

(This is a free translation of the original Spanish document. In the event of any discrepancy between this translation and the original Spanish document, the original Spanish version shall prevail.)

**Individual report regarding point seven on the Agenda for the General Shareholders' Meeting on the appointment of Ms Cristina Henríquez de Luna Basagoiti as external independent director, prepared by the "Viscofan, S.A." Board of Directors.**

**1. Introduction**

This justifying report was prepared and approved by the Board of Directors of Viscofan, S.A. ("**Viscofan**" or the "**Company**"), at the meeting held on 24 February 2022, as set forth in the provisions of article 529 *decies* of the *Corporate Enterprises Act* and also for the purposes of article 518.e) of this same law, in relation to the proposed appointment as director, by the General Shareholders' Meeting envisaged for Thursday 28 April 2022, at first call and Friday 29 April 2022, at second call, of Ms Cristina Henríquez de Luna Basagoiti as independent external director for the statutory period of four years.

This report assesses the individual professional and biographical profile of the candidate and all other information required by current legislation and by the Company's governance regulations.

**2. Proposal of the Appointments, Remunerations and Sustainability Committee**

As per article 529 *decies*.6 of the *Corporate Enterprises Act* and the Company's corporate governance regulations, on 16 February 2022, the Appointments, Remunerations and Sustainability Committee of Viscofan (the "**Committee**") issued the proposal to appoint Ms Cristina Henríquez de Luna Basagoiti with the classification of independent external director for a statutory period of four years.

The procedure leading to the Committee's proposal on the appointment of Ms Cristina Henríquez de Luna Basagoiti as an independent external director has been promoted by the Committee itself and the process has been advised by the external consulting firm Russell Reynolds.

For the purposes of this report, the Board of Directors has assessed the report issued by the Committee, which it endorses in its entirety and which includes the following in summarised form:

- The professional and biographical profile of Ms Cristina Henríquez de Luna Basagoiti
- Justification of the proposal for appointment as a member of the Board of Directors and other positions.
- Duration.
- Category of director to which she is entitled.

Likewise, if Ms Cristina Henríquez de Luna Basagoiti was appointed director, the Board of Directors, based on the report issued by the Committee, shall submit for approval her appointment as member of the Company's Audit Committee.

### **3. Proposed resolution**

The proposed resolution submitted for the approval of the General Shareholders' Meeting is as follows:

- **Seven.- Appointment as director of Viscofan Sociedad Anónima of Ms Cristina Henríquez de Luna Basagoiti holding the position of independent external director for a statutory period of four years.**

*To appoint Ms Cristina Henríquez de Luna Basagoiti as director for the statutory period of four years. The appointment of the director, as independent external director, is submitted by the Board of Directors to the General Shareholders' Meeting upon a proposal from the Appointments, Remunerations and Sustainability Committee.*

The Committee's report is attached as an annex.

## ANNEX

### **Individual report on the appointment of Ms Cristina Henriquez de Luna Basagoiti prepared by the Appointments, Remunerations and Sustainability Committee of Viscofan, S.A.**

#### **1. Introduction**

This justifying report has been prepared by the Appointments, Remunerations and Sustainability Committee (the “**Committee**”) of Viscofan, S.A. (“**Viscofan**” or the “**Company**”), at its meeting on 16 February 2022, in accordance with the provisions of article 529 *decies.6* of the *Corporate Enterprises Act* and also for the purposes of article 518.e) of the same Law, in relation to the appointment as Director of Ms Cristina Henríquez de Luna Basagoiti

This report assesses the individual professional and biographical profile of the candidate and all other information required by current legislation and by the Company's governance regulations.

#### **2. The professional and biographical profile of Ms Cristina Henríquez de Luna Basagoiti**

Degree in Business Administration from Universidad Pontificia Comillas (ICADE).

She has extensive experience and financial knowledge of best multinational practices in various sectors and vast international experience, both on developed and developing markets and she has worked in Spain, Germany, Peru, Mexico, Switzerland and the United Kingdom.

Between 1989 and 2010, she carried out his professional career at Procter & Gamble, where she joined as a Financial Analyst (1989-1991), then coupling posts of varying responsibility: Manager of Finance, Cosmetics and Fragrances, (1991-1994), Director of Finance and Accounting for Peru, Ecuador and Bolivia (1994-2001), Tesorera Latam (2001-2004), Financial and Accounting Director, Latam North (2004-2006) and Vice Chairwoman of Finance and Accounting for Western Europe (2006-2010), where she led a financial organisation for a region of USD18,000 million in income.

In 2010, she joined GSK as Financial Senior Vice Chairwoman Pharma Europa to then also assume the Global Franchises two years later.

Since 2014, she has been Chairwoman and Managing Director in Spain and Head of Iberia and Israel.

She is also currently a director and member of the Audit Committee of Meliá Hotels and Applus Services.

She is Vice Chairwoman of the Health Sciences Foundation and a member of the Executive Board of Famaindustria

**3. Justification of the proposal for appointment as a member of the Board of Directors and other positions.**

The Committee has verified that Ms Cristina Henríquez de Luna Basagoiti meets the requirements established by law and by the Company's rules of governance to hold the position of director and is neither directly or indirectly affected by any incompatibility, prohibition or conflict of interest with corporate interests that may impede her appointment. Moreover, the candidate's effective availability to provide the dedication required to perform the duties of the position has been verified.

The candidate has the right profile to meet the Company's needs to promote the Group's strategy of strengthening its global leadership in the sector in which it operates, through profitable growth with a strong financial discipline. Her training and experience in financial, accounting and auditing matters, as well as in expansion processes in complex and internationalised organisations, justify her proposal as a member of Viscofan's Board of Directors.

Likewise, if she was appointed director, the Committee has also verified her suitability, competence and experience to be appointed as a member of the Audit Committee.

**4. Duration**

The appointment is proposed for the statutory period of 4 years.

**5. Category of director to which she is entitled.**

If the appointment is approved, Ms Cristina Henríquez de Luna Basagoiti shall hold the position of independent external director.