation of this resolution being collectively referred to as the 'New Shares', and each of them, individually, as a 'New Share') and in any event, not exceeding the maximum amount of €4,044,787.70 (hereinafter, the '**Capital Increase**').

The Capital Increase will be carried out through the issue and flotation, if applicable, of the New Shares on the date of implementation of the Capital Increase, which will be ordinary shares of fifty (50) euro cents par value each, of the same class and series as those currently outstanding, represented by book entries.

The Capital Increase will be fully charged to the reserves provided for in Article 303.1 of the Capital Companies Act. When implementing the Capital Increase, the Board of Directors, with express power of substitution, shall determine the reserve(s) to be used and the amount thereof in accordance with the balance sheet serving as the basis for the transaction.

The New Shares will be issued at par, i.e. at their nominal value of fifty (50) euro cents each, without share premium, and will be allocated to the Company's shareholders free of charge.

The Capital Increase may be implemented, within one year from the date of adoption of this resolution, by the Board of Directors, with express power of substitution, at its sole discretion and without having - therefore - to come back to this General Shareholders' Meeting and, in view of the legal and financial conditions at the time of implementing the Capital Increase, in order to offer the Company's shareholders a flexible and efficient remuneration formula. The number of New Shares to be issued shall be the number resulting from the formula set out in section 3 below, the Option Amount (as defined in section 3 below) being equal to the maximum amount of €4,044,787.70.

In accordance with the provisions of Article 311 of the Capital Companies Act, the possibility of incomplete allocation of the Capital Increase is provided for in the event that the Company, a shareholder or a third party holder of pre-emptive subscription rights waives all or part of the preferential subscription rights they hold at the time of implementation of the Capital Increase. In the event of such a waiver, the share capital shall be increased by the corresponding amount.

**3. New Shares to be issued.**

The number of New Shares to be issued will be the number resulting from the application of the following formula, rounded down to the next lower whole number:

$\text{NAN} = \text{NTAcc} / \text{No. of Rights}$
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Where:

NAN = Number of New Shares to be issued;

NTAcc = Number of Company shares in circulation on the date on which the Board of Directors, or the body to which it delegates, resolves to implement the Capital Increase; and

No. rights = Number of pre-emptive subscription rights required for the allocation of one New Share, which will be the result of the application of the following formula, rounded up to the next higher whole number:

No. rights = NTAcc / Provisional no. shares where,

Provisional no. of shares = Option Amount / PreCot.

For these purposes, the 'Option Amount' shall mean the maximum value of €4,044,787.70 set by the Board of Directors.

'PreCot' shall also be the arithmetic mean of the weighted average trading prices of the Company's shares on the Bilbao, Madrid, Barcelona and Valencia stock exchanges during the five trading sessions prior to the resolution of the Board of Directors (or the body to which it delegates) determining the number of pre-emptive subscription rights required for the allotment of one New Share, as well as the Purchase Price (as defined below), rounded to the nearest thousandth of a euro.

#### **4. Pre-emptive subscription rights.**

Each outstanding Company share shall carry one pre-emptive subscription right.

The number of pre-emptive subscription rights required to receive one New Share will be determined automatically according to the ratio between the number of Company shares in issue on the date of implementation of the Capital Increase (NTAcc) and the provisional number of New Shares, calculated in accordance with the formula set out in section 3 above. In particular, holders of pre-emptive subscription rights will be entitled to receive one New Share for each number of pre-emptive subscription rights determined in accordance with section 3 above (No. rights) held by them.

If the number of pre-emptive subscription rights required for the allotment of one New Share (No. rights) multiplied by the number of New Shares to be issued (NAN) results in a number less than the number of Company shares in issue on the date of implementation of the Capital Increase (NTAcc), the Company will waive a number of pre-emptive subscription rights equal to the difference between the two figures, for the sole purpose of the number of New Shares being a whole number and not a fraction.

Pre-emptive subscription rights will be allocated to those who appear in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) as entitled to them on the relevant date.

Pre-emptive subscription rights shall be transferable under the same conditions as the shares from which they derive. Pre-emptive subscription rights may be traded on the market for a period to be determined by the Board of Directors, with the express power of substitution for a period of at least fifteen calendar days. During this period, sufficient pre-emptive subscription rights may be acquired on the market in the proportion necessary to receive New Shares.

