

ANNUAL REPORT ON DIRECTORS' REMUNERATION AT LISTED LIMITED LIABILITY COMPANIES

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ISSUER IDENTIFICATION DETAILS

END-OF-YEAR REFERENCE DATE

31.12.2024

Company Tax ID No.

Registered Name: VISCOFAN SA

Registered Address:

POLÍGONO INDUSTRIAL BERROA 15-4ª PLANTA
31192 TAJONAR – NAVARRA
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 remuneration policy for the directors applicable to the period under way was approved by the Ordinary General Shareholders' Meeting on 27 April 2023 for the years 2024, 2025 and 2026. ("Remuneration Policy" or the "Policy").

In preparing the proposed Remuneration Policy, the following considerations have been taken into account:

- Internal factors, such as the Viscofan Group's Beyond25 strategy, the Sustainability Action Plan 2022-2025, and the Group's basic policies.
- External factors, such as the recommendations received in the shareholder engagement process that Viscofan regularly carries out, the economic environment and market practices and recommendations on good corporate governance at national and international level. In particular, the recommendations of the Good Governance Code of Listed Companies, approved by the Spanish National Securities Market Commission ("CNMV"), on remuneration have been taken into account.

In the exercise of its powers, the Appointments, Remuneration and Sustainability Committee ("ARSC" or the "Committee") has been advised by WTW, an independent advisor specialising in

the remuneration of directors and senior management, in connection with the definition and design of the Remuneration Policy.

During the process, account was taken of comparable companies identified with the assistance of WTW. The remuneration of directors in their capacity as such is essentially compared with companies of similar size from the Ibex-35; the remuneration of executive directors is compared with a group of companies in the Packaged Foods & Meats sector and with a selection of listed companies from the Ibex-35 and the continuous market, comparable in terms of size.

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

1. Remuneration for directors in their capacity as such:

- 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 consolidated annual net pre-tax profit (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.
- Items. - The Policy includes the following items:
 - a) specific fixed remuneration for the position of Chairman of the Board of Directors. This remuneration is compatible with fixed annual remuneration directors may receive for their membership of the Board (section b) below).
 - b) fixed remuneration for sitting on the Board of Directors and the Committees, according to positions or functions held on those bodies.
 - c) attendance fees for Board of Directors meetings.

2. Remuneration for executive or senior management duties of executive directors. Their remuneration comprises the following items:

- a) A fixed annual remuneration (interchangeably also referred to as "Salary") based on the level of responsibility and career path, aligned with that which is being met in the market for comparable companies.
- b) An annual variable remuneration (also referred to as "Annual Bonus").
 - i. Limit. The Annual Bonus is 70% of Salary of the executive director when achieving 100% of the targets set ("Target Annual Bonus"), and may reach a maximum of 150% of the Target Annual Bonus (i.e. up to a maximum of 105% of the Salary) in the event of maximum over-fulfilment of the targets set.
 - ii. Metrics. It is linked to achieving a combination of corporate objectives (minimum weighting of 50%; essentially economic-financial, operational and non-financial), objectives specific to the executive directors (maximum weighting of 30%) and performance evaluation all of which are specific, predetermined and quantifiable and the performance evaluation of the director during the year (maximum weight of 20%).
- c) Long-term incentive plan (also referred to as the "Three-Year Plan").
 - i. Limit. The annualised limit of the "Three-Year Plan" is 100% of the executive director's salary in the event of 100% achievement of the targets set ("Target Incentive"), and can reach a maximum of 150% of

the Target Incentive in the event of maximum over-fulfilment of the targets set.

- ii. **Metrics.** With a minimum measurement period of three years, they are essentially shareholder value creation and non-financial objectives (minimum weighting of 20%) and wholly or partially equity-based

On 31 December 2024, the measurement period ended for the 2022-2024 Long-Term Incentive Plan ("2022-2024 Three-Year Plan") that the General Shareholders' Meeting of 29 April 2022 approved for that period. The 2022-2024 Three-Year Plan will be settled and paid in 2025 under the terms explained in section B.7 below.

For the period 2025-2027, the Committee has drafted and the Board of Directors will submit a new Long-Term Incentive Plan to the 2025 General Shareholders' Meeting ("2025-2027 Three-Year Plan"), whose terms are explained in section A.1.6 below.

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

As at 1 January 2024, the Chief Executive Officer, the Company's chief executive officer, is the sole executive director of the Board of Directors. In the event that directors other than the Chief Executive Officer perform executive functions, their remuneration must observe the limits and conditions set out in this Policy for each remuneration item.

The Board of Directors, upon the proposal of the Committee, may 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.

