

**APPOINTMENTS AND REMUNERATIONS COMMITTEE REGULATIONS OF
LABORATORIOS FARMACÉUTICOS ROVI, S.A.**

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2021**

Chapter I. Preliminary

Article 1.- Purpose and legal bases

1. The Appointments and Remunerations Committee (the "**Committee**") of Laboratorios Farmacéuticos Rovi, S.A. ("**Rovi**" or the "**Company**") is an internal permanent reporting and consultative body of the Board of Directors which provides information, advice and proposals to the Board of Directors within its scope of action.
2. These Regulations (the "**Regulations**") are aimed at setting out the Committee's competences, fostering its independence, and establishing its principles of action and basic organisation and operating rules.

Article 2.- Interpretation

1. These Regulations round out and expand upon the regulatory system applicable to the Committee envisaged in the prevailing legislation and the Company's Bylaws and Regulation of the Board of Directors. Those regulations shall prevail in the event of a contradiction with these Regulations.
2. These Regulations shall be interpreted in accordance with the applicable legal and bylaw regulations.
3. The Committee or, where applicable, the Board is responsible for resolving doubts about the implementation and interpretation of these Regulations in accordance with the general criteria on how to interpret legal regulations.

Article 3.- Amendment

1. The Committee, at the proposal of its Chairperson or the majority of its members, can propose the Board of Directors an amendment to these Regulations.
2. The amendment to these Regulations shall be valid if the resolution is adopted for such purpose by an absolute majority of the Committee members and it must subsequently be endorsed by an absolute majority of the directors present or represented at the Board meeting.
3. These Regulations can also be amended through a resolution by the Board of Directors at its own request or of its Chairperson and it must be adopted by an absolute majority at the meeting attended by the majority of the directors in person or by proxy.
4. These Regulations shall be updated whenever this is required to conform to the applicable provisions in force and include the appropriate improvements.

Article 4.- Compliance and dissemination

The valid text of these Regulations shall be available on the Company's corporate website.

The Committee members and the other members of the Board of Directors, as affected, are required to know and comply with these Regulations.

The Committee is also required to ensure compliance with these Regulations and adopt the corresponding dissemination measures.

Chapter II. Functions

Article 5.- Areas of responsibility

1. The Committee's main responsibilities are to provide advice to the Company's Board and oversee the composition, functioning and remuneration of the Company's Board of Directors and senior management.
2. The Committee is responsible for the areas envisaged in this chapter, without prejudice to any other tasks attributed to it at any time by the law, Rovi's internal regulations or the Company's Board of Directors.
3. The Committee shall consult the Company's chairperson and chief executive officer, particularly in the case of matters related to executive directors and senior managers.
4. The Committee shall maintain its independence at all times and discharge its duties with a critical attitude and scepticism, without accepting the proposals and reports from persons external to the Committee just like that.

Article 6.- Functions related to the composition of the Board of Directors and its committees

To that end, the Committee's main functions shall be as follows:

- a) Provide advice to the Board of Directors regarding the most appropriate composition of the Board itself and its committees in terms of size and balance between the various types of directors at any given time. For that purpose, the Committee shall periodically review the structure of the Board of Directors and its committees, particularly when there are vacancies at those bodies.
- b) Report and review the criteria to be followed for the composition of the Board of Directors and the selection of candidates in accordance with the Competency Matrix (as defined below). To carry this out, the Committee shall take into consideration the proportion of proprietary and independent directors so that the Board of Directors reflects, as far as possible, the proportion between the Company's capital with voting rights represented by the proprietary directors and the rest of the capital.

