



CODE OF ETHICS

LABORATORIOS
FARMACÉUTICOS ROVI

Dear Colleagues,

I hope this message will help us reflect on a crucial aspect that shapes our everyday tasks: responsibility. Each member of this ever-growing company should be keenly aware that our objective is to improve patient health so that we can contribute to welfare society care and quality. This is no utopian goal. Our medicines form part of the daily lives of thousands of patients in over 50 countries, which, in equal measure, represents both a privilege, due to the trust placed in our products, and an obligation to match that trust with efficient work of the highest quality.

That is why we are now publishing ROVI's Code of Ethics, a document envisaged as a framework of guidelines and obligations to inform our stakeholders (employees, shareholders, suppliers, customers, patients, professionals, public authorities and the general public) of our successful day-to-day work and also provide our employees with guidance for everyday decision-making.

We need to act ethically to obtain greater value for our group. As a listed company, ROVI must work to the highest standards of good governance specified by the Spanish National Stock Exchange Commission (CNMV) and the National Markets and Competition Commission (CNMC) in order to establish policies and procedures providing guidance and ensuring compliance with the regulatory framework within our organisation.

Besides adapting our policy to the legal framework, this Code of Ethics is an opportunity to apply the values that identify us as a company. These include mutual respect, the quest for innovation, teamwork, efficiency or the competitiveness resulting consistently from scientific excellence.

As ROVI's CEO, I believe in responsible business conduct. Therefore, I invite you to read this Code of Ethics carefully in the hope that it will prove useful in your day-to-day work. ROVI is merely a cog in a global machine that aspires to build a sustainable future with collective welfare, in line with the United Nations Agenda 2030 and Sustainable Development Goals. And an honest attitude is the first step to achieving this.

Best regards,

Juan López- Belmonte Encina

CONTENT

A.

INTRODUCTION

- ROVI Group's mission, vision and values / 8
- What is ROVI's Code of Ethics? / 9
- Why do we have a Code of Ethics and why should we comply with it? / 9
- How to make the right decision? / 9
- Where can we get advice and guidance about our Code? / 10
- Who must comply with the Code? / 11
- Employees' individual responsibilities and consequences associated with breaching the Code / 12
- Supervisors' responsibilities / 12

B.

GENERAL RULES OF PROFESSIONAL CONDUCT

1. Compliance with current legislation / 14
2. Compliance with professional codes / 15
3. Compliance with internal policies approved by ROVI / 15
4. Corporate Responsibility / 16
5. Corruption and bribery / 18
6. Competition / 19
7. Honest professional conduct / 19
8. Privacy / 20

C.

ROVI'S PROFESSIONALS

9. Working conditions, non-discrimination, equal opportunities and work-life balance / 22
10. Harassment prevention / 22
11. Right to privacy / 23
12. Public communications and use of social networks / 23
13. Occupational health and safety / 24
14. Selection, training and evaluation / 25
15. Gifts and business courtesies / 25
16. External activities / 25

D.

FINANCIAL INTEGRITY AND PROTECTION OF OUR ASSETS

17. Communications, records and reports / 27
18. Use of ROVI's resources / 27
19. ROVI's intellectual and industrial property / 28
20. Respect for third-party intellectual and industrial property / 29
21. ROVI's confidential information / 30
22. Protection of third-party confidential information and trade secrets / 31
23. Prohibited use of insider information and relations with markets / 31

E.

CONFLICTS OF INTEREST

24. Conflicts of Interest / 34

F.

COMMITMENTS AND RELATIONS WITH OTHER STAKEHOLDERS

- 25. Commitments to human and workers' rights/ 36
- 26. Commitments to shareholders and the financial community/ 36
- 27. Relations with public authorities and regulators / 37
- 28. Commitments to patients / 37
- 29. Relations with health professionals and health organisations / 37
- 30. Commitments to our customers / 38
- 31. Commitments to our suppliers and trading partners / 38
- 32. Commitments to the media / 38

G.

ROVI'S ETHICS CHANNEL

33. ROVI's Ethics Channel / 40



INTRODUCTION

ROVI Group's Mission, Vision and Values

What is ROVI's Code of Ethics?

Why do we have a Code of Ethics and why should we comply with it?

How to make the right decision

Where can we get advice and guidance about our Code?

Who must comply with the Code?

Employees' individual responsibilities and consequences associated with breaching the Code

Supervisors' responsibilities



The ROVI management team has adopted this Code of Ethics because we believe we can only achieve the Group¹'s long-term interests if we respect its principles, values and practices, which are intended to provide guidance for business conduct in ROVI and our subsidiaries.

ROVI's strong commitment to promoting a culture of integrity in the company can only be effective if it is shared by all ROVI Group staff members. For this reason, you must be familiar with your duties and conduct them in accordance with this Code, applicable laws and regulations and the highest standards authorities require.

Managers are responsible for providing their teams with appropriate support so that you understand the requirements set out in this Code and how to put them into practice. Since this Code cannot exhaustively cover all the situations that might arise, you should be prepared to exercise your good judgement and common sense when deciding on the right way to act. You must ask when you have questions about any aspect of this Code or when you are not sure about how to respond to a situation not mentioned in the Code. Similarly, you must immediately inform about any breach of law or this Code which comes to your knowledge.