A.1.2 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 sustainable creation of value.

- The fixed component is accrued in any case, so it is not an item that entails exposure to risk.
- 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 incentive 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 achievement of the target objectives (i.e., in the event of 100% achievement of the objectives), the annual fixed remuneration would have a weight of 37% of the total, the annual variable remuneration of 26% and the long-term incentive of 37%. The design of the remuneration policy is therefore consistent with the Company's strategy and reinforces the focus on long-term 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 after 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 Policy includes a share ownership commitment in which they must hold a number of shares equivalent to two years of their annual 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. The Chief Executive Officer, the only executive director in office, currently holds shares whose value exceeds the threshold indicated.

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 2025 is as follows:

- The Chairman of the Board will receive fixed remuneration for that office of €575,000. This remuneration is independent from the fixed annual remuneration that directors may earn in their capacity as a member of the Board of Directors.
- 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.
- Lead Director 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; for telematic attendance, the allowance will be €1000 for each meeting and director. The Chief Executive Officer will receive no allowance whatsoever in this regard. In the event the Deputy Chairman chairs the meeting of the Board of Directors to substitute the Chairman, they will receive twice the amount of the attendance allowance.

Attending Committee meetings does not accrue an attendance allowance.

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

- First executive (Chief Executive Officer): €800,000
- In the event that directors other than the Chief Executive Officer perform executive functions, their remuneration must observe the limits and conditions set out in the Policy for each remuneration item.

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 accrue in 2025 for the items set out in the Remuneration Policy

(life and accident insurance premium, health care and vehicle) is estimated at €57,550 for the Chief Executive Officer.

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 2025 is €79,000. 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.

a. Annual variable remuneration (Annual Bonus):

The Chief Executive Officer is entitled to the following Annual Bonus for 2025, proposed by the Committee and approved by the Board of Directors at its meeting of 27 February 2025:

- Amount and limits.
 - Annual Target Bonus (in case of 100% target achievement) of €560,000.
 - If the target is over-fulfilled, the Annual Bonus could reach a maximum of €840,000.
- Metrics and weighting. -
 - Corporate Objectives, which collectively weight 50% in the Annual Bonus:
 - Economic-financial parameters, in terms of increase in sales, improvement in EBITDA and net profit, reduction in the ratio of inventories to sales and share performance (80% of corporate objectives).
 - Non-financial and sustainability parameters in terms of accident reduction and fulfilment of the training plan, taking the Group's sustainability strategy as a reference (weighted at 20% of the corporate objectives).
 - The CEO's own quantifiable objectives (weighted at 30%) linked to

profitability, execution of the Group's priority projects and business growth.

- Individual performance of the Chief Executive Officer (weighted at 20%). Valuation of the qualitative factors for each Director upon the proposal of the Committee linked to commitment to the project, transformation and teamwork.
- Over-fulfilment of 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, 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 2025, 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 and Sustainability Report 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 Board of Directors of Viscofan, S.A., at its meeting held on 27 February 2025, proposed to submit a Long-Term Incentive Plan for 2025-2027 to the 2025 General Shareholders' Meeting (the "2025-2027 Three-Year Plan", with the "Measurement Period" starting 1 January 2025 and ending 31 December 2027), for the Company's Executive Directors, executives and other key personnel of the Viscofan Group, mixed in shares and in cash. The proposed resolution and the explanatory report will be provided to the shareholders upon the announcement of the General Shareholders' Meeting. For the purposes of this report, the relevant aspects relating to executive directors are highlighted:

- Amount and limits. - The Chief Executive Officer may receive up to 27,718 shares and €720,012 in cash for the Target Incentive (achievement of 100% of the targets); in the event of the Maximum Incentive for over-fulfilment, the Three-Year Plan may reach a maximum total of 41,577 shares and €1,080,018. In line with the price of €60.61 per share taken at the start of the Measurement Period (the average share price in December 2024) the Plan's total value for the Chief Executive Officer is €2,400,000 for the Target Incentive and €3,600,000 for the Maximum Incentive for over-fulfilment.
- Metrics and weighting. -

The proposed Plan reflects the expected value creation in 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% weighting of the

Target Objective).

We propose as one of the Plan's essential metrics Total Shareholder Return ("TSR"), 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 2024, i.e., €60.61 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 2027 will also be considered.

In accordance with these benchmark values, a minimum level of compliance is established, from which the Three-Year Plan begins to receive 4.5% of the Compound Annual Growth Rate (CAGR) and 7% of the CAGR as a Target Incentive, in line with the Company's historical average. The metrics of the new proposed Plan are slightly more demanding than in the previous three-year plans (from 4% to 6.5% CAGR). Minimum achievement entails achieving 30% of the weighting of the target and the maximum of 100%.