Article 7.- Functions related to the selection of Board candidates

The Committee's main functions shall be as follows:

- a) Report and review the criteria to be followed for the selection of Board candidates, in particular, drafting a competency matrix, with the knowledge and experience required, and assessing the time and dedication required to carry out the tasks accordingly (the "**Competency Matrix**"). The Competency Matrix must be periodically updated to meet the Company's needs.
- b) Specify the profile and skills required for the Board candidates before starting each selection process, based on the Board's needs and depending on the areas that need to be reinforced.
- c) Select the potential candidates for being appointed, where applicable, as the Company directors and submit the proposals or reports, as applicable, to the Board of Directors through its chairperson.
- d) Ensure that the general requirements of all the Board candidates are met, in accordance with that set out in the law, the Corporate Bylaws and the Regulation of the Board of Directors. To that end, unless there is express authorisation from the Committee, after meeting the circumstances applicable in each case, individuals who are directors at over ten companies of which, at most, eight are listed in Spanish or foreign stock markets, cannot be appointed as directors, where the calculation takes into account the exclusions envisaged in the Regulation of the Board of Directors.
- e) Assess each candidate's skills and allocate each one to the director categories envisaged in the Regulation of the Board of Directors.
- f) When selecting directors, the Committee shall assess the candidates' suitability, regardless of the category to which they have been allocated and who has proposed them.
- g) Issue a report proposing the appointments of the directors to be designated and their re-election or removal. The Committee shall state who suggested the proposed candidate in the report.
- h) Before issuing the report or the proposed appointments, meet each Board candidate, indicating the meetings and at least the assessment made of the final or suitable candidates. For such purposes, it shall be sufficient for the Committee chairperson or any of its members to meet the candidate.
- i) The proposal or report for the director re-election shall describe not only the results of the prior analysis made of the Board's needs referred to in section b) of this article but also whether the candidate conforms to the Competency Matrix. In that description and justification of the candidate's conformity, the Committee must refer to the specific aspects and circumstances which have been relevant in its decision in each case, avoiding general or standard justifications.

- j) Before proposing the appointment to the Board, inform the candidates about what is expected from them in terms of dedication, participation in specialist committees and commitment with the Company.
- k) Submit proposals to the Board of Directors regarding the appointment of independent directors in order for them to be designated by co-option or to be subject to the General Shareholders Meeting 's resolutions.
- l) Check compliance with the specific requirements for independent directors set out in the law, the Corporate Bylaws and the Regulation of the Board of Directors, and obtain appropriate information about their personal skills, experience, knowledge and actual availability.
- m) At the request of the Board chairperson or any other Board member, submit proposals regarding the appointment of the other directors in order for them to be designated by co-option or to be subject to the General Shareholders Meeting 's resolutions
- n) Regarding proprietary directors, report on the circumstances involving the shareholder(s) that propose, require or determine the appointment, whatever the method or procedure followed, provided that this is legally possible.
- o) Ensure that the directors appointed through any procedure meet the requirements of honourability, suitability, solvency, competence, experience, qualification, training, availability and commitment with their duties and are not directly or indirectly involved in any of the reasons for incompatibility, prohibition, conflict or opposition of interests with the corporate interest envisaged in the law, the Corporate Bylaws or the Regulation of the Board of Directors, making sure that there is an appropriate balance in the Board candidates' selection overall that enhances the decision-making and provides wide-ranging standpoints to the discussion of the items dealt with. For such purposes, the Committee can request the candidates to provide information about their activities (other than those carried out at the Company) and potential conflicts of interest.
- p) Check compliance with the director selection policy every year and report on this in the Annual Corporate Governance Report.
- q) Ensure that, when filling new vacancies or appointing new directors, the selection procedures do not have an implicit bias that involves any discrimination and, in particular, which may hinder the selection of directors based on their gender. Consequently, women who meet the necessary requirements and profiles sought among the potential candidates must be expressly included if there is a clear imbalance in the composition of the Board of Directors.
- r) Set a goal concerning the representation of the less-represented gender on the Board of Directors and prepare guidelines on how this goal can be attained.

- s) Submit or draft proposals for the appointment, re-election or removal of the members who must form part of each committee, checking and approving the knowledge, skills and experience required in relation to the areas of responsibility of the committee in question and, in particular, regarding the Audit Committee.
- t) Request all the information and documentation considered to be necessary or appropriate regarding the Board candidates and, in the case of the proprietary directors, of the shareholders that propose, require or determine their appointment for drafting the proposals and reports referred to in the preceding sections.