**5. Irrevocable commitment to purchase pre-emptive subscription rights.**

On the occasion of the implementation of the Capital Increase, the Company will enter into an irrevocable commitment to purchase the pre-emptive subscription rights at the price indicated below (hereinafter, the "**Purchase Commitment**"). The Purchase Commitment shall be in force and may be accepted for such period within the rights trading period as may be determined by the Board of Directors, with express power of substitution. For this purpose, it is resolved to authorise the Company to acquire such pre-emptive subscription rights, up to the maximum limit of the total number of rights to be issued, subject in all cases to the legal limitations.

The object of the Purchase Commitment undertaken by the Company shall apply to the pre-emptive subscription rights received by those who appear legitimised in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) on the corresponding date, excluding those rights that have been transferred on the market.

The "Purchase Price" shall be the fixed price at which the Company will acquire each pre-emptive subscription right under the Purchase Commitment and shall be calculated in accordance with the following formula, the result being rounded off to the nearest thousandth of a euro and, in the case of half a thousandth of a euro, to the nearest thousandth of a euro:

$\text{Purchase Price} = \text{PreCot} / (\text{No. rights} + 1)$
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The acquisition by the Company of the pre-emptive subscription rights as a result of the Purchase Commitment will be charged against the reserves provided for in article 303.1 of the Capital Companies Act.

**6. Balance sheet for the operation and reserve against which the Capital Increase is made.**

The balance sheet on which the transaction is based is the balance sheet for the year ended 31 December 2024, duly audited by the Company's auditors, KPMG Auditores, S.L., and submitted for approval at this General Shareholders' Meeting.

The Capital Increase will be fully charged to the reserves provided for in Article 303.1 of the Capital Companies Act. When implementing the Capital Increase, the Board of Directors, with express power of substitution, shall determine the reserves to be used and the amount thereof in accordance with the balance sheet serving as the basis for the transaction.

**7. Representation of the New Shares.**

The New Shares will be represented by book entries, the accounting record of which is attributed to the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.). Unipersonal (IBERCLEAR) and its participating entities.

**8. Rights of the New Shares.**

The New Shares will confer on their holders the same voting and dividend rights as the Company's outstanding ordinary shares as from the date on which the Capital Increase is declared subscribed and paid up.

**9. Depositary shares**

At the end of the pre-emptive subscription rights trading period, the New Shares which could not be allotted for reasons not attributable to the Company will be held in deposit at the disposal of those who can prove that they are the legitimate holders of the corresponding pre-emptive subscription rights. After

three years from the date of expiry of the aforementioned pre-emptive subscription rights trading period, the New Shares still pending allotment may be sold in accordance with the provisions of article 117.3 of the Capital Companies Act, at the risk and cost of the interested parties. The liquid amount of the aforementioned sale will be deposited with the Bank of Spain or the Caja General de Depósitos at the disposal of the interested parties.

#### **10. Request for admission to trading.**

To apply for admission to trading of the New Shares to be issued by virtue of this resolution to increase the share capital on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges, through the Automated Quotation System (Sistema de Interconexión Bursátil) (Continuous Market), and to carry out such formalities and actions as may be necessary and submit such documents as may be required to the competent bodies for the admission to trading of the New Shares issued as a result of the agreed Capital Increase, expressly stating the Company's submission to such rules as may exist or may be issued in relation to the Stock Exchange and, in particular, on trading, continued listing and delisting.

It is expressly stated for the record that, in the event that the delisting of the Company's shares is subsequently requested, it will be adopted with the same formalities as those applicable and, in such event, the interest of the shareholders who oppose the delisting resolution or do not vote for it will be guaranteed, complying with the requirements set forth in the Capital Companies Act and concordant provisions, all in accordance with the provisions of Legislative Decree 4/2015, of 23 October, which approves the revised text of the Securities Market Act and its implementing provisions in force at any given time.

