

REPORT DRAFTED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE ON ITS ACTIVITIES IN 2024

I. Introduction

Under article 48 of the Corporate Bylaws, article 14 of the Board of Directors Regulations and article 24 of the Audit Committee Regulations of Laboratorios Farmacéuticos Rovi, S.A. ("**ROVI**" or the "**Company**"), and in order for the Board of Directors to carry out the annual assessment of this Committee pursuant to article 5.7 of the Board of Directors Regulations and article 529.h of Royal Regulatory Decree 1/2010, of 2 July, approving the consolidated text of the Corporate Enterprises Act (Ley de Sociedades de Capital) (the "**Corporate Enterprises Act**"), the Committee shall draft an annual report on its performance, highlighting the main incidents, if any, arising in relation to the functions inherent to it. The Appointments and Remuneration Committee has therefore drafted this report, which may also include proposals to improve the Company's rules of governance, if appropriate.

This report corresponding to the activities of the Appointments and Remuneration Committee during the period 1 January to 31 December 2024 will, in accordance with article 14.6 of the Board of Directors Regulations and article 24.1 of the Appointments and Remuneration Committee Regulations, be available to shareholders and investors on the Company's website (www.rovi.es) from the moment that the General Meeting of Shareholders is convened.

The content of this report complies with the recommendations in the Technical Guide 1/2019 of the Spanish National Securities Market Commission (the "**CNMV**") on Appointments and Remuneration committees (the "**Technical Guide 1/2019**"), which are used as a reference for the Company.

II. Regulation, good governance framework and practical guidelines

The framework rules governing the organisation and operation of the Appointments and Remuneration Committee are established in the Corporate Bylaws, in the Board Regulations and the Appointments and Remuneration Committee Regulations, which are available for consultation online on the Company's website (www.rovi.es).

In addition, as described in the Company's Annual Corporate Governance Report for fiscal year 2024, the Appointments and Remuneration Committee complies with the Code of Good Governance for listed companies and the Technical Guide 1/2019.

III. Composition

The abovementioned article 48 of the Corporate Bylaws and article 14 of the Board of Directors Regulations, together with article 13.1 of the Appointments and Remuneration Committee Regulations, stipulate that the Appointments and Remuneration Committee shall consist of at least three and not more than five directors, appointed by the Board of Directors from amongst its non-executive directors. In any case, the majority of the Committee members must be independent directors. The members of the Appointments and Remuneration Committee will be appointed taking into account their knowledge, skills and experience in relation to the work that they are called on to perform.

The President of the Appointments and Remuneration Committee must be an independent director, who must be replaced every four years, and re-elected one year after his term expires.

The composition of the Appointments and Remuneration Committee at 31 December 2024 was as follows:

- (i) **Ms Fátima Báñez García** (member of the Committee since 20 December 2019 and chairwoman since 14 December 2022) is external independent director of ROVI. She was appointed director

of the Company by co-optation starting on 20 December 2019 and ratified and re-elected as director at the General Shareholders' Meeting held on 20 October 2020, having been re-elected as director for the statutory term at the General Shareholders' Meeting held on 24 June 2024.

Ms Báñez García holds degrees in Law and in Economics and Business Studies from the Comillas Pontifical University –ICADE E-3. She concluded her academic studies by earning a Postgraduate Degree in Business Administration from Harvard University, Boston, MA and completing the Public Management Leadership Programme at IESE Business School.

She was Minister of Employment and Social Security of the Government of Spain from December 2011 until June 2018, and Acting Minister of Health, Social Services and Equality between August and November 2016. She also held public office as Member of Parliament for Huelva (2000-2019), where she has discharged important duties in the economic sphere for the Partido Popular parliamentary group, and she served as President of the Lower House Foreign Affairs Committee (2018-2019).