Article 8.- Functions related to the designation process for internal Board members and Senior Managers

To that end, the Committee's main functions shall be as follows:

- a) Inform about the proposals for appointing or removing the Board chairperson.
- b) Inform about the proposals made by the Board chairperson for appointing or removing the chief executive officer.
- c) Examine and organise the succession of the Board chairperson and the Company's chief executive officer and, where appropriate, make proposals to the Board of Directors for the succession to occur in an orderly and well planned manner, in accordance with the succession plan approved by the Board and which shall be periodically reviewed so that it can conform to the Company's new needs and circumstances. The Committee shall consult the chairperson and the current chief executive officer regarding matters related to their succession. Regarding the chairperson's succession, the Committee must involve the coordinating director if he/she is not a member of the Committee.
- d) Inform about the proposals made by the Board chairperson for appointing or removing the Board's deputy chairperson(s).
- e) Submit to the Board of Directors the proposed appointment of a coordinating director with the powers stated in the Regulation of the Board of Directors if the Board chairperson has executive functions, and inform about the proposals for his/her removal.
- f) Inform about the proposals made by the Board chairperson for appointing or removing the Board's secretary and, where applicable, deputy secretary(ies).
- g) Oversee the candidate selection process for the Company's senior managers and inform about the proposals made by the Company's chief executive officer for appointing or removing senior managers and the basic conditions of their contracts. For such purposes, the applicable provisions of article 7 of these Regulations shall be applicable mutatis mutandi regarding the assessment and selection of senior managers.

- h) Issue the reports and carry out the actions which, in its areas of responsibility, are requested by the Board of Directors or its chairperson.
- i) Obtain the formal acceptance in writing for the Company's internal policies from the directors in general.
- j) Define the organisational structure for the senior management made by the chief executive officer.

Article 9.- Functions related to the directors' assessment and re-election

The Committee's main functions shall be as follows:

- a) Establish and supervise an annual programme for the continuous assessment and review of the qualification, training and, where applicable, independence, as well as the conditions for honourability, suitability, solvency, competence, availability and commitment with their duties required for discharging the duty of director and member of a certain commission, and propose the Board of Directors the measures deemed fit, obtaining any information or documentation considered to be necessary or appropriate for such purposes.
- b) Participate in the annual performance assessment process of the Board members and, in particular, of the Board chairperson and chief executive officer.

As part of the assessment, the Committee shall monitor the directors' attendance at the meetings.

Likewise, the Committee chairperson and, if considered appropriate, the Board chairperson and the coordinating director shall inform each director independently of the outcome of their personal assessments and, where applicable, of the measures to be adopted for improving their performance.

- c) Before the end of the term for which the directors have been appointed, examine the suitability of their re-election and their seniority, where applicable, at the Board committees where they are members.
- d) Ensure that the directors to be re-elected meet the general requirements for being a Company director, in accordance with that set out in the law, the Corporate Bylaws and the Regulation of the Board of Directors, and taking into account any other criteria or factors which the Committee has considered for proposing the appointment, and assess the quality of the work and dedication of the directors in question during their previous mandate, particularly their honourability, suitability, solvency, competence, experience, qualification, training, availability and commitment with their duties.
- e) After completing the procedures described in the preceding sections, submit to the Board of Directors its proposal (in the case of independent

directors) or report (in the case of the other directors) regarding the directors' re-election.

Article 10.- Functions related to director severance and removal.

The Committee's main functions shall be as follows:

- a) To inform the Board of Directors about any severance proposals, on the grounds of infringing duties inherent to director office or due to subsequently incurring any situation entailing a mandatory resignation or dismissal.
- b) To propose the severance of any directors involved in an incompatibility situation, structural conflict of interest or other cause for resignation or dismissal, pursuant to applicable legislation, the Company By-laws and Board of Directors Regulations
- c) To inform about or submit proposals from the Company regarding the severance of independent directors.
- d) For the purposes envisaged in the preceding sections, request the information and documentation considered to be necessary or appropriate of the directors and, in the case of the proprietary directors, of the shareholders that propose, require or determine their appointment.

