



Barcelona, September 13, 2021

Pursuant to article 227 of the consolidated text of the Spanish Securities Market Act, approved by Royal Legislative Decree 4/2015 of 23 October and its concordant provisions, we hereby announce the following:

OTHER RELEVANT INFORMATION

Almirall, S.A. (“**Almirall**” or the “**Company**”) has decided to carry out an issuance of senior notes in an aggregate maximum principal amount of €250,000,000 due 2026 (the “**Notes**”). The Notes will be senior obligations of Almirall and will be guaranteed on a senior basis by certain subsidiaries of Almirall (the “**Guarantees**”).

The proceeds from the offering of the Notes would be used: (i) at their maturity, to repay in full and cancel the Company’s €250,000,000 aggregate principal amount of 0.250% senior unsecured conditionally convertible bonds due December 14, 2021, including accrued and unpaid interest; and (ii) to pay transaction fees and expenses.

The Notes will be governed by the laws of the State of New York, United States of America, and would be offered only to qualified institutional buyers, in accordance with Rule 144A under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and to non-US persons outside the United States in accordance with Regulation S under the Securities Act.

The definitive aggregate principal amount of Notes to be issued and the final terms and conditions of the Notes, including, among others, the interest rate payable thereunder, will be determined once the bookbuilding process to be carried out by the initial purchasers of the Notes is completed and in consideration of its outcome.

It is expected that an application will be made to the Luxembourg Stock Exchange for the Notes to be listed on the Official List of the Luxembourg Stock Exchange and for admission to trading on the Euro MTF Market thereof.

Yours sincerely,

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This announcement does not constitute or form part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdiction. The Notes and the Guarantees mentioned herein have not been, and will not be, registered under the Securities Act. The Notes and the Guarantees may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act. There will be no public offer of the Notes or the guarantees in the United States. Copies of this announcement are not being, and should not be, distributed in or sent into the United States.

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In member states of the Economic European Area (“**EEA**”) or the United Kingdom (“**UK**”), this announcement and any offer of securities if made subsequently is directed only at persons who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) or the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) as applicable (“**Qualified Investors**”). Any person in the EEA or the UK who acquires securities in any offer of securities (an “**investor**”) or to whom any offer of securities is made will be deemed to have represented and agreed that it is a Qualified Investor. Any investor will also be deemed to have represented and agreed that any securities acquired by it in the offer have not been acquired on behalf of persons in the EEA or the UK other than Qualified Investors or persons in the EEA and in the UK for whom the investor has authority to make decisions on a wholly discretionary basis, nor have the securities been acquired with a view to their offer or resale in the EEA or the UK to persons where this would result in a requirement for publication by the Company of a prospectus pursuant to the Prospectus Regulation or the UK Prospectus Regulation. The Company and others will rely upon the truth and accuracy of the foregoing representations and agreements.

This communication is being distributed only to, and is directed at (i) persons who are outside the UK or (ii) persons in the UK falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) or (iii) the high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order or (iv) persons to whom an invitation or inducement to engage in investment activity within the meaning of Section 21 of the Financial Services and Markets Act 2000 in connection with the issue or sale of any notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**Relevant Persons**”). The securities to which this announcement relates are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be available only to or will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this communication or any of its contents. This announcement is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons.



The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”) or (ii) a customer within the meaning of Directive 2016/97/EU (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Authority (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

This announcement may include “forward-looking statements” within the meaning of the securities laws of certain jurisdictions, such as statements about the offering of the Notes and use of proceeds therefrom. Forward-looking statements provide the Company’s current expectations, intentions or forecasts of future events. Forward-looking statements include statements about expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not statements of historical fact. Words or phrases such as “will,” “believe,” “expect,” “anticipate,” “may,” “intend,” “should,” “estimate” and similar expressions or the negatives of these words or phrases, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. Forward-looking statements are subject to known and unknown risks and uncertainties and are based on assumptions that could potentially be inaccurate and that could cause future results to differ materially from those expected or implied by the forward-looking statements.