

THIS DOCUMENT IS OF A MERELY INFORMATIVE NATURE. THIS DOCUMENT IS NEITHER A REGISTRATION DOCUMENT NOR A PROSPECTUS AND MUST NOT BE TREATED AS AN OFFER OF ANY KIND. IT IS NOT TO BE RELEASED, DISTRIBUTED OR PUBLISHED DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE THEREOF WOULD BE UNLAWFUL.



TO THE NATIONAL SECURITIES MARKET COMMISSION

Madrid, 4 October 2018

In compliance with the disclosure requirements provided for article 228 of the Securities Market Act and article 17 of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April, 2014, on market abuse, Laboratorios Farmacéuticos ROVI, S.A. (hereinafter, "**ROVI**" or the "**Company**") hereby informs the National Securities Market Commission of the following

RELEVANT EVENT

In relation to the Relevant Event published on 4 October, 2018 with register number 270159 concerning the Company's capital increase by means of monetary contributions and excluding preferential subscription rights (the "**Capital Increase**"), the Company informs that, after completion of the book-building process in connection with the Capital Increase, the final terms for the Capital Increase have been fixed as follows:

- (i) The Capital Increase will be carried out for a nominal amount of 331,034.46 euros through the issue of 5,517,241 newly-issued ordinary shares in the Company, with a nominal value of 0.06 euros each, belonging to the same class and series as the existing shares currently outstanding (the "**New Shares**").
- (ii) The issue price of the New Shares has been fixed at 14.50 euros per share, 0.06 euros of which correspond to the nominal value and 14.44 euros to share premium (the "**Issue Price**").
- (iii) As a consequence of the foregoing, the effective total amount of the Capital Increase will be 79,999,994.50 euros, 331,034.46 euros corresponding to the nominal value and 79,668,960.04 euros to share premium.

THIS DOCUMENT IS OF A MERELY INFORMATIVE NATURE. THIS DOCUMENT IS NEITHER A REGISTRATION DOCUMENT NOR A PROSPECTUS AND MUST NOT BE TREATED AS AN OFFER OF ANY KIND. IT IS NOT TO BE RELEASED, DISTRIBUTED OR PUBLISHED DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE THEREOF WOULD BE UNLAWFUL.

In connection with the Capital Increase, Jefferies International Limited is acting as Sole Global Coordinator and Bookrunner, Fidentiis Equities, S.V., S.A. is acting as co-bookrunner and Renta 4 Banco, S.A. is acting as placement agent.

As provided for in articles 308, 504 and 506 of Royal Legislative Decree 1/2010 of 2 July, whereby the revised text of the Capital Companies Act was approved, Deloitte, S.L., in the capacity of independent expert, has issued a report determining that: (i) the Issue Price of the New Shares corresponds to the fair value of the Company's shares; and (ii) the Issue Price is higher than the equity value (consolidated) of the Company's outstanding shares as of 30 June, 2018.

It is intended to execute the pertinent Capital Increase deed and obtain the authorisations for admission to trading of the New Shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, as well as the Stock Market Interconnection System, in the near future and information in this respect will be provided in due course.

Likewise, starting today, October 4, and until the end of the period of 30 calendar days after the allotment of the New Shares, Jefferies International Limited, as stabilization agent, may carry out stabilization transactions on the Market, on behalf of the other underwriters in accordance with the provisions of Regulation (EU) No. 596/2014, of 16 April, on market abuse and Commission Delegated Regulation (EU) 2016/1052, of 8 March, with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures.

These stabilization transactions will be intended to support the market price of ROVI shares, although it is not certain that these activities will occur, and may be interrupted, if they were initiated, at any time and without prior notice.

To this end, Jefferies International Limited, on behalf of the underwriters, has over-allotted a total of 551,724 shares (equivalent to 10% of the number of initial shares of the offer) after entering into the relevant stock loan agreement granted by Norbel Inverisones, S.L., ROVI's main shareholder, whose repayment may be implemented through the exercise of the green shoe subscription option granted by ROVI for the issuance of an equivalent number of shares.

Juan López-Belmonte Encina
Chief Executive Officer and General Manager
Laboratorios Farmacéuticos Rovi, S.A.

THIS DOCUMENT IS OF A MERELY INFORMATIVE NATURE. THIS DOCUMENT IS NEITHER A REGISTRATION DOCUMENT NOR A PROSPECTUS AND MUST NOT BE TREATED AS AN OFFER OF ANY KIND. IT IS NOT TO BE RELEASED, DISTRIBUTED OR PUBLISHED DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE THEREOF WOULD BE UNLAWFUL.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States of America ("U.S."), Canada, Australia, Japan, South Africa or any other jurisdiction in which the distribution or release would be unlawful.