(ii) Creating sustainable environmental value. Reduction of CO2 emissions (12.5% weighting of the Target Incentive).

On 19 December 2024, the Board of Directors approved the Viscofan Group's Net Zero Plan, which includes a firm commitment to the decarbonisation of processes. Accordingly, and in line with this plan, a reduction of CO2 emissions in scope 1 and 2 of between 2.6% and 3.3% of annual CAGR is proposed as a target for all the companies that make up the Group by 31 December 2024. A reference value of 403 thousand tonnes of CO2 annualised to December 2024 is used. The minimum achievement is 30% of the weighting of this target and the maximum is 100%.

(iii) Creating sustainable social value. Reducing the accident rate (12.5% weighting of the Target Incentive).

In the materiality assessment carried out by the Viscofan Group, the safety of people at work has once again been highlighted as a priority and a particularly critical area. In line with this analysis, a target is proposed to reduce the average severity rate (the number of days lost per 1000 working hours) in the Measurement Period by between 10% and 13% CAGR per annum compared to the average severity rate for the period 2022-2024, which came to 0.217. Minimum achievement entails achieving 30% of the weighting of the target and the maximum of 100%.

- Maximum Incentive for over-fulfilment (up to an additional 50% of the Target Incentive).

For the accrual and recognition of this additional 50% of the Target Incentive, 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 Target Incentive)

If an absolute TSR is obtained between 7% (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 Target Incentive)

To measure this objective, the proposal is to use the relative TSR, in which the Company must perform better than the average of a reference group.

This benchmark group will be composed of the seven non-financial Ibex 35 companies with a market capitalisation at the close of December 2024, as a benchmark of small & medium caps with a capitalisation that is similar to Viscofan¹, and seven other benchmark companies in the speciality ingredients and packaging market².

If Viscofan's TSR is in the 50th percentile, over-fulfilment starts to accrue, with the maximum achievement being the 100th percentile.

– Determination procedure. -

At the end of the Plan's Measurement Period, the Committee, based on publicly available information (i.e. share price as quoted on stock market indices) and audited and verified financial and non-financial information of the Group, for which purpose it may seek such internal and external support as it deems necessary, shall determine the proposed degree of achievement (with the setting of a specific percentage) of each of the targets. This percentage will be applied to the Target Incentive to determine the amount and number of shares accrued by the Chief Executive Officer -as well as by the other beneficiaries of the Plan-, which will be submitted for approval to the Board of Directors. The Plan will be settled and paid within the first 6 months of the financial year following the end of the Measurement Period, once the Ordinary General Shareholders' Meeting approves the financial statements for the last financial year.

The Chief Executive Officer may not transfer the shares delivered during a period of three (3) years unless such CEO holds, 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.

¹ Solaria, Acerinox, Sacyr, Grifols, Enagás, Rovi and Colonial.

² DSM-Firmenich, IFF, Kerry, Ingredion, Symrise, AAK and Tate & Lyle

- 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 to 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 envisaged in the contracts of executive directors:

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 rendering 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 termination of 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 have been no changes to the present Remuneration Policy and no changes are planned for the current year.

- 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://public.viscofan.com/corporate-governance/Reglamentos/05.1Propuesta%20Pol%C3%ADtica%20de%20remuneracion%20Consejeros%202024-2026.pdf>

- 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 directors' annual remuneration report for the year ending on 31 December 2023 received the backing of the majority of shareholders, namely 95.1% of the votes cast in favour. Therefore, it is concluded from continuous contact with shareholders and investors that the Remuneration Policy and its application 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.

The Board of Directors is the competent body to apply the Directors' Remuneration Policy in force during the financial year (Remuneration Policy approved by the General Meeting on 27 April 2023 for the financial years 2024, 2025 and 2026), although the various decisions involving such application are adopted at the proposal of or following a report by the Committee.

The Committee, which met on nine occasions in 2024, is made up of the following members at the date of this report:

Name	Position	Type
Mr Jaime Real de Asúa Arteche	Chair	External Independent
Mr Andrés Arizkorreta García	Member	External Independent
Mr Santiago Domecq Bohorquez	Member	External Nominee
Ms Laura González Molero	Member	External Independent
Ms Verónica Pascual Boé	Member	External Independent
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 2024 is applied as follows:

- a. 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. The Chief Executive Officer is entitled to no attendance allowances.
- b. Fixed compensation.
 - Fixed compensation for the position of the Chairman of the Board of Directors - The specific compensation for the position of Chairman of the Board of Directors is determined in the current Policy and payment is made on a monthly basis.
 - Fixed remuneration of directors for their membership of the Board of Directors, Committees and other positions. Payment of the amounts accrued by each director in their capacity as such for 2024 is subject to approval of the Financial Statements and the individual and consolidated Management Report for that year at the 2025 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 current Remunerations Policy. The payment of the Lead Director's remuneration is made in the same way.