(1) "ROVI Group", "ROVI" or the "Group" refers to all companies, corporations or entities in which Laboratorios Farmacéuticos ROVI, S.A. holds a direct or indirect interest, now or in the future, irrespective of the percentage of this interest. At the time of the most recent update of this Code, the following companies were included: Laboratorios Farmacéuticos ROVI S.A.; Gineladius S.L.; Pan Química S.A.; ROVI CM S.L.; Bemipharma Manufacturing S.L.; ROVI Biotech S.R.L.; Bertex Pharma GmbH; Frosst Ibérica S.A.U.; ROVI Biotech LTDA; ROVI Biotech Limited and ROVI GmbH.

ROVI Group's Mission, Vision and Values

The mission and vision approved by ROVI must prevail in all the decisions you make in the course of your professional activity and must guide your business strategy.

You must all ensure your actions are in line with the Group's mission and vision and with the values described below, since this is the best guarantee of meeting the goals determined in this Code.



MISSION

We work for the wellbeing of society and to improve quality of life and patient care by promoting human health through the research, manufacturing, marketing and distribution of medicines and other healthcare products.



VISION

We aspire to be recognised as a benchmark for our research and development of new products and to be perceived as a trustworthy supplier as a result of our commitment to the manufacturing, marketing and distribution of medicines and healthcare products.



VALUES

ROVI values are:

- **Team, collaboration, involvement:** Commitment, Cooperation, Empathy, Co-responsibility, Solidarity
- **Efficiency:** Justice, Objectivity, Balance, Determination, Profitability
- **Patient benefits:** Commitment, Involvement, Empathy, Proximity and Proactiveness
- **Respect:** Consideration, Truthfulness, Honesty
- **Innovation:** Proactiveness, Involvement, Creativity
- **Honesty, Integrity and Ethics:** Consistency, Self-Criticism, Equity, Justice, Honesty, Legality

What is ROVI's Code of Ethics?

Our mission, vision and values form the basis of this Code. Along with the other content, their purpose is to help us fulfil ROVI's mission, principles and values and embed them in all decisions and actions performed by ROVI and our employees, thus building the foundation of an ethical corporate culture.

The Code of Ethics sets out the basic requirements for the business conduct we expect from all our employees. It is the basis for all our policies and procedures and guides our relationships with costumers, shareholders, other employees and stakeholders.

All ROVI-related business conduct must be guided by the principles and standards set out in this Code of Ethics.

Why do we have a Code of Ethics and why should we comply with it?

Knowing, understanding and complying with our Code of Ethics is essential to continue to operate as a company and to uphold our reputation.

By complying with the Code, you can help create an atmosphere conducive to performing our best possible work and, primarily, to being proud of what we do, since observing the Code allows us to guarantee that everything we do is fair and legal and that we are all engaging in honest business conduct.

How to make the right decision

On occasion, you may find yourself in difficult or dubious situations and not know how to act in accordance with the Code. In these cases, you must ask yourself the following questions:

- Will my conduct allow me to keep the trust of all our stakeholders (patients, employees, suppliers, shareholders, administration, etc.)?
- Would my circle (family, friends and colleagues) think that my conduct was ethical?
- Would I feel comfortable if someone treated me in the same way?
- Would I feel comfortable if my conduct were to appear in the media?
- Does my conduct respect ROVI's values and principles?
- Is my conduct legal and does it observe ROVI's policies?

If the answer to any of these questions is NO, you should seek help before making a decision.

Where can we get advice and guidance about our Code?

The Compliance Department is the body responsible for interpreting the Code of Ethics. As such, any of our professionals requiring help with understanding or interpreting it should contact the compliance team. This department's interpretation criteria will be binding on all the Group's professionals and companies.

The following ROVI departments can also help answer any questions or resolve any problems that may arise concerning interpretation:

- **Department managers and other supervisors:** they can answer questions because they are generally more familiar with the company's guidelines.
- **The Human Resources Department:** the HR team can respond to questions on employment, benefits and workplace matters.
- **The Legal Department:** : the legal team can guide you on how to conduct a business activity on ROVI's behalf.
- **The Supervision Department:** the supervision team can help you interpret the industry standards that apply when interacting with health professionals, health organisations and patients.
- **The Quality Department:** the quality team can help reply to questions concerning the quality, safety, efficacy and regulatory compliance of our products and logistics procedures, including the environment, health and safety.
- **Internal Audit:** the audit team can answer questions on how to interpret the Code of Ethics and supervise compliance with the company's financial and accounting policies, among others.
- **The Pharmacovigilance Department:** : the pharmacovigilance team can deal with any questions concerning adverse effects or the safety of our products.
- **The Industrial/Intellectual Property and Information Security Department:** the industrial and intellectual property team can answer employee queries concerning the use of ROVI's confidential information and intellectual and industrial property.

Who must comply with the Code?



All ROVI employees

Irrespective of their hierarchical level, geographic location and the Group company they work for.



Group representatives in non-Group companies or entities

They will observe ROVI's Code of Ethics in the course of their work as long as it is compatible with the regulations of the company or entity where they represent ROVI.



ROVI managers and supervisors

They will promote compliance with this Code in companies or entities that ROVI manages, even though it does not hold a majority interest.

Everyone subject to this Code must lead by example, show impeccable conduct and endeavour to ensure their subordinates are aware of, understand and comply with it. Special mention should be made of the fact that ROVI has a Code of Ethics for Suppliers and Commercial Partners, applicable to all parties with whom ROVI establishes a commercial relationship.

