



**TO THE SPANISH NATIONAL SECURITIES MARKET COMMISSION  
(COMISIÓN NACIONAL DEL MERCADO DE VALORES)**

Madrid, 21 May 2024

In compliance with the information duties provided for in article 227 of the Law 6/2023, of 17 March, on Securities Market and Investment Services, and further to the communication of other relevant information sent to this Commission on 8 May 2024 (with official registration number 28,499), Laboratorios Farmacéuticos ROVI, S.A. (hereinafter "**ROVI**" or the "**Company**") hereby informs the Spanish National Securities Market Commission of the following

**OTHER RELEVANT INFORMATION**

The announcement of the call of the General Shareholders' Meeting of ROVI, which is expected to be held on 24 June 2024 at 11:00 a.m. on first call, has been published today in one of the most widely-circulated newspapers in Spain, on the Company's website ([www.rovi.es](http://www.rovi.es)) and on the website of this Commission.

We also inform you that the proposed resolutions and the reports of the Board of Directors in relation to the various items on the agenda of the aforementioned General Shareholders' Meeting, together with the remaining documentation related thereto, will be available to shareholders at the registered office and on the Company's website ([www.rovi.es](http://www.rovi.es)), in accordance with the terms set forth in the announcement of the call to meeting.

The following documents are attached hereto:

- (i). the announcement of the call of the Ordinary General Shareholders' Meeting; and
- (ii). the proposed resolutions of the Board of Directors to be adopted, as the case may be, by the General Shareholders' Meeting.

Finally, it is reported that the annual financial statements and the individual and consolidated management reports of the Company and its group corresponding to the financial year 2023 that are submitted for approval of the General Shareholders' Meeting, with the respective audit reports, the statement of non-financial information included in the consolidated management report, the Annual Corporate Governance Report and the Annual Report on Remuneration of the Company's Directors, all corresponding to financial year 2023, have already been sent to the Spanish National Securities Market Commission and have also been made available to the shareholders on the Company's website ([www.rovi.es](http://www.rovi.es)), together with the rest of the documentation that must be made available to the shareholders on the occasion of the call to meeting.

Mr. Juan López-Belmonte Encina  
Chairman of the Board of Directors and Chief Executive Officer of  
Laboratorios Farmacéuticos ROVI, S.A.



**GENERAL SHAREHOLDERS' MEETING OF  
LABORATORIOS FARMACÉUTICOS ROVI, S.A.**

The Board of Directors of LABORATORIOS FARMACÉUTICOS ROVI, S.A. ("ROVI" or the "Company") hereby calls its shareholders to the Ordinary General Meeting to be held at Calle Príncipe de Vergara 187, Plaza de Rodrigo Uría, 28002, Madrid, at 11 a.m. on 24 June 2024, on first call and, if applicable, on the following day, 25 June 2024, at the same place and time on second call. This corporate event may also be attended remotely or electronically under the terms indicated in this announcement.

The following are the matters to be deliberated and voted on at this General Shareholders' Meeting:

**AGENDA**

1. Deliberation and approval of the Company's individual annual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and the consolidated accounts of the Company together with its subsidiaries (consolidated balance sheet, consolidated income statement, consolidated comprehensive income statement, consolidated statement of changes in equity, consolidated cash flow statement and notes to the consolidated financial statements), as well as the individual and consolidated management reports of the Company and its subsidiaries, all corresponding to the fiscal year ending 31 December 2023.
2. Deliberation and approval, where appropriate, of the non-financial information statement integrated into the consolidated management report of the Company and its subsidiaries, corresponding to the fiscal year ended on 31 December 2023.
3. Deliberation and approval, where appropriate, of the proposed appropriation of the individual earnings for the fiscal year ending 31 December 2023.
4. Deliberation and approval, if appropriate, of the management and performance of the Board of Directors during the year ended 31 December 2023,
5. Deliberation and approval, if appropriate, of the re-election of Ms Fátima Báñez García as an external independent director for the term determined in the Corporate Bylaws.
6. Deliberation and approval, if appropriate, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for 2024.
7. Deliberation and approval, where appropriate, of the Directors' Remuneration Policy for 2025 to 2027.
8. Approval of the Long-term Incentive Plan (2025-2027) by delivery of the Company's shares, where applicable, to the Company's executive directors.
9. Deliberation and approval, where appropriate, of a reduction in the share capital by the cancellation of 3,347,619 treasury shares and the consequent amendment of article 5 of the Corporate Bylaws.
10. Review and approval, where applicable, of the re-appointment of the auditor of the Company and its consolidated group for the fiscal year 2024.
11. Delegation of powers to formalise and register the resolutions adopted by the General Shareholders' Meeting and to carry out the mandatory filing of the financial statements.

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ADVISORY ITEM

12. Annual report on the remuneration of directors of the Company.

**MEASURES FOR IN-PERSON ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING**

Please note that there may be limitations on the maximum capacity and number of attendees at this type of event. This could result in an inability to enter the Meeting's premises once the capacity applicable at the time of the meeting has been reached. In the event that access to the meeting is not possible because the capacity limit has been reached, shareholders or their proxies are advised that, at **that** time, it may no longer be possible to participate through the alternative channels if they have already been closed for registration in accordance with the deadlines and procedures described in this notice. For this reason, it is especially advisable to participate through any of the alternative channels under the terms provided in this notice.

For further information, shareholders may contact the Company by sending an email to [departamentolegal@rovi.es](mailto:departamentolegal@rovi.es).

**SUPPLEMENT TO THE CALL AND SUBMISSION OF PROPOSALS**

Shareholders representing at least three percent of the share capital may request the publication of a supplement to this notice, including one or more items on the Agenda, provided that the new items are accompanied by an explanation or, as the case may be, an explained proposed resolution. The exercise of this right must be made by means of reliable notification to be received at the registered office of ROVI (Laboratorios Farmacéuticos Rovi, S.A., Junta General, c/ Julián Camarillo, 35, 28037, Madrid) within the five days following the publication of this notice.

Likewise, shareholders representing at least three percent of the share capital may, within the same period of five days following the publication of this notice, submit reasoned proposals for resolutions on matters included or which should be included on the Agenda pursuant to the provisions of Article 519.3 of the Corporate Enterprises Act.

The notification letter shall state the name or corporate name of the requesting shareholder or shareholders and shall be accompanied by the appropriate documentation (a copy of the attendance, proxy and remote voting card issued by the entity participating in IBERCLEAR or certificate of ownership) proving their status as shareholder, in order to check this information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("IBERCLEAR"), as well as the content of the matter(s) raised by the shareholder or the content of the proposal(s) made by the shareholder.

In the event that the shareholder raises any new items on the Agenda, the shareholder may be required to also attach the proposal(s) and the supporting report(s) of proposals to which the items included in the supplement refer in cases in which it is legally required.

The supplement to the announcement will be published at least two weeks before the date scheduled for the meeting.

**IN-PERSON ATTENDANCE AT THE GENERAL MEETING**

Shareholders may attend the General Shareholders' Meeting regardless of the number of shares they own, provided that the shares are registered in their name in the corresponding book-entry register five

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days prior to the date on which the Meeting is to be held (i.e. 19 June, if the General Meeting is to be held on first call, as scheduled), and must provide proof of such fact at the entrance to the premises where the General Meeting is to be held from two hours prior to the scheduled start time of the meeting. In order to exercise the right to attend, the shareholder must obtain the corresponding attendance card indicating the number, class and series of the shares he/she owns, as well as the number of votes he/she may cast. The attendance card will be issued by the entities participating in IBERCLEAR in favour of the holders of the shares who can prove that they have them registered five days prior to the date on which the Meeting is to be held.

For the purpose of proving the identity of the shareholders, or whoever validly represents them, at the entrance to the premises where the General Shareholders' Meeting is held, the attendees may be asked, together with the presentation of the attendance card, to prove their identity by presenting their National Identity Document or any other official document in force and generally accepted for such purposes.