(ii) A distinction should be made with regard to the remuneration of the Chief Executive Officer:

- a. The fixed remuneration or Salary of the Chief Executive Officer for their executive or senior management duties is determined in the Remuneration Policy approved by the General Shareholders' Meeting for the 2024-2026 period. This salary was paid in 2024 on a monthly basis.
- b. The amount of annual variable remuneration or the Annual Bonus for 2024 was proposed by the Committee at its meeting of 13 February 2025 and approved by the Board of Directors at its meeting of 27 February 2025. The degree of achievement of the financial and operating targets is based on the Company's audited Financial Statements and Individual and Consolidated Group Directors' Report as authorised for issue and submitted for approval by the shareholders. The remaining non-financial targets are determined based on verified internal reporting in the Consolidated Non-Financial and Sustainability Information Statement and public information (i.e. share price).
- c. The amount of the long-term incentive or 2022-2024 Three-Year Plan is determined by the recognition, settlement and payment of the 2022-2024 Three-Year Plan. Under the terms of the 2022-2024 Three-Year Plan approved by the General Shareholders' Meeting of 29 April 2022 (seventeenth resolution), the determination of the degree of achievement of the objectives was made after the end of the 2024 financial year by the Board of Directors at the proposal of the Committee once the information on the achievement of the targets was available, specifically at the meetings of the Committee on 13 February 2025 and of the Board of Directors on 27 February 2025.
- d. Remuneration in kind is determined, within the limits set by the Policy, by agreement between financial and human resources management and the relevant financial and insurance entities (i.e. vehicle and life, disability and accident insurance).

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 remuneration 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.

- 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.
- The change from an executive Chairmanship to a non-executive Chairmanship was resolved with effect from 1 January 2024, at the request of the Company, following a report from the Committee and by resolution of the Board of Directors adopted unanimously, with the Chairman abstaining. In application of the provisions of the Policy and of the commercial contract for the rendering of services of the Chairman whose termination was sought by the Company, the right was recognised to an indemnity equivalent to two years of fixed remuneration and the recognition of the proportional part of the 2022-2024 Three-Year Plan that he had earned as executive director until then in accordance with the Policy and the resolution of the General Shareholders' Meeting of 29 April 2022 (resolution seventeen).
- With respect to the Chief Executive Officer, the only executive director in 2024, the Remuneration Policy has an appropriate remuneration mix (see Section A.1.2), with the following essential elements:
 - A fixed component or Salary pre-established in the Policy for 2024 that accrues in any case, so it does not represent any exposure to risk.
 - 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 individual and consolidated Group financial statements and directors' report are available and following audit thereof by the auditors and the external verifier.

- 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.
- The *clawback* clause - which is applicable to both annual variable remuneration and long-term variable remuneration, and with a term of 24 months - is a factor that mitigates excessive risk taking.

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, specific compensation for the position of Chairman and the accrual by each director of a fixed amount for membership on the Board of Directors, committees and positions, amounts to €2,003 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 €206,438 thousand.

The fixed remuneration or salary of the Chief Executive Officer, the only director holding an executive position, based on the Remuneration Policy, a fixed amount of 775,000 euros was set for 2024, in line with their level of responsibility, track record and the results obtained by the Company and the fixed remuneration paid by comparable companies in the market (section A.1.4).

As regards the annual variable remuneration earned by the Chief Executive Officer, 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 is the result of applying the percentage of achievement of each Objective or target Bonus. This degree of achievement was determined by the Board of Directors at its meeting of 27 February 2025, 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, it should be stated that regarding remuneration in kind, the Company has paid what is set out in the policy (for a total of €56,670 to the Chief Executive Officer), within the limit of 20% of fixed remuneration for this position.

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	38,875,491	83.6%

	Number	% of votes cast
Votes against	34,570	0,1
Votes in favour	36,975,456	95.1
Blank votes	0	0
Abstentions	1,865,465	4.8

- 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 2023 General Shareholders' Meeting for the years 2024, 2025, 2026 and currently in force in 2024:

- Chairman of the Board of Directors: €575,000/year, as specific compensation for the position set out in the Policy. This remuneration is in addition to any fixed annual remuneration directors receive in their capacity as such for their membership of the Board.
- Director for their membership of the Board: €80,000/year for membership of the Board.
- Chairman of the Audit Committee: €45,000/year.
- Chairman of the Appointments, Remuneration and Sustainability Committee: €37,500 /year
- Members of the Audit Committee: €30,000/year.
- Members of the Appointments, Remuneration and Sustainability Committee: €25,000 /year
- Lead Director: €25,000/year.