Employees' individual responsibilities and consequences associated with breaching the Code

Compliance with our values and principles involves observing and complying with the contents of this Code of Ethics. You must remember that we rely on all the Group's employees to uphold ROVI's reputation and ensure compliance with this Code. For this reason, if you think the Code has been breached, it is your responsibility to report it through ROVI's Ethics Channel².

Any breach of this Code will be investigated thoroughly, and the relevant measures will be adopted. Depending on the circumstances, these may consist of training in the rules to follow, disciplinary measures or other corrective actions, including contract termination in accordance with labour legislation and other applicable measures under other types of legislation.

Supervisors' responsibilities

If you are responsible for managing or leading teams, you hold a special and important responsibility, since you must set an example and act consistently with ROVI's Code of Ethics. Specifically, all supervisors must observe the following instructions:

- Act as an example ensuring all your decisions are guided by the ethical principles set out in this Code and ROVI's values.
- Make fair and objective decisions based on business, this Code of Ethics, ROVI's policies and procedures and the legislation and industry standards applicable in each individual case.
- Help employees know and understand the Code of Ethics and ROVI's policies and procedures.
- Ensure employees are duly trained and know the applicable laws governing the activities they perform.
- Create an appropriate environment for employees to feel comfortable and able to speak out without reservations or fear of reprisals.
- Take any matter that is reported to you and that jeopardises the Code seriously. Analyse whether it should be reported to your superior and, if necessary, do so as soon as possible.
- Implement corrective and preventive measures when someone breaches the Code.
- Support any investigation.
- Recognise and reward ethical conduct.

(2) More information about the Ethical Channel can be found in Chapter G.

B

GENERAL RULES OF PROFESSIONAL CONDUCT

1. Compliance with Current Legislation
2. Compliance with Professional Codes
3. Compliance with internal policies approved by ROVI
4. Corporate Responsibility
5. Corruption and bribery
6. Competition
7. Honest professional conduct
8. Privacy

1. Compliance with Current Legislation

The ROVI Group's business takes place in several countries worldwide and you are obliged to be aware of and comply with applicable rules.

Complying with the laws is not only obligatory, but also essential to meet our ethical commitments. Therefore, as a ROVI professional, you must strictly comply with current legislation in the place where you work and where your work has an impact, observing the spirit and purpose of the rules.

ROVI has policies and procedures facilitating compliance with legislation and regulations so we can comply with these rules. Nevertheless, **each and every one of us is responsible for knowing the legal obligations associated with our job** and, in this respect, ROVI's Legal, Legal Compliance, Supervision, Human Resources, Quality, Internal Audit, Pharmacovigilance and Industrial/Intellectual Property and Information Security Departments are available to answer any queries you may have regarding compliance with applicable regulations and laws.

ROVI's managers must have in-depth knowledge of the laws, regulations and internal policies affecting their respective areas of activity and must ensure that the professionals they manage receive adequate training on the subject so they can know and observe such laws, regulations and policies.

However, ROVI's commitment to respecting the legal situation is not limited to complying with the law, but also includes:



Respect for all court and administrative decisions



Compliance with all contractual obligations assumed with third parties.



Respect for the uses and good commercial practices of each territory.

Therefore, all ROVI employees must meet the obligations arising from the contents of court or administrative decisions and contracts, as well as any that may be required under trading customs and practices.

2. Compliance with professional codes

Since ROVI is a member of Farmaindustria in Spain and, consequently, of the European Federation of Pharmaceutical Industries and Associations (EFPIA), we must observe the standards of conduct that the industry has established in each territory.

Consequently, in Spain, all employees are obliged to comply with the contents of the **Code of Good Practice for the Pharmaceutical Industry** (drawn up by Farmaindustria). In other territories where we conduct our business, ROVI employees must comply with the provisions of one or more of the following codes:

- The Code of Conduct drawn up by EFPIA.
- The Code of Conduct drawn up by the International Federation of Pharmaceutical Manufacturers & Associations (IFPMA).
- The Code of Conduct drawn up by Pharmaceutical Research and Manufacturers of America (PhRMA).
- The Code of Conduct drawn up by the professional association ROVI has joined in each territory.

3. Compliance with internal policies approved by ROVI

ROVI has policies and procedures that facilitate compliance with laws, standards and codes. You must be aware of and comply with the policies applicable to your job. You are also responsible for informing your direct manager or the Compliance Department when a policy has not been updated.

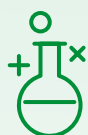
Managers will endeavour to ensure that the people in their team are correctly trained in the applicable policies.



Corporate Responsibility.

One of ROVI's priorities is to contribute to the health and wellbeing of society, improving the conditions of patients' lives and making a significant contribution to improving healthcare.

Meeting this commitment involves seeking excellence in all aspects related to the research, development, manufacturing, approval, marketing and sale of our products, guaranteeing the highest quality in all steps of the process and ensuring that the law and quality and production standards are complied with at all times.



Development, manufacturing and approval of medicines and healthcare products

Meeting this commitment involves seeking excellence in all aspects related to the research, development, manufacturing, approval, marketing and sale of our products, guaranteeing the highest quality in all steps of the process and ensuring that the law and quality and production standards are complied with at all times.

As a research-based company, ROVI's efforts help medicine progress and improve the quality of life. In our research work, we strive to make the best possible use of existing scientific and technological potential to develop innovative medicines and provide solutions to unmet medical needs.

In this process, ROVI observes current laws, regulations and standards on research and development and takes all possible measu-

res to ensure the integrity and autonomy of the people taking part in a clinical trial anywhere in the world, so that they are not exposed to unnecessary risk and understand the purpose of the research.