### **REMOTE ATTENDANCE OR ATTENDANCE BY ELECTRONIC MEANS AT THE GENERAL SHAREHOLDERS' MEETING**

The mechanisms for attending the Meeting by electronic means will be opened in the space dedicated to the General Shareholders' Meeting 2024 ("*Electronic attendance*") on the Company's website ([www.rovi.es](http://www.rovi.es)) in the terms indicated below:

1. **Pre-registration:** in order to guarantee the identity of the attendees, the correct exercise of their rights and the proper functioning of the meeting, shareholders who wish to use the electronic attendance mechanisms must pre-register in the space dedicated to the 2024 General Shareholders' Meeting ("*Electronic attendance*") of the corporate website, from 10 a.m. on 21 May 2024 until 11:59 p.m. on 23 June 2024, without prejudice to what is indicated below for proxies. After that time, no pre-registration will be accepted for the exercise of the right to electronic attendance.

Pre-registration will be carried out by means of a qualified electronic signature, under the terms of Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, provided that it is based on a recognised electronic certificate in relation to which there is no record of its revocation and that (i) it is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) under the Spanish Mint or (ii) it is incorporated to the National Electronic Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December 2005, which regulates the issuance of the National Identity Document (DNI) and its electronic signature certificates.

If the person attending remotely, whether or not he/she is a shareholder, has been granted proxies, in order to exercise the rights inherent to such proxies, he/she must have notified the Company no later than 24 hours prior to the holding of the General Meeting, that is, before 13 June at 11 a.m., by electronic means (by email to the address [departamentolegal@rovi.es](mailto:departamentolegal@rovi.es)) or by post (c/ Julián Camarillo, 35, 28037, Madrid), indicating that they accept said proxies and identifying themselves by sending the attendance, proxy and remote voting card duly completed, and a copy of the proxy's DNI, NIE or passport, so that their identity can be proved on the day the Meeting is held. For clarification purposes, the representatives attending remotely shall be pre-registered by sending such email or postal mail to the Company in the manner and by the deadline indicated herein once the Company has confirmed their pre-registration.

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The Company reserves the right to request from the shareholders any additional means of identification that it deems necessary to duly guarantee the identity of the shareholders, verify their status as shareholders and guarantee the authenticity of the vote or proxy.

Once the shareholder or, as the case may be, their representative, has pre-registered in accordance with the indicated means and within the established period, they may attend and vote at the General Meeting through electronic means by making the corresponding registration-connection on the day the General Meeting is held.

2. Registration-connection and attendance: in order to allow for the proper management of the electronic attendance systems, the shareholder or proxy who has pre-registered to attend the General Meeting electronically in accordance with section (1) above must register in the space dedicated to the 2024 General Shareholders' Meeting ("*Electronic attendance*") on the Company's corporate website between 9 a.m. and 11 a.m. on 24 June 2024 (if, as expected, the General Meeting is held on first call) or on 25 June 2024 (if the General Meeting is held on second call) and identify himself/herself by means of a recognised electronic signature in accordance with one of the means provided in section (1), second paragraph above or as indicated in the corresponding instructions. Attendee registration will not be accepted outside this time slot.

In the event that on 24 June 2024, it is determined that there is not sufficient quorum to hold the General Shareholders' Meeting on first call, the Company will publish this circumstance through the space dedicated to the 2024 General Shareholders' Meeting on the Company's corporate website confirming that the General Shareholders' Meeting will be held on second call. In the event that the General Meeting is held on second call, those attending by electronic means who have registered on first call must register again in order to attend the General Meeting electronically on second call.

A shareholder or assistant representative who has registered to attend remotely and wishes to express to the Notary or supporting personnel (or, in his/her absence, to the Secretary of the General Shareholders' Meeting) his/her express abandonment of the Meeting, they must do so by means of the form provided for such purpose in the remote attendance computer application. Once he/she has informed the Notary of his/her express will to leave the meeting, all subsequent actions shall be deemed not to have been carried out.

3. Speaking rights: in accordance with the provisions of the Corporate Enterprises Act, the interventions and proposed resolutions or requests for information or clarifications that, in accordance with the Law, shareholders or proxies attending by electronic means intend to make must be sent to the Company, in writing and in any case, in the form, terms and conditions established on the aforementioned website of the Company, from 9 a.m. on 24 June 2024 or, as the case may be, on 25 June 2024, depending on whether the General Meeting is held on first or second call, respectively, and until the time at which the Chairman or, as the case may be, the Secretary of the Meeting announces the beginning of the round of speaking turns for shareholders attending the General Meeting in person.

Those attending by electronic means who wish their contribution to be recorded verbatim in the minutes of the Meeting must expressly indicate this in the text of the contribution.

Requests for information or clarification from shareholders attending by electronic means may be answered verbally during the General Meeting and, in any case, in writing during the seven days



following the Meeting, in accordance with the provisions of the Corporate Enterprises Act.

In the event that the General Meeting is held on second call, attendees by electronic means who, having connected to the meeting on first call, have sent contributions and proposed resolutions or requests for information or clarifications must send them again the following day, under the terms indicated in this section (3); otherwise, they shall be deemed not to have been made.

4. Voting: Voting on the proposals relating to items included in the Agenda may be cast from the time the shareholder or, as the case may be, the proxy registers as an attendee on the day of the Meeting until the Chairman or, as the case may be, the Secretary of the Meeting announces that voting on the proposed resolutions relating to the items included in the Agenda has commenced.

Regarding the proposed resolutions on those matters which, by legal mandate, need not appear on the Agenda, those attending by electronic means may cast their votes from the moment at which said proposals are read out for voting and until the Chairman or, as the case may be, the Secretary of the Meeting, announces that the voting period for said proposed resolutions has commenced.

Voting on the proposed resolutions shall be carried out through the website and in accordance with the corresponding voting form. The shareholder must indicate the direction of his vote for each of the items included in the Agenda. If, in relation to any of the items on the Agenda, the shareholder does not indicate the vote decision, it shall be understood that they are voting in favour of the proposals made by the Board of Directors.

In any case, the remote voting process for all proposals submitted to the Meeting shall end when the Secretary of the Meeting reads the summaries of the proposed resolutions and the voting on the proposals begins.

In matters not expressly regulated in this notice, the same rules on voting and the adoption of resolutions set forth in the Regulations of the General Shareholders' Meeting for face-to-face meetings shall apply to shareholders attending the Meeting by electronic means, adapted, where appropriate, to the special features that may arise from the electronic nature of this Meeting.

5. Other matters: the Company may adapt, with the due guarantees, the means to allow electronic attendance at the General Shareholders' Meeting in the case of shareholders not residing in Spain, qualified investors and other similar cases.

Electronic attendance at the General Shareholders' Meeting renders proxy or voting by remote means of communication prior to the General Shareholders' Meeting null and void.

In the event of concurrence of co-owners of a securities depository, the co-owner who registers first shall be considered the attendee and, therefore, any subsequent access by the remaining co-owners shall be denied. For the purposes of Article 126 of the Corporate Enterprises Act, it is presumed that the co-owner who is registered first is designated by the rest of the co-owners to exercise the shareholder rights.

It is the sole responsibility of the shareholder (or his representative) to keep the means of identification necessary to access and use the electronic attendance service. In the case of a legal entity, the latter must notify any modification or revocation of the powers held by its representative, and, therefore, the Company declines any liability until such notification is made.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for

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electronic representation or voting and/or electronic attendance at the Meeting when technical or security reasons so require or impose, both for the granting of proxies and the casting of votes through remote means of communication and for remote attendance at the Meeting.

The Company shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures or any other eventualities of the same or similar nature beyond the Company's control that prevent the use of the mechanisms for electronic representation or voting and/or remote attendance at the Meeting. Therefore, such circumstances shall not constitute an illegitimate deprivation of the shareholder's rights, without prejudice to the adoption of such measures as each situation may require, including the possible temporary suspension or extension of the Meeting if necessary to ensure the full exercise of their rights by the shareholders or their representatives.

