



LABORATORIOS FARMACÉUTICOS ROVI, S.A.

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

PROPOSED RESOLUTIONS DRAWN UP BY THE BOARD OF DIRECTORS TO THE GENERAL SHAREHOLDERS MEETING OF LABORATORIOS FARMACÉUTICOS ROVI, S.A. CALLED TO BE HELD ON 20 OCTOBER 2020 ON FIRST CALL AND ON 21 OCTOBER 2020 ON SECOND CALL

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

FIRST ITEM OF THE AGENDA

Examination and approval, where appropriate, of the individual financial statements of the Company (balance sheet, income statement, statement of changes in equity, statements of cash flows, and notes) and the financial statements of the Company consolidated with those of its subsidiaries (consolidated balance sheet, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows, and consolidated notes), as well as the individual management report of the Company and the management report of the Company consolidated with that of its subsidiaries, for the financial year ended 31 December 2019.

RESOLUTION PROPOSED REGARDING FIRST ITEM

It is proposed the approval of the individual financial statements of Laboratorios Farmacéuticos Rovi, S.A. (balance sheet, income statement, statement of changes in equity, statements of cash flows, and notes) and the financial statements of Laboratorios Farmacéuticos Rovi, S.A. consolidated with those of its subsidiaries (consolidated balance sheet, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows, and consolidated notes), as well as the individual management report of the Company and the management report of the Company consolidated with that of its subsidiaries, for the financial year ended 31 December 2019 that were drawn up by the Board of Directors at the meeting held on 25 February 2020.



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SECOND ITEM OF THE AGENDA

Examination and approval, where appropriate, of the non-financial information statement for the financial year ended 31 December 2019 and which is part of the consolidated directors report

RESOLUTION PROPOSED REGARDING SECOND ITEM

It is proposed to approve the statement of non-financial information for the financial year ended 31 December 2019 and which is part of the consolidated directors report of the Company and its subsidiaries, as it has been drawn up by the Board of Directors.



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THIRD ITEM OF THE AGENDA

Examination and approval, where appropriate, of the proposal for the allocation of the individual result obtained in the financial year ended 31 December 2019

RESOLUTION PROPOSED REGARDING THIRD ITEM

It is proposed to approve the allocation of the individual result of Laboratorios Farmacéuticos Rovi, S.A. drew up by the Board of Directors at the meeting held on 25 February 2020, as set out below:

The Board of Directors proposes to the General Shareholders Meeting the following allocation of the profit of the Company of financial year ended 2019, which amounts to EUR 25,553,444.85:

- To dividends to be distributed among the shares entitled to receive them (Maximum amount to be distributed corresponding to a fixed dividend of EUR 0.1751 per share with the right to receive it in full of the 56,068,965 ordinary shares outstanding at the date of draw up of the annual statements): EUR 9,817,675.77.
- To results of previous years: EUR 15,735,769.08 euros.

It is therefore proposed to pay an amount of EUR 0.1751 gross per share to each of the 56,068,965 ordinary shares outstanding and entitled to receive that amount on the date of issue of the corresponding payment.

The amount allocated to carry-over and dividends is subject to change depending on the number of shares that the Company holds in treasury stock on the date on which the rights to perception of it.

The aforementioned amount will be paid on 19 November 2020, through Banco Santander, S.A. in accordance with the operating rules of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).



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FOURTH ITEM OF THE AGENDA

Examination and approval, where appropriate, of the management and activity of the Board of Directors during the financial year ended 31 December 2019

RESOLUTION PROPOSED REGARDING FOURTH ITEM

It is proposed to approve the management and activity carried out by the Board of Directors of the Company during the financial year ended 31 December 2019.