Previously, she was a member of the board of directors of Radio Televisión de Andalucía from November 1997 to June 2000. She began her professional career in private companies as head of Strategy and Business Development for a family business group (1993-1997), returning to the private sector in November 2019 as a consultant and business advisor. She has extensive international experience, representing Spain at EPSCO Council meetings, at the G-20, at Ibero-American Summits and at meetings of the OECD and the ILO, as well as other International Employment Forums.

Until 2024, Ms Báñez has been a member of the Board of Directors of Avangrid, Inc. (Iberdrola Group), as an independent director, and President of the Sustainability and Governance Committee of this company. Ms Báñez is currently a member of the Board of Directors of Iberdrola Energía Internacional, as an independent director, and Chairwoman of the CEOE Foundation.

- (ii) **Mr Marcos Peña Pinto** (member of the Committee since 9 May 2019) is an external independent director of ROVI. He was appointed director of the Company by co-option on 9 May 2019 and re-elected as director by the General Meeting of Shareholders on 12 June 2019, and was reelected as a director for the statutory term at the General Meeting of Shareholders held on 14 June 2023. Mr Peña holds a degree in Law from the Complutense University of Madrid, and he has passed the Spanish Civil Service examination qualifying him as an Employment and Social Security Inspector.

Between 1984 and 1989, Mr Peña held the post of Employment Affairs Attaché at the Spanish embassy in Italy; subsequently, from 1991 to 1996, he served as Secretary General of Health at the Spanish Ministry of Health and Consumer Affairs, and as Secretary General of Employment and Labour Relations at the Ministry of Labour.

Between 2005 and 2006, he served as Expert Adviser on the Economic and Social Council, a body he subsequently chaired between 2006 and April 2020. As a consequence of his office as President of the Economic and Social Council, Mr Peña also automatically held a seat on the Spanish Council of State. In April 2020, Mr Peña was appointed a trustee of the CEOE Foundation (Spanish Confederation of Employers' Organisations). Among his other professional activities carried out, Marcos Peña has specialized in the field of collective bargaining, serving as President of the Negotiating Committee for numerous collective agreements (e.g., Telefónica, RENFE, Repsol, Alcatel, Endesa, Astilleros, and others). Mr Peña Pinto has also acted as arbitrator and mediator in a number of labour disputes with national repercussions, and he is the author of countless publications and a regular newspaper columnist.

- (iii) **Ms Teresa Corzo Santamaría** (member of the Committee since 14 December 2022) is an external independent director of ROVI. She was appointed director by co-option effective 14 December 2022, and reelected for the four-year term stipulated by the Bylaws at the General Shareholders' Meeting held on 14 June 2023.

Ms Corzo Santamaría holds a degree in Economics and Business Administration from the Comillas Pontifical University (ICADE), having obtained in 1996 a PhD in Economics and Business Administration from the University of Navarra and in 2003 the CFA (Chartered Financial Analyst) credential. Since then, she has been a member of CFA Spain and the CFA Institute.

Between 1997 and 1998, she did a postdoctoral fellowship, specialising in finance, at the University of California Los Angeles (UCLA). Subsequently, upon her return to Spain, Ms. Corzo Santamaría worked for 6 years at Renta 4, Sociedad de Valores y Bolsa S.A. where she was an investment and financial analyst and performed other functions related to asset management, among others, the derivatives portfolio and international investment funds.

With regard to her teaching career, it should be noted that Ms Corzo Santamaría worked as a collaborating lecturer in the area of finance at the Instituto de Empresa, later joining the Department of Financial Management at the Faculty of Economics of the Comillas Pontifical University (ICADE), where she has been teaching several subjects related to portfolio management and financial derivatives (options and futures) since 2005.

In 2017, Ms Corzo Santamaría was appointed Dean of the Faculty of Economics and Business Administration at the Comillas Pontifical University (ICADE), a position she continues to hold today. And from August 2018 until August 2022, Ms Corzo Santamaría was a member of the Board of Directors of Deutsche Bank SAE, as well as of its Risk, Audit, Nomination and Remuneration Committees.

