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**ANNUAL REPORT ON DIRECTORS' REMUNERATION AT
LISTED LIMITED LIABILITY COMPANIES**

ISSUER IDENTIFICATION DETAILS

END DATE OF THE REPORTING PERIOD

31/12/2022.

Company Tax ID No.
(C.I.F.) A31065501

Registered Name: VISCOFAN SA

Registered Address:

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SPAIN

ANNUAL REPORT ON DIRECTORS' REMUNERATION AT LISTED LIMITED LIABILITY COMPANIES

A CORPORATE REMUNERATION POLICY FOR THE CURRENT YEAR

A.1.1 Explain the current Directors' Remuneration Policy applicable to the current year. Whenever relevant, certain information may be included by reference to the remuneration policy approved by the general meeting, so long as the inclusion is clear, specific and concrete.

Descriptions should be given for specific determinations for the year in progress regarding the remuneration of directors in their status as such and as a result of their executive functions carried out for the board pursuant to contracts signed with executive directors and the remuneration policy approved by the general meeting.

In any event, the following aspects should be reported:

- a) Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its terms and conditions.
- b) Indicate and, where applicable, explain whether comparable companies were considered when establishing the company's remuneration policy.
- c) Information on whether any external advisors took part in this process and, if so, **their identity**.
- d) **Procedures envisaged in the prevailing remuneration policy of the directors to apply temporary exceptions to the policy, conditions in which these exceptions can be resorted to and components that must be the object of exception in line with the policy.**

The prevailing remunerations policy for the directors applicable to the period underway was approved by the Ordinary General Shareholders' Meeting on 23 April 2021 for the 2021-2023 period ("Remunerations Policy").

The Remuneration Policy was prepared by the Appointments, Remuneration and Sustainability Committee (the "**Committee**"), following a process of reflection in which the opinion and information received from shareholders, institutional investors and proxy advisors were analysed. The Committee took into consideration the provisions of the Code of Good Corporate Governance regarding directors' remuneration, as amended in June 2020, and the amendments introduced by Law 5/2021 of 12 April to article 529r of the Capital Companies Act were incorporated into the Remuneration Policy.

This process was carried out with the advice of the consultant Willis Towers Watson.

Comparable companies were taken into account during the process. The remuneration of the non-executive directors ("in their condition as such") has essentially been compared with IBEX-35 companies of a similar size. The remuneration of the executive directors is comparable to a group of companies from the Packaged Foods & Meats sector and a selection of IBEX-35 companies of a comparable size.

The Remuneration Policy establishes a remuneration system for directors based on (i) their capacity as such and (ii) specific executive or senior management functions:

1. Remuneration for directors in their capacity as such:
 - a. Limit. - The annual remuneration to directors in their capacity as such, for all the items, shall not exceed the limit of 1.5% of the annual consolidated cash profit before taxes (article 29 of the Articles of Association). The previous remuneration is, in any case, the maximum amount corresponding to the Board of Directors itself, the proposed distribution of its amount between the directors. The payment is usually settled after the General Shareholders' Meeting approves the financial statements from the previous year.
 - b. Items. - The Policy addresses two separate items:
 - i. fixed remuneration for sitting on the Board of Directors and the Committees, according to positions or functions held on those bodies.
 - ii. attendance allowances for Board of Directors meetings.
2. Remuneration for executive or senior management duties of executive directors. - It comprises the following items:
 - An annual fixed remuneration (without distinction, also referred to as a "Salary"), determined on the basis of the executive functions associated with the office and which is paid to comparable companies in the market.
 - An annual variable remuneration (also referred to as "Annual Bonus").
 - a. Limit. The annual variable remuneration is capped at 70% of Salary for the "Target Annual Variable Remuneration" (i.e. when achieving 100% of the targets) and may reach a maximum of 150% of the Target Annual Variable Remuneration (i.e. up to a maximum of 105% of the executive director's Salary) when exceeding the pre-established targets.
 - b. Metrics. It is linked to the accomplishment of a combination of objectives,
 - (i) firstly, a series of common corporate objectives of an economic-financial and Non-financial and sustainability nature for the executive directors, all of which are specific, predetermined and quantifiable, with a minimum threshold and a target level that corresponds to the 100% fulfilment of the objectives and exceeding targets within the indicated limits. Corporate objectives have a weight of at least 50% in the incentive as a whole;
 - (ii) secondly, quantifiable objectives specific to each executive director that will have a maximum weight of 30%;
 - (iii) lastly, the individual performance of each executive director; the weight of the performance assessment will be a maximum of 20%.
 - A long-term incentive plan (also known as the "Three-year Plan") to reward the fulfilment of the Viscofan Group's long-term strategic objectives, the sustainability of results and the creation of sustainable value for shareholders.
 - a. Limit. The limit of the "Target Annualised Incentive" is 70% of the Executive Director's Salary and can reach a maximum of 150% of the Target Annualised Incentive (105% of Salary).
 - b. Metrics. It is linked to the accomplishment of a combination of objectives:
 - (i) Creation of value for shareholders (for example, changes in the share price or total shareholder return) and economic-financial and operating objectives of the strategic plan.
 - (ii) non-financial and sustainability objectives. The weight of non-financial targets shall not exceed 20%.

For the 2022-2024 period, the Committee prepared, and the Board of Directors submitted for approval by the General Shareholders' Meeting of 29 April 2022, a new Long-Term Incentive Plan ("2022-2024 Three-Year Plan"), which was approved by the aforementioned Meeting and the terms of which are explained in section A.1.6 below.

- Other benefits: life and accident insurance, healthcare assistance policy and company vehicle; these benefits cannot exceed 20% of the employee's fixed remuneration.

The Board of Directors, upon the proposal of the Committee, may also submit, to the General Shareholders' Meeting, the concession of special incentives to executive directors in light of extraordinary operations.

The Company also has civil liability insurance for directors and executives.

The Remuneration Policy does not envisage procedures to apply temporary exceptions to it.

- A1.2 Relative importance of variable remuneration items vis-à-vis fixed items (remuneration mix) and the criteria and objectives used to determine and guarantee a suitable balance between fixed and variable remuneration items. In particular, explain the actions taken by the company in connection with the remuneration system to reduce excessive risk exposure and match it to the long-term targets, values and interests of the company, which should include, whenever pertinent, measures taken in relation to those categories of staff whose professional activities have a material impact on the risk profile of the entity; clawback formulae or clauses to reclaim variable components of performance-based remuneration when such components have been paid on the basis of data that is subsequently proven to be wholly inaccurate; and measures designed to prevent conflicts of interest.

Furthermore, state whether the company has established any period for the accrual or vesting of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or the handover of accrued and vested financial instruments, or if any clause has been approved reducing the deferred remuneration not yet consolidated or that obliges the director to return remuneration received, when such remuneration has been based on certain figures that have clearly proven to be inaccurate.

The Remuneration Policy provides a reasonable balance between the different components of fixed (annual) and variable (annual and long-term) remuneration, which reflects a suitable assumption of risks combined with the achievement of defined short- and long-term objectives linked to the creation of sustainable value.

