POLICY ON THE COMPOSITION OF THE BOARD OF DIRECTORS.

Laboratorios Farmacéuticos Rovi, S.A.

Version approved by the Board of Directors on March 18th, 2026

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I. Introduction

This Policy, designed to ensure an appropriate composition of the Board of Directors (the "**Selection Policy**"), has been drawn up by the Appointments and Remunerations Committee of Laboratorios Farmacéuticos Rovi, S.A. ("**ROVI**" or the "**Company**"), under Recommendation 14 of the current Code of Good Governance of listed companies approved by the National Stock Market Commission (*Comisión Nacional del Mercado de Valores*), and last updated in June, 2020.

This policy was submitted by the Committee to the Board of Directors of ROVI and was approved for the first time at the Board's meeting held on 3 December 2020 and then revised at the Board's meetings held on 20 February 2023, on 6 November 2024, and on 18 March 2026, the latter with its current wording.

II. Policy designed to ensure an appropriate composition of the Board of Directors

The Company considers that the directors are key figures in the company, both because of the functions and responsibilities they carry out and assume, and because of their contribution to comply with the Company's corporate purpose and the achievement of its strategic priorities.

Except in matters reserved for the General Shareholders' Meeting, the Board of Directors is the highest decision-making body in the Company. It is responsible for the functions attributed to it by law or by the Articles of Association. The Board shall carry out its functions with unity of purpose and independence of criterion, treating the shareholders equally and being guided by the Company's interest, understood as the achievement of a profitable and sustainable business in the long term, which fosters the Company's continuity and maximisation of its economic value.

As a core element of its mission, the Board approves the Company's strategy and precise organisation for implementing it and also supervises and monitors the management team to ensure the latter meets all its objectives and complies with the corporate interest. The Board must also ensure that in its relations with stakeholders, the Company respects the laws and regulations, complies in good faith with its obligations and contracts, respects the good habits and practices in the pharmaceutical sector, those applicable to listed companies and those of the territories where it is active, and observes any additional sustainability principles that it may have accepted voluntarily.

The Board's policy is to delegate the Company's ordinary management to a management team, focusing its activity on the general supervisory function and on adopting the most relevant decisions for the Company's management.

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1. Purpose:

This Policy aims to favour the appropriate composition of the Board of Directors and of its committees. Specifically and verifiably, its purpose is: (i) to ensure that the proposed appointment and re-election of the Company's directors are based on a prior analysis of the requirements of the Board of Directors with respect to the size and balance between the different classes of directors at any time; and, (ii) to favour the diversity of knowledge, experience, age, gender, race, ethnicity, country of origin, nationality or cultural background on the Board, to ensure that the decision-making process is enriched and that regarding the discussion of issues within its competence, diverse points of view can make contributions.

2. Selection process and appointment of directors:

The Board of Directors shall be composed exclusively of natural persons with a number of members of not less than five and not more than fifteen, as determined by the General Shareholders' Meeting.

The Board shall propose to the General Meeting a number of members that under the Company's changing circumstances and within the limits set by the Articles of Association, is most appropriate to ensure the required representation and effective operation of the body.

The directors shall remain in their posts for a four-year-period, after which they may be re-elected one or more times for the same period. Independent directors may not remain as such for a continued period of more than 12 years. After the expiry of this period, they must formalise the corresponding resignation, without prejudice to the fact that the Board of Directors may consider to keep them in the Board with another qualification.

The selection process of candidates for directors shall be based on a prior analysis prepared by the Board of Directors acting on the advice and a report from the Appointments and Remunerations Committee, in line with the needs of the Company and its Group, and taking into account the areas that need to be strengthened.

The Appointments and Remunerations Committee shall assess the skills, knowledge and experience needed in the Board, based on the competence matrix drafted by this Committee, which is updated periodically to meet the Company's needs. For these purposes, it will define the functions and skills needed by candidates to cover each vacancy and assess the precise time and dedication needed for them to properly perform their task.

The result of the prior analysis of the needs of the Board of Directors will be included by the Committee in a proposal or report, which shall be submitted to the Board's approval and will be published when calling the General Shareholders' Meeting, to which the ratification, appointment or re-election of each board

member is submitted. This proposal or report must refer to the specific aspects or circumstances that may have been relevant for the decision in each case.

The Appointments and Remunerations Committee shall submit to the Board of Directors the proposals for the appointment of independent directors by co-option or for their submission to the approval of the General Shareholders' Meeting, as well as the proposals for re-election or removal of these directors by the General Shareholders' Meeting. It shall also report on the proposed appointments of the other directors for their appointment by co-option or for their submission to the approval of the General Shareholders' Meeting, as well as the proposals for the re-election or removal of these directors by the General Shareholders' Meeting.