As regards her research activities, Ms Corzo Santamaría has collaborated in several studies related to credit and market risk, having published numerous articles in international journals such as the *Journal of Behavioral Finance*, *Journal of Asset Management*, *Journal of Insurance and Financial Management*, *Spanish Economic Review* and *Economic Notes*.

Currently, Ms Corzo Santamaría is the non-executive president of the Board of Directors of Sociedad de Gestión de Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) and a member of that company's Remuneration Committee since February 2020.

The criteria used by the Board of Directors to determine the composition of the Appointments and Remuneration Committee has taken into account technical knowledge with respect to the Company's sector of activity, expertise in corporate governance, analysis and strategic assessment of human resources, selection of directors and managers, performance of senior management functions, and the design of remuneration policies and plans for directors and senior managers, with respect to all the members of the Board, including those not independent.

Finally, the composition of the Appointments and Remuneration Committee reflects ROVI's commitment to diversity, not only of knowledge and experience, but also gender and age within its governing bodies, so that the decision-making process is enriched and diverse points of view are reflected in the debate on the issues within its scope of competence.

The offices of Secretary and Vice-Secretary of the Appointments and Remuneration Committee are performed by the same persons who hold these posts on the Board of Directors.

All the information on the members of the Appointments and Remuneration Committee is available on the Company's website (www.rovi.es).

The composition of the Committee in fiscal year 2024 therefore corresponds to the provisions of the company's bylaws, the Board of Directors Regulations, the Appointments and Remuneration Committee Regulations and the Corporate Enterprises Act, as it is exclusively composed of non-executive directors appointed by the Board of Directors, all of whom are independent; thus the President of the Committee is also an independent director.

IV. Functions and tasks carried out in 2024

The Appointments and Remuneration Committee, pursuant to article 14.2 of the Board of Directors Regulations and Chapter II of the Appointments and Remuneration Committee Regulations, has performed the tasks assigned to it in the 2024 financial year, including the following:

- **Re-election of Directors**

The Appointments and Remuneration Committee, in accordance with the Policy on the composition of the Company's Board of Directors and Recommendation 14 of the Good Governance Code, assessed in 2024 the extent of compliance with the Policy on the composition of the Board of Directors for the prior financial year 2023. It also formulated a proposal to revise the aforementioned Policy to include (i) the provisions of the revised section 2 of article 529 bis of the Corporate Enterprises Act, following the reform introduced by the Organic Law on equal representation and balanced presence, effective from 22 August 2024, and (ii) certain provisions of Technical Guide 1/2024 on audit committees of public interest entities, issued by the Spanish National Securities Market Commission (the "CNMV") on 27 June 2024, which updates the CNMV's recommendations in line with the Directive on sustainability-related information disclosure (CSRD). Additionally, the Board's matrix of powers has been updated. Following this, the Appointments and Remuneration Committee resolved to report favourably to the Board of Directors on the modification of this policy.

Furthermore, given the proximity of the expiry date of Ms Fátima Báñez García's term of office as director, in compliance with the provision of article 529.i of the Corporate Enterprises Act and article 14.2 of the Rules of the Company's Board of Directors, and considering the policy on the composition of said board, the Appointments and Remuneration Committee approved and submitted to the Board of Directors a proposal to reelect Ms Fátima Báñez García as independent director for the statutory period of four years, to be submitted to the General Shareholders' Meeting.

- **Annual report on the Directors' Remuneration**

In compliance with Article 14.2 of the Regulations of the Board of Directors, which reflects the provisions of Article 529.n g) of the Corporate Enterprises Act, in February 2024, the Appointments and Remuneration Committee approved, and subsequently submitted to the Board for approval, the Annual Director Remuneration Report for 2023, pursuant to Article 541 of the Corporate Enterprises Act, the model of which was established by Circular 4/2013, of 12 June, of the National Securities Market Commission (the "CNMV") -as last amended by CNMV Circular 3/2021, of 28 September.

