

## REPORT PREPARED BY THE AUDIT COMMITTEE ON ITS ACTIVITIES IN FINANCIAL YEAR 2023

### I. Introduction

Under article 47 of the Corporate Bylaws, article 13 of the Board of Directors Regulations and article 20 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 (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 Audit Committee is therefore drafting this report, which may also include, if it considers it appropriate, proposals to improve the Company’s rules of governance. The report shall also publicly indicate whether any self-assessment measure by the Committee has led to significant changes in its internal organisation and procedures.

In relation to the evaluation process of the Board of Directors, it is noted that the Company received assistance from the external consultancy PricewaterhouseCoopers Auditores, S.L., whose designation was proposed by the Appointments and Remuneration Committee at its meeting of 20 February 2023, and proposed to the Board of Directors in an effort to make the self-evaluation process of the Board 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 report, corresponding to the activities carried out by the Audit Committee during the period between 1 January and 31 December 2023, in accordance with articles 47.6 of the Corporate Bylaws, 13.6 of the Board of Directors Regulations, and 20.1 of the Audit Committee Regulations, will be available to shareholders and investors on the Company’s *website* ([www.rovi.es](http://www.rovi.es)) from the moment that the General Meeting of Shareholders is convened.

The content of this report is in accordance with the recommendations of the Technical Guide 3/2017 of the National Securities Market Commission (the “**CNMV**”) on audit committees of public interest entities (the “**Technical Guide 3/2017**”), which are a reference for the Company.

### II. Regulation, good governance framework and practical guidelines

The rules governing the organisation and functioning of the Audit Committee are established in the Articles of Association, the Board Regulations and in the Regulation of the Audit Committee, which are available for consultation online at the Company’s *website* ([www.rovi.es](http://www.rovi.es)).

In addition, as described in the Company’s Annual Corporate Governance Report for 2023, the Audit Committee complies with the CNMV’s Code of Good Conduct for listed companies and the Technical Guide 3/2017.

### III. Composition

The aforementioned article 47 of the Corporate Bylaws and article 13 of the Board of Directors Regulations, together with articles 11, 12 and 13 of the Audit Committee Regulations, stipulate that the Audit 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 its members must be independent directors. Members of the Audit Committee, and in particular its President, must be appointed taking into account their knowledge and experience in matters of accounting, auditing and financial and non-financial risk management, as well as their knowledge, skills and experience with respect to the Committee’s other duties. Taken together, the members of the ARC will have the requisite technical expertise in relation to the industry in which the Company operates. At least one of the Committee members must have experience in information technology.

The President of the Audit Committee must be an independent director and be appointed taking into account his or her knowledge and experience in accounting, auditing or both; he or she must be replaced every four years and may be re-elected after one year has elapsed from the time of his or her cessation.

The composition of the Audit Committee at 31 December 2023 was as follows:

- (i) **Ms Teresa Corzo Santamaría** (member of the Committee since 14 December 2022 and President of the Committee since 14 June 2023) is an external independent director of ROVI. She was appointed a director at the Company by co-option effective 14 December 2022, and re-elected 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 the Remuneration Committee of that company since February 2020.

- (ii) **Mr Marcos Peña Pinto** (member of the Committee since 9 May 2019 and President of the Audit Committee until 14 June 2023) 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 re-elected 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; and he then went on to serve as Secretary General of Health at the Spanish Ministry of Health and Consumer Affairs and Secretary General of Employment and Labour Relations at the Ministry of Labour between 1991 and 1996.

Between 2005 and 2006, he served as Expert-Adviser on the Economic and Social Council, a

body he subsequently chaired until 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 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 Fátima Báñez García** (member of the Committee since 20 December 2019) is an external independent director of ROVI. She was appointed director of the Company by co-option starting on 20 May 2019 and re-elected as director by the General Meeting of Shareholders on 20 October 2020.

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 was also Member of Parliament for Huelva (2000-2019), where she discharged important duties in the economic sphere for the Partido Popular parliamentary group, and she served as Chair for the Foreign Affairs Committee of the Lower House (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, in the G-20, at Ibero-American Summits and at meetings of the OECD and the ILO, as well as other International Employment Forums.

Ms Báñez is currently President of the CEOE Foundation and 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.

