

**RELATED-PARTY AND INTRAGROUP
TRANSACTIONS POLICY
LABORATORIOS FARMACÉUTICOS ROVI, S.A.**

12 May 2021

I- Introduction

Laboratorios Farmacéuticos Rovi, S.A. (“**ROVI**” or the “**Company**”) and the companies of the Rovi Group (the “**Group**”) are subject to the Spanish Corporate Enterprises Act, in particular as regards the management of limited liability companies, regulated in Chapter III of Part IV of the Act on the duties of directors and in Chapter VII *bis* of Title XIV governing related-party transactions.

This Policy sets out the rules that must be observed in transactions entered into by the Company or any subsidiary of the Group with the members of the Board of Directors, Significant Shareholders, members of the Company’s Senior Management and Related Parties, as defined in the Spanish Corporate Enterprises Act and in this Policy. The Policy has been prepared in accordance with the Spanish Corporate Enterprises Act, the Company’s Bylaws, the Regulation of the Board of Directors and the Regulation of the Audit Committee, notwithstanding any other applicable regulations or laws.

This policy proposal will be presented for approval to the Board of Directors upon approval by the Audit Committee.

II.- Definitions

- Senior Management (and Senior Managers)

The members of the Company’s Senior Management team, each individually being a Senior Manager of the Company, will comprise those employees holding seats on the Management Committee, as well as those reporting directly to the Board of Directors, the Board’s Chair and/or the Company’s Chief Officers, or any other employee recognised as a Senior Manager by the Board of Directors.

- Director:

For the purposes of this policy, a Director will mean any member of the Board of Directors of ROVI.

- Related-Party Transactions:

Related-Party Transactions are those entered into by the Company or its subsidiaries with Directors, shareholders owning 10% or more of voting rights or represented on the Company’s Board of Directors, and all other persons or entities defined as related parties in accordance with the International Accounting Standards adopted in accordance with

Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards.

By way of exception to the foregoing, the following will not be considered related-party transactions:

- a) Transactions entered into by the Company and any direct or indirect wholly-owned subsidiaries of the same, notwithstanding the provisions of art. 231 *bis* of the Spanish Corporate Enterprises Act.
- b) Approval by the Board of Directors of the terms and conditions of any contract entered into by and between the Company and any Director discharging executive duties thereunder, including the Chief Executive Officer and Senior Managers, and determination by the Board of Directors of the specific amounts and remuneration payable under such contracts, notwithstanding the obligation of the Director concerned to abstain from such approvals pursuant to article 249.3 of the Spanish Corporate Enterprises Act.
- c) Transactions entered into by the Company with its subsidiaries and affiliates will not be classed as related-party transactions when no other related party of the Company holds any interests in such subsidiaries and affiliates.

- Related Parties of Directors and Senior Managers:

The persons defined as such in article 231 of the Spanish Corporate Enterprises Act will be considered Related Parties of the Directors and Senior Managers, including in any event the following:

- (i) a Director's or Senior Manager's spouse or any person with a similar affective relationship;
- (ii) ascendants, descendants or siblings of a Director or Senior Manager or of a Director's or Senior Manager's spouse;
- (iii) companies or undertakings in which a Director or Senior Manager may directly or indirectly own an interest, including ownership via an intermediary, conferring significant influence, or may hold a seat in the governing body or any senior management office, whether in such company or undertaking or in its parent. For

these purposes, it will be assumed that an ownership interest equal to 10% or more of share capital or voting rights confers significant influence or would or could grant the right to *de facto* or *de iure* representation on the governing body of such company;

(iv) the partners represented by a Director or Senior Manager in the governing body;

The Directors and Senior Managers shall provide the Company with a list of their Related Parties in the form provided by the Legal Office of the Board in the case of Directors or by the Company's Internal Audit Department in the case of Senior Managers and shall update the same annually upon request.

III.- Related-Party Transactions

1. Related-Party Transactions Authorisation Procedure

Related-Party Transactions involving sums or value equal to or greater than 10% of the Company's total assets according to the latest yearly balance sheet approved by the Company will require approval by the General Meeting of the Shareholders. Where the General Meeting is convened to rule on a Related-Party Transaction, any shareholder concerned will not be permitted to vote unless the proposed resolution was approved by the Board of Directors without the majority of the independent Directors voting against. Notwithstanding the foregoing, the reverse onus probandi rule established by article 190.3 of the Spanish Corporate Enterprises Act will apply.

The Board of Directors will have competence to approve other related-party transactions, which it shall not delegate. The Director affected, or representing or related to the shareholder affected, shall abstain from participating in deliberations and voting on the resolution in question, pursuant to article 228.c) of the Spanish Corporate Enterprises Act. However, Directors representing or associated with the parent company on the board of directors of any listed subsidiary will not be required to abstain, notwithstanding which the reverse onus probandi rule will apply under analogous terms to the provision enshrined in article 190.3 of the Spanish Corporate Enterprises Act in the event that their vote may have been decisive for adoption of the resolution.