The Appointments and Remuneration Committee noted that the content of said report and the remuneration received by the directors in financial year 2023 were consistent with the content of the Director' Remuneration Policy, which was approved at the General Shareholders' Meeting of 14 June 2023, pursuant to the stipulations of article 529.r of the Corporate Enterprises Act.

- **Individual remuneration of directors (in particular, of executive directors)**

In compliance with the provisions of Article 14.2 of the Board Regulations and Article 11.b) of the Regulations of the Appointments and Remuneration Committee, during financial year 2024 the Appointments and Remuneration Committee proposed to the Board of Directors, for its approval, the distribution of the remuneration agreed by the General Shareholders' Meeting for the Board, among the

different directors of the Company, based on their dedication and the nature of their services, taking into account the functions and responsibilities attributed to each director, their membership in Board Committees and other objective circumstances that have been deemed relevant.

The Appointments and Remuneration Committee also proposed to the Board of Directors the distribution between the executive directors of (i) fixed remuneration, (ii) annual variable remuneration according to their executive duties corresponding to 2023, and (iii) vested variable remuneration for the executive directors with respect to 2023, all in accordance with the terms and conditions agreed between the executive directors and the Company in their corresponding employment and service provision contracts.

Similarly, the Appointments and Remuneration Committee proposed to the Board of Directors the setting of goals and parameters related to the variable remuneration of each executive director for financial year 2024, including the setting of a goal based on non-financial indicators of a social, environmental and climate change nature, and of compliance with corporate governance guidelines, codes of conduct and internal procedures (ESG). Additionally, the Appointments and Remuneration Committee has proposed to the Board of Directors the maximum annual remuneration of the directors in their capacity as such for the 2024 financial year, for approval and subsequent submission, where applicable, to the General Shareholders' Meeting.

Furthermore, the Appointments and Remuneration Committee has submitted to the Board of Directors the Remuneration Policy for Directors for the years 2025-2027, for approval and, if applicable, subsequent presentation to the General Shareholders' Meeting. While the new Remuneration Policy is largely consistent with the previous one, the key modifications include: (i) underscoring the Company's dedication to principles such as equality, non-discrimination, independence, and internal fairness that guide the Remuneration Policy; (ii) raising the maximum annual total remuneration proposed to the General Shareholders' Meeting for all directors, in their capacity as such, for the 2025-2027 period; (iii) increasing the fixed remuneration for executive directors for the 2025-2027 period; and (iv) introducing technical enhancements to clarify certain aspects, refine the wording, and improve comprehension. In developing the Remuneration Policy for Directors for the 2025-2027 financial years, ROVI was advised by Deloitte Legal, S.L.P., as an independent expert.

Lastly, the Appointments and Remuneration Committee has proposed to the Board of Directors, for approval, a new long-term incentive plan for 2025-2027, as a continuation of the 2022-2024 plan, for the Company's executive directors. The plan has a term of three years and will be renewed, subject to the corresponding approval by the General Meeting, once this term expires (successive cycles). A condition for receiving this remuneration is that the beneficiary must still be in the Company at the time it is paid, except in special cases (e. g., death, disability, or retirement).

- **Review of the classification of the directors**

As happens every year, the Appointments and Remuneration Committee submitted to the Company's Board of Directors the assessment of the classification of each of the directors. This information was incorporated into the Annual Corporate Governance Report for 2023.

The Committee conducted an up-to-date analysis professional and personal circumstances of each of the directors to determine whether they maintained the classification currently assigned to each of them. It concluded that there had been no significant variation in the circumstances of any of the directors of ROVI such that their respective classifications should be modified. The categories of all the directors were therefore maintained.