ROVI also observes the highest production standards in our manufacturing processes to attain the highest-quality products. One of our priorities is the quality of our processes and we are constantly working to meet this goal.

Our relations with health authorities to obtain authorisation for our products are transparent and honest, and we always work hard to obtain innovative medical solutions.



Marketing and sale of medicines and healthcare products

ROVI strictly observes the laws and standards of conduct established to promote, market and sell our products.

Any advertising for our products must be true and complete. We endeavour to ensure that all our stakeholders (patients, health professionals, health organisations and customers) receive useful and full information on our products. We also consider advertising prohibitions applicable to prescription medicines.

All the information provided to the market on our products, including that contained in our promotional and advertising activities, is consistent with the approvals we have obtained for our products.



Environment

In environmental matters, we have made a firm commitment to reducing the environmental impact of our activities and products to a minimum throughout their life cycle.

Consequently, one of our priorities is that we should all conduct ourselves in accordance with this commitment. To do this, our business conduct must strictly respect environmental legislation and we must make efficient use of resources, striving to reduce the environmental impact of our operations, products and services to a minimum.

Environmental risk management is crucial in meeting ROVI's environmental commitment, which is why all employees must observe the Group's policies and procedures.



Corruption and Bribery

ROVI rejects any practice that includes bribery or corruption as a way to obtain a decision that favours our interests and we do not tolerate any practices whose aim is doing business through improper means.

ROVI employees are strictly prohibited from offering a third party any kind of direct or indirect benefit that is intended to influence them or is given with the intention of illicitly influencing their capacity to make objective and legitimate business decisions.

ROVI employees are also strictly prohibited from accepting any kind of corruption or bribery offered to them by a third party.

Any interaction with health professionals, health organisations, health systems, pharmacies, stores, purchasers, distributors, suppliers, business partners, public officials and any third party in general must be governed by legality and ethics and be in line with ROVI's values, the company's policies, applicable laws, ethical codes and industry standards.

What should I do?

Q: A healthcare professional has asked us to contribute to a scientific meeting they are holding.

Can I accept this proposal?

A: ROVI cannot sponsor scientific activities or meetings held by healthcare professionals on their own behalf. Therefore, you cannot accept.

What should I do?

Q: Our production deadlines are tight, and I know that we would obtain the permit sooner, which would speed up deadlines, if we paid a small unofficial fee.

Can I make that payment?

A: Facilitation payments are considered a form of bribery. Therefore, no ROVI employee is allowed to participate in them, using either the company's money or their own.

Value transfers to third parties must be fair, pursuant to market criteria and respond to a legitimate need. ROVI can only award grants or make donations if no value is received in return.

6. Competition

Competition laws promote fair competition and protect consumers against unfair business practices. For this reason, ROVI believes that our long-term success is based on attaining excellence in our areas of activity, in such a way that the best result is achieved through the therapeutic benefits of our products in fair competition, without resorting to practices that affect the free market.

Therefore, all our employees must treat customers, suppliers, competitors and any other third parties fairly, promoting ROVI's business ethically and respecting competition laws. Specifically, you must avoid any practices that involve taking unfair advantage or that could affect free competition.

Compliance with laws to protect competition is not only a legal obligation, but also a core element of the company's culture and its responsibility to its customers and suppliers, as well as consumers in general. We are convinced that our ethical principles and our conduct are decisive in continuing to generate the trust that allows us to play an important role in society. Employees and other parties related to ROVI share the responsibility of complying with competition law. At ROVI, we undertake to observe these laws strictly and apply a zero tolerance policy in the event of non-compliance.

7. Honest professional conduct

Compliance with ROVI's Code of Ethics must form part of all the professional decisions you make. Consequently, as a professional, you must be guided by the principles in your professional conduct:

In accordance with these principles, should you become involved in criminal or administrative sanction procedures that may affect you in the course of your work as a ROVI professional, you must notify the Compliance Department of the situation.



Professionalism

Defined as acting diligently, responsibly and efficiently, seeking quality, excellence and innovation.



Self-control

Implies that all decisions must be based on four premises: (i) the action is ethically acceptable; (ii) it is legally valid; (iii) it is desirable for the Group; and (iv) the person making the decision is willing to assume responsibility for it.



Integrity

A person acts with integrity when they act loyally, honestly, in good faith and in line with the Group's values and interests.

8. Privacy

While engaging in our business, you may gain access to the private data of employees, trading partners, suppliers and customers.

You must observe the following principles when processing this information.

- Consult the Compliance Department to ascertain whether any specific regulations apply when collecting these data.
- Only collect and store the data for legitimate purposes. Obtain the data subject's consent when required by the legislation in force in each territory.
- Only share the data with people allowed to access them after meeting any legal requirements.

- Protect the data in accordance with the provisions in ROVI's security policies.
- ROVI will only store such data for as long as necessary.

As a company, we are responsible for ensuring that any third party with access to the data is contractually obliged to observe these principles.





ROVI'S PROFESSIONALS

9. Working conditions, non-discrimination, equal opportunities and work-life balance
10. Harassment Prevention
11. Right to privacy
12. Public communications and use of social networks
13. Occupational health and safety
14. Selection, training and evaluation
15. Gifts and business courtesies
16. External activities

9. Working conditions, non-discrimination, equal opportunities and work-life balance

ROVI considers our employees to be our most valuable asset and, therefore, we promote a diverse and inclusive culture, based on an open and stimulating work environment.