#### **11. Implementation of the Capital Increase.**

Within one year from the date of this resolution, the Board of Directors, with express power of substitution, may set the date on which the Capital Increase resolution is to be carried out and fix the terms and conditions thereof in all matters not provided for in this resolution. Notwithstanding the foregoing, if the Board of Directors, with express power of substitution, does not consider it advisable to implement all or part of the Capital Increase within the aforementioned period, it may refrain from implementing it, reporting thereon at the next General Shareholders' Meeting to be held.

In particular, the Board of Directors shall analyse and take into account the market conditions, the conditions of the Company or those arising from any fact or event of social or economic significance and, in the event that these or other elements, in its opinion, make it inadvisable to implement the Capital Increase, it may refrain from doing so. Furthermore, the Capital Increase shall be null and void if, within the period of one year set by the General Shareholders' Meeting for its implementation, the Board of Directors does not exercise the powers delegated to it.

After the end of the pre-emptive subscription rights trading period, the following shall apply:

- a) The New Shares will be allotted to those who, in accordance with the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Unipersonal (IBERCLEAR) and its participating entities, were holders of pre-emptive subscription rights in the proportion resulting from section 4 above.
- b) The period for trading pre-emptive subscription rights will be declared closed and the application of the accounts against which the Capital Increase is charged will be formalised in the accounts, in the corresponding amount, and the Capital Increase will be paid up with such application.

Likewise, once the pre-emptive subscription rights trading period has ended, the Board of Directors, with express power of substitution, will adopt the corresponding resolutions to amend the Articles of Association to reflect the new share capital figure and the number of shares resulting from the implementation of the Capital Increase and to request admission to trading of the New Shares on the

Bilbao, Madrid, Barcelona and Valencia Stock Exchanges, through the Stock Market Interconnection System (Continuous Market).

## **12. Delegation for the implementation of the Capital Increase.**

In accordance with the provisions of article 297.1.a) of the Capital Companies Act, with express power of substitution, delegate to the Board of Directors the power to set the date on which the Capital Increase is to be carried out, if applicable, and to set the terms and conditions thereof in all matters not provided for in this resolution. In particular, and by way of illustration only and in no way limiting, the following powers are delegated to the Board of Directors, with express power of substitution:

1. Set the date on which the Capital Increase is to be implemented, in any event within one year of its approval by the General Shareholders' Meeting, and to determine the timetable for its implementation.
2. Set the exact amount of the Capital Increase, the number of New Shares and the number of pre-emptive subscription rights required for the allotment of one New Share, applying the rules set out in this resolution.
3. Determine the reserve(s), from among those provided for in this resolution, against which the Capital Increase and the Company's acquisition of the pre-emptive subscription rights as a result of the Purchase Commitment will be implemented.
4. Appoint the company or companies to act as agent and/or financial advisor for the Capital Increase and to execute, for such purpose, such agreements and documents as may be necessary.
5. Fix the duration of the period for trading pre-emptive subscription rights.
6. Fix the period during which the Purchase Commitment will be in force.
7. Meet the Purchase Commitment, paying the corresponding amounts to those who have accepted this commitment.
8. Declare the Capital Increase closed and executed, setting, for such purposes, the number of New Shares actually allotted and, therefore, the amount by which the Company's share capital must be increased in accordance with the rules established by this General Shareholders' Meeting, as well as declare, if applicable, the incomplete subscription of the Capital Increase.
9. Redraft the article of the Articles of Association regulating the share capital to reflect the new capital figure and the number of outstanding shares resulting from the implementation of the Capital Increase.
10. Waive, if applicable, any pre-emptive subscription rights held by the Company after the end of the trading period for such rights as a result of the Purchase Commitment and, therefore, the New Shares corresponding to such rights.
11. Waive, where applicable, pre-emptive subscription rights to subscribe for New Shares for the sole purpose of facilitating that the number of New Shares is a whole number and not a fraction.
12. Take all necessary steps to ensure that the New Shares are included in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) and admitted to trading on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges, through the Stock Exchange Interconnection System (Continuous Market).

13. Take such actions as may be necessary or advisable to execute and formalise the Capital Increase before any public or private, Spanish or foreign, entities and bodies, including those of declaration, supplementation or correction of defects or omissions that could prevent or hinder the full effectiveness of the foregoing resolutions.

In turn, the Board of Directors is expressly authorised to delegate the powers referred to in this resolution, pursuant to the provisions of article 249.2 of the Capital Companies Act".