- The fixed component is accrued in any case, so it is not an item that entails risk exposure.
- The annual variable remuneration or Annual Bonus is linked to the fulfilment of annual business targets of a financial, operational, share performance, non-financial and sustainability nature and are proposed by the Committee and approved by the Board of Directors. The objectives of the Annual Bonus, as they are primarily based on the annual budget and on the guidelines provided to the market, are aligned with the strategic vision and the long-term objectives in the Viscofan Group's strategic plans, which, as they are recurring, avoid the assumption of excessive risks. This is reinforced by the fact that their evaluation is carried out once the financial statements have been audited and presented.
- The long-term variable remuneration or Three-year Plan, which essentially takes the creation of value for the shareholder as a reference (for example, total shareholder return or TSR) and its sustainability with a minimum measurement period of three years, without prejudice to the moment of payment or settlement. Furthermore, it includes essentially non-financial, sustainability, environmental and social objectives.

In a scenario of standard fulfilment of targets (i.e., when targets are 100% met), the fixed remuneration would represent approximately 42% of the total remuneration, the annual variable remuneration 29% and the long-term variable another 29%; therefore, there is a balanced distribution between annual and multi-year remuneration. The end structure of the "remuneration mix" for executive directors ultimately depends on targets being met and on the Board of Directors' assessment, based on the committee's proposal, of the director's performance.

The Remuneration Policy includes an ex-post control of variable remuneration (“clawback”), both for the Annual Bonus and for the Three-year Plan, should the following circumstances arise within the 24 months of payment of said remuneration:

- Significant fall in consolidated net profit (more than 50%).
- Serious non-compliance by the beneficiary of the internal rules, including, in particular, risk-related rules.
- Material reformulation of the Group's financial statements, when considered by the external auditors, except when it is appropriate according to a modification of the accounting regulations.

Furthermore, there are risk mitigation measures:

- the Committee may propose to the Board of Directors that adjustments be made to the elements, criteria, thresholds and limits of the variable annual or pluriannual remuneration in exceptional circumstances due to extraordinary internal or external factors or events. The detail and justification of these adjustments will be included in the corresponding Annual Report on Directors' Remuneration.
- To reinforce the commitment of executive directors to long-term company interests and alignment with shareholder interests, the Remuneration Policy includes a share ownership commitment in which executive directors must hold a number of shares equivalent to two years of gross fixed remuneration while they are in office. To achieve this objective, a period of four years is established, calculated from the start of the effectiveness of the Policy or from the appointment in the case of new Directors. Should this limit not be reached, the net shares, if any, that are received by the executive directors deriving from any element of variable remuneration will be subject to a retention period of at least three years. Notwithstanding the indicated measures, the executive directors currently in office (Executive Chairman and the General Managing Director) are, at this date, the owners of the shares whose value exceeds the indicated threshold.

Regarding the measures to preclude conflicts of interest, in accordance with the Regulations of the Board of Directors, in application of the legal precepts in force regarding the matter, the directors are annually required to declare or have the duty to do so, as soon as they become aware of any conflicts of interest, and they must immediately resign should this conflict persist or should their presence on the Board contravene the Company's interests. Directors must also refrain from discussing and voting on matters in which they have either a direct or indirect interest, even through related parties, except in the resolutions or decisions affecting their capacity as members of the Board, such as their appointment for or removal from positions within the Board. Internal company regulations on measures to prevent conflicts of interest are applicable to all Viscofan Group employees.

A.1.3 Amount and nature of fixed components that directors are expected to receive in the year for their status as such.

The remuneration of directors in their capacity as such in 2023 is as follows:

- The Chairman of the Board will receive fixed remuneration for that office of €160,000.
- Board members shall receive a fixed remuneration for membership thereof of €80,000 each.
- An additional fixed remuneration will be paid per office and membership on Committees of the Board of Directors:
 - Audit Committee: Chairman €45,000 and members €30,000.
 - Appointments, Remuneration and Sustainability Committee: Chairman €37,500 and members €25,000.

- LeadDirector for holding said office: €25,000.
- Allowances for attendance at Board of Directors meetings to pay for personal and effective attendance at the meetings of the Board of Directors remain at €3,000 per meeting and director. The Chairman and Managing Director will receive no allowance whatsoever in this regard. New elements included in the Remuneration Policy:
 - In the event the Vice Chairman chairs the meeting of the Board of Directors to substitute the Chairman, they will receive twice the amount of attendance fees (€6,000 instead of €3,000).
 - €1,000 per meeting and director in the event of attendance via remote means of the sessions of the Board of Directors (not applicable in the event of mobility restrictions preventing attendance in person).

Attending Committee meetings does not accrue a specific attendance allowance.

A.1.4 Amount and nature of fixed components that executive directors will receive in the year for discharging senior management duties.

In the Remuneration Policy for 2021-2023, the fixed annual remuneration of executive directors for their senior management duties remains unchanged.

- Chief Executive Officer: €656,000.
- General Managing Director: €506,000.

A.1.5 Amount and nature of any component of remuneration in kind that will accrue during the year, including, but not limited to, insurance premiums paid in favour of the director.

The remuneration in kind that will be accrued in 2023 for the concepts contemplated by the Remuneration Policy (life/accident insurance premiums, healthcare and vehicles) is estimated at €23 thousand for the Chief Executive Officer and €56 thousand for the Managing Director. The Company has arranged civil liability insurance for both executive and non-executive directors (D&O insurance), as well as for executives of the Company and the Group's subsidiaries. In this insurance, the directors will be considered as the insured parties due to the liabilities that may arise as a consequence of the performance of their activities. The premium for the aforementioned D&O insurance for 2022 is €81,000. Due to the civil liability insurance being arranged globally, it is not possible to calculate the proportionate part for the directors as remuneration in kind.

A.1.6 Amount and nature of variable components, differentiating between those established in the short and long term. Financial and non-financial parameters, including social, environmental and climate change parameters, selected to determine the variable remuneration in the year in progress, explaining the extent to which these parameters are related to performance, both of the director and of the company, together with their risk profile, and the methodology, deadline necessary and techniques established to determine the degree of compliance with the parameters used in the design of the variable remuneration at the end of the year, detailing the criteria and factors applicable with regard to the time required and methods to effectively verify the conditions of performance or any other type to which the accrual and consolidation of each component of variable remuneration is linked.

State the range, in monetary terms, of the different variable components according to the degree of compliance with the objectives and parameters established and whether any maximum monetary amounts exist in absolute terms.

The variable components of the remuneration system for executive directors for 2022, in accordance with that established in the Remuneration Policy, continuing on from the previous policy, are the following and have been proposed by the Committee and approved by the session of the Board of Directors on 28 February 2023:

a. Annual variable remuneration (Annual Bonus):

– Amounts and limits.

- A Target Annual Bonus of €459,000 has been set for the Executive Chairman (i.e. when targets are met 100%); In the case of exceeding the target, the Annual Bonus for the Executive Chairman could reach a maximum of €688,000.
- A target Annual Bonus of €354,000 has been set for the Managing Director (i.e. when targets are met 100%); In the case of exceeding the target, the Annual Bonus for the General Managing Director could reach a maximum of €531,000.