We ask our employees for a high level of commitment and, in return, we are committed to offering you a fair and ethical work environment, a performance-based remuneration policy, and objective and non-discriminatory evaluation and promotion systems.

Therefore, we:

Promote non-discrimination on the grounds of race, nationality, social origin, age, sex, civil status, sexual orientation, ideology, political opinions, religion or any other personal, physical or social characteristics that our professionals may have.



Have implemented an Equality Policy and effectively promote equality between our workers in relation to employment, promotion, training, work conditions and wage policy.



Respect the personal and family life of all our professionals and promote a balance between your personal and professional lives.



10. Harassment Prevention

ROVI does not tolerate harassment and rejects any form of violence, physical, sexual, psychological or moral harassment, the abuse of authority at work, and any other type of harassment or conduct that generates an intimidatory or offensive atmosphere affecting the rights of our employees.

Should you become aware or have well-founded suspicions of any type of harassment, discrimination or inappropriate behaviour, you must report this and act in accordance with the relevant procedure set out in the Protocol.

ROVI has a “Protocol for the prevention and management of cases of moral and sexual harassment at work”, which all employees must be aware of and observe.

11. Right to privacy

One of our priorities at ROVI is to guarantee our employees' right to all forms of privacy, particularly in relation to personal data. Specifically:

- We respect our employees' personal data. Therefore, any personal data processing must take place in accordance with current legislation.
- We undertake not to disclose the personal data of our professionals unless we have the data subject's consent or there is a legal obligation to do so. Under no circumstances may our personnel's data be processed for any purpose other than those provided for by law or by contract.
- We undertake to respect our professionals' personal communications.
- All employees must make responsible use of the computer resources the company provides to perform your duties.

12. Public communications and use of social networks

ROVI has specific personnel to handle all institutional communications. Besides these employees, no one else is authorised to make public statements on our behalf or on behalf of our management team or employees.

Any financial information or information that might be important for the market may only be published by the Investor Relations Department or the Legal Department. No other employee is authorised to publish this type of information.

The publication of any other information concerning ROVI or our employees must be authorised by the Communication Department, which, in turn, must obtain the internal authorisations required depending on the publication content, for example, the authorisation of the Industrial/Intellectual Property and Information Security Department.

Group employees must be especially careful when they speak publicly on behalf of ROVI, for example at professional conferences and seminars, and when using social media.

Regarding the use of social media: No employee of Rovi except the Communication Department may make social media posts on Rovi's behalf. For this reason, Rovi employees are advised to refrain from posting related to their professional obligations or about the Rovi Group on their personal social media accounts.

As an employee, you must take the following precautions in any communication related to your responsibilities at work and in any personal communications that might affect the Group:

You must be polite and respectful.



You must remember that your conduct could affect ROVI's image and reputation and, therefore, any communication in social media taking place in the circumstances mentioned above must consider ROVI's values.



ROVI's confidential information must always be protected and, therefore, the publication of any information of this nature is prohibited.



Publishing, commenting, linking or sharing comments that may be considered promoting prescription medicines to the public (for example, comments on ROVI's medicines or competitors' products and indirect promotion) are prohibited.



13. Workplace Health and Safety

ROVI undertakes to provide a safe and healthy work environment for our employees, trading partners, suppliers, customers and any third parties visiting our facilities.

ROVI has a specific Occupational Health and Safety Department for the whole Group for that purpose.

All Group employees must observe occupational health and safety laws and the standards and policies implemented for that purpose and report any situation posing a risk to workers' health and safety.



14. Selection, training and evaluation

At ROVI, we believe that the principles of equality and non-discrimination governing our conduct can only be met through fair and objective selection, training and evaluation processes.

For this reason, we select our professionals solely on the basis of (i) the candidate's academic and professional merits, (ii) their suitability for the vacant position, and (iii) their compatibility with ROVI's values and principles.

We also have public and objective evaluation processes to assess the performance of our professionals.

We offer our professionals a variety of training programmes. All these programmes must foster equal opportunities and favour the career development of our professionals and the attainment of the Group's objectives.

15. Gifts and business courtesies

ROVI has an Anti-Bribery and Anti-Corruption Policy regulating both the giving and acceptance of gifts. All our professionals must be aware of and observe this policy.

In any event, accepting or giving gifts may never be used as a subterfuge for bribery or to conceal an action that is illicit or that violates the codes of ethics ROVI has adhered to.

16. External activities

As ROVI professionals, your professional endeavours and skills must be used to perform your duties and attain the Group's objectives.

Therefore, you must obtain prior written authorisation from the Human Resources Department to work for or provide professional services to companies outside the Group (as either an employee or a self-employed professional).

This requirement also applies to any teaching activities that you may perform and any appointment to the governing or management bodies of other entities.

ROVI encourages our employees to take part in providing services that benefit society and in humanitarian and voluntary activities, provided this does not interfere with your work.



FINANCIAL INTEGRITY AND PROTECTION OF OUR ASSETS

17. Communication, records and reports
18. Use of ROVI's resources
19. ROVI's intellectual and industrial property
20. Respect for third-party intellectual and industrial property
21. ROVI's confidential information
22. Protection of third-party confidential information and trade secrets
23. Prohibited use of insider information and relations with markets

17. Communications, records and reports

ROVI undertakes to apply the following principles of action.



Internal and external communications must be made by authorised persons or with their approval and must be reliable, complete, accurate and not misleading. They must also comply with any applicable legal or regulatory requirements.