The General Meeting of the Shareholders or the Board of Directors will approve any Related-Party Transactions subject to a prior report from the Audit Committee, which will assess whether the transaction is fair and reasonable from the Company's standpoint and, where applicable, from that of shareholders other than the related party concerned, stating the reasons for its findings and the methods employed to reach the same. Any Directors affected shall not participate in the preparation of the report.

However, the Board of Directors may delegate approval of the following Related-Party Transactions, which will not be subject to a prior report from the audit committee:

- a) Transactions between companies forming part of the same group entered into on an arm's length basis in the normal course of their business;
- b) Transactions entered into under agreements based on standard terms and conditions applicable *en masse* to a large number of customers and carried out at general prices or rates set by the provider of the relevant goods or services, where the amount of the transaction does not exceed 0.5% of the company's net annual revenues.

Notwithstanding the foregoing, the board of directors shall establish regular internal information and control procedures for such transactions, overseen by the Audit Committee, which will also verify the fairness and transparency of the transactions and, where appropriate, compliance with the legal conditions applicable to the above-mentioned exceptions. This procedure will consist of control and detection of transactions by the Company's Finance Department, which will report directly to Internal Audit. The Internal Audit unit will in turn report all Related-Party Transactions carried out to the Audit Committee on a quarterly basis.

2. Calculation rules

For the purposes of calculation, Related-Party Transactions entered into with the same counterparty in the last twelve months will be aggregated to determine their total value in accordance with the applicable rules, as established by prevailing legislation.

All mentions made in such rules of total assets or total annual revenues will be understood to refer to the values reflected in the latest consolidated financial statements or, in default thereof, the last standalone financial statements of the Company approved by the General Meeting.

3. Reporting obligations

The Directors and members of Senior Management shall report in advance and in writing any transactions that they or their Related Parties intend to enter into with the Company, where such constitute a Related-Party Transaction subject to authorisation by the Board of Directors, to the Secretary to the Board of Directors in the case of Directors, or to the Company's Finance Department in the case of Senior Managers. The transactions reported will be clearly and unambiguously identified. The Internal Audit unit will remit these reports to the Company Secretary.

Likewise, any transaction that the Company intends to enter into or has planned will be reported to the Finance Department, which will notify Internal Audit, where such could be considered a Related-Party Transaction as defined in section II above.

The Company Secretary and the Internal Audit unit will keep a common register of all such notifications received.

4. Disclosure obligations

The Company shall publicly disclose all Related-Party Transactions entered into by ROVI or the companies forming part of its Group at the latest upon entering into the same, where they may reach or exceed the following thresholds:

- a) 5% of total assets, or
- b) 2.5% of total annual revenues

The disclosure notice will be inserted in an easily accessible part of the Company's website and will be reported to the National Securities Market Commission for the purposes of publication.

Such disclosure notices must also be accompanied by the aforementioned report of the audit committee and will include at least the following information:

- a) Information on the nature of the transaction and the Company's links with the related party
- b) Identity of the related party
- c) Date and value or amount of the consideration paid in the transaction, and

d) Any other information that may be necessary to assess whether a transaction is fair and reasonable from the standpoint of the Company and non related-party shareholders

The foregoing will apply notwithstanding the Company's legal obligation duly to publish all privileged and/or relevant information.

IV. Intragroup Transactions

Notwithstanding the foregoing Related-Party Transactions regime, the following rules will apply to intragroup transactions:

1. Transactions entered into by a company with its parent or any other Group company will require approval by the Shareholders General Meeting where they involve any conflict of interest and the nature of the business transacted means that it falls within the purview of said body, and in any event where the amount or value of the transaction, or the total value of the series of transactions envisaged in any master agreement or contract is greater than 10% of the Company's total assets.

Transactions between wholly-owned subsidiaries will not be subject to this regime, because they cannot involve any conflict of interests by definition.

2. Other transactions subject to potential conflicts of interests entered into by a company with its parent or other Group companies will require approval by the governing body. Notwithstanding the provisions of arts. 228.c) and 230 of the Spanish Corporate Enterprises Act, directors related with or representing the parent company may participate in such approvals, in which case it will be incumbent upon the company and, where applicable, the directors affected by the conflict of interests to show, in the event of any challenge, that the resolution is in the corporate interest where the decision or votes of such directors were decisive in its adoption, and that they acted with due diligence and loyalty in the event any liability should be sought.

3. The approval of transactions subject to conflicts of interest entered into by a company with its parent or with other Group companies may be delegated by the governing body to its delegate bodies or to members of senior management, provided such transactions are made in the ordinary course of the business, including such as may arise under the terms of any master agreement or contract entered into on an arm's length basis. The governing body shall establish an internal procedure for the periodic review of compliance with the aforementioned requirements. This procedure will consist of control

and detection of transactions by the Company's Finance Department, which will report directly to Internal Audit. The Internal Audit unit will in turn report all Related-Party Transactions carried out to the Audit Committee on a quarterly basis.

4. For the above purposes, transactions subject to conflicts of interest entered into with a Group company will not include those carried out with subsidiaries unless this subsidiary has a significant shareholder with whom the Company is not permitted to transact business directly without applying the related-party transactions regime. Nevertheless, the regime established hereinabove will apply to a subsidiary that is subject to the Spanish Corporate Enterprises Act in the case of transactions entered into with its parent company.

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