– Metrics and weighting. –

- Corporate Targets. These are common to the two executive directors with a combined weighting of 50% in the Annual Bonus:
 - Economic-financial parameters, in terms of Increased sales, improved EBITDA and the net profit and share performance (75% of the corporate objectives).
 - Non-financial and sustainability parameters in terms of accident reduction and waste overproduction, taking the Group's sustainability strategy as a reference (weighted at 25% of the corporate objectives).
- Quantifiable targets for each executive director (30% weighting): execution of the Group's priority projects linked to strategic positioning, business growth and maximising operations.
- Individual performance of each executive director (20% weighting). Valuation of the qualitative factors for each Director upon the proposal of the Committee linked to commitment to the project, transformation and teamwork.
- Exceeding targets linked to the additional profitability targets in terms of EBITDA and net profit.

– Determination procedure. –

At the end of the reporting period, the Committee, with the internal support that it deems necessary (i.e., Internal Audit, Corporate Financial Management) as well as external (audited financial statements and verified non-financial statements), will determine the proposed degree of fulfilment (establishing a specific percentage and amount) of each of the targets and the evaluation of the performance of the executive directors. This percentage will be applied to the Target Annual Bonus to determine the specific amount of the annual variable remuneration, which will be submitted to the Board of Directors for approval at the time of preparation of the financial statements, directors' report, Annual Corporate Governance Report and the Annual Directors' Remuneration Report, which usually takes place within the first two months following the close of the reporting period to which they refer.

In particular, during said period, it has been verified that the performance conditions to which the accrual and consolidation of the Annual Bonus are linked have been fulfilled, essentially through an external audit process of the financial statements and directors' report, and the verification of the non-financial information statement by an independent third party, which guarantees the verification of financial and non-financial parameters, and the verification of processes and internal reports that are collected on the remaining objectives or on the basis of public information (i.e. price of the share in line with stock market index listings).

b. Long-term incentive plan (Three-year Plan).

The General Meeting of Shareholders held on 29 April 2022 approved the “2022-2024 Three-Year Plan”, which was prepared by the Committee and submitted by the Board of Directors for approval by the General Meeting of Shareholders. The 2022-2024 Three-Year Plan (which replaces the previous 2019-2021 plan) is intended for the Company's Executive Directors, senior management and other key personnel of the Viscofan Group.

The terms and conditions of the Plan approved by the Board are available on the company's website. For the purposes of this report, the noteworthy aspects relating to the executive directors are highlighted:

- Amount and limits. -

- Chief Executive Officer - For the Target Incentive, a maximum of 17,287 shares and €413,280 in cash; in the event of the Maximum Incentive for exceeding targets, 25,931 shares and €619,920. In line with the price of €55.78 per share taken at the start of the Measurement Period, the Plan's total value for the Executive Chairman is €1,377,660 for the Target Incentive and €2,066,351 for the Maximum Incentive for exceeding targets.
- General Managing Director.- For the Target Incentive, a maximum of 13,334 shares and €318,780 in cash; in the event of the Maximum Incentive for exceeding targets, 20,002 shares and €478,170. In line with the price of €55.78 per share taken at the start of the Measurement Period, the Plan's total value for the General Managing Director is €1,062,600 for the Target Incentive and €1,593,882 for the Maximum Incentive for exceeding targets.

- Metrics and weighting. -

The Plan reflects the expected value creation during the Measurement Period, taking into account the Viscofan Group's strategy.

- Three metrics blocks are established for the Target Incentive:

(i) Creating value for shareholders (75% of the Target Objective).

We propose the Total Shareholder Return (“TSR”) Plan as an essential metric, which measures the return on investment for the shareholder as a sum of the variation in the share price in the Measurement Period, plus dividends and other similar items received during this period.

The average listed price of the share in December 2021, i.e., €55.78 per share, is taken as the initial reference. To calculate the performance of TSR at the end of the period, the average listed price of the share in December 2024 will also be considered.

In accordance with these benchmark values, a minimum level of compliance is established, from which the plan begins to receive 4% of the Compound Annual Growth Rate (CAGR) and 6.5% of the CAGR as a Target Objective, in line with the Company's historical average.

(ii) Creating sustainable value in environmental matters (10% of the Target Objective).

The Company approved a new 2022-2025 Sustainability Action Plan (period which therefore comprises the Plan's Measurement Period). In line with this Sustainability Action Plan, investments are included in the Viscofan Group aimed at the decarbonisation of processes. In this regard, as the Target Objective, it is proposed to reduce the CO2 emissions per kilometre of casing at the Viscofan Group by between 4.5% and 7.5% in the measurement period. The average range is in line with the ambitious objective of reducing, with respect to 2018 values, 30% of CO2 emissions per km produced for 2030.

(iii) Creating sustainable value in social matters (15% of the Target Objective).

The metric is subdivided into two:

- a. Reduction of the accident rate.- In the materiality analysis performed by the Viscofan Group in 2021 to prepare the new 2022-2025 Sustainability Action Plan, the security of people in the workplace was once again highlighted as a priority and an especially critical area. Aligned with the objective of reducing the accident rate at the Viscofan Group by 50%, the objective is proposed of reducing the seriousness index between 3% (minimum) and 5% annually (Target Objective), calculated as the number of days lost per thousand hours worked. 10% of the Target Objective is weighted.
 - b. Audits to suppliers - Also, in line with the fact that the sustainability commitment is transmitted throughout the whole of the Viscofan Group's supply chain, the objective is proposed (as a unique value, which acts as a minimum and maximum) to perform, at the end of the measurement period, audits on the compliance of the Viscofan Group's Supplier Conduct Code, in a volume equivalent to 50% of the purchases from suppliers of the main raw materials, namely: cellulose, collagen skins, cellulose paper and suppliers of polyamides. The raw materials represent around 55% of raw material purchases. 5% of the Target Objective is weighted.
- Maximum Incentive for exceeding targets (up to an additional 50% of the Target Incentive).

For the accrual and recognition of this additional 50% of the Target Objective, an exceptional performance of the TSR is demanded, obtained from the absolute viewpoint and from another relative, that is, comparing the Company's TSR with the performance of a reference group.

(i) Creation of historical absolute value for shareholders (35% of the Objective)

If an absolute TSR is obtained between 6.5% (minimum value) and 10% (maximum), values that correspond to a return obtained in the exceptional periods of greater value creation for the Company.

(ii) Creation of value exceeding other companies of reference (15% of the Objective)

To measure this objective, it is proposed to use the relative TSR, in which Viscofan must perform better than the average of a reference group. This benchmark group will be composed of the seven non-financial Ibx 35 companies with a market capitalisation of less than €4 Billion and seven other benchmark companies in the speciality ingredients and packaging market. If Viscofan's TSR is in the 50th percentile of this group, over-compliance starts to accrue, with the maximum compliance being the 100th percentile.

