

23. Information on the Board of Directors of the Parent and Senior Management

23.1. Directors

Directors' remuneration is outlined in article 29.3 of the articles of association and remuneration policies approved by the Annual General Meeting.

The breakdown for Board remuneration in 2023 and 2022 is as follows:

	Thousands of euros							Total
	Salary	Fixed remuneration	Attendance fees	Short-term variable remuneration	Long-term variable remuneration	Remuneration for committee membership	Other items	
José Domingo de Ampuero y Osma	656	160		188			26	1,03
José Antonio Canales García	506	80		145			55	786
José María Aldecoa		105	30			25		160
Sagastasoloa (*)								
Jaime Real de Asúa Arteché		80	30			38		148
Agatha Echevarría Canales		80	30			30		140
Santiago Domecq Bohórquez		80	30			25		135
Laura González Molero		80	28			45		153
Carmen de Pablo Redondo		80	27			30		137
Cristina Henríquez de Luna Basagoiti		80	30			30		140
Andrés Arizcorreta García		80	30			25		135
Javier Fernández Alonso		80	30			30		140
Verónica Pascual Boé		7	3					10
Total 2023	1,162	992	268	333	0	278	81	3,114

(*) The fixed remuneration of the director Mr José María Aldecoa includes 80,000 euros as fixed remuneration for membership on the Board and 25,000 euros for remuneration corresponding to its function as Coordinating Director, as established in the Board of Directors' Remuneration Policy.

	Thousands of euros							Total
	Salary	Fixed remuneration	Attendance fees	Short-term variable remuneration	Long-term variable remuneration	Remuneration for committee membership	Other items	
José Domingo de Ampuero y Osma	656	160	—	364	—	—	22	1,202
José Antonio Canales García	506	80	—	281	—	—	56	923
José María Aldecoa	—	105	30	—	—	52	—	187
Sagastasoloa (*)	—	80	30	—	—	38	—	148
Jaime Real de Asúa Arteche	—	80	30	—	—	30	—	140
Agatha Echevarría	—	80	30	—	—	28	—	138
Canales Santiago Domecq	—	80	30	—	—	45	—	153
Bohórquez	—	80	28	—	—	30	—	138
Laura González Molero	—	80	28	—	—	3	—	77
Carmen de Pablo Redondo	—	80	28	—	—	17	—	91
Cristina Henríquez de Luna Basagoiti	—	53	21	—	—	15	—	67
Andrés Arizcorreta	—	53	21	—	—	8	—	47
García	—	40	12	—	—	8	—	47
Javier Fernández Alonso	—	40	12	—	—	12	—	70
Néstor Basterra Larroude	—	27	12	—	—	8	—	47
Ignacio Marco-Gardoqui Ibáñez	—	27	12	—	—	12	—	70
Juan March de la Lastra	—	40	18	—	—	286	78	3,428
Total 2022	1,162	985	272	645	—	286	78	3,428

(*) The fixed remuneration of the director Mr. José María Aldecoa includes 80,000 euros as fixed remuneration for membership on the Board and 25,000 euros for remuneration corresponding to its function as Coordinating Director, as established in the Board of Directors' Remuneration Policy.

At the meeting of the Board of Directors of Viscofan S.A. held on 20 December 2023, Carmen de Pablo Redondo, independent external director, resigned as a member of the Company's Board of Directors and its Audit Committee.

To fill the vacancies left by Carmen de Pablo Redondo, and at the proposal of the Appointments, Remuneration and Sustainability Committee, the Board of Directors appointed Verónica Pascual Boé as an external independent director, a position she accepted, and Andrés Arizkorreta García as a member of the Audit Committee.

At the same meeting of the Board of Directors on 20 December, the model shift from an executive chairmanship to a non-executive chairmanship, including the appointment of a Chief Executive Officer, took effect.

Consequently:

José Domingo de Ampuero y Osma, with effect from 1 January 2024, ceases to hold his executive functions in the Company and the Group, continuing his tenure as non-executive Chair of the Board of Directors and, consequently, moving to the category of "other external directors".

