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**Framework report drawn up by the Board of Directors of "Viscofan, S.A." on the points relating to the composition of the Board of Directors: appointment and reelection of directors under items seven to thirteen of the Agenda of the 2022 General Shareholders' Meeting**

This framework report was prepared and approved by the Board of Directors of Viscofan, S.A. ("**Viscofan**" or the "**Company**") at its meeting held on 24 February 2022, as set forth in Article 529 decies of the Corporate Enterprises Act, regarding:

- the appointment proposals of the following new directors:
  - Ms. Cristina Henríquez de Luna Basagoiti (Independent External Director).
  - Mr. Andrés Arizkorreta García (Independent External Director).
  
- the re-election proposals of the following directors whose term expires in 2022:
  - Mr José Antonio Canales García (Executive Director).
  - Ms Laura González Molero (Independent External Director).
  - Mr Jaime Real de Asúa Arteche (Independent External Director).
  - Ms Agatha Echevarría Canales (Other External Directors).
  - Mr José María Aldecoa Sagastasola (Independent External Director).

The proposals for the appointment and re-election of directors submitted to the General Shareholders' Meeting were proposed by the Appointments, Remunerations and Sustainability Committee (the "**Committee**") for the appointment or re-election of independent external directors, or subject to a favourable report of this Committee for the other categories of directors, having approved the proposals and reports at their meeting dated 16 February 2022, under article 529 decies. 6 of the Corporate Enterprises Act and in articles 6 and 16 of the Board of Directors' Regulations.

The Board of Directors has assessed, for these purposes, the Framework Report issued by the Committee and, with regard the suitability of the proposed candidates, the individual explanatory reports for the appointment and reelection of directors issued and approved by the Committee. The aforementioned Framework Committee Report is attached as an Annex.

In conformity with the proposals submitted to the 2022 Ordinary General Shareholders' Meeting, the breakdown of the Company's Board of Directors, if approved by the shareholders, will be as follows:

Director	Category	Position
José Domingo de Ampuero y Osma	Executive	Chairman
José Antonio Canales García	Executive	General Managing Director
Juan March de la Lastra	Nominee	Director
Santiago Domecq Bohórquez	Nominee	Director
Agatha Echevarría Canales	Other external directors	Director
Laura González-Molero	Independent	Director
Jaime Real de Asúa Arteche	Independent	Director
José María Aldecoa Sagastosoloa	Independent	Coordinator Director
Carmen de Pablo Redondo	Independent	Director
Cristina Henríquez de Luna Basagoiti	Independent	Director
Andrés Arizkorreta García	Independent	Director

The breakdown indicated satisfies the standards of good governance, especially with regard to the number of directors, the adequate balance of the Executive and External Directors (with the number of the former being the adequate number, 2 Executive Directors of a total of 11), majority of Independent External Directors (54.5% of Independent Directors) and the diversity of the Board of Directors, increasing the number of women thereon (representing 36% with respect to the current 27%).

## ANNEX

### **Framework report prepared by the Appointments, Remunerations and Sustainability Committee of "Viscofan, S.A." regarding the appointment and reelection of members of the Board of Directors on the 2022 General Shareholders' Meeting.**

The Appointments, Remunerations and Sustainability Committee (the "**Committee**") of Viscofan S.A. ("**Viscofan**" or the "**Company**"), in pursuance of its powers relating to:

- (i) periodically review the structure of the Board of Directors and advise it on the most suitable configuration in terms of size and balance between the different types of directors.
- (ii) submitting to the Board proposals relating to the appointment or re-election of independent board members and report on the appointment or re-election of the remaining directors,
- (iii) favouring the diversity of the members of the Board of Directors in terms of, among other things, gender, professional experience, personal competence and skills, as well as sector knowledge and international experience,

has prepared this report for the consideration of the Board of Directors. In addition to the provisions of current legislation, the Company's internal regulations and the Director Selection and Diversity Policy and of the Company have been followed. The Committee has been advised by an external consultant specialised in the field<sup>1</sup>.

In preparing this framework report and the individual reports and proposals, the Committee has taken into consideration, among other things, the following aspects:

- (i) the composition and structure of the Company's Board of Directors.
- (ii) the updated analysis of the matrix of powers of the Board of Directors.
- (iii) diversity on the Board, both in terms of the least represented gender and in terms of the skills and professional experience required in response to point (ii) above.
- (iv) the availability of the candidates and the guarantee of the dedication required to carry out their duties beyond the objective requirements of membership on other Boards established by the internal regulations.
- (v) facilitating the continuity of the Company's business project.
- (vi) for re-election proposals, the evaluation of the performance of the directors during their time in the position.

The following aspects should be indicated that have determined the work of the

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<sup>1</sup> Russell Reynolds Associates

Committee in their proposals and reports:

1. Resignation of Mr Ignacio Marco-Gardoqui Ibáñez and of Mr Néstor Basterra Larroudé.

Mr Ignacio Marco-Gardoqui Ibáñez completed 12 uninterrupted years in the post of director of Viscofan on 1 January 2022, hence he ceased to be considered an independent external director and acquired the status of other external directors. For this reason Mr Marco Gardoqui formally notified his irrevocable resignation as Company director, effective from the date of the 2022 Ordinary General Shareholders' Meeting, so that the shareholders can cover the vacancy created and appoint a new director which, aside from meeting the appropriate profile, has the status of independent external director.