When preparing our accounting, financial statements, books, records and accounts, the Group must meet legal requirements and apply current accounting principles correctly to provide an accurate picture of the Group's business activities and financial situation.



Making, communicating or recording fraudulent or irregular sales are totally prohibited, as is tampering with sales records, irrespective of the source of the information.



ROVI must publish information accurately, in full and on a timely basis.

18. Use of ROVI's resources

ROVI makes a significant effort to provide its employees with a wide range of resources so they can perform their work better and more efficiently.

The general principles governing the use of the company's assets are as follows:

- The assets are provided to allow the Group's objectives to be attained and, therefore, should be used for professional purposes.
- All professionals must protect the company's assets and safeguard them from loss or improper use by non-authorised third parties.

19. ROVI's intellectual and industrial property

ROVI's intellectual and industrial property is one of our main assets and, therefore, all our employees are obliged to use it correctly. We must remain alert so we can identify, protect or notify our managers of any situation, process, use or product that enables ROVI to register it appropriately.

What is considered to be intellectual and industrial property?

ROVI's intellectual and industrial property includes:

Copyrights, source codes, computer programmes, databases, plans, technical drawings and any other right associated with the creation of literary or artistic works.

Industrial and/or business secrets (research and development projects, trials and inventions for which patents or utility models have not been applied for or for which applications have been filed but not yet published).

ROVI's brands, trade names and any brand associated with our products and/or services, as well as the design of our products, packaging, containers, logotypes and promotional material, irrespective of whether or not they are registered.

Patents, industrial designs and utility models, among others, that ROVI has registered or applied for anywhere in the world.

Trade secrets (customer and supplier lists, ROVI's financial information, business models and plans).

ROVI's know-how, including, but not limited to the information contained in the medicine dossiers, protocols, standard formulae, employee action procedures and/or ROVI's own guidelines, whether for manufacturing, producing, retrofitting, releasing, importing, exporting, promoting or marketing our own products or those of third parties.

All employees must take the necessary precautions to protect our intellectual and industrial property. Specifically, the following precautions must be taken: avoid talking about or sharing information concerning our intellectual or industrial property in public places, or even with a ROVI employee who is not authorised; report any suspicion of usurpation of intellectual property that

comes to your knowledge to your direct manager; and do not share information that contains or refers to ROVI's intellectual or industrial property unless authorised by the Industrial/Intellectual Property and Information Security Department or the Information Security Department.

20. Respect for third-party intellectual and industrial property

If as a ROVI employee you must use third-party intellectual or industrial property for your work, you must ensure you have the necessary authorisations for that purpose and you must seek advice from the Industrial/Intellectual Property Department or the Legal Department.

ROVI expressly prohibits the use of third-party intellectual and industrial property without the relevant authorisation or transfer of rights by the third party to ROVI. The use of these assets must comply at all times with the relevant terms of the authorisation or transfer the parties entered into.



21. ROVI's confidential information

Consequently, one of ROVI's main targets is to guarantee that all the company's important information is treated with the necessary confidentiality.

Confidential Information is one of ROVI's main assets and it is therefore imperative that all Group employees help protect it.

What is considered confidential information?

All scientific, business, commercial, financial, business development and business prospect information or any other information held by the ROVI Group or generated by employees and/or external collaborators of the ROVI Group as part of the service provision or their employment relationship with ROVI, stored physically on paper, on ROVI's and/or third-party servers, on electronic devices or other electronic document storage and management systems belonging to ROVI, provided this information is not accessible to the public, published or known. Confidential information includes emails, hard-copy files and electronic files on any media. Irrespective of the above, any information related to the ROVI Group's projects or know-how is included in the concept of confidential information, even if it does not meet the abovementioned requirements. Additionally, all personal data, defined as any kind of information that can directly or indirectly identify a natural person, is included in the concept of confidential information.

ROVI has a "Protocol on the Use and Management of Confidential Information", which all members of the organisation must be aware of and uphold.

Nonetheless, our ROVI professionals must clearly understand that all the information you have access to for your tasks at ROVI, irrespective of whether or not it is confidential information, must be treated confidentially unless otherwise stated by the management team.

The confidentiality obligation will remain in force during your entire employment relationship and indefinitely after termination, meaning that no ROVI employee or former employee may disclose or make personal use of confidential information without ROVI management's express authorisation.

When using confidential information, the same measures taken when dealing with an issue classified as industrial and intellectual property apply.

22. Protection of third-party confidential information and trade secrets

In our relations with third parties, ROVI may undertake confidentiality obligations regarding information they share with us. All ROVI employees must afford this information the same level of protection as ROVI's confidential information.

Additionally, as a ROVI employee, should you have had access to confidential information due to a previous job, you must refrain from using it, even when you believe this information could benefit ROVI. Breach of this prohibition could lead to sanctions.

23. Prohibition of Insider Trading and Market Relationship

ROVI is listed on the Spanish stock exchange and, therefore, all Group employees must take the utmost precaution when handling sensitive or insider information.

Insider information is all specific information that refers, directly or indirectly, to one or more marketable securities (including shares) or financial instruments issued by the company or any ROVI Group company or other issuers outside the Group, or to the issuer of these securities, which has not been made public and, if it were, could have a significant effect on the price of these marketable securities and/or financial instruments or, where applicable, the financial derivatives related to them.