José Antonio Canales García, current Director-Managing Director, has been appointed CEO of Viscofan, also with effect from 1 January 2024.

Ignacio Marco-Gardoqui Ibáñez completed 12 uninterrupted years in the post of director of Viscofan on 1 January 2022, hence he ceased to be considered an independent external director and acquired the status of other external directors. For this reason, Marco Gardoqui, formally communicated his irrevocable resignation as director of the Company by letter addressed to the Chairman and the entire Board and with effect from the date of the Annual General Meeting in 2022 so that the shareholders can fill the vacancy created and appoint a new director who, in addition to meeting the appropriate perfil, has the status of independent external director.

Néstor Basterra Larroudé, whose term of office expired on 25 May 2022, considering that the Annual General Meeting had been called for 28 and 29 April 2022, a few days before the expiry of the term of office he also tendered his resignation as a director of the Company by letter addressed to the Chairman and the entire Board irrevocably and with effect from the date of the Annual General Meeting of Shareholders in 2022.

At the General Meeting held on 29 April 2022, Cristina Henríquez de Luna Basagoiti was appointed as independent director and Andrés Arizcorreta García as independent director, both from the parent company.

By resolution of the Board of Directors of 23 June 2022, Javier Fernandez Alonso was co-opted onto the Board as proprietary director representing Corporación Financiera Alba, replacing Juan March de la Lastra, who resigned effective that date for professional reasons.

The two Executive directors, José Domingo de Ampuero y Osma and José Antonio Canales García earned a variable compensation totalling 333 thousand euros in the short-term (2022: 645 thousand euros in the short-term). These were calculated based on EBITDA, net profit, sales, and share price values which were determined in accordance with the annual plan as well as personal performance.

In relation to the Long Term Incentive Plan for the 2022-2024 period (Note 23.3), a liability of 661 thousand euros was recognised in 2023 (320 thousand euros in 2022).

"Other items" includes 81 thousand euros (78 thousand euros in 2022) in respect of life and accident insurance premiums, health care policies and company cars.

The Company has arranged civil liability insurance for both executive and non-executive directors, 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. During 2023, amounts were paid for insurance premiums covering the civil liability of its directors and executives for damage caused in the exercise of their functions, amounting to 63 thousand euros (66 thousand euros in 2022).

At 31 December 2023 and 2022, no advances or loans had been granted to the Viscofan Group, nor did the Group have any pension commitments or other non-current savings plans. Likewise, no type of guarantee was granted on behalf of any present or former members of the Board of Directors, related individuals or entities. In 2023 and 2022, the members of the Board of Directors and related individuals or entities did not perform any transactions with the Company or with Group companies other than in the ordinary course of business or on terms other than on an arms' length basis.

Viscofan's directors have communicated that insofar as article 229 of the Spanish Corporate Enterprises Act is concerned they do not have any conflicts of interest with the Company.

In 2023, no Group companies had legal persons as administrators.

Viscofan Group has contracts with its two executive directors which include golden parachute clauses. The termination of these contracts in certain objective circumstances not attributable to these board members, may entitle them to indemnification worth twice their fixed remuneration, comprising two years of non-competition.

23.2. Senior management

The breakdown of parties holding executive positions during 2023 follows:

Luis Bertoli	SAM Geographical Area General Manager (South America)
Andrés Díaz	EMEA (Europe, Middle East and Africa) Geographical Area General Manager
Gabriel Larrea	NAM Geographical Area General Manager (North America)
Juan Negri	General Manager Geographical Area Asia Pacific
Oscar Ponz	General Manager New Business Division
María Carmen Peña	Chief Financial Officer
Jesús Calavia	Chief Operating Officer
Ignacio Goñi	Chief Commercial Officer
José Angel Arrarás	Director General for R&D and Quality
Armando Ares	Investor Relations and Communications Director
César Arraiza	Head of Strategy, Organisation and Systems
Alejandro Bergaz	Head of Internal Audit
José Antonio Cortajarena	Secretary to the Board of Directors and Head of Legal
José Ignacio Recalde	Head of Diversification and Technology
Beatriz Sesma	Human Resources Director

In 2023, remuneration received by key management personnel totalled 4,021 thousand euros. In 2022 remuneration amounted to 4,234 thousand euros. In relation to the Long Term Incentive Plan for the 2022-2024 period (Note 23.3), a liability of 1,186 thousand euros was recognised in 2023 (593 thousand euros in 2022).