- Determination procedure. -

It shall be a condition for payment of the Plan that the Board of Directors has ratified the degree of compliance with the parameters and magnitudes of the Plan at the proposal of the Committee. Executive Directors who are beneficiaries of the Plan may not transfer the shares delivered during a period of three (3) years unless they hold, directly or indirectly, a number of shares equivalent to twice their annual fixed remuneration. The provisions of the current Directors' Remuneration Policy will apply to the ex-post control of variable remuneration ("clawback").

- A.1.7 Main characteristics of the long-term savings systems. In addition to other information, state the contingencies covered by the system, whether through defined contributions or benefits, the annual contribution that needs to be made to the defined contribution system, the benefits directors are entitled to in the event of defined benefit systems,

the conditions under which economic rights are vested for directors and their compatibility with any other type of payment or severance pay as a result of the early termination or dismissal of the director, or deriving from the termination of the contractual relation, on the terms provided, between the company and the director.

State if the accrual or vesting of any of the long-term savings plans is linked to achieving certain objectives or parameters related to the short- or long-term performance of the director.

The Company has no long-term savings systems for directors.

- A.1.8 Any type of payment or severance pay for early termination or dismissal of the director, or deriving from the termination of the contractual relation in the terms agreed between the company and director, whether voluntary resignation by the director, dismissal of the director by the company, or any other type of termination agreement reached, such as exclusivity, post-contractual non-competition, continuance in office or loyalty, which would entitle the director to some sort of remuneration.

The following cases are addressed in executive director contracts:

The compensation of two annual payments of the annual fixed remuneration for extinguishing the contractual relationship not attributable to the director, including termination initiated by the executive director in the following cases:

- Substantial modification of the conditions of provision services that redound notoriously to the detriment of the executive director.
- Substantial change in the conditions of the provision of services of the executive director as a result of a significant change in ownership of the Company equal to or greater than 30% of the share capital, with the effect of renewing the governing bodies of the Company or the content and approach of its main activity, provided that the termination occurs within three months after the occurrence of such changes.

There will be no compensation if the dismissal is the result of gross misconduct, wilful misconduct and culpable conduct of the executive director in the performance of duties.

Two-year non-compete agreement. The compensation for the two-year non-compete commitment is included in the compensation contemplated for the termination of the relationship. In case of noncompliance with the non-compete commitment, the executive director must return the received compensation and pay three times its amount in damages.

Under the Remuneration Policy, a notification period of 6 months is foreseen to terminate the relationship with the executive chairman, and, in the case of non-compliance, the breaching party must compensate the other with the amount of remuneration corresponding to the notification period. In this regard, the Remuneration Policy establishes that the amount which, where applicable, the Company will pay for breach of the contractually established notification period, will be discounted from the two years of fixed remuneration deriving from the compensation in the event of termination of the contractual relationship.

- A.1.9 Indicate the conditions that must be respected in the contracts of those who exercise senior management functions as executive directors. Among other aspects, give information on the duration, limits to the amounts of indemnity, tenure clauses, notice periods and payments that can replace such notice periods, and any other

clauses regarding hiring bonuses, as well as severance payments or ring-fencing for early cancellation or termination of the contractual relationship between the company and the executive director. Include, inter alia, covenants or agreements regarding non-competition, exclusivity, tenure or loyalty and non-competition after the termination of the contract, unless already explained in the section above.

Executive director contracts adapt to the following essential conditions:

- Commercial nature
- Indefinite.
- Notice of 6 months for voluntary termination (reciprocal). In case of failure to observe the 6-month notice period (reciprocal), the compensation shall be payment of the remuneration corresponding to the unfulfilled notice period. The amount which, where applicable, the Company pays for the breach of the contractually established notification period, will be discounted from the two years of fixed remuneration deriving from the applicable compensation in the event of termination of the contractual relationship.
- Compensation and a post-competition covenant (refer to section above).
- The duty of confidentiality on information, data, reports or background information to which directors had access while in office shall persist even after they leave office, regardless of the reason.

To streamline the hiring of candidates, the Policy provides the Committee with the possibility of submitting a proposal to the Board of Directors for a hiring bonus to offset any loss of incentives not accrued, and the possibility of an international assignment of the application of the Company's policy for such cases (e.g. housing supplement). Such circumstances did not occur, and the Company made no premium payment in this regard.

- A.1.10 The nature and estimated amount of any other supplementary remuneration that will be accrued by directors in the year in progress in consideration for services furnished other than those inherent in the post.

No supplementary remuneration other than the remuneration explained in previous sections are expected.

- A.1.11 Other remuneration items, including items deriving from the company providing advances, loans, guarantees or any other remuneration to directors.

None were or are expected to be granted.

- A.1.12 The nature and estimated amount of any other planned supplementary remuneration that will be accrued by directors in the year in progress not included in the previous sections, whether payment is made by the company or another group company.

There are not and will not be any supplementary remuneration other than the remuneration explained in previous sections.

- A.2 Explain any relevant change in the remuneration policy applicable to the current year arising from:
- a) A new policy or amendment in the policy already approved by the General Shareholders' Meeting.
 - b) Significant changes in specific determinations established by the Board for the current year on the valid remuneration policy compared with those applied in the previous year.

- c) Proposals that the Board of Directors may have agreed to at the General Shareholders' Meeting to which this annual report will be submitted and proposed to be applicable in the current year.

There are no changes in the remuneration policy applicable in the year. As indicated in Section A.1.

- A.3 Identify the direct link to the document where the current company remuneration policy is posted, which must be available on the company website.

<https://www.viscofan.com/corporate-governance/regulations-and-policies>

- A.4 Explain, taking into account the data provided in Section B.4, the outcome of voting, of a consultative nature, by shareholders at the General Shareholders' Meeting regarding the Annual Remuneration Report for the previous year.

The Annual Directors' Remuneration Report for the year ended 31 December 2021 received the backing of the majority of shareholders, specifically 98.3% of the votes cast, in line with that obtained in the previous year ended 31 December 2020 (99.00%), with 1.1% of the votes against and an abstention rate of 0.6%. Therefore, it is concluded from continuous contact with shareholders and investors that the application of the Remuneration Policy is aligned with the vote of shareholders.

B GLOBAL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE YEAR-ENDED

- B.1.1 Explain the process followed to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information will include the role played by the Remunerations Committee, the decisions taken by the Board of Directors and, as the case may be, the identity and the role of the external advisors whose services have been used in the process to apply the remuneration policy in the year ended.

In line with the prevailing legislation and the Company's internal regulations, the Board of Directors is the competent body to apply the Directors' Remuneration Policy in force in the year, although the different decisions involved in this application are adopted upon the proposal or subject to a report of the Committee.

The Committee, which met on seven occasions in 2022, is made up of the following members at the date of this report:

Name	Position	Type
Mr Jaime Real de Asúa Arteche	Chairman	External Independent
Mr José María Aldecoa Sagastasoloa	Member	External Independent
Mr Andrés Arizkorreta García	Member	External Independent
Mr Santiago Domecq Bohorquez	Member	External Nominee
Mr José Antonio Cortajarena Manchado	Non-member secretary	N/A

In all the processes for adopting their respective decisions, the committee and the Board of Directors have received information and advice from the company's internal services.