The criteria used by the Board to determine the composition of the Audit Committee took into account the directors' knowledge and experience in accounting, audit and risk management, as well as their knowledge, skills and experience in relation to the Committee's other duties. Overall, the members of the Committee must have the requisite technical expertise in relation to the sector in which the Company operates, and at least one of them must have experience in information technology.

Finally, the composition of the Audit Committee reflects ROVI's commitment to diversity of knowledge, experience, 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 Audit Committee are performed by the same persons who hold these posts on the Board of Directors.

All the information on the members of the Audit Committee is available on the Company's *website* ([www.rovi.es](http://www.rovi.es)).

The composition of the Committee in 2023 therefore corresponds to the provisions of the Corporate Bylaws, the Board of Directors Regulations, the Audit 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, which guarantees the impartiality and objectivity of the criteria of the Audit Committee.

#### **IV. Meetings held by the Committee in 2023**

The Audit Committee meets ordinarily every quarter to review the periodic financial information that must be submitted to the securities market authorities, together with the information that the Board of Directors must approve and include as part of its annual public documentation. 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 its functions.

The Audit Committee will account for its activity and for the work carried out at the first full session 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 and Secretary.

The Audit Committee shall be deemed quorate when at least the majority of its members attend in person or are represented; and it adopts its resolutions by absolute majority of its members who are present or represented at the meeting. The President has a casting vote in case of a tie.

The Audit Committee met eight times in 2023. Therefore, it met as often as necessary to properly perform its functions. All of its members attended all the meetings of the Audit Committee.

The meetings of the Committee were attended by the auditors, the director of internal audit and members of ROVI's management, in particular the Chairman of the Board and the CEO of ROVI, and the First Vice President of the Board and General Manager of Industrial Operations and Finance of ROVI, on those occasions when their presence was necessary. 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 Company's auditors, KPMG Auditores, S.L. ("**KPMG**"), attended the meeting to report on the findings of the account audit work performed in relation to financial year 2022 and to present the audit plan for financial year 2023, as well as matters related to the limited review of the financial information for the first half of financial year 2023.
- The Company's internal auditor, Ms Aránzazu Lozano Pirrongelli, attended to, among other things, present the report on the internal audit activities carried out in 2022; to report on the main aspects related to the financial information of the ROVI Group for fiscal year 2022, and on quarterly financial information for financial year 2023; to report on the monitoring of related party transactions, internal control and risk management systems, as well as on the internal audit department's annual work plan for financial year 2023 and the Internal Audit Quality Assurance and Improvement Programme; to report on the proposed amendment to the Engagement and Relationship Policy with the Account Auditor; to submit the proposal for amending the Anti-Fraud Policy and repealing the Protocol in the event of fraud; and to report on issues to consider if KPMG were to be appointed auditor of the companies of the ROVI Group.
- Mr Juan López-Belmonte Encina, Chairman of the Board of Directors and CEO of ROVI, attended a meeting of the Audit Committee to update its members on the progress made in negotiating an investment operation by a wholly owned subsidiary of ROVI.
- Mr Javier López-Belmonte Encina, First Vice President of the Board and General Director of Industrial Operations and Finance at ROVI, attended the meeting to report, among other things, on the progress of the business, the main aspects related to business trends and the risks associated with the business, as well as on matters of relations with the regulator and compliance with the

obligations that ROVI's Internal Code of Conduct attributes to him in his capacity as General Director. Moreover, in compliance with Technical Guide 3/2017 and the Audit Committee's annual work plan, the Committee has held periodic meetings with the Company's executive managers in 2023 in which presentations were made to report on its functional areas.

## **V. Functions and tasks carried out in 2023**

Pursuant to its functions under articles 6 to 10 of its Regulations, article 13 of the Board of Directors Regulations and article 47 of the Corporate Bylaws, the Committee has focused the objectives of the meetings in 2023 on the following main activities:

- **Review of the periodic financial information**

As is the case each year, the Committee has supervised the process of drafting the individual and consolidated periodic financial information and its integrity which the Board of Directors must report to the market and to the CNMV in accordance with its periodic reporting obligations as a listed company.

Before submitting the information, the Committee has reviewed compliance with the regulatory requirements and the aspects required by the Technical Guide 3/2017, the appropriate delimitation of the scope of consolidation, and the proper application of the relevant accounting principles in the periodic financial information, which was reported in all cases within the legal deadlines.