Article 11.- Functions related to remuneration

To that end, the Committee's main functions shall be as follows:

- a) Propose to the Board of Directors the remuneration policy for the directors and general managers, or for those individuals who perform their senior management duties reporting directly to the Board of Directors, to executive committees or to chief executive officers. For such purposes, the Committee must deal with the Company's specific circumstances and strategy and take into account the impact on the Company's long-term sustainable risk-adjusted performance.
- b) Propose to the Board of Directors, duly in advance, the system and amount of annual remuneration paid to directors, the individual remuneration of executive directors and the other basic conditions of their contracts, including potential compensations or indemnities that may be set in the event of removal, in accordance with that envisaged in the director remuneration policy approved by the General Shareholders Meeting in any case.
- c) Define and review the malus and clawback clauses, clearly explaining the reasons that determine their implementation.
- d) Inform and submit to the Board of Directors the proposals made by the Company's chief executive officer regarding the remuneration for senior managers and the basic conditions of their contracts.

- e) Periodically review the Company's general staff remuneration programmes, considering their suitability, compliance and results. Specifically, the Committee shall ensure that the remuneration policies are in line with the situation and the Company's short-, medium- and long-term strategy are in line with the market conditions. It shall assess if this contributes to long-term value creation and the appropriate risk control and management, informing the Board of Directors of the results of that review.
- f) Make sure that the Company's remuneration policy is complied with, including a periodic review of the remuneration policy applied to directors and senior management plus the share-based remuneration systems and their implementation, and guarantee that individual remuneration is proportional to what is paid to other directors and senior managers at the Company.
- g) Ensure remuneration transparency and check the information on the remuneration for directors and senior managers contained in the different corporate documents, including the Annual Report on Directors' Remuneration and the Annual Corporate Governance Report and, for such purposes, provide the Board with all the applicable information.
- h) The Committee shall ensure that the remuneration information published by the Company on its corporate website is sufficient, appropriate and follows the applicable good corporate governance recommendations.

Article 12.- Other functions attributed to the Committee

The Committee shall also have the following functions:

- a) Inform the Board of Directors in advance of all the matters in its areas of responsibility envisaged in the Regulation of the Board of Directors.
- b) Ensure that potential conflicts of interest do not harm the independence of the external advice provided to the Committee.
- c) Oversee the implementation of the communication policy for economic-financial, non-financial and corporate information and the policy for communication and contacts with shareholders, institutional investors and proxy advisors, and monitor the way in which the Company communicates and connects with small and medium shareholders.
- d) Review the sustainability policy in environmental and social matters, ensuring that it is geared to creating value.
- e) Get involved in the communications and contacts with shareholders and institutional investors as well as proxy advisors.
- f) Propose the Board of Directors a director diversity policy and, where applicable, one for senior management.
- g) Make sure that the information disseminated by the Company on its website in its areas of responsibility is sufficient and appropriate.

Chapter III. Composition and duties of the Committee members

Article 13.- Composition

1. The Appointments and Remunerations Committee shall comprise at least three and at most five directors, designated by the Board of Directors itself, and the members must be non-executive directors.
2. In any case, the majority of the Committee members must at least be independent directors.
3. Within the limits set out above, the Committee can submit to the Board a proposal to amend the number of members considered to be most appropriate for its efficient functioning.

Article 14.- Criteria and requirements for appointing the Committee members

The members of the Appointments and Remunerations Committee and, in particular, its chairperson, shall be designated by the Board of Directors by taking into account their knowledge, skills and experience in relation to the tasks that they will carry out and, in particular, regarding corporate governance, analysis and strategic assessment of human resources, selection of directors and managers, performance of senior management functions, and design of remuneration policies and plans for directors and senior managers.

As a group, the Committee members shall have the pertinent technical knowledge in relation to the Company's activity sector.

Article 15.- Term

The Committee members shall be appointed by the Board of Directors for a maximum term of four years, and can be re-elected one or more times for terms of equal duration.

The Committee members that are re-elected as Company directors shall continue to serve on the Committee unless the Board of Directors decides otherwise.

Article 16.- Committee positions

1. The chairperson of the Appointments and Remunerations Committee shall necessarily be an independent director and be designated by the Committee itself from among its members, taking into account his/her knowledge and experience in the Committee's areas of action; he/she must

be replaced every four years and can be re-elected after one year has elapsed since his/her last date in office. The Committee shall strive to ensure that the chairperson has prior experience at companies comparable to the Company in terms of the size or complex nature.