In this regard, it is worth noting:

- (i) Regarding the remuneration of directors in their capacity as such, the Policy in force in 2022 is applied as follows:
- Attendance fees. Each director entitled to the accrued attendance fee is paid after each meeting of the Board of Directors, subject to the secretary verifying the attendance list.
 - Fixed remuneration: Payment of the amounts accrued by each director in their capacity as such for 2022 is subject to the approval of the annual financial report for that year at the 2023 General Shareholders' Meeting, within the first six months of the year. Once these financial statements have been approved by the General Shareholders' Meeting, the corresponding resolution must be adopted by the Board of Directors to recognise and pay each director pursuant to the amounts set out in the Remunerations Policy.
- (ii) Regarding the remuneration of executive directors:
- The fixed individual remuneration of each executive director for 2022. Such remuneration or salary is determined in the Remuneration Policy approved by the General Shareholders' Meeting for the 2021-2023 period. This salary is paid to the executive directors in 2022 on a monthly basis.
 - The settlement and recognition of the Annual Bonus accrued in 2022. The 2022 Annual Bonus was proposed by the Committee at its meeting of 16 February 2023 and approved by the Board of Directors at its meeting of 28 February 2023. The degree of achievement of the financial and operational targets is based on the duly audited annual financial report as formulated and submitted for approval by the shareholders. The remaining targets are determined based on verified internal reports and public information (i.e. share price).

- c. The settlement and recognition of the 2019-2021 Triennial Bonus: Although the measurement period of the 2019-2021 Triennial Bonus ended on 31 December 2021, in the 2022 financial year, at the proposal of the Committee, the Board of Directors recognised a degree of achievement of 102.1% and, following the General Shareholders' Meeting of 29 April 2022, it was paid and delivered to the executive directors in accordance with the terms set out in the Plan itself. Details of the amount and shares delivered were reflected in the Directors' Remuneration Report for the year ended 31 December 2021.

- B.1.2 Explain any change in the procedure established to apply the remuneration policy that occurred in the year.

No changes occurred.

- B.1.3 Indicate if any temporary exceptions have been applied to the remunerations policy and, if they have been applied, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the company considers that these exceptions are necessary to serve the long-term interests and sustainability of the company as a whole or to ensure its viability. Also, quantify the impact of the application of these exceptions on the remuneration of each director in the year.

No temporary exception was applied.

- B.2. Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks and adapting them to the long-term objectives, values and interests of the company, including a reference to the measures that have been adopted to guarantee that the long-term results of the company have been taken into consideration in the remuneration accrued and that a suitable balance has been reached between the fixed and variable components of the remuneration, the measures that have been adopted in relation to those categories of staff whose professional activities have a material repercussion on the company's risk profile and the measures that have been adopted to avoid conflicts of interest, if any.

The answer to this section is completed with the explanations provided in section A.1. However, the following is highlighted:

- In relation to the remuneration of the directors in their capacity as such, the system to establish fixed remuneration and attendance fees, excluding the variable remuneration for business objectives, is an efficient instrument to reduce exposure to excessive risks and to include a long-term vision.
- With respect to executive directors, the Remuneration Policy has an appropriate remuneration mix (see Section A.1.2), with the following essential elements:
 - A fixed component which accrues in any case, so it does not represent any exposure to risk; this fixed component remains unchanged during the Policy term.
 - Annual variable remuneration, with a temporary performance period of one year, linked to specific measurable business objectives - some of which are recurring since they constitute critical elements of the supervision of performance and enable comparisons with previous years-, aligned with the management budget and the provisions or guides provided to the market, which prevents the encouragement of the assumption of excessive risks. This is reinforced by the fact that the assessment is carried out once the duly audited financial statements and directors' report are available and the non-financial information statement for the year has been verified.
 - A reasonable balance is established between annual and multi-year remuneration.

- The long-term variable component (Three-year Plan) has a measurement period of three years, which moderates the undertaking of risks and offers the creation of value over a longer term than usual.
- Specifically, the current Remunerations Policy approved by the 2021 General Shareholders' Meeting for 2021-2023 has reinforced the items aimed at reducing exposure to risk and at consolidating a suitable balance between the fixed and variable components of the remuneration. It is highlighted that the clawback clause has extended its applicability to the annual variable remuneration (until 2020 it only applied to long-term variable remuneration) and its term is extended from 12 to 24 months.

B.3 Explain how the remuneration accrued and vested over the year meets the provisions of the current remuneration policy and, in particular, how it contributes to the sustainable long-term returns of the company.

Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, as the case may be, how the variations in the performance of the company have influenced changes in the remuneration of directors and how the latter contribute to the short- and long-term results of the company.

Remuneration accrued by directors in their capacity as such is determined in a fixed manner in the Remuneration Policy and is not determined by profit or other measures of the company's performance. Pursuant to this Policy, the total amount paid as attendance fees for these sessions of the Board of Directors and the accrual by each director of a fixed amount for membership on the Board of Directors, committees and positions, amounts to €1,543 thousand and falls within the statutory limit (article 29 of the Articles of Association and which is reproduced by the Remuneration Policy), which cannot exceed 1.5% of the annual consolidated cash profit before taxes, which totalled €183,789 thousand.

The fixed remuneration or salary of executive directors has been set in the Remuneration Policy on a fixed basis for 2021-2023, in line with the results obtained by the Company and the fixed remuneration paid by like-for-like companies in the market (section A.1.4).

As regards the annual variable remuneration earned by the executive directors, the objectives and metrics to which it is conditioned consist of magnitudes linked to the Group's consolidated results and are aimed at promoting the Group's long-term performance. The specific amount to be received by each executive director is the result of applying the percentage of achievement of each objective to the target incentive. This degree of achievement was determined by the Board of Directors at its meeting of 28 February 2023, at the proposal of the Committee, once it had the annual accounts and the duly audited individual and consolidated management report, including verification by a third party verifier of the non-financial information statement. The details of the foregoing may be verified in section B.7

Lastly, regarding remuneration in kind, the Company has paid what is set out in the Policy (for a joint total for executive directors of €78,000), without this exceeding the limit of 20% of the fixed remuneration for executive directors.

B.4 Report on the outcome of the consultative vote at the General Shareholders' Meeting on the annual remuneration report for the previous year, indicating the number of abstentions, votes in favour and against and blank votes cast:

	Number	% of total
Votes cast	38,476,057	82.7%

	Number	% of votes cast
Votes against	421,099	1.1
Votes in favour	37,830,648	98.3
Blank votes	0	0
Abstentions	224,310	0.6

Remarks

- B.5 Explain how the fixed components accrued and vested during the year by the directors in their capacity as such were determined, their proportion in relation to each director and how they have changed with respect to the previous year:

The remuneration of the members of the Board of Directors in their capacity as such consisted of applying the Remuneration Policy approved by the 2021 General Shareholders' Meeting, in force in the year:

- Chairman of the Board of Directors: €160,000/year.
- Director: €80,000/year.
- Chairman of the Audit Committee: €45,000/year
- Chairman of the Appointments, Remuneration and Sustainability Committee: €37,500/year
- Member of the Audit Committee: €30,000/year.
- Member of the Appointments, Remunerations and Sustainability Committee: €25,000/year
- Fixed remuneration of the Lead Director: €25,000/year

Similarly, in 2022, in line with the Remuneration Policy, attendance fees were applied to remunerate the non-executive directors at the meetings of the Board of Directors: €3,000 for each face-to-face meeting and €1,000 for telematic attendance and director, with 11 meetings of the Board of Directors having been held. In one of the meetings of the Board of Directors, the Company directly assumed the travel expenses and therefore the per diem for this meeting was not paid.