The information contained herein shall not constitute an offer to sell, or a solicitation of offers to purchase or subscribe for, securities in the U.S. The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the U.S. absent registration or an applicable exemption from registration requirements. There is no intention to register any portion of the offering in the U.S. or to conduct a public offering of securities in the U.S. This document does not solicit money, securities or any other type of consideration and, if any money, securities or other type of consideration is sent in response hereto, it will not be accepted.

The issue or sale of securities in the offering are subject to specific legal or regulatory restrictions in certain jurisdictions. ROVI assumes no responsibility in the event there is a violation by any person of such restrictions.

The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, the securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful. Investors must neither accept any offer for, nor acquire, any securities to which this document refers, unless they do so on the basis of the information contained in the offering memorandum to be issued by the Company in connection with the Capital Increase. The information in this announcement is subject to change.

ROVI has not authorized any offer to the public of securities in any Member State of the European Economic Area. With respect to each Member State of the European Economic Area and which has implemented the Prospectus Directive (each, a "Relevant Member State"), no action has been undertaken nor will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant Member State. As a result, the securities may only be offered in Relevant Member States (a) to any legal entity which is a qualified investor as defined in Article 2(1)(e) of the Prospectus Directive; or (b) in any other circumstances which do not require the publication by ROVI of a prospectus pursuant to Article 3 of the Prospectus Directive. For the purposes of this paragraph, the expression an "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to exercise, purchase or subscribe for the securities, as the same may be varied

THIS DOCUMENT IS OF A MERELY INFORMATIVE NATURE. THIS DOCUMENT IS NEITHER A REGISTRATION DOCUMENT NOR A PROSPECTUS AND MUST NOT BE TREATED AS AN OFFER OF ANY KIND. IT IS NOT TO BE RELEASED, DISTRIBUTED OR PUBLISHED DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE THEREOF WOULD BE UNLAWFUL.

in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010/73/EU Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

In the United Kingdom, this document, and any other material in relation to the securities referred to herein, is directed only at (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or (ii) persons who are high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as "relevant persons"). Any investment or investment activity to which this communication relates will only be available to and will only be engaged in with, relevant persons. Any person who is not a relevant person must not act or rely on this document or any of its contents.

Jefferies International Limited, which is regulated by the Financial Conduct Authority, and Fidentiis Equities, S.V., S.A. and Renta 4 Banco, S.A., which are regulated by the *Comisión Nacional del Mercado de Valores*, are acting exclusively for ROVI and no-one else in connection with the Capital Increase. They will not regard any other person as their respective clients in relation to the Capital Increase and will not be responsible to anyone other than ROVI for providing the protections afforded to their respective clients, nor for providing advice in relation to the Capital Increase, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Capital Increase, Jefferies International Limited, Fidentiis Equities, S.V., S.A. and Renta 4 Banco, S.A. and any of their affiliates, may take up a portion of the Offer Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Offer Shares. Accordingly, references in this announcement, to the Offer Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, Jefferies International Limited, Fidentiis Equities, S.V., S.A. and Renta 4 Banco, S.A. and any of their affiliates acting in such capacity. In addition, Jefferies International Limited, Fidentiis Equities, S.V., S.A. and Renta 4 Banco, S.A. and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which Jefferies International Limited, Fidentiis Equities, S.V., S.A. and Renta 4 Banco, S.A. and any of their affiliates may from time to time

THIS DOCUMENT IS OF A MERELY INFORMATIVE NATURE. THIS DOCUMENT IS NEITHER A REGISTRATION DOCUMENT NOR A PROSPECTUS AND MUST NOT BE TREATED AS AN OFFER OF ANY KIND. IT IS NOT TO BE RELEASED, DISTRIBUTED OR PUBLISHED DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE THEREOF WOULD BE UNLAWFUL.

acquire, hold or dispose of shares of the Company. Jefferies International Limited, Fidentiis Equities, S.V., S.A. and Renta 4 Banco, S.A. do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of Jefferies International Limited, Fidentiis Equities, S.V., S.A. and Renta 4 Banco, S.A. or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

Information to distributors: Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the securities the subject of the offering have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the securities may decline and investors could lose all or part of their investment; the securities offer no guaranteed income and no capital protection; and an investment in the securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Jefferies International Limited, Fidentiis Equities, S.V., S.A. and Renta 4 Banco, S.A. will only procure investors who

THIS DOCUMENT IS OF A MERELY INFORMATIVE NATURE. THIS DOCUMENT IS NEITHER A REGISTRATION DOCUMENT NOR A PROSPECTUS AND MUST NOT BE TREATED AS AN OFFER OF ANY KIND. IT IS NOT TO BE RELEASED, DISTRIBUTED OR PUBLISHED DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE THEREOF WOULD BE UNLAWFUL.

meet the criteria of professional clients, eligible counterparties and other qualified investors. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the securities. Each distributor is responsible for undertaking its own target market assessment in respect of the securities and determining appropriate distribution channels.