	Laboratorios Farmacéuticos Rovi S.A.	
	<b>REGULATORY COMPLIANCE PROCEDURE</b>	Approval date: [25 July 2023]

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## **1. INTRODUCTION**

This Regulatory Compliance Policy (hereinafter, “the **Policy**”) falls within the framework of the good corporate governance policies of Laboratorios Farmacéuticos Rovi, S.A. and its subsidiaries (hereinafter, “the **ROVI Group**” or “**ROVI**”) and is based on the ROVI Group’s firm commitment to strict compliance with the applicable laws and regulations.

According to article 5.3 of its Regulations, the Board of Directors of Laboratorios Farmacéuticos Rovi, S.A. holds the responsibility of “*determining the risk control and management policy and overseeing the internal information and control systems*”. To put this responsibility into practice, in line with the basic principles of conduct set out in the Code of Ethics, it issues this Compliance Policy in order to provide all ROVI Group employees with a general framework for action that they should observe in the course of their activities.

This Compliance Policy is aligned with the rest of the ROVI Group policies, forming part of the Company’s culture and its commitment to the basic principles of conduct set out in the Code of Ethics. Respecting this Policy implies respecting all the Company’s policies, procedures and internal regulations.

## **2. OBJECTIVES**

The ROVI Group’s Regulatory Compliance Policy is established with the goals of:


- (i) Fixing the principles and criteria that should be considered in relation to regulatory compliance and the prevention of unlawful conduct.
- (ii) Establishing a common and homogenous compliance risk control and management framework in the business areas.
- (iii) Promoting an ethical business culture in the organisation and the processes for decision-making and shaping the will of directors, managers and employees.

This Policy must be interpreted together with the other policies and procedures on the approval of transactions, signature of contracts and any other topics applicable at any moment in time.

## **3. SCOPE**

The Regulatory Compliance Policy will be applicable to the following individuals and entities within the scope of their activity:

- All the companies that form part of the ROVI Group, irrespective of their geographic location or activities.

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- Members of the governing bodies of the companies that form part of the ROVI Group or other subsidiaries of the Company (including the board committees or equivalent bodies);
- Members of the Compliance Committee;
- Employees and management of any of the companies that form the ROVI Group.


This Policy will be applicable as set out above unless there is any special feature of local regulations to which any of the ROVI companies or employees is subject that prevents application of all or part of the Policy. The Compliance Function will be responsible for analysing any possible adaptations of this Policy to local legal requirements.

The ROVI Group will strive to ensure that the principles set out in this Policy, the Crime Prevention Model, the Data Protection Risk and Control Framework and the Competition Law Compliance Programme are observed in all group companies.

#### **4. PRINCIPLES FOR ACTION**

The principles that govern this Policy are as follows:

- a) **Respect for lawfulness:** ROVI's activities will be conducted with strict compliance with the legislation applicable in each jurisdiction where ROVI carries on its activity and the internal regulations in force.
- b) **Ethical integrity:** the business and professional activities of ROVI and its directors, managers and employees will be based on the values of integrity and honesty, the avoidance of all types of corruption, and respect for the circumstances and needs of all those involved in said activities. In particular, there will be strict compliance with the provisions of the Code of Ethics.
- c) **Relations with the public authorities:** relations with the public authorities and other regulatory bodies will be governed by the principles of transparency, mutual trust, good faith and loyalty, providing the necessary cooperation should verification of compliance with legal regulations be required.
- d) **Zero tolerance:** the activities carried on by ROVI will be reviewed periodically in order to identify, assess and prevent compliance risks applying a "zero tolerance" criterion.
- e) **Transparency:** a transparent environment will be upheld at all times, maintaining suitable internal and external channels to favour the notification of possible irregularities, including the Ethics Channel, which allows employees to report any conduct that may constitute regulatory non-compliance or failure to comply with the principles set out in the Code of Ethics.

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## **5. RESPONSIBILITIES**

ROVI's Compliance Policy defines the following assignment of the responsibilities and functions to the Company's governance and management bodies:

### **1. Board of Directors:**

The Board of Directors of Laboratorios Farmacéuticos Rovi, S.A, the group parent, has, as part of its functions, implemented a Regulatory Compliance Model (hereinafter, "the Compliance Model" or "the Model") that sets out the most appropriate policies and organisation and management systems to prevent or significantly reduce legal or regulatory compliance risks in the course of the Company's activities, including any compliance risks that may lead to criminal liability or liability for violation of competition law on the part of any of the ROVI Group companies.

The Board of Directors will conduct appropriate oversight of the efficacy of the Compliance Model and will implement mechanisms to update and monitor it regularly.


In order to comply with the content of the preceding paragraphs, the function of regularly overseeing and assessing the Compliance Model, the main compliance risks and the systems established to identify, manage and control them is delegated to the Audit Committee.

Additionally, a Compliance Department has been created to provide the necessary assistance to both the Audit Committee and the Board of Directors itself in complying with their responsibilities. The Department has been given autonomous powers and the capacity to exercise initiative and control to perform its functions.