## **PROXY, DELEGATION AND VOTING RIGHTS THROUGH REMOTE MEANS OF COMMUNICATION**

### **I. Proxy and delegation through remote means**

In accordance with the provisions of Articles 30 of the Company's Bylaws and 12 of the Regulations of the General Meeting, any shareholder entitled to attend may be represented at the General Meeting by another person, even if not a shareholder of the Company, pursuant to the requirements and formalities required by law, the Corporate Bylaws and other applicable internal regulations of the Company.

The proxy must be completed and signed by the shareholder, subscribing the corresponding attendance, proxy and voting card issued by the entity participating in IBERCLEAR and, if applicable, the document extracted from the corporate website.

The proxy must exercise the representation either by attending the meeting in person and giving the attendance, proxy and remote voting card issued by the IBERCLEAR institution to the shareholder registration desk in the place and on the date scheduled for the Shareholders' Meeting two hours before the time scheduled for the meeting; or by attending the General Shareholders' Meeting by remote electronic means in accordance with the provisions of the "**Remote or electronic attendance at the General Shareholders' Meeting**" section.

Proxies are always revocable. Attendance at the Meeting by the represented shareholder, whether in person, electronically or by remote voting, entails the revocation of any proxy, regardless of the date of the proxy. In the event that a shareholder makes several proxies or casts several votes, the last proxy or the last vote cast that has been received by the Company within the established term shall prevail.

The proxy must be conferred specifically for each General Meeting, in writing and may be conferred by means of remote communication.

In the event that instructions have been issued by the represented shareholder, the proxy shall vote in accordance with such instructions and shall be obliged to keep such instructions for one year from the date of the Meeting.

The proxy can represent more than one shareholder, and there is no limit to the number of represented shareholders. Where a single proxy holder holds proxies from several shareholders, he may cast votes for one shareholder differently from votes cast for another shareholder.

In any case, the number of shares represented by proxies will be taken into account when calculating the meeting quorum.

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The documents containing the proxies for the General Meeting shall include at least the following:

- (a) The date and agenda of the Shareholders' Meeting.
- (b) The identity of the principal and of the proxy. If not specified, it shall be understood that the proxy has been granted, indistinctly, in favour of the Chairman of the Board of Directors (or, in their absence, the Chairman of the General Shareholders' Meeting) or the Secretary of the Board of Directors, without prejudice to what is indicated below in the event of a conflict of interest.
- (c) The number of shares owned by the shareholder granting the representation.
- (d) The voting instructions from the shareholder granting the representation for each item on the Agenda, where applicable.

The Chairman of the General Shareholders' Meeting or the persons appointed through him shall be empowered to determine the validity of the proxies granted and compliance with the requirements for attendance at the General Shareholders' Meeting.

The provisions of the preceding paragraphs will not be applicable if the proxy is the spouse, ancestor or descendant of the principal and provides proof thereof or when the representative holds general powers of attorney conferred in a public deed with powers to administer all the assets that the principal holds in Spain and provides proof thereof.

When the representation is granted through remote media, it will only be valid when it is made:

### **1. By postal correspondence**

The attendance, proxy and voting card issued by the entity participating in IBERCLEAR, duly signed and completed by the shareholder, shall be sent to the Company's domicile (Laboratorios Farmacéuticos Rovi, S.A., General Meeting, c/ Julián Camarillo, 35, 28037, Madrid). The proxy granted and the identity of the principal shall be stated.

In the event that the attendance card issued by the entity participating in IBERCLEAR does not include the section relating to the proxy or is incomplete, the shareholder may use the attendance card made available to the shareholders by the Company on its website ([www.rovi.es](http://www.rovi.es)). Said attendance card, duly signed, must be sent to the Company by post to the address indicated in the previous paragraph, together with the corresponding attendance card issued by the entity participating in IBERCLEAR, duly signed.

### **2. By electronic communication**

Proxies granted by electronic communication shall be admitted as from 10 a.m. on 21 May 2024 through the Company's website ([www.rovi.es](http://www.rovi.es)), by accessing the dedicated space and following the procedure established therein.

To do so shall require a qualified electronic signature, under the terms of Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, provided that it is based on a recognised electronic certificate in relation to which there is no record of its revocation and that (i) it is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) under the Spanish Mint or (ii) it is incorporated to the National Electronic Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December 2005, which regulates the issuance of the National Identity Document and its electronic signature certificates.

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## **II. Voting rights and the exercise of remote voting rights**

Shareholders with the right to attend and vote may cast their vote on the proposals relating to items included in the Agenda prior to the Meeting, by post or electronic communication, in accordance with the terms set forth in the Law, in Articles 32 and 34 of the Bylaws and in Articles 10 and 24 of the Regulations of the General Shareholders' Meeting.

### **1. Voting by postal correspondence**

In order to vote by post, the shareholder must complete and sign the attendance card issued to him/her by the entity participating in IBERCLEAR, in which he/she will state his/her vote -in favour, against, abstention or blank-, marking with a cross in the corresponding box of the table that will appear in the attendance card issued by the entity participating in IBERCLEAR.

Once completed and signed, the shareholder must send it by post to the Company's address (Laboratorios Farmacéuticos Rovi, S.A., Junta General, c/ Julián Camarillo, 35, 28037, Madrid).

In the event that the attendance card issued by the entity participating in IBERCLEAR does not include the section relating to remote voting or is incomplete, the shareholder may use the attendance card made available to the shareholders by the Company on its website ([www.rovi.es](http://www.rovi.es)). Said attendance card, duly signed, must be sent to the Company by post to the address indicated in the previous paragraph, together with the corresponding attendance card issued by the entity participating in IBERCLEAR, duly signed.

### **2. Electronic voting**

A shareholder may also cast their vote by means of electronic communication authorised with his legally recognized electronic signature under the same terms provided for in section I.2 above to grant proxy and in section III below. The vote shall be cast by means of a communication to the Company through its website ([www.rovi.es](http://www.rovi.es)) by accessing the space provided for this purpose and following the procedure established therein. The Company will send the shareholder casting their vote an electronic confirmation of the receipt of the vote.

## **III. Proxies, delegation and voting through remote means: common provisions**

In order to be valid, a proxy granted and a vote cast by any means of remote communication (postal or electronic) must be received by the Company by 11:59 p.m. on the day immediately prior to the day scheduled for the General Shareholders' Meeting. Otherwise, the proxy shall be deemed not to have been granted, and the vote shall be deemed not to have been cast. After the aforementioned deadline, only votes cast in person or by electronic means at the General Shareholders' Meeting by the shareholder or by the person validly representing him/her shall be admissible.

In the event of in-person attendance, on the day and at the place where the Meeting is to be held, the appointed proxies, whether by postal correspondence or electronic communication, must identify themselves. They may do so from two hours prior to the scheduled time of the Meeting by means of their National Identity Card or any other valid official document generally accepted for these purposes in order that the Company may verify the representation conferred, along with a copy of the attendance card issued by the entity participating in IBERCLEAR sent to the Company (by post) or of the electronic document that the shareholder has filled in on the Company's website to confer the proxy.

In the event of attendance by electronic means, the proxy-holder who has pre-registered in accordance with paragraph 1 of the section of this Notice "**Remote Attendance or Attendance by Electronic**

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**Means at the General Meeting**” must register in the space dedicated to the 2024 General Shareholders' Meeting (" Electronic Attendance") on the Company's corporate website between 9 a.m. and 11 a.m. on the day the Meeting is held and identify him/herself by means of a recognised electronic signature in accordance with the provisions of paragraph 2 of the said section. At the time of pre-registration, the designated proxies, whether by post or electronic communication, must identify themselves by sending the duly completed attendance, proxy and remote voting card and a copy of the representative's ID card, NIE or passport, so that their identity can be verified on the day of the Meeting. Otherwise, the proxies shall be deemed not to have been made. For explanatory purposes, any proxies attending by electronic means must notify the Company of the proxies granted before the period of 24 hours preceding the holding of the General Meeting, that is, before 23 June at 11 a.m., by electronic means (by email to the address [departamentolegal@rovi.es](mailto:departamentolegal@rovi.es)) or by post (c/ Julián Camarillo, 35, 28037, Madrid), indicating that they accept said proxies and identifying themselves by sending the attendance, proxy and remote voting card duly completed, and a copy of the proxy's DNI, NIE or passport so that their identity can be proved on the day the Meeting is held.

