



POLICY ON PREVENTION OF CONFLICTS OF INTEREST

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A. INTRODUCTION

- A.1. All the ROVI Group companies¹ are committed to the values set out in our Code of Ethics, which include “Honesty, Integrity and Ethics”. This Policy has been drawn up to uphold said principles, the good reputation of the Group and a decision-making system based on ethical business principles.
- A.2. The objectives of this Policy are:
- A.2.1. To identify, non-exhaustively, a list of circumstances that could represent possible conflicts of interest.
 - A.2.2. To adopt the measures that, as far as possible, prevent the actual emergence of conflicts of interest.
 - A.2.3. To specify the procedures that should be followed and the measures that should be adopted to manage conflicts of interest.
 - A.2.4. To establish a disciplinary system to be applied if the controls set out in this Policy are not applied.

The content of the Policy should be considered together with other internal regulations or codes that establish general principles and rules on how to act, such as ROVI’s Code of Ethics or Anti-Corruption Policy.

B. SCOPE OF APPLICATION AND PRINCIPLES FOR ACTION

- B.1. This Policy will be applicable to all the employees of the ROVI Group and to persons who, although they do not have an employment relationship with the ROVI Group, act in the name and on behalf of the ROVI Group.
- B.2. The principles that must govern the actions of the persons described above are:
- B.2.1. **Independence:** the affected persons must at all times act with freedom of judgement, objectivity and loyalty to ROVI, its shareholders and its customers, irrespective of their own interests or those of their related persons.
 - B.2.2. **Communication:** the affected persons must inform their hierarchical superior, with a copy to the Human Resources and Regulatory Compliance Departments, of any conflicts of interest in which they are involved in relation to ROVI.
 - B.2.3. **Non-participation:** the affected persons (who have the capacity to approve transactions as a result of their functions) must refrain from participating in or influencing any decision-making that may affect persons or entities with which a conflict of interest exists. Likewise, they must refrain from accessing significant information that affects said conflict.

¹ The companies that form the Group may be consulted on the following link:
<https://rovi.es/estructura-societaria>

C. DEFINITIONS

- C.1. **Conflict of interest:** a conflict of interest arises when an individual has private or personal interests that could influence his or her professional decisions, i.e. when the personal interests of the professional and the interests of any of the companies that form the Group enter into either direct or indirect conflict.

Conflicts of interest may be actual or potential. An actual conflict of interest is characterised by the effective existence of opposing interests, while potential conflicts of interest are those where, although the conflict has not yet come into evidence, it could appear in the future if certain circumstances were to arise.

- C.2. **Affected persons:** any member of the ROVI Group who is in a situation where a conflict of interest exists or where there are sound reasons to believe that it does. He or she may also be referred to as “the professional”.

- C.3. **Personal relationship/related persons:** for the purposes of this Policy, the following types of personal relationships will be considered as such:

C.3.1. Family relationships up to the third degree of kinship or affinity, including the spouse or persons with whom a similar affective relationship exists.

C.3.2. Relationships of intimate friendship or manifest enmity.

C.3.3. Persons or entities with which the affected person holds, or has held in the last two years, an employment, professional or business relationship, either personally (him or herself or through another person) or through another entity which belongs to the affected person or in which he or she holds an interest. The situation where the affected person possesses, either him or herself or through another person, an interest in a legal person (shares in its capital) is specifically included.

C.3.4. Ownership relationship with an entity outside the ROVI Group or belonging to such an entity.

C.3.5. Persons with whom the affected person has an outstanding litigious issue.

As examples, some common situations that can give rise to a conflict of interest are described below. It is not an exhaustive list, since conflicts of interest can be very varied and each individual is responsible for identifying them.

- Being a director, administrator or significant shareholder of customers, suppliers or competitors of the Group.
- When related persons, related entities or entities in which a person related to the professional holds decision-making powers are customers, suppliers or competitors of the Group.
- Negotiating a contract on behalf of ROVI with a related company, a related person or a company or entity in which a related person holds decision-making powers.
- Using the position held in ROVI for personal benefit or the benefit of any related person or entity.
- Contracting personal services with group suppliers.
- Using the name of ROVI for personal ends or to obtain business opportunities at personal level.

D. PREVENTION OF THE CONFLICT OF INTEREST AND MITIGATION MEASURES

Within the framework of their duty of loyalty and respect for good faith, the persons described in section B.1. must avoid situations where a conflict of interest exists to the best of their ability.