### **2. Audit Committee:**

According to article 13.2.b) of the Regulations of the Board of Directors, the Audit Committee is responsible for "Periodically reviewing and overseeing the internal control and risk management systems, as well as their efficacy, so that the main risks are appropriately identified, managed and made known". Pursuant to this responsibility, it is entrusted with the following activities in the Compliance area:

- a) Granting powers to the Compliance Committee, furnishing it with those necessary to exercise its functions.
- b) Approving the compliance policy and organisational model.

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- c) Overseeing the operation and efficacy of the Compliance Model and its organisation and management system.
- d) Periodically assessing the sufficiency of the Model and proposing to the Board of Directors any changes or updates that help to continuously develop and improve it, considering, where appropriate, the suggestions and proposals made by the Compliance Committee, the Compliance Department and the Company's professionals.
- e) Periodically reporting to ROVI's Board of Directors on the results of the assessments of the Compliance Model.
- f) Ensuring the proper operation of the communication and whistleblowing channels that allow employees to report, confidentially, any irregularities or regulatory non-compliance that are observed in ROVI, together with the steps taken.

To perform its functions, the Audit Committee will, from an operative standpoint, have the support of the Compliance Committee and Compliance Department, as well as any other department or employee of the Company within the scope of their responsibilities.

### **3. Compliance Committee:**

The Compliance Committee will be formed by the Chief Executive Officer, a member of the Audit Committee and one or more independent external advisors. Additionally, other additional participants may join this Committee at the requirement of the permanent members, depending on the nature of the matters in hand. The Audit Committee is responsible for approving the inclusion of each one of the members of the Compliance Committee. The Committee has the following functions:

- a) Overseeing, controlling and assessing the proper operation of the compliance model.
- b) Reporting to the Audit Committee on the risks of regulatory non-compliance and the management of said risks, including criminal risks, competition risks and data protection risks.
- c) Ensuring that the applicable internal regulations are kept up to date.
- d) Advising the Compliance Department on the prioritisation of the different focal points of risk and the lines of action, as well as solving any especially complex issues.
- e) Assessing the suitability of the compliance activities plan, advising on its adaptation and monitoring its development.
- f) Obtaining information on the deficiencies identified in assurance work and solving them.

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#### **4. Compliance Department:**

The Compliance Department has the following functions:

- a) Updating the compliance-related policies and procedures insofar as they are affected by regulatory changes, ensuring the personnel who must apply them are duly informed, and drawing up any policies it deems necessary.
- b) Drawing up and developing the compliance activities plan.
- c) Developing its interaction as an internal compliance consultant in the company's day-to-day.
- d) Providing responses to compliance-related queries and doubts.
- e) Supporting the development of internal projects to ensure alignment with existing regulations.
- f) Prompt management of situations with a possible impact on the company relating to regulatory non-compliance.
- g) Designing monitoring programmes to evaluate the design and effectiveness of the control mechanisms implemented to mitigate compliance risks, especially the Crime Prevention Model, the Data Protection Risk and Control Framework and the Competition Law Compliance Programme, coordinating with other control/assurance areas to take advantage of synergies.

#### **5. Employees, managers and directors**

- a) Since ROVI's activities are subject to the law and local or sectoral regulations, all employees, managers and directors are responsible for knowing the legislation and regulations applicable to their own sphere of activity and strictly complying with the legislation and regulations applicable in the area where they hold responsibilities.
- b) Directors, managers and employees who hold organisational and control duties in the Group must exercise due control over the activity of their subordinates and promote the dissemination and application of the principles of conduct set out in this Policy, the Code of Ethics, the Anti-Bribery and Anti-Corruption Policy, the Crime Prevention Model, the Data Protection Risk and Control Framework, the Competition Law Compliance Programme and any other policies and procedures intended to prevent the commission of illegal or unlawful acts.
- c) They will report on the main compliance risks and any cases of non-compliance detected through the communication channels and the Ethics Channel in place for this purpose, in accordance with the procedures in force at any given moment.

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- d) All the directors, managers and employees must act diligently in compliance with this Policy, using all the means available to them to comply and ensure compliance with the Compliance Model and its supporting policies and procedures within the scope of their responsibility.
- e) All the directors, managers and employees are obliged to take part in the periodic updating and review programmes intended to determine the suitability of the Compliance Model, in accordance with the existing review and verification procedures. Likewise, they are obliged to take part in the continuous training programmes on the principles of conduct set out in this Policy, the Code of Ethics, the Anti-Bribery and Anti-Corruption Policy, the Crime Prevention Model, the Data Protection Risk and Control Framework, the Competition Law Compliance Programme and any other policies that implement the Model.


## **6. IMPLEMENTATION OF THE COMPLIANCE MODEL**

ROVI's Compliance Model is composed of the organisational, training, management, monitoring and oversight systems intended to prevent or significantly reduce regulatory compliance risks and the commission of unlawful acts.

