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REPORT ISSUED BY THE BOARD OF DIRECTORS OF "VISCOFAN, S.A." REGARDING POINT ELEVEN OF THE AGENDA FOR THE GENERAL SHAREHOLDERS' MEETING ON THE PROPOSAL FOR THE RE-ELECTION OF MR. SANTIAGO DOMECQ BOHÓRQUEZ AS EXTERNAL PROPRIETARY DIRECTOR

1. Introduction.

This justifying report was prepared and approved by the Board of Directors of Viscofan, S.A. ("**Viscofan**" or the "**Company**") in the meeting held on 29 February 2024, as set forth in the provisions of Article 529 decies of the Corporate Enterprises Act and in Article 518.e) of the same law, regarding the proposal for re-election as director by the General Shareholders' Meeting scheduled for 17 April 2024, Wednesday, at first call, and 18 April 2024, Thursday, at second call, of Mr. Santiago Domecq Bohórquez as an external proprietary 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. Favourable report 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 15 February 2024 the Appointments, Remunerations and Sustainability Committee of Viscofan (the "**Committee**") issued a favourable report on the re-election of Mr. Santiago Domecq Bohórquez, as member of the Board of Directors of the Company, with the category of external proprietary director for the statutory period of four years. Mr. Domecq, member of the Committee, did not participate in the preparation, deliberation and approval of the aforementioned report issued by the Committee.

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. Santiago Domecq Bohórquez. Other positions.

- The justification for the proposal for re-election as member of the Board of Directors.

- Duration

- Category of director to which he is entitled.

Were Mr. Domecq to be re-elected, the Board of Directors, based on the report issued by the Committee, shall submit for approval his continuation as a 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:

Eleven. - *Re-election as a director of Mr. Santiago Domecq Bohórquez, with the category of external proprietary director, for the statutory period of four years.*

To re-elect Mr. Santiago Domecq Bohórquez, as director for the statutory period of four years. The re-election of the director, holding the non-executive position of proprietary director, is submitted by the Board of Directors to the General Shareholders' Meeting after a favourable report from the Appointments, Remunerations and Sustainability Committee.

The Committee's report is attached as an annex.

ANNEX

REPORT ON THE PROPOSAL FOR THE RE-ELECTION OF MR. SANTIAGO DOMECQ BOHÓRQUEZ AS NON-EXECUTIVE PROPRIETARY DIRECTOR, WHICH THE APPOINTMENTS, REMUNERATIONS AND SUSTAINABILITY COMMITTEE OF "VISCOFAN, S.A." SUBMITS TO THE BOARD OF DIRECTORS FOR SUBMISSION TO THE GENERAL SHAREHOLDERS' MEETING

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 15 February 2024, in accordance with the provisions of Article 529 *decies.6* of the *Spanish Companies Act* and also for the purposes of Article 518.e) of the same law, in relation to the re-election as director of Mr. Santiago Domecq Bohórquez in the position of non-executive proprietary director.

In preparing this report on the proposal for the re-election of the director, the Committee has taken into account the conclusions of its previous analysis of the needs of the Board of Directors, for the purposes of the re-election of directors, set out in the corresponding supporting report approved by this Committee on this same date, in accordance with Recommendation 14 of the Code of Good Governance of Listed Companies, approved by the Spanish National Securities Market Commission ("**CNMV**") and the Technical Guide 1/2019 on appointments and remuneration committees approved by the CNMV on 20 February 2019 (the "**Technical Guide 1/2019**").

In accordance with section 3 of Technical Guide 1/2019, the Committee has assessed the performance and evaluation of the director whose re-election is proposed during the time he has held office and his ability to continue to hold office satisfactorily. Therefore, this report assesses individually the professional and biographical profile of the candidate and other information required by current legislation and the Company's governance rules.

2. Professional and biographical profile of Mr. Santiago Domecq Bohórquez. Other positions.

Mr. Santiago Domecq Bohórquez studied in the Faculty of Economics and Business Administration at Comillas Pontifical University - ICADE (Madrid), in the Faculty of Economics and Business Administration at the University of Cádiz (UCA) and a specialisation course in Managing Agrifood Companies (DEA) at the International Institute San Telmo (Seville). Mr. Domecq has broad professional experience as a businessman; he was, among others positions, director of Coca-Cola Iberian Partners, S.L. until 2015, and prior to that, from 1997 director of Refrescos Envasados del Sur, S.A. (RENDELSUR), a company that joined Coca-Cola Iberian Partners S.L. in 2013. He was also director of Algar Aguas de Cádiz, S.A. He is currently a Member of the Provincial Board of Cádiz, a member of the Los Alcornocales Nature Reserve and Member of the Provincial Environment Council and director of RODIN, S.A. He is the Sole Director of Angustias y Sol, S.L and of its group of subsidiary companies operating in the financial, agriculture and livestock sectors, among others. Mr. Domecq is a proprietary director of Viscofan and a member of its Appointments, Remuneration and Sustainability Committee.

3. Justification for the proposal for re-election as member of the Board of Directors.

Mr. Santiago Domecq Bohórquez was appointed, for the first time, director of the Company by the General Shareholders' Meeting on 21 April 2016, for a term of four years, and re-elected by the General Shareholders' Meeting on 24 April 2020, for a term of four years, with the category of non-executive proprietary director representing Angustias y Sol, S.L. in both terms of office. He has also been a member of the Audit Committee and is currently a member of the Appointments, Remuneration and Sustainability Committee.

The Committee has verified that Mr. Santiago Domecq Bohórquez meets the requirements laid down by law and in the Company's governance rules for re-election and to hold the position of director, meeting the requirements of recognised competence and merit established in the Company's governance rules.

The Committee has also verified that Mr. Domecq is neither directly nor indirectly affected by any incompatibilities, prohibitions or conflicts of interest with the corporate interest set forth in the general provisions or regulations of the Company that may impede his re-election as director.

Moreover, the candidate's effective availability to provide the dedication required to perform the duties of the position has been verified.

During his years as a director, Mr. Domecq has contributed to the Board of Directors, the Audit Committee, and the Appointments, Remuneration and Sustainability Committee in the proper performance of his duties, and has extensive experience in corporate management and administration, particularly in the food sector in which the Company operates. It should also be underlined that, in the evaluation reports carried out, Mr Domecq's work has been rated as highly satisfactory. During his term of office, he has attended the meetings of the Board of Directors in person (in more than 90% of the meetings) and when he has not attended in person, he has delegated his representation with voting instructions.

Likewise, subject to Mr. Domecq being re-elected as a director of the Company, the Committee has also verified that he has the appropriate knowledge, skills and experience to perform the duties of the Appointments, Remunerations and Sustainability Committee and, consequently, reports favourably on his re-election as a member thereof.

4. Duration.

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

5. Category of director to which he is entitled.

If his re-election is approved, he will continue to be a non-executive proprietary director, in his capacity as shareholder of Angustias y Sol S.L., holder of a significant stake in the Company.

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