- B.6 Explain how the salaries accrued and vested by each one of the executive directors over the past financial year for the performance of management duties were determined, and how they have changed with respect to the previous year.

The fixed annual remuneration of the executive directors for their duties is determined in the Remuneration Policy for the whole of 2021-2023, and was set at:

- Chief Executive Officer: €656,000.
- General Managing Director: €506,000.

This remuneration does not represent an increase compared to the previous year.

- B.7 Explain the nature and the main characteristics of the variable components of the remuneration systems accrued and vested in the year ended.

In particular:

- a) Identify each one of the remuneration plans that have determined the different types of variable remuneration accrued by each of the directors in the year ended, including information on their scope, their date of approval, their date of incorporation, the periods of accrual and validity, the criteria used to evaluate performance and how this has affected the establishment of the variable amount accrued, as well as the measurement criteria used and the period necessary to be in a position to suitably measure all the conditions and criteria stipulated, duly explaining in detail the criteria and factors applicable with regard to the time required and methods to effectively verify the conditions of performance or any other type to which the accrual and vesting of each component of variable remuneration were linked.
- b) In the case of share options and other financial instruments, the general characteristics of each plan will include information on both the conditions to acquire unconditional ownership (vesting) and to exercise these options or financial instruments, including the price and term to exercise them.

- c) Each director and category (executive directors, proprietary external directors, independent external directors and other external directors) who are beneficiaries of remuneration systems or plans that include variable remuneration.
- d) As the case may be, information is to be provided on periods for the accrual, vesting or deferment of payment of vested amounts applied and/or the periods for withholding/unavailability of shares or other financial instruments, if they should exist.

Explain the short-term variable components of the remuneration systems:

Executive directors have accrued the following annual variable remuneration (annual bonus) in 2022:

Chief Executive Officer:

Annual Target Bonus (100% of targets met): €459,000; maximum in case of targets being exceeded: €688,000.

- Group corporate targets (50% weighting):
 - Economic-financial parameters, in terms of increased sales, EBITDA and net profit and share performance. Total weighting of 75% of the Group's corporate targets.
 - Sustainability targets in terms of accident reduction in terms of severity rate and reduction in the ratio of tonnes of waste to landfill per million metres produced. Total weighting of 25% of the Group's corporate targets.

Degree of achievement of the Group's corporate objectives: 81%

- Individual objectives (30% weighted) and performance assessment (20% weighted). The individual targets are tied to growth, integration and efficiency improvement objectives in relation to different Group subsidiaries and the preparation of the 2025 Plan.

Degree of achievement of individual Objectives and evaluation: 77%

Total degree of compliance: 79%.

Amount of the 2022 Annual Bonus of the Chief Executive Officer: €364.000

General Managing Director:

Target Annual Bonus (targets met 100%): €354,000; maximum in the event of exceeding targets: €531,000.

- Group corporate targets (50% weighting): Degree of compliance 81%
 - Economic-financial parameters, in terms of increased sales, EBITDA and net profit and share performance. Total weighting of 75% of the Group's corporate targets.
 - Sustainability targets in terms of accident reduction in terms of severity rate and reduction in the ratio of tonnes of waste to landfill per million metres produced. Total weighting of 25% of the Group's corporate targets.

Degree of achievement of the Group's corporate objectives: 81%

- [Individual objectives](#) (30% weighted) and [performance assessment](#) (20% weighted). The individual targets are tied to growth, integration and efficiency improvement objectives in relation to different Group subsidiaries and the preparation of the 2025 Plan.

Degree of achievement of individual Objectives and evaluation: 77%

Total Degree of compliance:79%.

Amount of the 2022 Annual Bonus of the General Managing Director: €281,000

These amounts will be paid in the first quarter of 2023.

Explain the long-term variable components of the remuneration systems

No long-term variable components have accrued by 2022.

In the 2022 financial year, following the proposal of the Committee, the Board of Directors recognised and paid, after the General Meeting of Shareholders of 29 April 2022, the amounts corresponding to the settlement of the 2019-2021 Three-Year Plan. The vesting period of this plan ended on 31 December 2021 and therefore these amounts and share awards were reflected in the Directors' Remuneration Report for the year ended 31 December 2021.

- B.8 Indicate whether certain variable components accrued were reduced or clawed back when, for the former, there were deferred payments of non-vested amounts or, for the latter, they were vested and paid, on the basis of data that were subsequently proven to be inaccurate. Describe the amounts reduced or clawed back through the application of the reduction or clawback clauses, why they were implemented and the years to which they refer.

No circumstances arose that would have entailed the reimbursement of variable remuneration.

- B.9 Explain the main characteristics of the long-term savings systems in which the amount or equivalent annual cost appears in the tables in section C, including retirement and any other survivor benefit, which are financed, totally or partially, by the company, whether through internal or external contributions, indicating the type of plan, whether it is a defined contribution or benefit, the contingencies covered, the conditions for vesting economic rights for directors and their compatibility with any type of severance pay for early termination or termination of the contractual relationship between the company and the director.

Not applicable. The Remuneration Policy does not cover long-term savings systems.

- B.10 Explain, where appropriate, the severance pay or any other type of payment deriving from early dismissal or early resignation, or from the termination of the contract, upon the terms provided for therein, accrued and/or received by directors during the year ended.

Not applicable. Did not occur

- B.11 Indicate whether there have been any significant changes in the contracts of those exercising senior management functions, such as executive directors, and, where appropriate, explain such changes. In addition, explain the main conditions of the new contracts signed with executive directors during the year, unless these have already been explained in Section A.1.

Did not occur.

- B.12 Explain any additional remuneration paid to directors for services rendered other than those inherent in their position.

Not applicable. There was no supplementary remuneration.

- B.13 Explain any remuneration deriving from advance payments, loans or guarantees granted, indicating the interest rate, their key characteristics, amounts eventually returned and obligations taken on through guarantee or collateral.

Not applicable. Did not occur

- B.14 Itemise the remuneration in kind accrued by the directors over the year, briefly explaining the nature of the different salary components.

The remuneration in kind accrued in 2022 for the items contemplated by the Policy (life/accident insurance premiums, healthcare and vehicles) was €22 thousand for the Executive Chairman and €56 thousand for the General Managing Director.

- B.15 Explain the remuneration accrued by directors by virtue of payments made by the listed company to a third company at which the director renders services when these payments seek to remunerate the director's services to the company.