Similarly, in accordance with the applicable legislation, issuers, such as ROVI, whose shares are allowed to be traded on a regulated Spanish market can voluntarily publish their earnings reports for the first and third quarters of each financial year, which the Company has decided to do in order to ensure full transparency in terms of disclosing its financial information to the market.

As a result, this Committee has also reviewed, prior to their submission, ROVI's interim management statements corresponding to the first and third quarters of 2023.

- **Review of the annual accounts**

To ensure that the individual and consolidated annual accounts prepared by the Board of Directors are not presented to the General Meeting with qualifications in the audit report, the Audit Committee carried out tasks including:

- Review of the Company's accounts after meeting the auditor to review the main aspects related to the audit of the ROVI Group.
- Ensuring compliance with legal requirements and the correct application of the generally accepted accounting principles.
- Review of the periodic financial information to be submitted by the Board to the markets and their supervisory bodies.

The Audit Committee reported favourably to the Board of Directors before the preparation of the annual financial statements.

As a result, it is noted here that the audit reports on ROVI's individual and consolidated annual accounts corresponding to the year ended 31 December 2022 were presented without any qualifications. Similarly, the audit reports on ROVI's individual and consolidated financial statements for the year ended 31 December 2023 are not expected to be qualified.

Moreover, to ensure the correct performance of its supervisory function, the Audit Committee has been informed of the management decisions related to the most significant criteria with respect to the financial statements and other non-financial information.

Additionally, acting through its President, the Audit Committee informed the General

Shareholders' Meeting of questions raised in relation to matters that are within its competence and, in particular, informed the General Meeting of Shareholders in 2023 on the result of the audit, explaining how it has contributed to the integrity of financial information and the function performed by the Committee in this process.

- **External audit and auditor independence**

After examining the alternatives proposed, and given the level of compliance with the rules for appointing auditors approved by the Board of Directors, the Committee proposed in 2022 to the Board to re-elect KPMG Auditores, S.L. as auditor for 2023, and to approve its proposed fees and the terms and conditions of the corresponding service provision agreement. In turn, the Board of Directors proposed to the General Shareholders' Meeting the re-appointment of said audit firm as auditor of the Company and its Group for the 2023 financial statements.

The Ordinary General Shareholders' Meeting of the Company held on 14 June 2023 agreed to re-appoint KPMG Auditores, S.L. in accordance with the above terms and conditions.

In addition, during financial year 2023, the Audit Committee also proposed to the Board of Directors the reappointment of KPMG Auditores, S.L. as the auditor of the Company and its Group for financial year 2024, as well as the approval of its proposed fees and engagement terms and the execution of the corresponding service engagement agreement.

The Audit Committee has supervised relations with the external auditor, establishing the appropriate forms of receiving information on any matters related to the process of carrying out the audit. It has also supervised compliance with the audit agreement, to ensure that the opinion on the annual accounts and the main content of the audit report were drafted clearly and precisely. Specifically, it has ensured that the external auditor holds a meeting with the plenary session of the Board of Directors to inform it about its work and the Company's accounting position and risks.

Law 22/2015, of 20 July, on Auditing and article 529.m 4 f) of the Corporate Enterprises Act, require the Audit Committee to issue a report every year before the audit report, expressing an opinion on the independence of the auditor. Based on this requirement and the confirmation of independence received from the auditor, the Audit Committee has concluded that there are no objective reasons to question the independence of the auditor in 2023.

Moreover, in accordance with article 6.f) of the Audit Committee Regulations, in 2023 the Committee assessed the actions of the auditor and its contribution to the quality of the audit and the integrity of the financial information. To this end, and in order to systematise the evaluation of the auditor, the Audit Committee sent a form to all the directors of the Company to serve as a basis for the analysis and subsequent discussion of the performance of the account auditor.

Once all the forms were received, and after a discussion, the members of the Audit Committee concluded that the overall action of the auditor in 2022, as well as the preparation, knowledge and execution of the works carried out, had been satisfactory.

Finally, in 2023 the Audit Committee approved the annual schedule of the Committee's communications with the auditor for 2024, following the recommendations of the Technical Guide 3/2017, and establishing communications in person, by phone and by email with the auditor.