When the shareholder exercises their voting rights or grants his proxy using remote means of communication, their shares must be recorded in their name in the corresponding book-entry register at least five days prior to the date on which the General Meeting is scheduled to be held.

Likewise, the validity of the proxy granted and of the vote cast by remote communication is subject to the verification -with the file provided by IBERCLEAR- of the shareholder's status as a shareholder. In the event of a discrepancy between the number of shares communicated by the shareholder granting the proxy or casting his vote by remote communication and the number recorded in the book-entry records communicated by IBERCLEAR, the number of shares provided by the latter entity shall be deemed valid for quorum and voting purposes, unless there is evidence to the contrary.

The proxy granted and the vote cast by postal or electronic correspondence may be expressly revoked by the shareholder using the same means used to grant the proxy or cast the vote within the established term or by the shareholder attending the General Shareholders' Meeting in person or by electronic means.

Before being an appointment proxy, the latter must inform the shareholder in detail if there is a conflict of interest. If the conflict is subsequent to the appointment and the represented shareholder has not been advised of its possible existence, they must be informed immediately. In either case, if no new precise voting instructions have been received for each of the matters on which the proxy must vote on behalf of the shareholder, the proxy must abstain from voting.

In accordance with the provisions of articles 523 and 526 of the Spanish Companies Act, the Chairman of the General Shareholders' Meeting, as well as any other member of the Board of Directors, may have a conflict of interest (i) with respect to items 4 (Deliberation and approval, if appropriate, of the management and performance of the Board of Directors during the year ended 31 December 2023), 5 (Deliberation and approval, if appropriate, of the re-election of Ms Fátima Báñez García as an external independent director for the term determined in the bylaws), 6 (Deliberation and approval, if appropriate, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for 2024), 7 (Deliberation and approval, where appropriate, of the Directors' Remuneration Policy for 2025 to 2027), 8 (Approval of the Long-term Incentive Plan (2025-2027) by delivery of the Company's shares, where applicable, to the Company's executive directors.) and 12 (Submission of the annual report on directors' remuneration to a consultative vote) of the Agenda; and (ii) in the cases set forth in

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sections a), b), c) and d) of article 526.1 of the Corporate Enterprises Act (appointment, re-election or ratification of directors, removal, separation or dismissal of directors, exercise of corporate action for liability and approval or ratification of transactions of the company with director in question) that may be presented outside the Agenda in accordance with the Law. In relation to all of them, if the represented party has not given precise voting instructions, the proxy, unless expressly stated otherwise, shall be deemed to be conferred, jointly and severally and successively, on the Chairman of the General Shareholders' Meeting, the Chairwoman of the Audit Committee, the Chairwoman of the Appointment and Remuneration Committee and, if they are in turn in a situation of conflict of interest, the Secretary of the General Shareholders' Meeting.

In the event that a shareholder grants a proxy by means of postal correspondence or electronic communication to the Company, the directors or the Secretary of the Board, such proxy shall be deemed to be accepted upon receipt by the Company of such validly executed proxy within the term established in the first paragraph of this section and if the proxy does not include instructions for the vote or if any doubts arise as to the addressee or scope of the proxy, it shall be understood that (i) the proxy is made, without distinction, in favour of the Chairman of the Board of Directors (or, in the absence of the latter, the Chairman of the General Shareholders' Meeting) or the Secretary of the Board of Directors; (ii) it refers to all the proposals made by the Board of Directors; (iii) it calls for a vote in favour thereof; and (iv) it also extends to the items that may arise outside the Agenda, in respect of which the proxy shall exercise the vote in the sense that he/she understands to be most favourable to the interests of the shareholder represented, within the framework of the corporate interest.

Likewise, any shareholder who casts their vote by post or electronic communication and does not make a mark in any or none of the boxes intended to indicate his vote with respect to the items on the Agenda shall be deemed to vote in favour of the respective proposals made by the Board of Directors.

The following rules of priority are established between proxy, remote voting and presence at the Meeting:

- (a) Personal attendance, either physically or remotely, at the General Shareholders' Meeting of a shareholder who has previously granted a proxy or cast a vote remotely, regardless of the means used to cast it, shall render such proxy or vote null and void. In-person attendance will render electronic attendance null and void.
- (b) In the event that a shareholder makes several proxies or casts several votes, the last proxy or the last vote cast that has been received by the Company within the established term shall prevail.
- (c) As a particular rule, a vote cast by any means of remote communication shall render ineffective any granting of a proxy electronically or by means of a printed paper card, whether previously, which shall be deemed revoked, or subsequently, which shall be deemed not to have been cast.
- (d) Both the proxy and the vote cast remotely shall be rendered ineffective by the disposal of the shares conferring the right of attendance of which the Company is aware.

The Company will make available to the shareholders on its website ([www.rovi.es](http://www.rovi.es)) the forms to be used for proxy and voting by postal correspondence or remote electronic communication under the terms set forth in this notice.

Any of the co-owners of a share deposit may vote, delegate or attend, and the *priority rules* set forth above shall apply. For the purposes of Article 126 of the Corporate Enterprises Act, it is presumed that the co-owner who at any time takes an action (attendance, proxy appointment or vote) is designated by the rest of the co-owners to exercise the rights of shareholder.

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In the event the shareholder is a legal entity, the latter must notify the Company of any modification or revocation of the powers held by its representative, and, therefore, the Company declines any liability until such notification is made.

The shareholder shall bear sole responsibility for custody of their electronic signature.

The Company reserves the right to modify, suspend, cancel or restrict the remote voting and proxy mechanisms when technical or security reasons so require or impose.

Laboratorios Farmaceuticos Rovi, S.A. shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures, failure of the postal service or any other eventualities of the same or similar nature beyond the Company's control that prevent the use of the mechanisms for remote voting and delegation.

With respect to legal entity shareholders, when postal mail is the means of remote communication used to grant proxy to a third party or to vote, at the request of the Company, a copy of the powers of attorney of the natural person who, in the name and on behalf of such legal entity shareholder, grants the proxy to a third party or exercises the right to vote remotely must be sent together with the other documentation required in accordance with these rules.

### **RIGHT TO INFORMATION**

Pursuant to Article 518 of the Corporate Enterprises Act, from the publication of the notice of the Meeting until the Meeting is held, the following documents and information, inter alia, will be continuously available to the shareholders through the Company's website ([www.rovi.es](http://www.rovi.es)):

- Notice of call. Total number of shares and voting rights on the date of the call.
- Full text of the proposed resolutions to be adopted, as the case may be, by the Ordinary General Shareholders' Meeting of the Company in relation to each of the items included in the Agenda, together with the corresponding reports of the Board of Directors explaining the proposed resolutions under item Five, Seven and Nine of the Agenda:
  - Report of the Board of Directors of the Company on the justification of the reasoned proposal for the re-election as director of Ms Fátima Báñez García, together with the mandatory proposal report of the Appointment and Remuneration Committee, in which the competencies, experience and merits of the director whose re-election is proposed are assessed, including the identity, *curriculum vitae* and category of the director.
  - Reasoned proposal of the Board of Directors and report prepared by the Appointment and Remuneration Committee of the Company concerning the proposal for approval of the Remuneration Policy for Directors for 2025-2027.
  - The text of the new Remuneration Policy for Directors for 2025-2027, which is proposed for approval at this General Meeting.
  - Report of the Board of Directors of the Company concerning the justification for the proposed reduction in share capital through the cancellation of treasury shares and the consequent amendment of article 5 of the Corporate Bylaws.
- Annual Financial Report for 2023, which includes the individual and consolidated financial statements, the individual and consolidated management reports, and the respective auditors' reports for 2023.