Where a director leaves or joins the board during the year, they receive remuneration in proportion to the time during which they sat on the board.

Similarly, in 2024, 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 12 meetings of the Board of Directors having been held. In two of the meetings of the Board of Directors, the Company directly assumed the travel expenses and therefore the per diem for the meetings 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 remuneration or annual Salary of the Chief Executive Officer (the only executive director in 2024) for their executive or senior management duties is determined by the Remuneration Policy and came to €775,000/year in 2024. In the financial year 2023, the previous Remuneration Policy was in force for the years 2021, 2022 and 2023 and the Board of Directors had two executive directors: a) The Executive Chairman with an annual salary of €656,000; b) The Chief Executive Officer with an annual salary of €506,000.

- 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 was 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:

The Chief Executive Officer has accrued in 2024 a short-term variable remuneration (Annual Bonus) of €347,200 (64% of the Annual Target Bonus)

This annual variable remuneration is determined as follows:

- a) The Annual Target Bonus (achievement of 100% of the targets) is €542,500, which is determined by 70% of his Salary in the year (€775,000); the maximum Bonus in the event of over-fulfilment was €813,750 (150% of the target, that is, 105% of his Salary).
- b) The Chief Executive Officer's degree of achievement for 2024 was 64%, determined as follows:
 - The Group's corporate objectives, which are weighted at 50% of the CEO's Annual Bonus and include:
 - Economic-financial parameters, in terms of increased sales, EBITDA and net profit, reduction of the ratio of inventories to sales and share performance. These parameters account for 80% of the Group's corporate targets.
 - Sustainability objectives in accident reduction in terms of the severity rate and reduction of waste to landfill. These parameters account for 20% of the Group's corporate targets.

The Group's level of achievement of corporate targets was 62%.

- Individual targets of the Chief Executive Officer are weighted at 30% of the Annual Bonus. The individual targets are tied to the profitability of different regions, strategic growth projects and the implementation of new capabilities.

The Group's level of achievement of individual targets was 56%.

- The individual performance evaluation which weights 20% of the Annual Bonus was 80%.

Consequently, the aggregate degree of achievement of targets by the Chief Executive Officer was 64% and the amount accrued, as indicated above, was €347,200.

This amount will be paid in the first quarter of 2025.

Explain the long-term variable components of the remuneration systems

The 2022 General Shareholders' Meeting (resolution seventeen of the General Shareholders' Meeting of 29 April 2022) approved a Long-Term Incentive Plan for 2022-2024 for the Company's executive directors (2022-2024 Three-Year Plan).

The significant aspects to quantify its recognition are as follows:

-Amount and limits: The amounts and maximum number of shares for the executive directors, which were approved by the General Shareholder's Meeting, are as follows:

- a) For the Executive Chairman, a maximum of €413,280 and 17,287 shares for achieving the Target Incentive and €619,920 and 25,931 shares in the event of over-fulfilment);
- b) For the General Managing Director a maximum of €318,780 and 13,334 shares for the Target Incentive and €478,170 and 20,002 shares in the event of over-fulfilment.

The change from an executive to a non-executive Chairmanship, at the request of the Company, led to the termination of the Chairman's commercial service contract, while retaining his status as a beneficiary of the 2022-2024 Three-Year Plan in proportion to the time during the Measurement Period that he performed his executive duties, i.e. in the proportion of two-thirds. Hence, the amount and number of shares for the Target Incentive is €275,520 and 11,524 shares, and in the event of maximum over-fulfilment, €413,280 and 17,287 shares.

- Metrics and weighting. Degree of achievement. At the Committee's proposal, at its meeting of 27 February 2025, the Board of Directors has determined the following degree of achievement of the 2022-2024 Three-Year Plan.

- The key criterion or benchmark of the Plan is Total Shareholder Return (TSR), with a weighting in the Three-Year Plan of 75%. TSR 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, where the minimum Compound Annual Growth Rate (CAGR) for accruing remuneration is 4% and the target for 100% is a CAGR of 6.5%.