- **Authorisation for the provision of services permitted by the auditor**

Under article 529.m 4.e) of the Corporate Enterprises Act, requiring the Audit Committee to authorise the external auditor to provide services other than those prohibited, the Audit Committee authorised the provision of professional services by the Company's auditor in certain subsidiaries of the ROVI Group.

- **Internal audit**

During the 2023 financial year, the Audit Committee performed the functions related to the Company's internal audit, which were assigned to it in the Regulations of the Board, and were basically as follows: (i) monitor the independence and efficacy of the internal audit function; (ii) approve the guidance and work plans, making sure that its activity focuses mainly on the Company's relevant risks; (iii) receive regular information on its activities; and (iv) verify that senior management are acting on the findings and recommendations of its reports.

In addition, the Company's internal audit director has periodically reported to the Audit Committee on the activities of this area. In this regard, the internal audit department prepared the annual work plan for the internal auditors for financial year 2023, which was reviewed and approved by the Committee, and a report on the internal audit activities carried out during financial year 2022, detailing the status of execution of certain tasks assigned by the Audit Committee during that fiscal year and which was approved by the Committee itself. In addition, it periodically informed the Committee on the progress of the work included in the Internal Audit Plan for 2023 and in the Internal Audit Quality Assurance and Improvement Programme.

Furthermore, taking into account the functions of the Audit Committee, which include discussing with the auditors or audit firms the significant weaknesses of the internal control system found in the course of the audit -all this without infringing their independence, and submitting, if necessary, recommendations or proposals to the Board of Directors and the corresponding deadline for their follow-up-, the Committee has analysed, together with the internal audit manager, the contents related to the control and risk management systems, as well as the internal control systems in relation to the process of issuing the financial information included in sections E and F, respectively, of the Annual Corporate Governance Report.

- **Monitoring trading with the Company's treasury shares and the treasury share buy-back programme for their cancellation**

Throughout 2023, the Committee regularly analysed and became aware of the Company's treasury stock balance and transactions with treasury stock, information which, in any case, was sent monthly by e-mail to the members of the Committee.

At its July 2023 meeting, the Audit Committee reported favourably on the approval by the Company's Board of Directors of a third share buy-back programme under the authorisation granted by the General Shareholders' Meeting held on 17 June 2021. The Audit Committee was informed quarterly, the CNMV was informed weekly, and all members of the Board of Directors were informed monthly about the transactions carried out with own shares as part of the Buy-Back Programme.

In addition, for the purpose of verifying compliance with the requirements set forth in CNMV Circular 1/2017, of 26 April, on liquidity contracts, the Audit Committee has analysed and taken cognizance, at least quarterly, of the balance of the Company's treasury shares and of the transactions carried out with treasury shares under the liquidity contract in force, until it was suspended once the share buy-back programme began.

- **Compliance with the corporate governance regulations and the obligations inherent to listed companies**

The Audit Committee worked to ensure compliance with the Internal Code of Conduct in the Securities Markets, the Board of Directors Regulations and, in general, the Company's rules on corporate governance in 2023, with no significant failures to comply being detected in this respect.

In addition, in 2023, this Committee reviewed the Annual Corporate Governance Report corresponding to 2022 which, in accordance with the wording of article 538 of the Corporate Enterprises Act, must be included in a separate section in the Management Report which accompanies the Annual Accounts. With respect to the Annual Corporate Governance Report,

the Committee has made sure that the following were complied with: (i) Order ECC/461/2013 of 20 March, which determines the content and structure of the annual corporate governance report, the annual report on remuneration and other reporting instruments of listed companies, savings banks and other institutions that issue securities admitted to trading on official securities markets; and (ii) CNMV Circular 5/2013 of 12 June, which establishes the annual corporate governance report forms for listed companies, savings banks and other institutions that issue securities admitted to trading on official securities markets, as amended by virtue of CNMV Circular 3/2021 of 28 September.

In compliance with Technical Guide 3/2017 and Article 19 of the Audit Committee Regulations, in 2023, the members of the Committee approved the Committee's Annual Work Plan for 2023, as well as for 2024.