The General Shareholders' Meeting shall be informed of the category of each director when making or ratifying their appointment or re-election. This information will also be included periodically in the Annual Corporate Governance Report, following verification by the Appointments and Remunerations Committee.

The Board of Directors shall take care so that the procedures for the selection of its members promote equality between women and men, as well as diversity with respect to aspects such as age, disability or professional training and experience, are not implicitly biased and could imply any discrimination and, in particular, that they facilitate the selection of female directors in a number that allows for a balanced presence of women and men. Therefore, if a patent imbalance is observed in the composition of the Board of Directors, women who meet the necessary requirements and have the appropriate profile shall be included among the potential candidates.

In addition to the fact that efforts will be made to comply with the recommendations of the Code of Good Corporate Governance, the Spanish Companies Act shall be complied with regarding diversity in the composition of the Board of Directors, which currently establishes that listed companies must ensure that the Board of Directors has a composition that guarantees the presence of at least 40% of persons of the less represented gender. The total number of directors to be considered as the minimum necessary to achieve such objective shall be the percentage closest to forty percent, without exceeding in any case the percentage of forty-nine percent of the members of the Board of Directors.

Likewise, in those cases where, as a result of the death or other supervening circumstances, such as the loss of legal capacity, disqualification or voluntary resignation of one of the members of the Board of Directors, resulting in an early vacancy, the composition of the Board of Directors ceases to comply with the legal requirement of having at least forty percent of persons of the less represented gender, the Company shall reach such percentage again when appointing the new director by co-option, in accordance with the provisions of section 2 of article 529 decies. In any event, the required balance must be definitively restored at the first General Shareholders' Meeting held after the occurrence of the vacancy, in accordance with the applicable regulations.

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Only in the event that a listed company does not achieve the objectives established in the preceding sections, it shall adjust the selection processes for candidates to the board of directors, in order to ensure the achievement thereof. A procedure that allows for a comparative assessment of the competencies and capabilities of each candidate shall be established. Such system shall be designed based on clear, neutrally formulated and unambiguous criteria, ensuring a non-discriminatory process throughout all stages of selection, including the stages of preparation of vacancy announcements, pre-selection, preparation of the shortlist and the creation of candidate selection pools. The criteria governing the selection shall be established prior to the commencement of the selection process. In the event that several candidates are equally qualified from the standpoint of competence, professional performance and aptitude, the listed company shall give preference to the candidate of the less represented gender. Such obligation may only be breached in exceptional circumstances.

Before being proposed for appointment to the Board of Directors, the candidate will be informed about what is expected of him or her in terms of dedication, participation in specialised committees and commitment to the Company.

3. Conditions that must be met by the candidates:

In the exercise of its powers to propose to the General Shareholders' Meeting and of co-opt to cover vacancies, the Board of Directors shall aim, to the extent possible, that proprietary and independent directors represent a majority of the Board of Directors and that the number of executive directors is the minimum necessary. This will nevertheless depend on the Company's shareholder structure, and in particular on the percentage of direct or indirect participation by executive directors in the Company's share capital. Finally, the aim shall be that the number of independent directors represents at least a third of the total directors.

The meaning of the different classes of directors (proprietary, independent and executive) will be that attributed to it by law or, in lack of one, by the content of the good corporate governance recommendations applicable at any time.

Notwithstanding the provisions of the section above regarding the suitability of the candidates to the competence matrix, when selecting members of the Board of Directors of the Company, it must be ensured that the candidate meets the profile and appropriate qualities in accordance with the cultural values of ROVI and contributes to foster them.

The Board of Directors shall be composed by persons of recognised professional standing and competency, who must act with an independent criterion when performing the functions inherent to their post.

When selecting candidates for members of the Board of Directors, the Appointments and Remunerations Committee must ensure that those proposed are persons of good standing and suitable to the post, with a recognised professional track record, competency, experience, qualifications, training,

availability and commitment to the function; and, that there is an appropriate balance in the composition of the Board of Directors.

The Appointments and Remunerations Committee shall verify, to the extent possible, that there are no incompatibilities, disqualifications or conflicts of interest established by law or in the corporate governance system; and, that the procedures for selecting directors do not involve implicit bias that could lead to any discrimination, and in particular, facilitate the selection of female directors in a number that allows for a balanced presence of women and men.

In particular, candidates for directors must meet the following requirements:

a) Professional qualifications:

- University degree or, at least, five years of experience in administrative, management, leadership, control or advice functions in public or private organisations of a size and demand similar to those of the Company.

b) Personal, professional and commercial good standing:

- A personal record of respect towards business and corporate laws and other regulations governing the economic activity and continuity of businesses, as well as good practice in the commercial, corporate governance, financial and pharmaceutical and health sectors.