2. The secretary and, where applicable, the deputy secretary of the Committee, based on the decision of the Committee itself, shall be those designated from among its members as the secretary and, where applicable, the deputy secretary of the Board, respectively.
3. The Committee's secretary shall have the following functions:
 - a. Assist the Committee's chairperson when planning the meetings.
 - b. Obtain and distribute, sufficiently in advance, the information in accordance with the annual work plan established by the Committee.
 - c. Keep the Committee's documentation, duly recording the minutes of the meetings, certifying the resolutions adopted and ensuring the formal and material legality of the Committee's actions.
 - d. Channel and coordinate, in accordance with the chairperson's instructions, relations between the Committee and all other bodies within the Company, or third parties.

Article 17.- Duties of the Committee members

1. The Committee members shall act with an independent criterion regarding the other members of the organisation and maintain a critical attitude and scepticism so that they appropriately question the data, the assessment processes and the conclusions reached by the Company's executives and managers.
2. Likewise, attending the Committee's formal meetings shall be preceded by sufficient dedication of its members to analyse and assess the information received.

Article 18.- Removal from office of the Committee members

The Committee members shall no longer hold office:

- a) When they cease being non-executive directors.
- b) When they cease being non-executive directors but are still directors.
- c) When they cease being independent directors if this means that the number of independent directors who are members of the Committee is below the majority.
- d) When the term for which they were designated has expired without being re-elected.
- e) Through a resolution by the Board of Directors.

Chapter IV. Functioning and powers of the Committee

Article 19.- Appointments and Remunerations Committee meetings

1. The Appointments and Remunerations Committee shall meet normally every quarter. It shall also meet whenever called by its chairperson, who must do so whenever the Board or its chairperson requests the issue of a report or the adoption of proposals and, in any case, provided that it is appropriate for the correct performance of its functions.
2. The Committee meetings shall be held in person at the place stated in the notice. If, in exceptional circumstances, when decided by the chairperson of the Appointments and Remunerations Committee, the meeting may be called to be held in a number of connected venues or by remote means, using remote communication systems that allow the recognition and identification of those attending, the permanent communication between them and the speech and the casting of the vote, all in real time. In this case, the meeting will be deemed to be held at the registered office. The Committee members attending any of the interconnected venues will be considered for all purposes as attending the same single meeting of the Appointments and Remunerations Committee.
3. The meetings shall be convened by letter, fax, telegram, email, or any other telematic means allowing traceability, and shall be authorised with the signature of the chairperson or that of the secretary or deputy secretary by order of the chairperson. The notice, except in the case of emergency meetings, shall be issued at least three days in advance and include the meeting's agenda as well as sufficient relevant information that is duly summarised and prepared for such purposes, including the venue. The agenda must clearly state the items for which the Committee must adopt a decision or resolution. The chairperson, as the person responsible for the proper functioning of the Committee, shall ensure that its members receive that information accordingly.
4. The chairperson of the Appointments and Remunerations Committee may convene extraordinary meetings when the circumstances warrant this in his/her opinion. The documentation which, where applicable, must be submitted to the directors shall be provided sufficiently in advance.
5. It will not be necessary to convene the Committee when all members are present or represented and unanimously agree to hold a meeting.

Article 20.- Sittings

1. The Committee shall be quorate when at least the majority of its members attend in person or are represented.

2. The Committee members shall freely participate in the deliberations, without being affected by internal or third-party pressures, thus favouring diversity of opinions that enhances its analysis and proposals.
3. Attendance at the Committee meetings by any member of the Board of Directors, manager or employee of the Company or the Group shall be infrequent and only when necessary, after an invitation from the Committee chairperson, and shall be limited to those specific items on the agenda for which they have been invited; they may not attend the decision-making portion of the Committee meetings without an appropriate reason. The secretary shall record the entries and exits of guests at meetings in the minutes.
4. The Committee shall adopt its resolutions by an absolute majority of the directors attending the meeting in person or represented. In the event of a tie, the chairperson shall have the casting vote.
5. When the resolutions to be adopted by the Committee directly affect one of its members or the persons related to them or when, in general, that member is involved in a conflict of interest, that member must be absent from the meeting until the resolution is adopted, for which the number of Committee members shall be deducted for calculating the majorities.
6. The Committee members may delegate their representation to another member through a notice addressed to the Committee secretary that includes the terms of that delegation of powers. However, they cannot delegate their representation regarding personal matters or those involving a conflict of interest.
7. The Committee's resolutions shall be recorded in an electronic minutes book, and each shall be signed by the Committee's chairperson and secretary, or those standing in for them. A copy of the minutes shall be submitted to all the Board members.