Likewise, this Committee reviewed the current periodic training plan for its members to be applied during 2024, which aims to ensure the refreshing of their knowledge (among others, in (i) accounting, corporate governance and securities market regulations; (ii) the specific regulatory framework of the entity's activity; (iii) internal and external audit; (iv) risk management, including ESG criteria to consider; (v) internal control; (vi) technological advances relevant to the Company; (vii) criminal compliance and personal data protection regulations). This programme includes the distribution of reading and other materials, attendance at internal or external presentations, summary notes on regulatory updates, as well as meetings with ROVI personnel specialised in the different subjects included in the training plan.

Moreover, in compliance with the Technical Guide 3/2017 and the provisions of article 18.1 of the Committee's Regulations, in 2023 the Audit Committee reviewed the welcome programme for its new members approved in 2022. The purpose of the programme is for all the members of the Committee to have a similar minimum level of knowledge about the Company and thus make it easier for them to participate actively from the start. The programme consists of (i) the delivery of the documents that new members need to carry out their duties; (ii) having new members sign documents indicating their agreement with the internal regulations of ROVI; and (iii) holding meetings with certain Company employees that allow new members to learn in detail the operation and business of the Company.

- **ROVI Group's Regulatory Compliance Model**

The Audit Committee has reviewed the Company's Regulatory Compliance Model, and has not deemed it necessary to make any significant updates or modifications to it.

The Commission has been informed that, during 2023, the Compliance Committee carried out the following tasks to update the Crime Prevention Model:

(i) an update and review of the crime against public health, the crime against the environment, the crime of risk caused by explosives and other agents, and (ii) an update of the Crime Prevention Model to adapt it to new crimes against moral integrity and sexual harassment. The Commission has also reported favourably to the Board on the report reviewing the Risk and Data Protection Controls Framework, in accordance with the ROVI Regulatory Compliance Policy.

Finally, the Committee favourably informed the Board of the approval of a Competition Compliance Policy, in accordance with ROVI's commitment to compete legitimately in the market, achieving the best possible result through fair competition and without engaging in practices that affect the market, as well as of the Competition Compliance Model of the ROVI Group, which aims to ensure compliance with competition regulations and potential infractions of competition law that may occur.

- **Related transactions**

In relation to its advisory task regarding related-party transactions contained in Articles 13.2 of



the Board Regulations and 10 of the Committee Regulations, the Audit Committee reported to the Board of Directors on the related-party transactions that required its prior approval or report.

- **Risk control and management policy and systems of Internal Control over Financial Reporting (“ICFR”)**

In compliance with article 13.2 of the Board Regulations and article 9 of the Committee Regulations, the Audit Committee has supervised compliance with the Risk Control and Management Policy which affects the attainment of corporate objectives in 2023. For these purposes, the Audit Committee has periodically reviewed the internal risk control and management systems to identify and manage the Company’s main risks, as well as identifying them correctly in the Company.

In this regard, the Audit Committee, in view of the report presented by the head of Internal Audit on the main aspects related to risk management of the ROVI Group, has analysed and reported to the Board of Directors on the monitoring, analysis and compliance with the policy of control and management of risks that affect the achievement of corporate objectives. In particular, the (i) different types of risks, both financial and non-financial, that the Company faces have been identified, with the financial or economic risks including contingent liabilities and other off-balance sheet risks; (ii) a specific risk threshold that the Company considers acceptable as identified; (iii) the measures in place to mitigate the impact of the risks identified, in the event they should materialise; and (iv) the internal reporting and control systems to be used to control and manage the above risks, including contingent liabilities and off-balance sheet risks. The risks which materialised in 2023 and earlier have also been monitored.

As concerns the SCIF, and pursuant to articles 47.2 of the Corporate Bylaws, 13.2 of the Rules of the Board of Directors, and 8 of the Committee’s Rules, the Audit Committee has supervised the operation of internal control systems for the process of preparing and presenting regulated financial information on the Company and its Group to ensure its integrity and guarantee compliance with legal requirements and the correct application of generally accepted accounting principles, with the direct collaboration for this purpose of the internal and external auditors.

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

In 2023, the Audit Committee carried out various actions related to ESG, including, in particular, the monitoring of ROVI’s ESG Master Plan for 2023-2025 approved in 2022.