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- Statement of non-financial information included in the consolidated management report of the Company with its subsidiaries for the year ended 31 December 2023.
- Annual Corporate Governance Report for 2023.
- Annual Report on the Remuneration of the Company's Directors for 2023, which is submitted to an advisory vote as a separate item on the Agenda.
- The recently amended Regulations of the Board of Directors, together with the report prepared by the directors, justifying the amendments made.
- Form or model of attendance, proxy and remote voting card.
- Valid requests for information, clarifications or questions made, as the case may be, by the shareholders in the exercise of their right to information and the answers provided by the directors, as the case may be.

Furthermore, in accordance with Article 272 of the Corporate Enterprises Act, any shareholder may obtain from the Company, from the call of the General Shareholders' Meeting, immediately and free of charge, the documents to be submitted to the approval of the General Shareholders' Meeting in the legally applicable cases and, in particular, the Annual Financial Report for 2023, which includes the individual and consolidated financial statements, the individual and consolidated management reports, and the respective auditors' reports for 2023. Shareholders who wish to obtain copies of some or all of the above documents should send their request by email to [departamentolegal@rovi.es](mailto:departamentolegal@rovi.es).

In accordance with articles 197 and 520 of the Corporate Enterprises Act, between the date of publication of the meeting announcement and the fifth day before the meeting, inclusive, the shareholder can request the Board of Directors, regarding the items on the Agenda, the information or clarifications they deem fit or ask the questions in writing that they deem fit. Alternatively, they may do so orally during the meeting if they attend in person.

Moreover, during the same period and in writing or orally during the meeting if attending in person, the shareholders can request the clarifications that they deem fit regarding the information accessible to the public that the Company has provided to the Spanish Securities Market Commission since the previous Shareholders' Meeting and regarding the audit report.

Should the information, clarifications or questions described in the preceding paragraphs be made by remote electronic means, the form and deadlines indicated in this notice must be observed.

Except in the cases expressly provided for in the Law, the Board of Directors shall be obliged to provide the requested information in writing until the day of the General Shareholders' Meeting and, in the case of requests made electronically, when appropriate, or verbally during the holding of the Meeting. When it is not possible to satisfy the shareholder's right at that time, the Board of Directors shall be obliged to provide such information in writing within seven days following the end of the Meeting.

Requests for information may be made by handing in the request at the registered office; by post to Laboratorios Farmacéuticos Rovi, S.A., Junta General, at the following address: c/ Julián Camarillo, 35, 28037, Madrid; or online via the ROVI website ([www.rovi.es](http://www.rovi.es)) in the designated place and manner.

Requests shall be accepted where the electronic document pursuant to which information is requested includes the shareholder's legally recognised electronic signature, under the terms of Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, provided that it is based on a



recognised electronic certificate in relation to which there is no record of its revocation and that (i) it is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) under the Spanish Mint or (ii) it is incorporated to the National Electronic Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December 2005, which regulates the issuance of the National Identity Document and its electronic signature certificates.

Whichever means is used to issue requests for information, the shareholder's request must include his name and surnames, together with proof of the shares he holds, by means of a copy of the attendance card issued by the entity participating in IBERCLEAR or certificate of ownership, so that this information may be checked against the list of shareholders and the number of shares in his name provided by IBERCLEAR, for the General Meeting in question. The shareholder shall be responsible for proving that the request has been sent to the Company in due time and form.

The Company's website will detail the pertinent explanations for exercising the shareholder's right to receive information under the terms envisaged in the applicable regulations.

Requests for information shall be answered, once the identity and shareholder status of the applicant has been verified, prior to the General Shareholders' Meeting through the same means in which they were made, unless the shareholder indicates a different means that is considered suitable for this purpose. In any case, the directors may send the information in question by certified mail with acknowledgement of receipt or by registered fax.

### **ELECTRONIC SHAREHOLDER FORUM**

Pursuant to Article 539.2 of the Corporate Enterprises Act and in the terms referred to therein, in order to facilitate shareholder communication prior to the holding of the General Shareholders' Meeting, an Electronic Shareholders' Forum (the "**Forum**") shall be set up on the Company's website, which may be accessed with due guarantees by both individual shareholders and voluntary associations of shareholders that, pursuant to the provisions of said article, may be formed.

Proposals intended to be presented as a supplement to the Agenda announced in the notice of meeting, requests for adherence to such proposals, initiatives to reach the percentage required to exercise a minority right provided for in the Law, as well as offers or requests for voluntary representation may be published in the Forum.

Access to the Forum and the terms and conditions of its use and operation shall be governed by the provisions of this announcement and the rules of operation of the Electronic Shareholders' Forum, the contents of which may be viewed on the Company's website.

### **NOTARY'S INVOLVEMENT IN THE MEETING**

In accordance with the provisions of Article 203 of the Corporate Enterprises Act, the Board of Directors has agreed to request the assistance of a Notary Public for the purpose of drawing up the Minutes of the Meeting.

### **OTHER INFORMATION OF INTEREST TO SHAREHOLDERS**

It is noted for the record that the Ordinary General Shareholders' Meeting is expected to be held on first call, that is to say, on 24 June 2024 at the place and time indicated above.

All information and documentation of the General Shareholders' Meeting is also available to shareholders on the Company's website ([www.rovi.es](http://www.rovi.es)).

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## **DATA PROTECTION**

The personal data provided by the shareholders to the Company for the exercise or delegation of their attendance and voting rights at the General Shareholders' Meeting, including the identification and verification of the prior formal legitimation thereof, those provided for such purposes by the banks and securities companies and agencies in which such shareholders have their shares deposited or held in custody or by the entity legally authorized to keep the book-entry registry, IBERCLEAR, and those obtained through the recording of the General Shareholders' Meeting (i.e., image and voice) shall be processed by the Company as the data controller for the purpose of managing the performance, fulfilment and control of the existing shareholder relationship (in particular, but not limited to, in relation to the organization, convening and holding of the General Meeting, the development, management and control of the exercise of their rights and of the Forum and the sending of information), for the holding, recording and dissemination of the General Meeting and for compliance with legal obligations. The processing of the data is necessary for such purposes, and its legal basis is the execution of the shareholder relationship and the fulfilment of legal obligations.

The data may be communicated to the Notary who will attend the General Meeting, as well as to third parties who have recognised the right to information provided by law or accessible to the public insofar as they are included in the documentation available on the Company's website ([www.rovi.es](http://www.rovi.es)) or stated at the General Meeting, whose holding may be subject to audiovisual recording (total or partial) and public dissemination on the Company's website ([www.rovi.es](http://www.rovi.es)) as well as on social networks and accredited media. The attendee is hereby informed that the General Meeting will be subject to audiovisual recording (image and voice) in order to allow the transparency and dissemination promoted by the applicable regulations. The legal basis for the processing of personal data consisting of image and voice is both the existence of a legitimate interest of the Company to record and broadcast the General Meeting, as well as compliance with its legal obligation in accordance with the applicable rules and principles of transparency. The shareholder is informed that there are mechanisms for exercising his rights as a shareholder other than attending the General Shareholders' Meeting.

In the area of image rights, we note that by attending the General Shareholders' Meeting (in person or remotely), the shareholder or his representative, gives consent to the taking of photographs, audiovisual recording of image and/or voice, as well as its reproduction and/or publication and dissemination in the terms indicated above.

Personal data will be retained for the duration of the shareholder relationship and thereafter for a period of six years for the sole purpose of any legal or contractual remedies unless, by way of exception, a longer statute of limitations period applies to any possible legal or contractual remedies.

The data subject will have, in any case, when legally appropriate, the right of access, rectification, suppression, opposition, portability, limitation of processing, and any other rights that may be applicable in accordance with the applicable regulations by writing to Laboratorios Farmacéuticos Rovi, S.A., c/ Julián Camarillo, number 35, 28037, Madrid or to the email address [protecciondedatos@rovi.es](mailto:protecciondedatos@rovi.es), along with a copy of his/her ID card or other official document that proves his/her identity. The data subject may also file a complaint with the Spanish Data Protection Agency ([www.aepd.es](http://www.aepd.es)).