- Lack of a criminal record.

- Not being disqualified from exercising positions in the public sector or government, or in the management of private companies.

- Not being disqualified under the Insolvency Act (*Ley Concursal*).

c) Capacity and compatibility:

- Not being subject to any cause for legal incompatibility, incapacity or disqualification.

- Not carrying out activities, on his or her own or on third-party account, which involve effective competition, whether current or potential, with the Company or any entity in its group, or place it in constant or irredeemable conflict with the Company's interests in any way; unless, the Board has received information to the contrary and an authorisation from the competent corporate body.

- Not having incurred in circumstances that could endanger the interests of the Company and/or entities in its group by reason of his or her participation in the Board.

- Without express authorisation from the Appointments and Remunerations Committee, given the circumstances of each case, not holding the post of director in more than ten companies, of which no more than eight may have their shares admitted to trading on national or foreign stock markets, considering for this calculation the exclusions provided for by the Board of Directors Regulations.

d) **Age:** Notwithstanding that the Board of Directors shall attain to the circumstances of each case, on an indicative basis, the Board of Directors considers that the directors should not in general be over eighty years of age.

4. Board committees:

The Audit Committee shall be formed by a minimum of three directors, appointed by the Board of Directors from among its non-executive directors. The members of the Committee, and in particular its Chairman, must be appointed taking into account their knowledge and experience in accounting, auditing, financial and non-financial risk management, sustainability and information technologies, as well as their knowledge, skills and experience (including international), taking into account the other duties of the Committee. In any event, at least two members of the Committee must be independent.

The Chairman of the Audit Committee must be an independent director and shall 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 a period of one year from the date of termination of his or her position.

The Appointments and Remunerations Committee shall be made up of a minimum of three directors appointed by the Board of Directors from among its non-executive directors. In any event, at least two members of the Committee must be independent. The members of the Appointments and Remunerations Committee must be appointed ensuring that they have the knowledge, attitudes and experience suitable to the functions that they are called to perform. Any director may ask the Committee to consider potential candidates, if he or she deems them suitable, to cover director vacancies.

The Chairman of the Appointments and Remunerations Committee must be an independent director who must be replaced every four years; he or she may be re-elected after a period of one year from the date of termination of his or her position.

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The Appointments and Remunerations Committee agreed at its meeting on 18 March 2026 to propose this Policy designed to favour an appropriate composition of the Board of Directors of Laboratorios Farmacéuticos Rovi S.A., which approved it at its meeting on the same date.

The Appointments and Remunerations Committee must verify each year the compliance with this Policy to ensure an appropriate composition of the Board of Directors. This information will be reported in the Annual Corporate Governance Report.

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Laboratorios Farmacéuticos Rovi S.A.

Competence Matrix of the Board of Directors

	Mr Juan López-Belmonte Encina	Mr Javier López-Belmonte Encina	Mr Iván López-Belmonte Encina	Mr Marcos Peña Pinto	Mrs Fátima Báñez García	Mrs Teresa Corzo Santamaría	Mrs Marina del Corral Téllez
Skills							
Management Experience	●	●	●	●	●		●
Business Management				●	●		●
Senior positions in Public Administration							
Experience in others Boards of Directors							
Executive functions	●	●	●	●	●		●
Board/Committees Member	●	●	●	●	●		
Chairman of Committees/Coordinating director				●			
Sector							
Pharmaceutical/Healthcare	●	●	●	●	●		●
Information technology				●	●		
Banking and Financial		●					
Comunication and Media				●	●		
Energetic				●	●		
Functional							
Corporate Governance and Sustainability	●	●	●	●	●		●
Analysis and strategic evaluation of HR	●	●	●	●	●		●
Knowledge of the Pharmaceutical Sector	●	●	●	●	●		●
Accounting, audit and finance capabilities	●	●	●	●	●		●
Selection of Directors and Management	●	●	●	●	●		●
Risk Management	●	●	●	●	●		●
Legal and Regulatory	●	●	●	●	●		●
Academic activity, Teaching and Research			●	●	●		●
Design of policies and compensation plans for directors and senior managers	●	●	●	●	●		
International experience							
Europe	●	●	●	●	●		●
America	●	●	●	●	●		●
Asia and others				●	●		
Diversity							
Gender							
Male	●	●	●	●			
Female					●	●	●
Nationality	Spanish	Spanish	Spanish	Spanish	Spanish	Spanish	Española
Year of birth	1970	1975	1971	1948	1967	1969	164
Term of office							
0 - 3 years				●	●	●	●

Propietary
Executive
Independent

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