Based on the average listed price of the share in December 2022, i.e. €55.78, shareholder remuneration in the Measurement Period (i.e., dividends and fees to attend the Shareholders' Meeting is €6.83 a share and, with the average listed price of the share in the month at the end of the measurement period -December 2024- standing at €60.61, equivalent to reference value at the end for the purposes of TSR of €67.44 and a CAGR of 6.53%, which means achieving 100% of the target and 75% of the Bonus. Once this target has been met, the Plan envisages activation of the parameter of achievement above the targets with two components:

- a) absolute, for excess between CAGR of 6.5% and 10% and potential weighting of 35% of the Bonus. Where the CAGR is 6.53%, as indicated, this yields an additional 0.4% in the degree of achievement;

b) relative, from a group of those comparable, with a potential weighting of 15% of the Bonus.

In accordance with the Plan approved by the General Shareholders' Meeting, if Viscofan's TSR is in the 50th percentile of this group, over-fulfilment starts to accrue, with the maximum achievement being the 100th percentile.

Viscofan significantly outperformed the 80th percentile ingredient companies, which suffered the consequences of the fall in volumes, and performed well relative to Spanish companies, with the percentile achieved for the benchmark group as a whole being 67, i.e. 33% of the target, equivalent to 5.0% of the Bonus.

Consequently, the TSR's contribution to the 2022-2024 Three-Year Plan is 80.4% in total.

- The creation of sustainable environmental value, with a weighting in the Bonus of 10%, requires a reduction in CO2 emissions per km produced from a minimum CAGR of 4.5% to 7.5% to reach 100% of the target. According to the objective data as disclosed in the Consolidated Statement of Non-Financial Information and Sustainability Information verified by the independent external verifier, CO2 emissions decreased in the period by more than 28%, with a production level that in 2024 was similar to that of 2021. Consequently, in this parameter 100% of the target and 10% of the Bonus has been reached.
- In relation to the creation of value in social matters, the Plan aims, first of all, to reduce the accident rate, with a weighting of 10% of the Bonus. This consists of a reduction in the ratio of working hours lost as a result of accidents with sick leave compared to the total theoretical working hours in the Measurement Period. The required accident rate reduction was between the minimum 3% to 5% CAGR, at which 100% of the target was achieved. With an established starting point of 0.25%, the average adjusted accident rate of 0.217% was achieved, improving upon the reduction target of 5%. Accident data is also included in the audited Consolidated Statement of Non-Financial Information and Sustainability Information. Consequently, in this parameter 100% of the target and 10% of the Bonus was achieved.
- Lastly, the Plan's last parameter in social matters is to carry out human rights compliance audits of 50% of the main suppliers of raw materials, with a weighting of 5%. During the Plan period, a system has been implemented from scratch to establish a procedure for human rights audits, and 21 audits have been carried out, of which 16 are suppliers of cellulose, collagen, abaca paper and polyamides, accounting for 83% of purchases of these main raw materials; the data is included in the Consolidated Statement of Non-Financial Information and Sustainability Information verified by the independent external verifier. Consequently, also in this parameter, 100% of the target and 5% of the Bonus was achieved.

In accordance with the foregoing, the degree of achievement of the 2022-2024 Three-Year Plan is 105.4%.

Amounts, settlement and payment. In line with that set forth above, the number of shares and amounts due to the executive directors are as follows:

Chairman of the Board of Directors: Number of shares: 12,147 shares Cash amount: 290.434€

CEO: Number of shares: 14,054 shares Cash amount: €336,048

The gross amount broken down as remuneration accrued in the year will include the amount resulting from multiplying the number of consolidated shares by their average market price at market close on 31 December 2024 (€61), considering as such the consolidation and accrual date, although in line with the terms of the Plan, the delivery of the shares and payment of the recognised amount is expected to take place once the 2025 General Shareholders' Meeting has been held.

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.

The Chairman of the Board of Directors, with effect from 1 January 2024, at the request of the Company, has ceased his executive duties, and agreement was reached to terminate the commercial contract for rendering of services between the Executive Chairman and the Company. In application of the provisions of the Policy and the aforementioned contract, the right to an indemnity equivalent to two annuities of the Chairman's salary, in the amount of €1,312,000, which was paid in the financial year 2024.

- 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 that will accrue in 2024 for the items set out in the Remuneration Policy (life/accident insurance premiums, health care and vehicle) was €56,670 for the CEO.