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FIFTH ITEM OF THE AGENDA

Ratification and re-election, where appropriate, of Ms Fátima Báñez García as independent director for the term provided for in the articles of association

RESOLUTION PROPOSED REGARDING FIFTH ITEM

It is proposed to ratify and re-elect, at the proposal of the Appointments and Remunerations Committee, Ms Fátima Báñez García, appointed by co-option by the Board of Directors with effect as of 20 December 2019 to cover the vacancy arising from the resignation of the previous director, Mr Enrique Castellón Leal, as Director of the Company, with the category of “independent director”, for the four-year term provided in the articles of association, starting from the date of the meeting of this General Meeting.



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SIXTH ITEM OF THE AGENDA

Examination and approval, where appropriate, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for financial year 2020

RESOLUTION PROPOSED REGARDING SIXTH ITEM

It is proposed that the General Meeting approve a maximum total annual remuneration for the members of the Board of Directors in their capacity as such, for the financial year 2020, of EUR 660,000, amount that will be increased annually in accordance with the Consumer Price Index or index that could replace it in the future, unless a different amount is approved by the General Meeting.

The Board of Directors may distribute this amount among its members, taking into account the duties and responsibilities attributed to each director, membership of the Committees of the Board of Directors and other objective circumstances that the Board of Directors considers relevant.



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SEVENTH ITEM OF THE AGENDA

Re-election, where appropriate, of the auditors of the financial statements of the Company and its consolidated group for the financial year 2020

RESOLUTION PROPOSED REGARDING SEVENTH ITEM

In order to comply with the legal obligation to have the financial statements of the Company verified by auditors and previous proposal from the Audit Committee, it is proposed that KPMG Auditores, S.L. re-elected as the auditor of the statements of the Company and those of its consolidated group for the financial year 2020.

It is hereby stated that the auditing firm KPMG Auditores, S.L., has its registered office in Madrid, at Paseo de la Castellana, 259C, N.I.F. B-78510153 and registered with the Mercantile Registry of Madrid, at Volume 11.961, paper 90, Section 8^a, page M-188.007, registration 9th; and the Official Registry of Accounts Auditors with number S0702.

KPMG Auditores, S.L. will accept its appointment by any legally valid means.

It is also proposed that the Board of Directors of the Company be authorised, with the power to delegate, to enter into the corresponding service leasing contract, with the clauses and conditions it deems appropriate, been also entitled to make amends it deems appropriate according to the legislation in force as from time to time.



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EIGHTH ITEM OF THE AGENDA

**Delegation of powers to formalise and register the resolutions adopted by the General Meeting
and to carry out the mandatory deposit of statements**

RESOLUTION PROPOSED REGARDING EIGHTH ITEM

Notwithstanding the delegations included in previous resolutions, it is proposed to approve the delegation of powers, in the broadest possible terms, to the Board of Directors, with the power to substitute in any of its members, all of them jointly and severally, of any powers required for interpretation, execute and carry out in full effect the resolutions adopted at this General Meeting, including the granting as many public or private documents as necessary, the publication of any notices that may be legally required, the file with any registers that may be appropriate and the carrying out of any acts and formalities that may be necessary for this purpose; as well as, among others, the powers to rectify, clarify, interpret, complete, specify, where appropriate, the resolutions adopted and, in particular, to rectify the defects, omissions or errors, whether of substance or of form, that were found, including those found in the oral or written qualification of the Mercantile Registry, and that could hinder the effectiveness and access of these resolutions and their consequences to the Mercantile Registry or any others, as well as, in particular, to carry out the mandatory deposit of statements in the Mercantile Registry.



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CONSULTATIVE ITEM

NINTH ITEM OF THE AGENDA

Annual Company directors remuneration report

RESOLUTION PROPOSED REGARDING NINTH ITEM

The Board of Directors, in compliance with the provisions of article 541 of Spanish Companies Act, has drawn up an annual report on remunerations of Directors corresponding to financial year 2019, which has been made available to shareholders, at least, as of the calling of this General Meeting and which, following a favourable report from the Appointments and Remunerations Committee, is presented and submitted to the General Shareholders Meeting for a consultative vote as a separate item on the Agenda.

Consequently, it is proposed that the annual Company directors remuneration report corresponding to financial year 2019 be approved as a consultative item.

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