- **Assessment of the quality and efficiency of the performance of the Board of Directors**

In 2024, for the purposes of complying with the provisions of Article 5.7 of the Board of Directors Regulations, which incorporates the provisions of Recommendation 36 of the Code of Good Governance

of listed companies, the annual assessment of the performance of the Board of Directors in 2023 was carried out with the support of PricewaterhouseCoopers Auditores, S.L., acting as external advisor. The aim was to make the process more objective and independent, thus following the recommendations established for good practices applicable to corporate governance by the Corporate Enterprises Act and the Code of Good Governance of listed companies, inter alia. This assessment demonstrated the efficiency and correct operation of the Board of Directors of ROVI without giving rise to significant changes in its internal organisation or in the procedures applicable to its activities.

The Board's evaluation consisted of analysing (i) the quality and efficiency of its operation; (ii) the size, composition and diversity of the Board and its Committees; (iii) the performance of the Chairman of the Board and the Company's Chief Executive; (iv) the performance and contribution of the directors, with special emphasis on the presidents of the various committees; (v) the frequency and duration of meetings; (vi) the content of the agenda and the time dedicated to dealing with the various issues; (vii) the quality of the information received; (viii) the extent and opening of discussions; and (ix) the decision-making process within the Board, all in accordance with Recommendation 36 of the Good Governance Code, contained in section 7 of Technical Guide 1/2019. A plan of action has also been designed that, based on the results obtained, contains areas for improvement for the next financial year.

The Appointments and Remuneration Committee verified the independence of PricewaterhouseCoopers Auditores, S.L. and issued a favourable report to the Board of Directors on the proposed appointment of said external consultant to assist in the assessment of the Board of Directors in 2023.

- **Remuneration policy of ROVI Senior Management**

The Appointments and Remuneration Committee, in compliance with the provisions of Article 14 of the Regulations of the Board of Directors and Article 11.a) of the Regulations of the Appointments and Remuneration Committee, which reflect the provisions of Article 529.n of the Corporate Enterprises Act, prepared an internal remuneration policy for senior executives of the Company for the year 2024, which was submitted to the Board of Directors for its approval.

The Appointments and Remuneration Committee proposed to the Board of Directors, for approval, the criteria and objectives for the Company's senior management for the 2025 financial year, to determine their individual variable remuneration.

Additionally, the Committee reviewed the report provided by the Company's Human Resources Department, which, among other purposes, supports the oversight of senior executives' evaluations and the core terms of their contracts, including the extent of compliance during 2023 with the criteria and objectives set for the variable components of senior executives' remuneration.

- **Reelection of the members of the Audit Committee and the Appointments and Remuneration Committee**

The General Shareholders' Meeting, at its meeting of 24 June 2024, approved the reelection of Company director Ms Fátima Báñez García for the statutory four-year term.

Therefore, in view of the powers conferred by Article 7(s) of the Regulations of the Appointments and Remuneration Committee, said Committee, after verifying that the candidate possessed the necessary knowledge, skills and experience in relation to the powers conferred on the Audit Committee and the Appointments and Remuneration Committee, reported favourably to the Board of Directors on the re-

election of Fátima Báñez García to be part of the Audit Committee and the Appointments and Remuneration Committee, of which she had been a member to date.

- **Changes in the composition of the members of the Company's Management Committee**

In accordance with the provisions of the Regulations of the Board of Directors and the Regulations of the Appointments and Remuneration Committee, the Appointments and Remuneration Committee agreed to report favourably to the Board of Directors on the proposal to remove and appoint two members of the Management Committee during the 2024 financial year.

In particular, in the case of the latter, the members of the Appointments and Remuneration Committee analysed the candidate's knowledge, skills and experience, as well as the reasons for the proposed appointment.