In the event that the attendance card includes personal data referring to individuals other than the holder and in the event that a third party attends the General Meeting as a proxy of the shareholder, the shareholder must inform them of the points contained in the preceding paragraphs and comply with any other requirements that may be applicable for the correct transfer of personal data to the Company,

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without the Company having to take any additional action in terms of providing information or explanations to concerned parties. The personal data of such third parties will be processed in accordance with the provisions of this document, being subject to the same conditions and covered by the same legitimate bases as the shareholders' data.

If you have any doubts or questions to communicate to the Company in relation to the processing of your personal data, you may contact the Company's Data Protection Officer at the following email address: [dporovi@rovi.es](mailto:dporovi@rovi.es). For further information, shareholders may contact the Company by sending an email to [departamentolegal@rovi.es](mailto:departamentolegal@rovi.es).

Madrid, 7 May 2024

**The Chairman of the Board of Directors and Chief Executive Officer**

**Mr Juan López-Belmonte Encina**

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### **PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF LABORATORIOS FARMACÉUTICOS ROVI, S.A. CALLED FOR 24 JUNE 2024 AT FIRST CALL AND FOR 25 JUNE 2024 AT SECOND CALL**

The following resolutions are proposed by the Board of Directors of Laboratorios Farmacéuticos Rovi, S.A. (“ROVI” or the “Company”) for approval of the General Shareholders' Meeting:

#### **ITEM ONE ON THE AGENDA**

**Deliberation and approval of the Company's individual annual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and the consolidated accounts of the Company together with its subsidiaries (consolidated balance sheet, consolidated income statement, consolidated comprehensive income statement, consolidated statement of changes in equity, consolidated cash flow statement and notes to the consolidated financial statements), as well as the individual and consolidated management reports of the Company and its subsidiaries, all corresponding to the fiscal year ending 31 December 2023.**

#### **PROPOSED RESOLUTION RELATING TO ITEM ONE**

The proposal is to approve the individual annual accounts of Laboratorios Farmacéuticos Rovi, S.A. (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and the consolidated accounts of Laboratorios Farmacéuticos Rovi, S.A. together with its subsidiaries (consolidated balance sheet, consolidated income statement, consolidated comprehensive income statement, consolidated statement of changes in equity and notes to the consolidated financial statements), as well as the individual and consolidated management reports of the Company with its subsidiaries, all corresponding to the year ended 31 December 2023. They were drafted by the Board of Directors at its meeting held on 26 February 2024.



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### **ITEM TWO ON THE AGENDA**

**Deliberation and approval, where appropriate, of the non-financial information statement integrated into the consolidated management report of the Company and its subsidiaries, corresponding to the fiscal year ended on 31 December 2023.**

### **PROPOSED RESOLUTION RELATING TO ITEM TWO**

The proposal is to approve the non-financial statement integrated into the consolidated management report of the Company and its subsidiaries, corresponding to the fiscal year ended on 31 December 2023, prepared by the Board of Directors at the meeting held on 26 February 2024, which has been verified by KPMG Auditores, S.L., as an independent service provider.



**ITEM THREE ON THE AGENDA**

**Examination and, if appropriate, approval of the proposal for the application of the individual profit for the year ended 31 December 2023 and the proposal for the final dividend.**

**PROPOSED RESOLUTION RELATING TO ITEM THREE**

It is proposed to approve the application of the profit of Laboratorios Farmacéuticos Rovi, S.A. formulated by the Board of Directors in its meeting held on 26 February 2024 and the final dividend proposal detailed below:

- **Application of the individual profit for the year ended 31 December 2023**

The Board of Directors proposes to the General Shareholders' Meeting the application of all of the Company's profit for the year 2023, amounting to 12,071,013.68 euros, to dividends to be distributed among the shares entitled to receive it.

- **Final dividend**

In addition, it is proposed that an amount of 47,546,618.80 euros be allocated to the distribution of dividends among the shares entitled to receive them with a charge to the unrestricted reserves recorded under the accounting item "Profit/(loss) from previous years".

Accordingly, it is proposed to allocate a maximum amount to be distributed, corresponding to a **fixed dividend of 1.1037 euros gross** per share with the right to receive it on the date on which the corresponding payment is made for all the 54,016,157 ordinary shares in circulation on the date of preparation of the annual accounts, amounting to 59,617,632.48 euros.

The amount allocated to dividends is subject to change depending on the number of shares held by the Company as treasury shares on the date on which the rights to receive the dividend are generated.

The above amount will be paid on 10 July 2024 through Banco Santander, S.A., in accordance with the operating rules of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).



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### **ITEM FOUR ON THE AGENDA**

**Deliberation and approval, where appropriate, of the Board of Directors' actions during the fiscal year ending 31 December 2023.**

#### **PROPOSED RESOLUTION RELATING TO ITEM FOUR**

The proposal is to approve the management and activity carried out by the Company's Board of Directors of the Company in the fiscal year ending 31 December 2023.



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### ITEM FIVE ON THE AGENDA

**Deliberation and approval, if appropriate, of the re-election of Ms Fátima Báñez García as an external independent director for the term determined in the Corporate Bylaws.**

#### PROPOSED RESOLUTION RELATING TO ITEM FIVE

It is proposed to re-elect, at the proposal of the Appointment and Remuneration Committee, Ms Fátima Báñez García as a director of the Company with the category of external independent director, for the term determined in the Corporate Bylaws of four years as from the date of this General Shareholders' Meeting.



**ITEM SIX ON THE AGENDA**

**Examination and approval, if appropriate, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for 2024.**

**PROPOSED RESOLUTION RELATING TO ITEM SIX**

It is proposed that the General Shareholders' Meeting of ROVI approve a total maximum annual remuneration of 1 million euros for members of the Board of Directors, in their capacity as such, for the 2024 financial year.

The Board of Directors may distribute this amount among its members, taking into account the functions and duties assigned to each director, their membership of the Board's Committees and other objective circumstances that it considers relevant.



**ITEM SEVEN ON THE AGENDA**

**Review and approval, where appropriate, of the Directors' Remuneration Policy for 2025 to 2027.**

**PROPOSED RESOLUTION RELATING TO ITEM SEVEN**

The proposal is to approve the remuneration policy for the Company's directors, in accordance with article 529 novodecies of the Corporate Companies Act, and at the proposal of the Board of Directors, acting on advice from the Appointment and Remuneration Committee. The text of the policy has been made available to the shareholders with the notice calling this General Meeting.

In accordance with the provisions of article 529 novodecies.1 of the Capital Companies Act, this new policy shall remain in force for the financial years 2025, 2026 and 2027, unless the General Meeting resolves to amend or replace it during its period of validity.





**ITEM EIGHT ON THE AGENDA**

**Approval of the Long-term Incentive Plan (2025-2027) by delivery of the Company's shares, where applicable, to the Company's executive directors.**

**PROPOSED RESOLUTION RELATING TO ITEM EIGHT**

The proposal is to approve the Long-term Incentive Plan 2025-2027 for the executive directors of the Company (the “**Incentive Plan**”), in accordance with the provision of articles 219 of the Corporate Companies Act and 45 of the Corporate Bylaws of Laboratorios Farmacéuticos Rovi, S.A. The plan is payable in cash and/or by delivery of ROVI shares. The Board of Directors of ROVI is submitting the plan to the General Meeting at the request of the Appointment and Remuneration Committee, in the following terms:

- **Beneficiaries:** The executive directors of the Company at the date of this resolution.
- **Purpose:** The Incentive Plan aims to reward executive directors for creating value in the Group with a view to aligning shareholders' interests with prudent risk management in a multi-year framework and generating long-term value for the Company and its Group by granting and paying variable remuneration in cash and/or through the delivery of ROVI shares.

The Plan constitutes a long-term incentive whereby the beneficiaries can receive a remuneration payable in cash and/or through the delivery of ROVI shares after a certain period of time and subject to the fulfilment of specific quantitative and qualitative parameters (e.g. the Company's share price, EBITDA, maintenance, and, for newly built plants, attainment of certain ISO certifications on environmental management and occupational health and safety management in the Company's industrial plants, and compliance with GMP [*Good Manufacturing Practices*] regulations).