For instance, the concept of insider information may refer, among others to business plans, new products, ongoing operations negotiations, relevant contracts, mergers, acquisitions, investments, divestments, incidents affecting either ROVI or a company it trades with, sales, profitability, negotiations concerning significant business

relationships, lawsuits or financial information. In general, it includes any information that may influence the price of ROVI securities or those of other companies in the market.

The law and ROVI prohibit employees from using insider information you may have access to due to your position, and which is not public at that point in time, to acquire or assign transferable securities or financial instruments from any ROVI Group company or third companies.

This prohibition extends to any insider information on any Group company, irrespective of its geographic location, and to the companies the Group conducts business with.

Consequently, if you as an employee have insider information, you must refrain from buying or selling ROVI securities directly or indirectly or giving this information to third parties until the information becomes public. Neither may you recommend to a third party that they acquire or transfer transferable securities or financial instruments or have others acquire or transfer them on the basis of this information.

These prohibitions apply to both the transferable securities and financial instruments of any ROVI Group company and the securities of any other company you have obtained non-public information about. Providing this information to third parties is also prohibited until it is made public.

ROVI employees with access to insider information must take the necessary measures to protect it. Knowledge of insider information must be restricted to people within and outside the Group who need to know as an indispensable part of performing their job.

In addition to the obligations contained in this section, members of the Board of Directors and the Steering Committee, as well as employees considered to be subject to the Internal Code of Conduct in Stock Markets, are subject to the obligations set out in that regulation.

Any security measures necessary to ensure the safekeeping, filing, access, reproduction and distribution of insider information will be put in place in accordance with the restrictive provisions set out in the Internal Code of Conduct in Stock Markets.

Besides any disciplinary action that may be appropriate in the applicable legal framework, any breach of the obligations set out in this Code may lead to legal and administrative actions against the employee involved.



CONFLICTS OF INTEREST

24. Conflicts of Interest

24. Conflict of interest

ROVI requires all our employees to act loyally to the Group at all times and, therefore, all your professional decisions must be based on defending ROVI's interests and, consequently, be free of the influence of any personal interests.

How ROVI employees must proceed when a situation involving a conflict of interest arises is regulated to ensure compliance with this obligation.

a) What is a conflict of interest?

A conflict of interest arises when an individual has a private or personal interest that might influence their professional decisions; in other words, when the personal interest of a professional and the interest of any of the companies forming the ROVI Group enter into conflict, either directly or indirectly.

b) Each employee's individual responsibility

It is not always clear whether a situation generates a conflict of interest. Therefore, you are responsible for assessing situations and informing the company of any in which you feel a conflict of interest may arise, even if the possibility is remote or merely potential.

c) Action principles in the event of a conflict of interest.

If a conflict of interest arises, all professionals must act in accordance with the following principles.

- **Independence:** you must act at all times professionally and irrespective of personal interests, meaning that your own personal interests may never take precedence over the Group's.
- **Abstention:** if a conflict of interest is detected, you must refrain from participating in or influencing the decision-making process. This means you must not take part in internal meetings dealing with matters that are affected by this conflict of interest, or access documentation about the issue.
- **Notice:** you must inform about any conflict of interest before any decision is made, and as soon as you become aware of the problem.

This **notice** must be **made in writing** and sent to the employee's **direct manager**, with copies to the **Human Resources** Department and the **Compliance** Department, and it must follow the procedure set out in the ROVI **Group's Conflicts of Interest Policy**.



COMMITMENTS AND RELATIONS WITH OTHER STAKEHOLDERS

25. Commitments to human and workers' rights
26. Commitments to shareholders and the financial community
27. Relations with public authorities and regulators
28. Commitments to patients
29. Relations with health professionals and health organisations
30. Commitments to our customers
31. Commitments to our suppliers and trading partners
32. Commitments to the media

25. Commitment to human and labour rights

ROVI is firmly committed to protecting human and labour rights. Therefore, we make every effort to ensure the activities performed within our sphere of influence, both directly and through third parties, do not infringe human rights as set out in the Universal Declaration of Human Rights of the United Nations, the Conventions of the International Labour Organization, the United Nations Global Compact, the United Nations Norms on the Responsibilities of Transnational Corporations and Other Business Enterprises with regard to Human Rights, OECD Guidelines for Multinational Enterprises, the Tripartite De-

claration of Principles concerning Multinational Enterprises and Social Policy and the International Labour Organization's Social Policy, together with any documents that may replace or supplement the above.

Additionally, ROVI has a consolidated corporate social responsibility programme that aims to have a positive impact on society and the environment.

Commitments to shareholders and the financial community

As a strategic objective, ROVI recognises the implementation of measures promoting information transparency and the attention and monitoring of relations with institutional investors, as well as proxy advisers and the financial community at large.

Our relations are governed by the law, the corporate governance recommendations implemented by the Group and, in particular, the principles set out in the "Policy for Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisers", which all employees must be aware of and observe.

ROVI has also placed several communication and consultation channels at our shareholders' disposal, thus enabling them to obtain relevant, up-to-date information.

The relations with our shareholders and investors are based on the equal treatment principle.

27. Relationship with the Public Administration and Regulators

ROVI conducts our relations with public authorities and regulatory bodies under the principles of cooperation and transparency.

As a ROVI employee, you are obliged to inform your direct manager of any requirement you may receive from public authorities or regulatory bodies on behalf of ROVI.

ROVI will respond to requirements from public authorities and regulatory bodies transparently, truthfully, in full and on a timely basis.