- **Actions in environmental, social and governance (ESG) matters**

In 2024, the Appointments and Remuneration Committee undertook various activities related to environmental, social and corporate governance (ESG) issues, including, in particular, the review and proposed amendment of the ROVI Group's Environmental and Social Sustainability Policy, the review of the 2023 Integrated Report, which included the consolidated Non-Financial Statement and the sustainability information of the Company and its Group, training sessions on the new provisions introduced by Organic Law 2/2024 of 1 August on equal representation and balanced presence of women and men, and on updates in sustainability (including training on the new provisions introduced by CNMV Technical Guide 1/2024 on sustainability), as well as monitoring ROVI's 2023-2025 ESG master plan approved in 2022.

Furthermore, the Appointments and Remuneration Committee has proposed the new ROVI Group Human Rights Policy to the Board of Directors for approval.

- **Monitoring of compliance with the economic and financial, non-financial and corporate information policy, communication policy, and policy on relations with shareholders, institutional investors and proxy advisors**

The Appointments and Remuneration Committee agreed to report on the compliance with the information policy on economic and financial, non-financial and corporate matters and on communication and shareholder relations, institutional investors and proxy advisors to the Board of Directors, in compliance with the provisions of recommendations 53 and 54 of the Code of Good Governance of listed companies and article 14.2 of the Board Regulations, in virtue of which, the Appointments and Remuneration Committee is responsible for supervising the communication and shareholder and investor relations strategy.

- **Information given to the General Shareholders' Meeting on the Committee's activities**

In compliance with the CNMV Technical Guide on Appointments and Remuneration committees, this Committee (acting through its President) has reported to the General Shareholders' Meeting on the Committee's activities and the relevant issues which took place during the year, related to matters within its competence, of which a summary is included in this report.

V. Meetings held by the Committee in 2024

In ordinary cases, and in accordance with article 19 of the Appointments and Remuneration Committee Regulations, the Appointments and Remuneration Committee meets every quarter. It may also meet at the request of any of its members and whenever called to meet by its President, who must do so whenever the Board or its Chairman requests the issue or drafting of a report or the adoption of proposals; and, in any other case which is appropriate for the correct performance of the Committee's duties.

The Appointments and Remuneration Committee met eight times in 2024, which allowed it to properly perform its functions. All members attended all eight meetings of the Appointments and Remuneration Committee held during the year, with the exception of one meeting at which one director was absent and delegated his representation and vote to another member of the Committee. The Committee has been assisted by the occasional participation of the members of senior management and of other managers at its meetings, when their presence was necessary or appropriate for them to inform the Committee on the materials within its competence, contributing with its vision in the decision-making process of the Committee members. The above persons attended the meetings when invited by the Committee. Their attendance was limited to dealing with the items on the agenda for which they had been called, and in no cases were they present at the decision-making part of the meetings.

The Appointments and Remuneration Committee will account for its activity and for the work carried out at the first full meeting of the Board of Directors after each of its own meetings, the minutes of which are copied to all members of the Board. The minutes of each of the Committee meetings have been included in a digital minute book, and signed in each case by the Committee's President (or, her absence, the person who has chaired the Committee) and Secretary.

The Appointments and Remuneration Committee shall be deemed quorate if those attending, either in person or represented by proxy, account for at least the majority of its members; and it shall adopt its resolutions by majority of its members, present or represented by proxy at the meeting. The President has the casting vote in case of a tie.

VI. Assessment of the operation and performance of the Appointments and Remuneration Committee. Conclusions

During the evaluation process of ROVI's Board of Directors and its committees, the Company has been in contact with each member of the Board of Directors and its committees to complete self-assessment questionnaires that enable the evaluation of the current composition of the committee, the level of preparation, knowledge, monitoring and execution of the tasks entrusted to the committee by the Board of Directors, and the internal functioning and formal aspects of this Committee. The conclusions of the assessment show that the operation of the Appointments and Remuneration Committee was satisfactory during the 2024 financial year and that, therefore, the overall performance of its members should be rated positively.

* * *

This report was drafted by the ROVI Appointments and Remuneration Committee on 24 February 2025 and approved by the Board of Directors at its meeting on the same date.