- **Review of plans, policies and strategies**

The Audit Committee has reviewed a report on the Company’s Management which includes the strategic and business plans, the management objectives and annual budget to be followed, achieved and applied by the Company in 2023.

In addition, the Audit Committee has reviewed and reported favourably to the Board of Directors on (i) the amendment of the Engagement and Relationship Policy with the Account Auditor to include recurring activities other than account audits, for which no prior approval of the Audit Committee is required; (ii) the modification of the Internal Code of Conduct (the “ICC”) to adapt its annexes to the current data protection regulations, introduce technical improvements and incorporate mentions of the new electronic platform or portal that will help to monitor and control certain processes, as provided for in the ICC; (iii) the amendment of the Code of Ethics for Suppliers, in order to adapt it to the new Internal Information and Whistleblower Protection System Policy, as well as to strengthen the recommendations regarding the working conditions of the employees of suppliers and third parties; (iv) amendments to the Compliance Policy, the Code of Ethics, the Anti-Corruption Policy, the Protocol for the prevention and treatment of harassment

(sexual and moral) in the ROVI Group, and to the Statute of the ROVI Group's regulatory compliance function, for the purpose of adapting these documents to the recently approved regulatory changes and introduce some technical improvements; and (v) the amendment of the ROVI Anti-fraud Policy and repeal of the Protocol for Fraud Events in order to establish the criteria to follow in the ROVI Group in terms of fraud prevention, detection and management.

Likewise, the Audit Committee, in compliance with the provisions of Article 13.2 (b) of the Board Regulations, Article 8 (d) of the Audit Committee Regulations and Article 12 of the Regulatory Compliance Statute, has approved (i) the Report on the activities of the Compliance Department carried out during 2022 and (ii) the annual compliance work plan for 2023.

- **Recognition of the operation of the Ethics Channel and other means of communication**

In accordance with the provisions of article 8 (g) of the Audit Committee Regulations and section 5.2 of the Regulatory Compliance Policy approved by the Board of Directors, the Audit Committee has reviewed the information received from the Compliance Department on the operation of the Whistleblowing Channel, a reporting and complaints channel that allows employees to confidentially report any irregularities or breaches of regulations that may be found within ROVI, and other means of communication through which the Compliance and Audit departments become aware of facts or circumstances occurring in the ROVI Group that may be subject to an internal investigation.

The Audit Committee has also agreed to propose and submit to the Board of Directors:

(i) the implementation of the Internal Reporting System and adaptation of the current Whistleblowing Channel in order to comply with the provisions of Act 2/2023 of 20 February, regulating the protection of persons reporting on regulatory violations and the fight against corruption ("**Act 2/2023**"); (ii) the approval of the Policy of the internal reporting and whistleblower protection system; (iii) the approval of the Regulation for receiving and processing reports; and (iv) the approval of the appointment of the Whistleblowing Channel Committee as responsible for the Internal Reporting System for the purposes of Act 2/2023, all under the terms proposed by the Compliance Department and overseen by the Compliance Committee.

## **VI. Assessment of the operation and performance of the Audit Committee. Conclusions**

The Committee welcomes the appointment of the new President of the Committee, who has extensive knowledge and experience, particularly in accounting and auditing, as well as in financial and non-financial risk management. In particular, it views it positively as an expression of ROVI's commitment to promote gender diversity within the Board of Directors and its committees.

As indicated in the introduction of this report, the Company relied on the assistance of the external consultant PricewaterhouseCoopers Auditores, S.L. in the process of evaluating the Board of Directors and its committees, in order to make the process more objective and independent.

Each of the members of the Board of Directors of ROVI and its committees were contacted for the purpose of their self-assessment through questionnaires and personal interviews held by the external consultant where necessary, by which the members of the Committee and other directors assessed the current composition of the Committee, the level of preparation and execution of the work commissioned by the Board of Directors, together with the performance of its internal control and supervisory function with respect to changes in its areas of responsibility. The conclusions of the assessment are set out in the report prepared by PricewaterhouseCoopers Auditores, S.L., which shows that the operation of the Audit Committee was satisfactory during the 2023 financial year and that, therefore, the overall performance of its members should be rated positively.

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This report was drafted by the ROVI Audit Committee on 26 February 2024 and approved by the Board of Directors at its meeting on the same date.