Likewise, Mr Néstor Basterra Larroudé, whose mandate expires on 25 May 2022, also tendered his resignation as Company director on an irrevocable basis, effective from the date of the 2022 Ordinary General Shareholders Meeting.

2. Existence of vacancies.

Aside from the irrevocable renouncement of the post by Mr Marco-Gardoqui and by Mr Basterra, on 25 May 2022, the four-year mandate of the following directors also expired: Mr José Antonio Canales García, Ms Laura González Molero, Mr Jaime Real de Asúa Arteche, Ms Agatha Echevarría Canales and Mr José María Aldecoa Sagastasoloa. With the expected date for the 2022 Ordinary General Shareholders' Meeting being 28 April 2022 on first call and 29 April 2022 at second call, all the aforementioned directors have tendered their resignation for the purposes of the 2022 Ordinary General Shareholders' Meeting, to unmistakably place the existence of vacancies on record (specifically 7, the 5 referred to here and the 2 vacancies referred to in section 1 above).

3. Identification of the profiles adapted to the matrix of powers and diversity on the Board.

Anticipating the circumstances expressed previously, in 2021, the Committee commenced the preparation work aimed at renewing the revocation of the Board of Directors that must be submitted to the approval of the shareholders of the 2022 Ordinary General Shareholders' Meeting. Particularly, regarding the update of the existing matrix of powers on the Board of Directors, it was considered advisable firstly to search for two new candidates, one with their own profile with competences and experience in auditing or finance and, the other, with a more industrial profile. Likewise, in line with the diversity objectives, this search for candidates must guarantee the inclusion of at least one woman and, as far as possible, candidates of different ages to that predominating today on the Board.

With regards to the selection process, notwithstanding the invitation to directors to exercise their power to propose candidates, as indicated above, with the support of Russell Reynolds as expert external consultant in the area, which has also contributed potential candidates to the process, and it must be noted that the candidates ultimately proposed have not been included as candidates by any of the executive and nominee directors or significant shareholders.

The candidates proposed by the Committee to cover the vacancies created by the non-continuity of the outgoing directors are as follows:

- Ms. Cristina Henríquez de Luna Basagoiti, covering the audit and finance profile. If appointed, she will also be proposed as a member of the Audit Committee.
- Mr. Andrés Arizkorreta García, covering the industrial profile. If appointed, he will also be proposed as a member of the Appointments, Remunerations and Sustainability Committee.

The individual report justifying the appointment of each of the candidates is included with this framework report.

#### 4. Re-election of directors whose term expires in 2022

The Committee proposes and favourably informs on the proposals of the following directors for their reelection by the 2022 Ordinary General Shareholders' Meeting:

- Mr José Antonio Canales García (Executive Director). Aside from sitting on the Board of Directors, he also holds the post of Managing Director of the Viscofan Group.
- Ms Laura González Molero (Independent External Director). Aside from sitting on the Board of Directors, he also holds the post of Chairman of the Audit Committee.
- Mr Jaime Real de Asúa Arteche (Independent External Director). Aside from sitting on the Board of Directors, he also holds the post of Chairman of the Appointments, Remunerations and Sustainability Committee.
- Ms Agatha Echevarría Canales (Other External Directors). Aside from being a member of the Board of Directors, she is also a member of the Audit Committee.
- Mr José María Aldecoa Sagastasoloa (Independent External Director). Aside from sitting on the Board of Directors, he is also a member of two Board Committees and holds the post of Lead Director.

As mentioned above, in preparing its proposals and reports, the Committee has taken into account, among other matters, the analysis of the Board of Directors' own matrix of powers, that the candidates guarantee the necessary dedication to carry out their duties, the continuity of the business project and the directors' own performance evaluation during the time in their positions. In particular, none of the directors proposed exceeds the Board limit at listed companies envisaged in the internal regulations and in the good governance recommendations, and all of them attended all the sessions held.

#### 5. Composition of the Board of Directors proposed.

In conformity with the proposals submitted to the 2022 Ordinary General Shareholders' Meeting, the breakdown of the Company's Board of Directors, if approved by the shareholders, will be as follows:

Director	Category	Position
Jose Domingo de Ampuero y Osma	Executive	Chairman
José Antonio Canales García	Executive	General Managing Director
Juan March de la Lastra	Nominee	Director
Santiago Domecq Bohórquez	Nominee	Director
Agatha Echevarría Canales	Other external directors	Director
Laura González-Molero	Independent	Director
Jaime Real de Asúa Arteche	Independent	Director
José María Aldecoa Sagastosoloa	Independent	Coordinator Director
Carmen de Pablo Redondo	Independent	Director
Cristina Henríquez de Luna Basagoiti	Independent	Director
Andrés Arizkorreta García	Independent	Director

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The individual explanatory reports are approved and included below of the directors whose reelection is proposed or informed upon, in those that have abstained from intervening in what affects them, the directors that, forming part of the Committee, are proposed for their reelection.