- 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	2023 accrual period
JOSE DOMINGO AMPUERO OSMA	CHAIRMAN OTHER EXTERNAL DIRECTOR	1 January 2024 - 31 December 2024
JOSE ANTONIO CANALES GARCIA	CEO	1 January 2024 - 31 December 2024
JAIME REAL DE ASÚA Y ARTECHE	VICE-CHAIRMAN LEAD DIRECTOR INDEPENDENT DIRECTOR	1 January 2024 - 31 December 2024
AGATHA ECHEVARRIA CANALES	OTHER EXTERNAL DIRECTOR	1 January 2024 - 31 December 2024
SANTIAGO DOMEQ BOHORQUEZ	NOMINEE DIRECTOR	1 January 2024 - 31 December 2024
LAURA GONZALEZ MOLERO	INDEPENDENT DIRECTOR	1 January 2024 - 31 December 2024
CRISTINA HENRIQUEZ DE LUNA BASAGOITI	INDEPENDENT DIRECTOR	1 January 2024 - 31 December 2024
ANDRÉS ARIZCORRETA GARCIA	INDEPENDENT DIRECTOR	1 January 2024 - 31 December 2024
JAVIER FERNANDEZ ALONSO	NOMINEE DIRECTOR	1 January 2024 - 31 December 2024
VERONICA PASCUAL BOÉ	INDEPENDENT DIRECTOR	1 January 2024 - 31 December 2024
JOSÉ MARÍA ALDECOA SAGASTASOLOA	INDEPENDENT DIRECTOR	1 January 2024 - 18 April 2024

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 financial 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	Other items	2024 Total	2023 Total
JOSE DOMINGO AMPUERO OSMA	655	30	0			290	1,312	0	2287	1004
JOSE ANTONIO CANALES GARCIA	80	0	0	775	347	336		0	1538	731
JAIME REAL DE ASÚA Y ARTECHE	80	30	37					17	164	148
AGATHA ECHEVARRIA CANALES	80	30	30					0	140	140
SANTIAGO DOMEQ BOHORQUEZ	80	30	25					0	135	135
LAURA GONZALEZ MOLERO	80	28	54					0	162	153
CRISTINA HENRÍQUEZ DE LUNA BASAGOITI	80	30	30					0	140	140
ANDRÉS ARIZCORRETA GARCIA	80	30	65					0	175	135
JAVIER FERNANDEZ ALONSO	80	30	30					0	140	140
VERONICA PASCUAL BOÉ	80	28	19					0	127	10
JOSE MARIA ALDECOA SAGASTASOLOA	27	12	8					8	55	160

Remarks: The main changes in the amounts occurred due to the following: a) The accrual of the 2022-2024 Long-Term Incentive Plan (2022-2024 Three-Year Plan) in favour of the Chairman of the Board of Directors (for the time in which he performed executive duties during the term of the plan, financial years 2022 and 2023, i.e. by two thirds) and of the Chief Executive Officer; b) The termination of the Chairman's commercial contract for the rendering of services at the request of the Company determined the accrual and payment in 2024 of the indemnity of two annual salary payments provided for in the Remuneration Policy and in the aforementioned contract.

The remuneration of the director Mr Jose María Aldecoa Sagastasoia for his duties as lead director until his resignation as director on the at the General Meeting of Shareholders in April 2024 has been indicated in Other items; since that date, he has been replaced by Mr Jaime Real de Asúa Arteché, who earns remuneration as lead director.

Executive directors may receive their annual variable remuneration in company shares.

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

Name	Name of Plan	Financial instruments at start of 2024		Financial instrument granted in 2024		Financial instruments vested in the year				Instruments matured but not exercised	Financial instruments at end of 2024	
		No. instruments	No. equivalent shares	No. instruments	No. equivalent shares	No. instruments	No. equivalent shares /consolidated	Price of vested shares	Gross profit from vested shares or financial instruments (thousand €)	No. instruments	No. instruments	No. Equivalent shares
JOSE D. AMPUERO	2022-2024 Three-Year Plan	25,931	25,931	0	0	12,147	12,147	61.00	741	13,784	0	0
JOSE A. CANALES GARCIA	2022-2024 Three-Year Plan	20,002	20,002	0	0	14,054	14,054	61.00	857	5,948	0	0

Remarks:

The change from an executive to a non-executive Chairmanship, at the request of the Company, led to the termination of the Chairman's commercial service contract, while retaining his status as a beneficiary of the 2022-2024 Three-Year Plan in proportion to the time during the Measurement Period that he performed his executive duties, i.e. in the proportion of two-thirds.