This amount does not include the abovementioned payments made to José Antonio Canales García and José Domingo de Ampuero y Osma, which is reflected further on.

The Company has arranged civil liability insurance for both executive and non-executive directors, as well as for executives of the Company and the Group's subsidiaries, as mentioned in point 23.1.

23.3. Long-term Incentive Plan

The Board of Directors of Viscofan, in a meeting held on 24 February 2022, at the proposal of the Appointments, Remuneration and Sustainability Committee, approved a Long-Term Incentive Plan for 2022-2024 intended for the Company's executive directors, managers and other key staff of the Viscofan Group which, subject to compliance with its objectives, will result in a cash payment and a payment in Company shares. In accordance with article 219 of the consolidated Spanish Corporate Enterprises Act approved by Legislative Royal Decree 1/2010, of 2 July, and article 29.2 of Viscofan's Articles of Association, the Plan will be submitted, with regard to the Company's executive directors, for approval by the Annual General Meeting, under the terms provided for in the current legislation and in the Directors' Remuneration Policy.

The Plan consists of an extraordinary, multi-year and mixed incentive, payable in cash and in Company shares which, after the application of certain ratios, based on the degree of attainment of certain targets in the evaluation period (2022-2024), determines in favour of the beneficiaries: (i) the payment of a cash amount and, (ii) on the basis of an initial number of assigned shares, the effective delivery of shares in Viscofan S.A. on the scheduled payment date.

The parameters to be taken into account during the measurement period were:

- Total shareholder return
- Creating sustainable environmental value
- Creating sustainable social value

Based on 152 initial beneficiaries, due to the new recruits and employment mobility, the final number of Plan beneficiaries was 160, with respect to the maximum authorised limit both in terms of cash and shares.

The Plan will be due and paid within one month of the approval by the Company's Annual General Meeting of the financial statements for 2024 ("Settlement Date"), i.e. within the first half of 2025. Beneficiaries who voluntarily withdraw before the Settlement Date will lose all rights arising from it.

The Plan has the following limits:

- With regard to the part to be paid in cash, the Plan anticipates a maximum cost or payment of 11.5 million euros in the event of 100% attainment of the target, and 17.3 million euros if the target is exceeded.
- With regard to the part to be paid in shares, the Plan provides for a maximum of 235,000 shares for all beneficiaries if the target is achieved and 350,000 shares if the target is exceeded.

The amounts and maximum number of shares initially considered for executive directors are as follows:

- For the Executive Chairman a maximum of 413,280 euros and 17,287 shares for achieving the target (619,920 euros and 25,931 shares if the target is exceeded).
- A maximum of 318,780 euros for the Group's Chief Executive Officer and 13,334 shares for the target (478,170 euros and 20,002 shares in the event of exceeding the target).

With effect from 1 January 2024, the Executive Chairman has been removed from his executive duties as decided by the Company. Consequently, as of that date, no economic rights accrue to the Chairman for the Triennial Plan and the Board of Directors, at the Committee's proposal, has recognised the right to receive the economic rights of the Chairman for amounts proportional to his permanence in the Plan, i.e: a) For the Target Incentive, a maximum of 11,524 shares and 275,520 euros in cash; b) For the Maximum Incentive for exceeding the targets, 17,287 shares and 413,280 euros. The determination of the specific amount will be based on the degree of achievement of the objectives set out in the Plan, which will be assessed and determined by the Board of Directors on a proposal from the Committee.

The liability recorded by the Group for this plan at 31 December 2023 totals 9,946 thousand euros, of which 3,904 thousand euros are included in the "Other reserves" item (Note 12.3) and 6,042 thousand euros in the "Non-current provisions for employee benefits" item (Note 14).