In the event that it is not possible to avoid the conflict of interest, it will be necessary to adopt to following measures to prevent said situation from entering into conflict with the corporate interests and the duties of the affected person to the Company.

D.1. Notification of the conflict of interest

The affected person who knows that he or she is in a situation where an actual or potential conflict of interest exists must notify this circumstance in writing to his or her hierarchical superior, with copies to the Human Resources Department and Compliance Department, stating the following in the notification:

D.1.1. His or her identity, including the department and position and the group company to which he or she belongs.

D.1.2. General description of the conflict of interest identified, stating:

D.1.2.a) Whether it is a conflict of interest that affects him or her personally or through a related person, explaining, in the latter case, who the related person is.

D.1.2.b) Explanation of the situation that gives rise to the conflict of interest.

D.1.2.c) Conditions and subject of the decision that is affected by the conflict of interest.

D.1.2.d) Economic amount of the transaction.

D.1.2.e) Department or person in the Group with whom talks have commenced.

Likewise, if someone knows that another person is involved in a conflict of interest that affects or could affect ROVI, it is necessary to notify this circumstance following the same procedure.

D.2. Non-participation

An affected person involved in a conflict must wait to know ROVI's decision on the relevant measures. At any event, until such decision is known, he or she must avoid:

D.2.1. Acting, making any pronouncement or deciding on the matter that could be affected by the conflict of interest.

D.2.2. Making use of corporate assets, including the Company's confidential information, for private purposes.

D.2.3. Taking advantage of the Company's business activities or conducting activities for his or her own account or for the account of third parties when such activities entail effective competition with ROVI or place the affected person in a permanent conflict with ROVI's interests in any other way.

D.3. Decision on the conflict of interest

Once the conflict of interest has been identified, the Human Resources Department and the Compliance Department must determine:

- D.1. The effective existence of the conflict of interest.
- D.2. Whether it is necessary to take any mitigation or control measure in relation thereto.
- D.3. If applicable, whether it is necessary to establish any disciplinary measure.

At any event, the affected person must always act with professionalism and independence of personal interests. Therefore, in no case may the latter prevail over the interests of the ROVI Group.

E. ISSUES SUBJECT TO PRIOR NOTIFICATION

In order to determine the existence of incompatibilities, before taking any of the actions described below, it will be necessary to notify the Human Resources Department and Compliance Department in writing:

- Before agreeing to hold public office.
- Before accepting the position of board member, administrator or director in any company or entity.
- Before acquiring shares in a group competitor, excepting purchases on the stock exchange.

F. BUSINESS OPPORTUNITIES

Any business or investment opportunity linked to the Group's interests or of which the affected person has become aware because of his or her work for the Group or that has been offered to the Group or that the Group is interested in taking will be considered a business opportunity prohibited for the professional.

In other words, the professional may not take advantage of, for him or herself or for his or her related persons, business opportunities with any of the characteristics mentioned in the preceding paragraph, unless: (i) the opportunity has been previously offered to the Group and the latter has rejected it without being influenced by the professional; and (ii) the professional obtains the authorisation of the Human Resources Department and, if applicable, Management.

G. RECORD OF CONFLICTS OF INTEREST

ROVI will keep and regularly update a record of all those situations in which conflicts of interest have been identified. This record will specify:

- G.1. The affected person or persons, including their department, position and the group company to which they belong.
- G.2. A general description of the conflict that has arisen and the date on which it was identified.
- G.3. Whether it was notified voluntarily or detected by ROVI.
- G.4. Whether it has been considered necessary to adopt any mitigation or control measure and, if so, the measure or measures adopted.

The data contained in the record of conflicts of interest will be kept as evidence of the operation of the control for five years as of the time the conflict is identified. After this period, they will be deleted following the internal process established for this purpose.

H. DISCIPLINARY SYSTEM

Failure to comply with this Policy may entail the disciplinary actions provided for in the labour legislation and the Group's internal regulations. Said measures will be determined by the Human Resources Department and will be evaluated individually, taking account of the circumstances and the severity of the non-compliance and its potential consequences in each case.

I. FINAL CONSIDERATIONS

This Policy will be overseen and reviewed by the Regulatory Compliance Department whenever it is necessary to make changes or adapt it to new regulatory requirements or there are important changes in the procedures established.

The Regulatory Compliance Department will include a section devoted to the prevention of conflicts of interest in its regular training actions. Likewise, said Department will be responsible for responding to any queries concerning the content of this Policy.