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 schemes with vested economic rights		Savings schemes 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 items

Name	Concept	Amount
JOSE ANTONIO CANALES GARCIA	Life and accident insurance premiums, healthcare assistance policy and company vehicle.	57

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	Other items	Total FY t	Total FY t-1
Director 1										

Remarks

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

Name	Name of Plan	Financial instruments at start of FY t		Financial instruments granted during FY t		Financial instruments vested 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 (thousands €)		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 items

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 2024 + group
	Total Cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings systems	Remuneration from other items (insurance, car, etc.)	Company total 2024	Total Cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Total 2024 group	
JOSE DOMINGO AMPUERO OSMA	2287	741	0	0	3028	0	0	0	0	0	3028
JOSE ANTONIO CANALES GARCIA	1538	857	0	57	2452	0	0	0	0	0	2452
JAIME REAL DE ASÚA Y ARTECHE	164	0	0	0	164	0	0	0	0	0	164
AGATHA ECHEVARRIA CANALES	140	0	0	0	140	0	0	0	0	0	140
SANTIAGO DOMEQ BOHORQUEZ	135	0	0	0	135	0	0	0	0	0	135
LAURA GONZALEZ MOLERO	162	0	0	0	162	0	0	0	0	0	162
CRISTINA HENRÍQUEZ DE LUNA BASAGOITI	140	0	0	0	140	0	0	0	0	0	140
ANDRÉS ARIZCORRETA GARCIA	175	0	0	0	175	0	0	0	0	0	175
JAVIER FERNANDEZ ALONSO	140	0	0	0	140	0	0	0	0	0	140
VERONICA PASCUAL BOÉ	127	0	0	0	127	0	0	0	0	0	127
JOSE MARIA ALDECOA SAGASTASOLOA	55	0	0	0	55	0	0	0	0	0	55
TOTALS	5063	1598	0	57	6718	0	0	0	0	0	6718

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 2024	% change 2024/2023	FY 2023	% change 2023/2022	FY 2022	% change 2022/2021	FY 2021	% change 2021/2020	FY 2020
Executive Board Members									
JOSE ANTONIO CANALES GARCIA	2452	211.96%	786	-14.84%	923	-53.97 %	2005	110.61%	952
External Directors									
JOSE DOMINGO AMPUERO OSMA	3029	194.08%	1030	-14.31%	1202	-54.03%	2615	108.37%	1255
JAIME REAL DE ASÚA Y ARTECHE	164	10.81%	148	0.00%	148	-1.99%	151	3.42%	146
AGATHA ECHEVARRIA CANALES	140	0.00%	140	0.00%	140	-2.10%	143	-2.05%	146
SANTIAGO DOMEQ BOHORQUEZ	135	0.00%	135	-2.17%	138	0.00%	138	-5.48%	146
LAURA GONZALEZ MOLERO	162	5.88%	153	0.00%	153	-3.16%	158	1.28%	156
CRISTINA HENRÍQUEZ DE LUNA BASAGOITI	140	0.00%	140	81.82%	77	N/A	N/A	N/A	N/A
ANDRÉS ARIZCORRETA GARCIA	175	29.63%	135	48.35%	91	N/A	N/A	N/A	N/A
JAVIER FERNANDEZ ALONSO	140	0.00%	140	108.96%	67	N/A	N/A	N/A	N/A
VERONICA PASCUAL BOE	127	n.s	10	N/A	N/A	N/A	N/A	N/A	N/A
JOSE MARIA ALDECOA SAGASTASOLOA	55	-65.63%	160	-14.44%	187	-3.11%	193	16.27%	166
Company's consolidated pre-tax results	206,438	22.2%	168,906	-8.1%	183,789	4.18%	176,420	10.50%	159,656
Average employee remuneration	38.00	2.70%	37.0	0.0%	37	12.12%	33	3.13%	32

REMARKS:

- The amounts accrued are those provided for in the remuneration policy, although a rounding of decimals may be reflected due to the requirement to present the format in thousands of euros.
- The main changes in the year compared to the previous year were in the remuneration of the Chairman of the Board of Directors and the Chief Executive Officer due to the following: a) The application of the new Remuneration Policy for the period 2024-2026, which provides for a specific remuneration for the position of Chairman and a new Salary for the Chief Executive Officer as the new chief executive of the Company as from 1 January 2024; b) The accrual and vesting of the 2022-2024 Long-Term Incentive Plan (2022-2024 Three-Year Plan) by the Chairman -for the time in which he performed executive duties during the term of the plan, i.e. in the financial years 2022 and 2023- and by the Chief Executive Officer; c) The termination of the Chairman's commercial contract for the rendering of services at the request of the Company, which has determined the accrual and payment in 2024 of the indemnity of two years' salary in accordance with the provisions of the Remuneration Policy and the aforementioned contract.
- Changes in the remuneration of directors in their capacity as such are due to changes in the composition of the Board and its Committees and in directors' performance during the year.



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 held on 27/02/2025. Indicate whether any board members voted against or abstained from voting on approving the present Report.

Yes or

No X

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