Article 21.- Resources, advice and right to information

1. The resources required by the Appointments and Remunerations Committee shall be channelled through the Board secretary.
2. The Committee can obtain advice from external experts when they believe that this is necessary for the discharge of their duties. In that case, the Committee shall request external advisors to explain in their proposed services all the conflicts that may exist with the Company, the directors or the potential candidates, and the Committee must state such circumstances with sufficient transparency as well as the detail of the amounts accrued for each external advisor regarding the requested advice. The Committee shall have sufficient economic resources so that its members can receive reports from external experts on the selection, appointment, assessment and remuneration policy of directors and senior managers, ensuring that there is appropriate independence.

3. The Company's Board and management shall ensure that the Committee can freely access any type of information required to carry out its functions that is available at the Company. The Committee chairperson shall submit the necessary information and documentation to the other Committee members, sufficiently in advance so that they can analyse this before the meetings.

Article 22.- Welcome plan and training programme

1. There will be a welcome programme for the new Committee members which enables them to actively participate in it right from the start.
2. The Committee shall have a periodic training plan for its members which enables them to update their knowledge and which can also refer, among others, to new features in the prevailing regulations and the specific regulatory framework for the Company's activity.

Article 23.- Annual work plan

The Committee shall approve an annual work plan that envisages at least the following activities: (i) establish specific goals for the Committee's functions; (ii) set an annual meeting schedule; (iii) systematically organise the meetings' information and agenda; (iv) set up, where applicable, work meetings to prepare specific matters to supplement the Committee's formal meetings; (v) plan periodic communication means with the managers; (vi) project, where possible, the need to have external experts to provide advice on the Committee's areas of responsibility; and (vii) plan the appropriate training, as stated in the preceding article.

Article 24.- Assessment and annual report on the Committee's activities

1. The Committee shall issue an annual report on its activities, highlighting the main incidents, if any, in relation to its tasks. Moreover, when the Committee deems appropriate, that report must also include proposals for improving the Company's governance rules. The report of the Appointments and Remunerations Committee will be available to shareholders and investors through the website.
2. As part of the Board's annual assessment, the Committee shall assess its performance independently. For such purposes, it can request an opinion from the other directors and, if deemed appropriate, it can be assisted by an external consultant. Regardless of the procedure chosen, the Board of Directors shall be informed of the aspects assessed and the results of the assessment, so that they may be taken into account in the Board's annual assessment. The annual report from the Appointments and Remunerations Committee shall publicly state to what extent the assessment has led to significant changes in its internal organisation and procedures.

Chapter V. The Committee's relations policy

Article 25.- Relations with the General Shareholders Meeting

As a result of convening the Annual General Shareholders Meeting, the Committee shall inform the Meeting of the issues raised in the areas that lie within the Committee's competence.

In particular, the Committee chairperson shall inform the General Meeting of the relevant activities and matters during the year related to its areas of responsibility.

Article 26.- Relations with the Board of Directors

1. The Appointments and Remunerations Committee must render an account of its activity and be answerable for its work at the first plenary session of the Board of Directors that is held after they have met.
2. The Board of Directors must discuss the proposals and reports submitted to it by the Committee.

Article 27.- Relations with Rovi's management

1. The Committee shall maintain the contact deemed appropriate with the Company's chief executive.
2. The managers or employees are required to attend all the Committee meetings, collaborating and providing access to any information they may have when requested for such purpose.
3. The Committee shall hold at least once a year a meeting with the officers of the business units where they explain the business trends and related risks.