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**Individual report regarding point eight on the Agenda of the General Shareholders' Meeting on the appointment of Ms Andrés Arizkorreta García as independent external director, prepared by Viscofan, S.A.'s 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 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 Andrés Arizkorreta García as independent external director for the statutory period of four years.

This report assesses the individual professional profile 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 Mr xxxxx, as independent external director for a statutory period of four years.

The procedure leading to the Committee's proposal on the appointment of Mr Andrés Arizkorreta García 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 Mr Andrés Arizkorreta García
- Justification of the proposal for appointment as a member of the Board of Directors and other positions.
- Duration
- Category of director to which he is entitled.

Likewise, if Mr Arizkorreta García was appointed director, the Board of Directors, based on the report issued by the Committee, shall submit for approval his appointment as member of the Company's Appointments, Remunerations and Sustainability Committee.

### **3. Proposed resolution**

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

**Eight.- Appointment as director of Mr Andrés Arizkorreta García with the category of independent external director, for the statutory period of four years.**

*To appoint Mr Andrés Arizkorreta García 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 Mr Andrés Arizkorreta García, 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 Mr Andrés Arizkorreta García

This report assesses the individual professional profile 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 Mr Andrés Arizkorreta García**

Economics degree from Deusto University.

He was extensive experience in General Management as the CEO of a listed company with a vast projection in the Spanish industrial business sector . Used to the performance of international business, he has been capable of successfully implanting his company in all global markets.

His whole professional career has unfolded at CAF. He began in 1980 in the economic area in an internal control post and evolved until 1982 when he became the Head of accounting, administration and human resources in the areas related with manufacturing. This experience gave him in-depth knowledge of CAF factory environments and the understanding of operations.

In 1987, he was appointed Personnel Director of the Company and in 1989 he became Director of the Beasain and Irún plants. In 1992, he became part of the Board of Directors and was appointed as the Company's Managing Director.

In 2006, he was appointed as CEO of the CAF Group until 2015, the year in which he was appointed as the Company's Executive Chairman, holding the post of Non-Executive Chairman since 2021.

He is also linked with Deusto Business School as a Director with the Management Knowledge Cluster as Chairman, and with the Technical Research Centre of Gipuzcoa as a member of the Board of Trustees.

His current additional responsibilities to his functions at CAF are in Orkestra Instituto Vasco de Competitividad, where he is a member of the Board, and in the European Union of railway industries, where he is also a member of the Board.

He is also Vice Chairman of Circulo de Empresarios Vascos, a member of the Academy of Science, Arts and Letters (Jakiunde) and of the Board of Trustees of the Donostia International Physic Center Foundation

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

The Committee has verified that Mr Andrés Arizkorreta García 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 his 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 and to strengthen its global leadership in the sector in which it operates, through profitable growth with a strong financial discipline. His training and experience in general management and as a top executive at a listed, industrial and internationalised company, justifies his proposal as a member of Viscofan's Board of Directors.

Moreover, if Mr Arizkorreta was appointed director, the Committee has also verified his suitability, competence and experience to be appointed as a member of the Appointments, Remunerations and Sustainability Committee.

### **4. Duration**

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

### **5. Category of director to which he is entitled**

If his appointment is approved, Mr Andrés Arizkorreta García shall hold the position of independent external director.