The beneficiary's continued employment at the Company at the time of remuneration accrued under the Incentive Plan is a requirement for the receipt of such remuneration, except in special circumstances (e.g. death, disability or retirement).

The details of the implementation and execution of the Incentive Plan are set out in the remuneration policy for 2025-2027, which the Board of Directors has resolved to submit for approval at this General Meeting as item seven on the agenda.

- **Maximum number of shares in the Incentive Plan:** The total number of shares that will finally be delivered will depend on the amount of the remuneration corresponding to the beneficiaries according to the level of compliance with the established targets, on the average share price over the last 30 stock-market trading days immediately prior to the date when the accrual ends (i.e. 31 December 2027) and the form of settlement chosen by the beneficiary.

The total amount to which each of the beneficiaries is entitled, subject to achieving 100% of the objectives set out in this Incentive Plan, is 170% of their average fixed salary for the three-year term of the plan, divided by the average share price in the 30 stock-market trading days immediately prior to the end of the accrual period (i.e. 31 December 2027).

If all the beneficiaries achieve an extraordinary over-achievement of the financial targets of the long-term incentive (above the maximum target level, i.e. compliance of more than 120%) and the



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maximum level of compliance in the other targets, they are thus entitled to the maximum amount of remuneration and all of them opt for a complete incentive in ROVI shares. The maximum number of shares to be delivered by the Company will be the result of: the sum of (i) 170% of the fixed average salary for the three years the Plan is in force for each of the executive directors multiplied by 1.2; and (ii) 200% of the joint average fixed salary of the three executive directors for the three years the of the plan multiplied by three, divided by the average share price in the 30 stock-market trading days immediately prior to the end of the accrual period (i.e. 31 December 2027).

The shares to be delivered under the Incentive Plan will come from the Company's treasury shares.

- **Benchmark value:** The benchmark value of the ROVI share for the purpose of the Incentive Plan will be the average trading price of the share in the 30 stock-market trading days immediately before the date when the accrual period ends (i.e. 31 December 2027).
- **Duration of the Incentive Plan:** This Incentive Plan has a duration of three years, from 1 January 2025 to 31 December 2027. It is expected to be renewed after this term (in successive cycles).
- **Other conditions:**
  - The Board of Directors, at the proposal of the Appointment and Remuneration Committee, shall establish the indicators and the degree of achievement forming the basis for the incentive payment to the beneficiaries. To this end, the Appointment and Remuneration Committee will be assisted by the Company, which will provide proof that the various targets have been met, with validation by the corresponding departments for each of the established targets. In addition, the Appointment and Remuneration Committee will be supported by a report prepared by an independent expert.
  - The beneficiary may choose to receive the payout of the incentive plan entirely in cash, entirely in shares, or through a mixed system of 50% cash and 50% shares; 70% is paid out at the end of the three-year accrual period (first quarter of 2028) and the remaining 30% one year later (first quarter of 2029), except as follows: i) in special cases of early payment, in which case the incentive will be paid out in cash, unless, at the beneficiary's request, the Board of Directors determines it may be paid out in shares; and ii) in the event of extraordinary overachievement of financial metrics, in which the additional amount accrued for such overachievement shall be settled necessarily by delivery of shares.
  - If shares are chosen for partial or total payment of the Incentive, the executive directors may not transfer the ownership of the shares received under this plan until a period of at least three years has elapsed. An exception is made for cases in which, at the time of the transfer, the director has a net financial exposure to variations in the share price of a market value equivalent to an amount of at least twice his or her fixed annual remuneration through the ownership of shares.

The above restriction will not apply to shares that a director may need to sell to cover the acquisition cost of the shares or, subject to a favourable report from the Appointment and



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Remuneration Committee, to resolve any unforeseen or extraordinary situations arising, where applicable.

The Incentive Plan provides for the corresponding *clawback* clause, which will be applicable for two years following the end of the Incentive Plan, whereby the incentive to be delivered may be subject to total or partial return under certain circumstances.

- **Delegation of powers:** It is agreed to provide the Board of Directors with express powers of substitution, allowing it to implement, develop, formalise, execute and settle the Incentive Plan, adopting any agreements and signing any public or private documents that may be necessary or appropriate; and in particular, the following powers, without limitation:
  - (i) Correct, rectify, amend or complement this resolution where necessary.
  - (ii) Determine the terms and conditions of the Incentive Plan with respect to anything not included in this resolution; in particular, without limitation, establish the indicators and corresponding ratios on which the delivery of shares will depend.
  - (iii) Adapt the content of the Incentive Plan to the circumstances and corporate transactions that may take place while it is in force, in the terms and conditions considered necessary or appropriate at any time to maintain the purpose of the Incentive Plan.
  - (iv) Formalise and implement the Incentive Plan in the form considered appropriate, carrying out all the actions necessary to execute it correctly, and in particular to approve, where necessary, the Regulation of the Incentive Plan or any other document through which the Incentive Plan is formally granted to the beneficiaries.
  - (v) Draft, sign and present any public or private communications and documents needed or appropriate before any public or private body to implement and execute the Incentive Plan, including communications of relevant information before the CNMV and other bodies.
  - (vi) Engage in any action, statement or procedure before any body or entity or public register to obtain any authorisation or verification needed to implement and execute the Incentive Plan.
  - (vii) Assess the level of achievement of the targets to which compliance with the Incentive Plan is linked and make the appropriate settlement. In this procedure, it may be assessed by the Appointment and Remuneration Committee and receive advice from an independent expert.
  - (viii) And in general, carry out any actions and sign any documents needed or appropriate for the validation, effectiveness, implementation, development, execution, settlement and successful implementation of the Incentive Plan and this resolution.



## **ITEM NINE ON THE AGENDA**

**Deliberation and approval, where appropriate, of a reduction in the share capital by the cancellation of 3,347,619 treasury shares, and the consequent amendment of article 5 of the Corporate Bylaws.**

### **PROPOSED RESOLUTION RELATING TO ITEM NINE**

#### **1. Reduction of social capital by amortising treasury shares**

It is proposed to the General Meeting to reduce the social capital of Laboratorios Farmacéuticos Rovi, S.A. (the "**Company**") by a maximum of 200,857.14 euros, by amortising a maximum of 3,347,619 treasury shares, each with a par value of 0.06 euros, representing, at most, 6.20% of the Company's share capital at the time the corresponding agreement is adopted (the "**Capital Reduction**").

The Capital Reduction would be carried out by amortising:

- (i). the shares that have been or, where applicable, are acquired by the Company for amortisation through the Buy-Back Programme that was launched on 26 July 2023<sup>1</sup> (the "**Buy-Back Programme**"); and
- (ii). the existing treasury shares on the date the Buy-Back Programme was launched, which totalled 647,619 shares (the "**Treasury Portfolio**").

The Board of Directors (with express powers of substitution) shall set the terms and conditions, as well as the final figure of the Capital Reduction.

Once the Board of Directors (or the persons delegated by it) has set the definitive figure for the Capital Reduction, Article 5 of the Corporate Bylaws, which sets the share capital, shall be amended in order to reflect the new share capital figure and the new number of shares outstanding.

#### **2. Procedure for purchasing the shares that will be amortised**

The total number of shares that the Company may amortise will be that resulting from the sum of: (a) the shares acquired through the Buy-Back Programme; and (b) the Treasury Portfolio. This number shall be a maximum of 3,347,619 treasury shares with a par value of 0.06 euros each, representing a maximum of 6.20% of the Company's share capital (the "**Maximum Limit**").