The following form part of the Compliance Model: (i) the policies, procedures and internal regulations intended to promote ROVI's culture and its commitment to strict compliance with the applicable laws and regulations and the basic principles of conduct set out in the Code of Ethics, the Crime Prevention Model, the Data Protection Risk and Control Framework, the Competition Law Compliance Programme; (ii) the identification, assessment and management systems in place to prevent materialisation of the compliance risks in each block of regulations incorporated into the Model; and (iii) the communication, training and oversight plans of the Model and its supporting policies.

The phases of the Compliance Model are as follows:

1. **Identification and assessment of the compliance risks** in the Company's different Business Areas, associated to the blocks of regulations set out in the ROVI Group's Compliance Model, as well as the prioritisation of these risks in accordance with their potential impact and probability of occurrence.
2. **Identification of the mitigation measures most suited to** the nature of the risks identified. ROVI has policies, procedures and processes intended to respond to the risks identified in order to ensure regulatory compliance and the capacity to detect any cases of non-compliance that could potentially arise.

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3. **Regular monitoring of the degree of compliance with the controls identified**, in order to find out the degree of compliance with these controls and their appropriateness.
4. **Dissemination of the training in the Compliance Model** and the policies that implement and supplement it. Continuous training programmes will be developed on compliance for company directors, managers and employees. In particular, training will be given on the principles set out in the Code of Ethics, the Crime Prevention Model, the Anti-Bribery and Anti-Corruption Policy, the Competition Law Compliance Programme, the Data Protection Risk and Control Framework and any other policies or regulations implemented for the same purposes.
5. **Oversight of the Compliance Model** through regular oversight plans. The proper operation and appropriate dissemination and updating of the Compliance Model, the policies, procedures and regulations, and the control mechanisms will be ensured. The regular oversight of the validity and efficacy of the controls provided for in the Compliance Model and the continuous updating thereof will likewise be ensured.
6. **Implementation of action plans** for any risks that do not have suitable measures or controls in place.
7. **Notification of any non-compliance** through the communication channels and whistleblowing mailboxes established for this purpose.
8. **Reporting to ROVI's governing bodies of the results** of the periodic Compliance Model evaluation and oversight plans and any non-compliance noted.
9. **Continuous development and updating of the Compliance Model** due to changes in the blocks of regulations or in the corporate structure or activities, or due to any deficiencies or irregularities detected.
10. **Establishment of appropriate disciplinary measures** for failure to comply with the law, the policies or any other internal regulation or procedure implemented by ROVI or any action that could be deemed unlawful or criminal.

## **7. COMMUNICATION CHANNELS**

Any queries concerning the procedure established in this Policy may be consulted with the Compliance Department.

### **A. Ethics Channel**

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The ROVI Group has a clear commitment to regulatory compliance, ethical conduct and transparency. In line with this commitment, ROVI has implemented an internal information system (Ethics Channel) to receive and manage information in relation to any kind of irregularities, particularly acts or omissions that represent non-compliance with external or internal regulations, especially including, in the latter case, the Code of Ethics.

ROVI's commitment to ethical conduct and the principles set out in its Code of Ethics can only materialise with the collaboration of everyone. For this reason, all the persons subject to this Policy are under the obligation to report any irregularity of which they become aware to the Channel, the management or their hierarchical superior.

ROVI has appointed an Ethics Channel Committee responsible for managing the operation of the Channel pursuant to the ROVI Group's Internal Information and Whistleblower Defence Policy.

ROVI will investigate any allegedly irregular, fraudulent or criminal acts and will guarantee confidentiality and the rights of those involved, with no retaliation against whistleblowers unless they have submitted reports that are untrue or made in bad faith.

## **8. DISCIPLINARY SYSTEM**

Failure to comply with the law, the internal policies, procedures or regulations that form part of the Compliance Model and/or any action that may be considered unlawful or criminal may be sanctioned in accordance with the applicable legislation or the disciplinary system contained in the relevant Collective Agreement. Likewise, the laws applicable in the different jurisdictions where ROVI carries on its activity will be considered.


Disciplinary measures to correct any cases of non-compliance detected may be proposed and, when the non-compliance is serious and reproachable, the worker may be dismissed.

In the case of directors, commercial law will be applicable.

## **9. DISSEMINATION AND TRAINING**

To ensure compliance with the Compliance Model, this Compliance Policy, the Crime Prevention Model, the Data Protection Risk and Control Framework and the Competition Law Compliance Programme, ROVI (i) will disseminate them as widely as possible among the persons subject thereto; and (ii) will establish suitable training plans.



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## **10. ENTRY INTO FORCE**

This version of the Compliance Policy was approved by the Board of Directors of ROVI at its meeting of 25 July 2023 and it came into force on the same date.

## **11. DOCUMENT VERSIONS**

Version	Approval date
1.0	31 May 2017
2.0	25 July 2023