Not applicable. Did not occur

- B.16 Explain and detail the amounts accrued in the year in relation to any other remuneration item other than the foregoing, whatever its nature or group company paying it, including all the benefits in all their forms, such as when they have the consideration of related party transactions or, especially, when they significantly affect the fair presentation of the total remuneration accrued by the director, having to explain the amount granted or pending payment, the type of consideration received and the reasons why it would have been considered, where appropriate, that it does not constitute remuneration to the director in their capacity as such or consideration for the performance of their executive functions, and whether it was considered appropriate or not to include them among the amounts accrued in the "Other items" heading of section C.

Not applicable. Did not occur.

C INDIVIDUAL REMUNERATION CORRESPONDING TO EACH DIRECTOR

Name	Type	2022 accrual period
JOSE DOMINGO AMPUERO OSMA	CHAIRMAN EXECUTIVE DIRECTOR	From 01/01/2022 to 31/12/2022
JOSE ANTONIO CANALES GARCIA	MANAGING DIRECTOR EXECUTIVE DIRECTOR	From 01/01/2022 to 31/12/2022
JAIME REAL DE ASÚA Y ARTECHE	INDEPENDENT DIRECTOR VICE- CHAIRMAN	From 01/01/2022 to 31/12/2022
JOSÉ MARÍA ALDECOA SAGASTASOLOA	LEAD DIRECTOR	From 01/01/2022 to 31/12/2022
AGATHA ECHEVARRIA CANALES	OTHER EXTERNAL DIRECTOR	From 01/01/2022 to 31/12/2022
SANTIAGO DOMEQ BOHORQUEZ	NOMINEE DIRECTOR	From 01/01/2022 to 31/12/2022
LAURA GONZALEZ MOLERO	INDEPENDENT DIRECTOR	From 01/01/2022 to 31/12/2022
CARMEN DE PABLO REDONDO	INDEPENDENT DIRECTOR	From 01/01/2022 to 31/12/2022
CRISTINA HENRIQUEZ DE LUNA BASAGOITI	INDEPENDENT DIRECTOR	From 29/04/2022 to 31/12/2022
ANDRÉS ARIZCORRETA GARCIA	INDEPENDENT DIRECTOR	From 29/04/2022 to 31/12/2022
JAVIER FERNANDEZ ALONSO	NOMINEE DIRECTOR	From 23/06/2022 to 31/12/2021
IGNACIO MARCO-GARDOQUI IBAÑEZ	VICE-PRESIDENT OTHER EXTERNAL	From 01/01/2022 to 29/04/2022
NESTOR BASTERRA LARROUDÉ	OTHER EXTERNAL DIRECTOR	From 01/01/2022 to 29/04/2022

JUAN MARCH DE LA LASTRA	NOMINEE DIRECTOR	From 01/01/2022 to 23/06/2022
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C.1 Complete the following tables on the individual remuneration of each of the directors (including remuneration for carrying out executive functions) accrued during the fiscal year.

a) Remuneration from the reporting company: i) Remuneration in cash (in thousands of €)

Name	Fixed Remuneration	Attendance fees	Board committee membership remuneration	Salary	Short-term variable remuneration	Long-term variable remuneration	Compensation	Others	2022 Total	2021 Total
JOSE DOMINGO AMPUERO OSMA	160	-	-	656	364	0	0	0	1180	1557
JOSE ANTONIO CANALES GARCIA	80	-	-	506	281	0	0	0	867	1157
JAIME REAL DE ASÚA Y ARTECHE	80	30	38	0	0	0	0	0	148	151
JOSÉ MARÍA ALDECOA SAGASTASOLOA	80	30	52	0	0	0	0	25	187	193
AGATHA ECHEVARRIA CANALES	80	30	30	0	0	0	0	0	140	143
SANTIAGO DOMEcq BOHORQUEZ	80	30	28	0	0	0	0	0	138	138
LAURA GONZALEZ MOLERO	80	28	45	0	0	0	0	0	153	158
CARMEN DE PABLO REDONDO	80	28	30	0	0	0	0	0	138	141
CRISTINA HENRÍQUEZ DE LUNA BASAGOITI	53	21	3						77	
ANDRÉS ARIZCORRETA GARCIA	53	21	17						91	

JAVIER FERNANDEZ ALONSO	40	12	15						67	
IGNACIO MARCO-GARDOQUI IBAÑEZ	27	12	8	0	0	0	0	0	47	168
NESTOR BASTERRA LARROUDÉ	27	12	8	0	0	0	0	0	47	138
JUAN MARCH DE LA LASTRA	40	18	12	0	0	0	0	0	70	136

Remarks: The remuneration of the director Jose María Aldecoa Sagastasoloa for his functions as coordinating director, as established in the Remuneration Policy of the Board of Directors, has been indicated in Other Items.

The sum of fixed remuneration plus per diems and remuneration for membership of committees is lower than last year by €63 thousand as a result of the reduction in the number of members of both committees agreed during 2022 and the accrual of lower per diems (i.e. direct assumption of travel and accommodation costs of the Company in offsite sessions).

ii) Table of changes in share-based remuneration schemes and gross profit from shares or consolidated financial instruments

Name	Name of the Plan	Financial instruments at start of year t		Financial instrument granted in the year t		Financial instrument consolidated in the year				Instruments matured but not exercised	Financial instruments at end of year t	
		No. instruments	No. equivalent shares	No. instruments	No. equivalent shares	No. instruments	No. equivalent /vested shares	Price of vested shares	Gross profit from vested shares or financial instruments (thousand €)	No. instruments	No. instruments	No. equivalent shares

Remarks

iii) Long-term savings systems

	Remuneration from vesting of rights to savings
Director 1	

Name	Contribution over the year from the company (thousand €)				Amount of accumulated funds (thousand €)			
	Savings systems with vested economic rights		Savings systems with non-vested economic rights		FY t		FY t-1	
	FY t	FY t-1	FY t	FY t-1	Savings systems with vested economic rights	Savings systems with non-vested economic rights	Savings systems with vested economic rights	Savings systems with non-vested economic rights
	Director 1							

Remarks

iv) Details of other concepts

Name	Concept	Amount
JOSE DOMINGO AMPUERO OSMA	Life and accident insurance premiums Healthcare policy Company car	22
JOSE ANTONIO CANALES GARCIA	Life and accident insurance premiums Healthcare policy Company car	56

Remarks

b) Remuneration to directors of the listed company due to their membership on the governing bodies of their subsidiaries:

i) Remuneration in cash (in thousands of €)

Name	Fixed Remuneration	Attendance fees	Board committee membership remuneration	Salary	Short-term variable remuneration	Long-term variable remuneration	Compensation	Others	Total year t	Total year t-1
Director 1										
Director 2										

Remarks

ii) Table of changes in share-based remuneration schemes and gross profit from shares or consolidated financial instruments

Name	Name of the Plan	Financial instruments at start of year t		Financial instrument granted in the year t		Financial instrument consolidated in the year				Instruments matured but not exercised	Financial instruments at end of year t	
		No. instruments	No. equivalent shares	No. instruments	No. equivalent shares	No. instruments	No. equivalent/vested shares	Price of vested shares	Gross profit from vested shares or financial instruments (thousand €)	No. instruments	No. instruments	No. equivalent shares
Director 1	Plan 1											
	Plan 2											

Remarks

iii) Long-term savings systems

	Remuneration from vesting of rights to savings
Director 1	

Name	Contribution over the year from the company (thousand €)				Amount of accumulated funds (thousand €)			
	Savings systems with vested economic rights		Savings systems with non-vested economic rights		FY t		FY t-1	
	FY t	FY t-1	FY t	FY t-1	Savings systems with vested economic rights	Savings systems with non-vested economic rights	Savings systems with vested economic rights	Savings systems with non-vested economic rights
	Director 1							

Remarks

iv) Details of other concepts

Name	Concept	Amount
Director 1		

Remarks

C) Summary of remuneration (thousands €):

This should include a summary of the amounts corresponding to all the remuneration items included in this report that have accrued to each director, in thousands of euros.