28. Commitments to Patients

Improving patients' lives is ROVI's main commitment with society. This commitment is included in our mission as a Group and in all the decisions we make.

Therefore, our priority is to provide innovative medicines that help to meet patients' needs, always observing the laws and standards of conduct regulating our activity.

29. Relations with health professionals and health organisations

ROVI will conduct our relations with health professionals honestly and transparently. All the information given to health professionals must be complete and accurate. All information provided to PS and OS shall be complete and accurate.

As a ROVI employee, in your relations with health professionals, you must observe the provisions of the code of ethics approved by the industry in each territory (Farmaindustria in Spain) and the following principles in all cases.

- The Group's promotional activity aimed at health professionals may not conceal mechanisms that provide incentives for prescribing medicines.

- The Group will only organise or sponsor events that are exclusively scientific or that may contribute to improve the training of health professionals. These events must be highly prestigious with a high-quality content, and they may never be used as a mechanism to encourage the prescription of medicines. The Group's hiring of health professionals must be transparent and drawn up in writing.
- In general, interaction with health professionals must be supervised by the Supervision Department.

Group professionals who usually need to interact with health professionals must receive specific training on the subject.

30. Commitments to our customers

ROVI endeavours to achieve customer satisfaction and, to that end, we undertake to offer innovative, high-quality products.

31. Commitments to our suppliers and trading partners

ROVI must select suppliers and trading partners on an objective and impartial basis and avoid any conflict of interest in the choice. ROVI employees must also undertake to provide only true and full information to suppliers and trading partners.

The prices and information provided by a supplier in a selection process must be treated confidentially and must not be disclosed to third parties unless express consent has been given.

ROVI has a Code of Ethics for Suppliers and Trading Partners, which all of them must observe when providing services to the Group.

32. Commitments to the media

Relations with the media must be handled solely by ROVI's Communication Department, which will ensure that all the information provided to the media is complete, true and useful.



ROVI'S ETHICS CHANNEL

33. ROVI's Ethics Channel

33. ROVI's Ethics Channel

ROVI has provided employees with a communication mechanism so you can report any irregularity you may observe to management.

a) What should we report through the Ethics Channel?

- Any conduct that may constitute a breach of external regulations, including GMP, GCP, GLP, GDP and GVP,³ in the case of both mandatory regulations and any standards that ROVI has voluntarily decided to adhere to, such as, for example the EFPIA⁴ Code, the Code of Good Practice issued by the pharmaceutical industry in Spain or the Codes of Good Practice of sector associations to which ROVI belongs in any territory.
- Any conduct that may constitute either a criminal offence or a serious or very serious administrative offence or be a breach of the Group's Crime Prevention Model or the Competition Compliance Programme.
- Any conduct that may be classified as unethical or be a violation of ROVI's Code of Ethics, the Code of Ethics for Suppliers, or any of ROVI's internal protocols, procedures or other internal regulations.
- Any conduct that may constitute a financial or accounting irregularity or any other irregularity that could potentially have an important effect on ROVI's performance and/or operations.

b) Is reporting these irregularities mandatory?

ROVI's commitment to ethical conduct and the principles set out in this Code of Ethics can only be achieved with everyone's cooperation. Therefore, you must report the abovementioned irregularities to the Channel, management team or your direct manager.

d) Who manages the Ethics channel?

An Ethics Channel committee formed by

- The head of the Regulatory Compliance Department
- The head of the Internal Audit Department
- The head of the Human Resources Department

This Committee will perform the functions assigned to it in the Policy on the Internal Information System and Whistleblower Protection.

³ GMP: Good Manufacturing Practice; GCP: Good Clinical Practice; GLP: Good Laboratory Practice; GDP: Good Distribution Practice; and GVP: Good Pharmacovigilance Practices.

⁴ European Federation of Pharmaceutical Industries and Associations.

d) How does the Ethics Channel work?

The Ethics Channel has a Policy on the Internal Information System and Whistleblower Protection that has been approved by ROVI's Board of Director. This Policy is public and contains the Channel's rules of operation. All employees must know and comply with its content.

e) Is it confidential?

Yes, all communications sent to the Ethics Channel or any of the members of the Ethics Channel Committee are confidential and protected. If any member of the Committee responsible for managing the channel breaches their confidentiality obligation, they will be heavily sanctioned.

f) Communication channels

You can send communications to the Ethics Channel using the following mechanisms:



Through the ETHICS CHANNEL application available on the company's website. In order to guarantee confidentiality and, where applicable, anonymity in the receipt of the communication, it is preferable to use this channel.



Sending a letter by post to the following address:

CANAL ÉTICO GRUPO ROVI
C/ José Isbert nº 2, Ciudad de la Imagen, 28223, Pozuelo, Madrid

Alternatively, you may send a written communication by post or email to any of the members of the Ethics Channel Committee mentioned in the previous section and/or request a face-to-face meeting with the Ethics Channel Committee members.

g) What rights do I have if I use the channel?

Our staff plays a key role in fostering an appropriate culture within the organisation, as well as in detecting and flagging issues that may help us identify, assess and avoid misconduct. For this reason, ROVI undertakes to provide a safe environment for channelling notifications of suspicions of misconduct to protect whistleblowers through confidentiality and non-retaliation rights.

Any retaliation or threat of retaliation will be considered a serious violation of the ROVI Group's principles and values and our Code of Ethics, which may result in disciplinary measures.

Channel users are protected through confidentiality and non-retaliation rights.

