



**PROPOSED RESOLUTIONS DRAFTED BY THE BOARD OF DIRECTORS FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF LABORATORIOS FARMACÉUTICOS ROVI, S.A., CONVENED FOR 14 JUNE 2022 AT THE FIRST QUORUM CALL AND FOR 15 JUNE 2022 AT THE SECOND QUORUM CALL**

The resolutions proposed by the Board of Directors of Laboratorios Farmacéuticos Rovi, S.A. (“**ROVI**” or the “**Company**”) to the General Meeting for its approval are as follows:

**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 Company’s individual management report and consolidated management report of the Company and its subsidiaries, all corresponding to the fiscal year ending 31 December 2021.**

**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 annual 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, consolidated cash flows, and notes to the consolidated financial statements), as well as the Company’s individual management report and the consolidated management report of the Company and its subsidiaries, all corresponding to the fiscal year ending 31 December 2021. They were drafted by the Board of Directors at its meeting held on 22 February 2022.

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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 2021**

**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 of its subsidiaries, corresponding to the fiscal year ended on 31 December 2021, as drafted by the Board of Directors.

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**ITEM THREE ON THE AGENDA**

**Deliberation and approval, where appropriate, of the proposed appropriation of the individual earnings for the fiscal year ending 31 December 2021**

**PROPOSED RESOLUTION RELATING TO ITEM THREE**

The proposal is to approve the appropriation of the earnings of Laboratorios Farmacéuticos Rovi, S.A. as drafted by the Board of Directors at its meeting held on 22 February 2022, as specified below:

The Board of Directors proposes the following appropriation of the Company's positive earnings for 2021 to the General Meeting of Shareholders, amounting to 65,143,321.71 euros:

- As dividends to be distributed between the shares with a right to receive them (Maximum amount to distribute corresponding to a fixed dividend of 0.9556 euros per share with a right to receive the dividend, for a total of 56,068,965 outstanding ordinary shares at the date these annual accounts were prepared): 53,579,502.95 euros.
- Against earnings of previous years: 11,563,818.76 euros.

The proposal is therefore to pay 0.9556 euros gross per share for each of the outstanding ordinary shares with the right to receive the dividend at the date the corresponding payment is made.

The amount allocated to unappropriated surplus and dividends is subject to variation according to the number of the Company's treasury shares at the date when this amount is payable.

The above amount will be paid on 7 July 2022, 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).



## **LABORATORIOS FARMACÉUTICOS ROVI, S.A.**

C/ Julián Camarillo, 35 – 28037 Madrid  
Tel. 91 375 62 30 - Fax 91 304 78 81  
www.rovi.es

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

**Deliberation and approval, where appropriate, of the Board of Directors' management and activity during the fiscal year ending 31 December 2021**

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

The proposal is to approve the management and activity of the Company's Board of Directors of the Company in the fiscal year ending 31 December 2021.

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### ITEM FIVE ON THE AGENDA

**Deliberation and approval, as appropriate, of the ratification and re-election of Ms. Marina Del Corral Téllez as external proprietary director, for the period specified by the Corporate Bylaws.**

### PROPOSED RESOLUTION RELATING TO ITEM FIVE

Acting on a report from the Appointment and Remuneration Committee, it is proposed to ratify the appointment by co-option and to re-elect Ms. Marina Del Corral Téllez as the Company's director, in the category of external proprietary director, for the term of four years specified by the Bylaws, counting from the date of this General Meeting.

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**ITEM SIX ON THE AGENDA**

***Deliberate and approve, where applicable, the total overall maximum annual remuneration in 2022 of the members of the Board of Directors in their capacity as members.***

**PROPOSED RESOLUTION RELATING TO ITEM SIX**

The proposal made to the General Meeting is to approve a total overall maximum annual remuneration for the members of the Board of Directors in their capacity as members for the fiscal year 2022 of 1,000,000 euros. This amount will be increased every year in line with the Consumer Price Index (*Índice de Precios al Consumo*), or any index which may replace it in the future, unless the General Meeting approves a different amount.

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 modification of the Directors' Remuneration Policy for 2022-2024.**

**PROPOSED RESOLUTION RELATING TO ITEM SEVEN**

The proposal is to approve certain amendments to the remuneration policy for ROVI directors approved by the Ordinary General Meeting of Shareholders of 17 June 2021, in accordance with article 5 of the Regulations of the General Meeting and articles 511 *bis* and 529 *novodecies* of the Corporate Enterprises Act, and acting on a proposal from the Board of Directors following a report from the Appointment and Remuneration Committee, as specified in the text made available to the shareholders with the notice calling this General Meeting.

This new draft of the remuneration policy modifies the remuneration policy approved by the General Meeting on 17 June 2021, and will be applied from the date of its approval in 2022 and for the two following fiscal years (2023 and 2024), unless the General Meeting agrees to amend or replace it during its period in force.