Name	Remuneration accrued at the Company					Remuneration accruing to group companies					Total company + group FY t
	Total Cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings systems	Remuneration from other concepts	Company total year t	Total Cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings systems	Remuneration from other concepts	Total Group FY t	
JOSE DOMINGO AMPUERO OSMA	1180	0	0	22	1202	0	0	0	0	0	1202
JOSE ANTONIO CANALES GARCIA	867	0	0	56	923	0	0	0	0	0	923
JAIME REAL DE ASÚA Y ARTECHE	148	0	0	0	148	0	0	0	0	0	148
JOSÉ MARÍA ALDECOA SAGASTASOLOA	187	0	0	0	187	0	0	0	0	0	187
AGATHA ECHEVARRIA CANALES	140	0	0	0	140	0	0	0	0	0	140
SANTIAGO DOMEQ BOHORQUEZ	138	0	0	0	138	0	0	0	0	0	138
LAURA GONZALEZ MOLERO	153	0	0	0	153	0	0	0	0	0	153
CARMEN DE PABLO REDONDO	138	0	0	0	138	0	0	0	0	0	138
CRISTINA HENRÍQUEZ DE LUNA BASAGOITI	77	0	0	0	77	0	0	0	0	0	77
ANDRÉS ARIZCORRETA GARCIA	91	0	0	0	91	0	0	0	0	0	91
JAVIER FERNANDEZ ALONSO	67	0	0	0	67	0	0	0	0	0	67
IGNACIO MARCO-GARDOQUI IBAÑEZ	47	0	0	0	47	0	0	0	0	0	47
NESTOR BASTERRA LARROUDE	47	0	0	0	47	0	0	0	0	0	47
JUAN MARCH DE LA LASTRA	70	0	0	0	70	0	0	0	0	0	70
TOTALS	3350	0	0	78	3428	0	0	0	0	0	3428

Remarks

C.2 Indicate the changes in the last five years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed companies with such status in the year, of the consolidated results of the company and of the average remuneration on an equivalent full-time basis of the employees of the company and its subsidiaries that are not directors of the listed company.

	Total amounts accrued and % annual change								
	FY 2022	% change 2022/2021	FY 2021	% change 2021/2020	FY 2020	% change 2020/2019	FY 2019	% change 2019/2018	FY 2018
Executive Board Members									
JOSE DOMINGO AMPUERO OSMA	1202	-54.03%	2615	108.37%	1,255	21.61%	1,032	-12.17%	1,175
JOSE ANTONIO CANALES GARCIA	923	-53.97 %	2005	110.61%	952	21.12%	786	0.26%	784
External Directors									
JAIME REAL DE ASÚA Y ARTECHE	148	-1.99%	151	3.42%	146	0.00%	146	2.10%	143
JOSÉ MARÍA ALDECOA SAGASTASOLOA	187	-3.11%	193	16.27%	166	0.00%	166	9.21%	152
AGATHA ECHEVARRIA CANALES	140	-2.10%	143	-2.05%	146	0.00%	146	-40.41%	245
SANTIAGO DOMEQ BOHORQUEZ	138	0.00%	138	-5.48%	146	2.10%	143	2.14%	140
LAURA GONZALEZ MOLERO	153	-3.16%	158	1.28%	156	6.85%	146	78.05%	82
CARMEN DE PABLO REDONDO	138	-2.13%	141	45.36%	97	N/A	0	N/A	0
CRISTINA HENRÍQUEZ DE LUNA BASAGOITI	77	N/A	0	N/A	0	N/A	0	N/A	0
ANDRÉS ARIZCORRETA GARCIA	91	N/A	0	N/A	0	N/A	0	N/A	0
JAVIER FERNANDEZ ALONSO	67	N/A	0	N/A	0	N/A	0	N/A	0
IGNACIO MARCO-GARDOQUI IBAÑEZ	47	-72.02%	168	9.09%	154	-4.35%	161	-3.01%	166
NESTOR BASTERRA LARROUDE	47	-65.94%	138	1.47%	136	0.00%	136	-49.82%	271
JUAN MARCH DE LA LASTRA	70	-48.53%	136	0.00%	136	2.26%	133	2.31%	130
Consolidated profit before tax of the company	183,789	4.18%	176,420	10.50%	159,656	22.75%	130,064	-11.70%	147,299
Average employee remuneration	37	12.12%	33	3.13%	32	-3.03%	33	6.45%	31

- The amounts accrued are those provided for in the remuneration policy in force, although a rounding of decimals may be reflected due to the requirement to present the format in thousands of euros. In the case of the executive directors, the variations in remuneration in 2022 with respect to 2021 are essentially due to the accrual and allocation in 2021 of the settlement and payment to them of the 2019-2021 Triennial Plan. Variations in the remuneration of directors in their capacity as such are exclusively due to the strict application of the Policy, i.e. due to a reduction in the number of

members of Committees, or differences in the period of tenure of office from one year to the next. The increase in average remuneration in 2022 compared to 2021 is essentially due to the annual salary increase in a context of higher inflation and the settlement and payment of the 2019-2021 Triennial Plan to the beneficiaries of the Plan (computed on a cash basis for beneficiaries other than senior management and other staff). The significant variations in remuneration for the 2021 financial year compared to the 2020 financial year occur for executive directors and are essentially due to the consolidation and accrual of the 2019-2021 Three-Year Plan and to a lesser extent due to the update of the fixed remuneration approved in the 2021-2023 Remuneration Policy. With respect to 2018, the significant variations are due to the elimination of the Executive Committee in 2018 with the concomitant reduction of the remuneration of the directors forming it.

D OTHER INFORMATION OF INTEREST

If there are any relevant aspects relating to directors' remuneration that you have not been able to describe in other sections of this report but that are necessary to provide more comprehensive and fully reasoned information on the remuneration structure and practices of the company with regard to its directors, list them briefly.

This Annual Remuneration Report was approved by the company's Board of Directors at its meeting on 28/02/2023.

Indicate whether any board members voted against or abstained from voting on approving the present Report.

Yes

No

Name or company name of the members of the board of directors who voted against approving this report	Reasons (against, abstention, nonattendance)	Explain the reasons