**SIX. Authorisation for the Board of Directors, with express power of substitution, for the derivative acquisition of treasury shares, directly or through subsidiaries, with the limits and requirements established in the Capital Companies Act, rendering null and void the authorisation granted at the General Shareholders' Meeting of 28 April 2022.**

Expressly authorise the delegation to the Company's Board of Directors, in the broadest possible terms, with express power of substitution, of the power for the derivative acquisition of treasury shares, with the limits and requirements established in the Capital Companies Act if the Board of Directors deems it appropriate.

This authorisation is subject to the following terms and conditions:

- (i) *Acquirer*: the Company, directly or indirectly through its subsidiaries, where both cases are subject to the same terms and conditions set forth in this authorisation.
- (ii) *Purpose*: the shares acquired as a result of this authorisation may be used:
  - (a) For their disposal or amortisation;
  - (b) For application of the remuneration systems referred to in Article 146.1.a) of the Capital Companies Act; and
  - (c) The development of programmes that encourage participation in the Company's share capital, such as, where appropriate, dividend reinvestment plans, loyalty bonuses or other similar instruments.
- (iii) *Acquisition methods*: by title of sale, by any other act 'inter vivos' for valuable consideration or, any other method permitted by law.
- (iv) *Maximum number of shares to be acquired*: the acquisitions contained in this authorisation may be conducted at any time, on one or more occasions, up to the maximum number permitted by current legislation. As a consequence of the acquisition of shares, including those that the Company or the person acting in their own name but on behalf of the Company had acquired previously and had in their portfolio, the resulting net worth may not be reduced below the amount of the share capital plus the legal or statutorily unavailable reserves;
- (v) *Minimum and maximum exchange value*: the acquisition of treasury stock must in all cases be carried out within the limits established for this purpose, with the minimum acquisition exchange value equivalent to the nominal value of one share and the maximum acquisition exchange value six euros per share. Notwithstanding the above, the acquisitions delegated by the General Meeting to the Board of Directors by virtue of this agreement shall have the following exceptions: (i) Acquisitions may not be made at a consideration higher than the listed value on the acquisition date or lower than the nominal value of the share, (ii) as an exception to the above, the Board of Directors may agree to acquisitions at an exchange value higher than the maximum acquisition exchange value provided for due to variations in the nominal value or market value of the share; in these cases, the Board of Directors may adjust the acquisition exchange value to the market value that effectively corresponds, according to the variation in the nominal value of the Company's share;
- (vi) *Term*: three (3) years from the date that this corporate agreement is adopted.

*(vii) Revocation:* this authorisation revokes and renders ineffective, in the unused amount, the authorisation for the derivative acquisition of treasury shares granted to the Board of Directors by the Company's General Shareholders' Meeting of 28 April 2022.

*(viii)* Empower the Board of Directors, in the broadest terms, to use the authorisation that is the object of this agreement for its complete execution and development, being able to delegate, jointly and severally, these powers in favour of any of the members of the Board of Directors, with the breadth that it deems pertinent.

**SEVEN. Delegation of powers to the Board of Directors, with express power of substitution, for the formalisation, interpretation, correction and/or execution of the resolutions adopted by the General Meeting.**

Delegate and, where necessary, expressly empower the Board of Directors, which may delegate, jointly and severally and without distinction, the Chairman of the Board of Directors, the Secretary non-director and the Directors, so that any of them, jointly and severally and without distinction, may formalise, interpret, develop, apply, implement, execute, correct and notarise the resolutions adopted at this General Meeting and, in particular, proceed to file them with the Companies Registry so as to deposit the resolutions approving the annual accounts and application of the result, attaching the legally required documents, as well as to execute such public and/or private documents as may be necessary to obtain the corresponding registration of the resolutions adopted in the Mercantile Register, including the request for partial registration, with powers, including powers to correct or rectify them in view of the classification that may be made by the Registrar.

And for the appropriate legal purposes, the Company's Board of Directors formulates this Proposal of Resolutions in Sant Joan Despí (Barcelona), on 27 February 2025.

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**The Chairman**  
Ms Isabel Reig López

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**The Non-Director Secretary**  
Mr Adolf Rousaud Viñas