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**ITEM EIGHT ON THE AGENDA**

**Deliberation and approval, where appropriate, of a reduction in the share capital by the cancellation of 2,052,808 treasury shares, and the consequent amendment of article 5 of the Corporate Bylaws.**

**PROPOSED RESOLUTION RELATING TO ITEM EIGHT**

The proposal is to reduce the share capital of Laboratorios Farmacéuticos Rovi, S.A. (the “**Company**”) by 123,168.48 euros, through the cancellation of 2,052,808 treasury shares of a nominal value of 0.06 euros each, representing approximately 3.66% of the Company’s share capital. The shares have been acquired by the Company as part of the share buy-back programmes implemented in recent months in accordance with the corresponding authorisations of the General Meeting of Shareholders and in strict compliance with the limits provided for under the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of 2 July (the “**Corporate Enterprises Act**”) and other applicable legislation (the “**Capital Reduction**”).

The Capital Reduction must be executed within a period of not more than six months from the adoption of this resolution and, in any case, once the period specified by article 336 of the Corporate Enterprises Act for the exercise of the right of creditors to file objections under article 334 said Act.

Once the Capital Reduction is implemented, article 5 of the Corporate Bylaws on share capital will be amended to reflect the actual level of share capital and number of outstanding shares resulting from the implementation of the Capital Reduction.

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 the Capital Reduction will be carried out on the share capital, with no reserve being created in the terms described in article 335 c) of the Corporate Enterprises Act. As a result, under article 334 of the Corporate Enterprises Act, the Company’s creditors whose loans were originated before the date of the last notice of the Capital Reduction resolution, and which have not matured by that date, will have the right to file objections to the Capital Reduction until these loans are guaranteed.

The purpose of this capital reduction is to cancel treasury shares.

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The balance sheet which serves as the basis for approval of the capital reduction is that closed on 31 December 2021, which has been verified previously by the Company's auditor KPMG Auditores, S.L., drafted by the Company's Board of Directors on 22 February 2022, and approved by the Company's General Meeting under item 1 of the Agenda.

As a result of the above, article 5 of the Corporate Bylaws shall read as follows:

***“Article 5.- Shares and share capital***

*The share capital is 3,240,969.42 euros. It is divided into 54,016,157 ordinary shares with a nominal value of 0.06 euros each, belonging to a single class and series. All the shares are fully subscribed and paid, and all grant their holders the same political and economic rights.”*

It is also agreed to ratify the actions carried out so far by the Board of Directors with respect to the buy-back of the shares to be cancelled under this resolution, and to provide the Chairman of the Board of Directors, CEO and other members of the Board of Directors and the non-member Secretary of the Board of Directors, with joint and several authority, with express powers to subdelegate, so that any one of them may, as broadly as necessary in law, enforce the Capital Reduction resolution, and determine those matters which have not been expressly specified in this resolution or which arise from it. Specifically, and without limitation, it is agreed to delegate to said persons jointly and severally, as broadly as necessary in law, the powers to:

- (a) declare the Capital Reduction to be closed and implemented, and establish any other circumstances needed to carry this out;
- (b) specify the date on which the resolution adopted to reduce the share capital must come into effect, which must in any case be within a maximum period of six months counting from its approval;
- (c) publish the legally required notices, in the terms agreed here and provided for by relevant law;
- (d) redraft the article of the Corporate Bylaws which specifies the level of share capital, so that it reflects the figure resulting from the implementation of the Capital Reduction;
- (e) announce the period for creditors to file objections under the Corporate Enterprises 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;

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- (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 reporting to the market, and the notification, supplementation or rectification of any faults or omissions which may prevent or hamper the complete effectiveness of this resolution;
- (g) 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 on 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; and
- (h) 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; specifically, 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.

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**ITEM NINE ON THE AGENDA**

**Review and approval, where applicable, of the re-appointment of the auditor of the Company and its consolidated group for the fiscal year 2022**

**PROPOSED RESOLUTION RELATING TO ITEM NINE**

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 fiscal year 2022.

It is duly noted that the auditor KPMG Auditores, S.A. has its registered office in Madrid, at Paseo de la Castellana, 259C, with T.I.N. B-78510153. It is entered in the Commercial Registry of Madrid in Volume 11,961, Folio 90, Section 8, Sheet M-188,007, entry No. 9; and in the Official Register of Chartered Accountants under no. 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 TEN 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 RESOLUTION RELATING TO ITEM TEN**

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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**CONSULTATIVE ITEM**

**ITEM ELEVEN ON THE AGENDA**

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

**PROPOSED AGREEMENT RELATING TO ITEM ELEVEN**

In compliance with article 541 of the Corporate Enterprises Act, the Board of Directors has prepared an annual report on Directors' remuneration corresponding to the fiscal year 2021, which was made available to shareholders not later than when this General Meeting was called, and which it is presenting to the General Meeting of Shareholders, acting on a previous report of the Appointments and Remunerations Committee. It is now submitting it to a consultative vote as a separate item on the Agenda.

The proposal is to approve the annual report on the Directors' remuneration corresponding to 2021 with a consultative vote.

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