Once the Buy-Back Programme is over, the Company's Board of Directors (with express powers of substitution) will set the final number of treasury shares that would be amortised. In any case, the maximum number of shares in the Treasury Portfolio to be amortised will be calculated as the difference between the Maximum Limit and the shares actually acquired in the execution of the

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<sup>1</sup> Within the meaning of (i) the powers granted by the Company's General Shareholders' Meeting on 17 June 2021 under point thirteen of the agenda; and (ii) pursuant to Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, supplementing Regulation (EU) 596/2014 of the European Parliament and of the Council with regard to technical regulations concerning the conditions applicable to buy-back programmes and stabilisation measures



Buy-Back Programme, if the latter did not reach the Maximum Limit. Thus, the remainder of treasury shares, once the Maximum Limit is reached, would not be subject to amortisation due to the Capital Reduction, and will remain in the treasury portfolio, always within the limits provided for by the applicable legislation.

### **3. Procedure for the reduction in progress**

The Capital Reduction does not involve the return of contributions to the shareholders, as the Company itself owns the shares which will be cancelled, and it will be carried out on the share capital, with no reserve being created in the terms described in article 335

c) of the Corporate Companies Act. As a result, under Article 334 of the Corporate Companies Act, the Company's creditors whose loans originated before the date of the last notice of the Capital Reduction resolution, and which have not matured on that date, and until these loans are guaranteed, will have the right to file objections to the Capital Reduction.

The Capital Reduction must be carried out within twelve months from the end of the Buy-Back Programme or, if the programme ends before the Ordinary General Meeting of Shareholders, from the approval of the Capital Reduction by the General Meeting and, in any case, once the period for creditors to exercise their right of objection under Article 334 of the Corporate Companies Act expires, as per Article 336 of said Act.

### **4. Ratification of agreements of the Board of Directors**

It is proposed to ratify both the resolutions of the Board of Directors relating to the approval of the Buy-Back Programme and the actions, declarations and steps relating to the public information on the Buy-Back Programme.

### **5. Delegate powers**

It is proposed to empower the Board of Directors to execute the Capital Reduction agreement (with express power of substitution under the provisions of Article 249.a.I) of the Corporate Companies Act) to determine those aspects that have not been expressly set forth in the Capital Reduction agreement or that are a consequence of it, and to adopt the agreements, publish the announcements, carry out the actions and issue the public or private documents that may be necessary or convenient for the fullest execution of the Capital Reduction.

In particular, and merely for illustrative purposes, it is proposed to delegate the following powers to the Board of Directors, with express powers of substitution:

- (a) declare the Capital Reduction closed and executed, establishing, for these purposes, the final number of shares that must be amortised and, therefore, the amount by which the Company's share capital must be reduced in accordance with the rules established in this agreement, and establish any other circumstances needed to carry it out;
- (b) redraft article 5 of the Corporate Bylaws to reflect the new level of share capital and the number of shares in circulation resulting from the implementation of the capital reduction;



## LABORATORIOS FARMACÉUTICOS ROVI, S.A.

C/ Julián Camarillo, 35 – 28037 Madrid

Tel 91 375 62 30 - Fax 91 304 78 81

[www.rovi.es](http://www.rovi.es)

- (c) carry out any actions, declarations or steps required in relation to the public disclosure of the Buy-Back Programme and the actions that may have to be carried out involving Spanish regulators and stock exchanges; negotiate, agree and enter into all contracts, agreements, commitments or instructions that are necessary or convenient for the best outcome of the Buy-Back Programme and the Capital Reduction;
- (d) declare the completion of the period for creditors to file objections under the Corporate Companies Act, and where necessary, provide for the exercise of the right to file objections by any creditors who may exercise such right in the terms provided for by law;
- (e) publish the legally required notices, in the terms agreed here and provided for by relevant law;
- (f) carry out any actions which may be necessary or advisable to execute and formalise the Capital Reduction before any public or private entities and bodies, whether in Spain or abroad, such as, without limitation, the Spanish National Securities Market Commission (CNMV), Spanish stock exchanges, and Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear), including the actions of reporting to the market, and the notification, supplementation or rectification of faults or omissions which may prevent or obstruct the full effectiveness of this resolution;
- (g) appear before the Notary Public of their choice and record the capital reduction agreement and amendment of the Corporate Bylaws as a notarised instrument, together with any other actions that may be required; and approve and formalise any public and private documents that may be necessary or advisable for the full effectiveness of the agreement in any of its aspects and contents, in particular, to correct, clarify, interpret, complete, specify or materialise, as appropriate, the resolution adopted, and in particular, rectify any defects, omissions or errors which may be noted in the verbal or written qualification in the Commercial Registry; and
- (h) carry out any procedures and actions which may be necessary, and present the required documents before the competent bodies so that once the Company's shares have been cancelled, the deed corresponding to the Capital Reduction has been executed and filed in the Companies Registry, the cancelled shares are excluded from trading in the stock exchanges of Bilbao, Madrid, Barcelona and Valencia, through the Stock Market Interconnection System (Continuous Market) and the corresponding book entries in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear) are cancelled.
- (i) Expressly authorise the Board of Directors to, in turn, delegate under the provisions of article 249.a l) of the Corporate Companies Act, the powers referred to in this agreement.



**ITEM TEN ON THE AGENDA**

**Review and approval, where applicable, of the re-appointment of the auditors of the Company and its consolidated group for the fiscal year 2024.**

**PROPOSED RESOLUTION RELATING TO ITEM TEN**

To comply with the legal obligation to have the Company's annual accounts verified by an auditor, and acting on a proposal of the Audit Committee, the proposal is to re-appoint KPMG Auditores, S.L. as auditor of the accounts of the Company and its consolidated group corresponding to the year 2024.

It is noted that the auditing firm KPMG Auditores, S.L., has its registered office in Madrid, Paseo de la Castellana, 259C, Tax Identification Number B-78510153 and that it is registered in the Commercial Registry of Madrid, Volume 11,961, Folio 90, Section 8, Page M-188,007, entry 9; and in the Official Registry of Auditors under number S0702.

KPMG Auditores, S.L. may accept the appointment by any means valid in law.

It is also proposed to authorise the Company's Board of Directors, with the power of substitution, to enter into the corresponding service provision contract, including the clauses and conditions it considers appropriate, and also granting it the power to make any relevant changes in it in accordance with current law at any time.



**ITEM ELEVEN ON THE AGENDA**

**Delegation of the powers to formalise and register the resolutions adopted by the General Meeting and file the financial statements as required**

**PROPOSED AGREEMENT RELATING TO ITEM ELEVEN**

Without prejudice to any delegations included in the above resolutions, the proposal is to authorise the delegation to the Board of Directors in the broadest possible terms, with the powers to subdelegate to any of its members and the non-member Secretary, all of them jointly and severally, any powers that are needed to interpret, enforce and make effective the resolutions adopted at this General Meeting, including the execution of any public or private documents that may be necessary, publication of any notices that may be required by law, registration in any registers that may be appropriate and the performance of any acts and procedures that may be necessary for that purpose; as well as other powers such as to rectify, clarify, interpret, complete, detail or specify, as the case may be, the resolutions adopted, in particular to rectify any substantive or formal defects, omissions or errors that may be found, including ones identified in the verbal or written qualification by the Commercial Registry, and which could hamper the effectiveness and registration of these resolutions and of their consequences in the Commercial Registry or any other registers; and, in particular, to carry out the necessary filing of financial statements in the Commercial Registry.





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C/ Julián Camarillo, 35 – 28037 Madrid

Tel 91 375 62 30 - Fax 91 304 78 81

[www.rovi.es](http://www.rovi.es)

### ADVISORY ITEM

#### ITEM TWELVE ON THE AGENDA

#### *Annual Report on the remuneration of the Company's directors*

#### PROPOSED RESOLUTION RELATING TO ITEM TWELVE

In compliance with article 541 of the Corporate Companies Act, the Board of Directors has prepared an annual report on Directors' remuneration corresponding to 2023, which was made available to shareholders not later than when this General Meeting was called, and which it is presenting to the General Shareholders' Meeting, acting on a previous report of the Appointment and Remuneration Committee. It is now put to a consultative vote as a separate item on the Agenda.

The proposal is to approve the annual report on the Directors' remunerations corresponding to 2023 with a consultative vote.

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