



Policy for the communication of financial, non-financial and corporate information, and communication and contact with shareholders, institutional investors and proxy advisers

4 November 2020



Laboratorios Farmacéuticos Rovi, S.A. and Subsidiaries

According to recommendation 4 of the Code of Good Governance for listed companies approved by the Spanish National Securities Market Commission in June 2020:

“The company should define and promote a policy regarding communication and contact with shareholders and institutional investors in the context of their involvement with the company, and with proxy advisers. This policy must fully respect market abuse rules and treat all shareholders whose position is similar on an equal footing. The company should publish this policy on its website, including information regarding the ways in which it is put into practice and identifying interlocutors and the officers responsible for implementation.

Notwithstanding the legal obligations to publish privileged and other regulated information, the company should also establish a general policy with regard to the publication of financial, non-financial and corporate information via any channels it considers appropriate (media, social networks or others), thereby maximizing the dissemination and quality of the information made available to the market, to investors and to other stakeholders.”

Accordingly, the Laboratorios Farmacéuticos Rovi, S.A.’s Board of Directors (“**ROVI**” or the “**Company**”) recognizes the adoption of measures to foster information transparency and tracking of relations with shareholders and institutional investors (the “**Institutional Investors**”), proxy advisers, intermediary financial institutions, credit rating agencies and wire services, among others, as a strategic objective, applying the basic principles of transparency and information established by law and in the corporate governance recommendations contained in the Spanish Code of Good Governance and adopted by the Company and, in particular, the principles established in this general Policy for the communication of financial, non-financial and corporate information, and contact with shareholders, institutional investors and proxy advisers.

1. General principles

ROVI’s Board of Directors is responsible for the definition and supervision at the highest level of the information provided to shareholders, Institutional Investors, proxy advisers, intermediary financial institutions and the markets in general in order to ensure the maximum dissemination and quality of the information made available to the market, investors and other stakeholders, at the same time overseeing, protecting and facilitating the exercise of shareholders’ rights in a context of defence of the corporate interest in conformity with the following general principles:

- a) Transparency, truthfulness, immediacy, equality and symmetry in the disclosure of information.
- b) Equal treatment with regard to the recognition and exercise of the rights of all shareholders under identical conditions in the absence of conflicts of interest or competition.



- c) Protection of the legitimate rights and interests of all shareholders.
- d) Implementation of a general strategy for the communication of financial, non-financial and corporate information via the information and communication channels mentioned in this Policy in order to maximize the dissemination and quality of the information made available to the market, investors and other stakeholders.
- e) Support for the ongoing, regular disclosure of information to the shareholders rather than only at the time of the Ordinary General Shareholders' Meetings, establishing effective channels to ensure that they receive constant information with regard to any proposals that may be made in relation to the management of the Company, in accordance with the law and good governance recommendations.
- f) Development of information instruments to leverage the advantages of new technologies and keep the Company in the vanguard with regard to the use of new communication channels and social networks.
- g) Support for the communication of information above and beyond calls for the General Meetings and for an open dialogue with the shareholders and the financial community in general in a context of equality, public disclosure and symmetry, in order to ensure that information practices and relations with the markets are transparent, effective and aligned with the corporate interest.
- h) Compliance with the provisions of applicable legislation and corporate governance recommendations, and with the principles of transparency and cooperation with the government, regulatory agencies and the competent official agencies.

The above principles apply to corporate and the Company's communications with the shareholders, Institutional Investors and other stakeholders, including intermediary financial institutions, fund managers and depositary entities for the Company's shares, financial analysts, regulatory and supervisory bodies, wire services, proxy advisers and so forth.

With regard to regulatory compliance, special attention will be given to the rules applicable to the treatment of privileged information and relevant information, relations with shareholders and communication with the securities markets established in the Regulation of the Board of Directors, the Internal Code of Conduct in the Securities Markets and the Company's Code of Ethics, which in turn regulate procedures applicable to conflicts of interest and related party transactions with directors, significant shareholders and senior management and set out the internal procedures for the treatment of privileged information.

2. General information and communication channels

2.1 Spanish National Securities Market Commission

The Company's first and main channel for the general communication of information to the shareholders, Institutional Investors and the markets in general is the Spanish National



Securities Market Commission (“**CNMV**” in the Spanish acronym), via the publication of privileged and other relevant information on the CNMV website. This information is simultaneously uploaded to the Company’s corporate website. Publication via the CNMV website allows immediate disclosure of privileged and other relevant information.

2.2 Corporate website

The Company also has its own corporate website (www.rovi.es), which it uses to report information to its shareholders, Institutional Investors, the market and other stakeholders in general. The website is kept constantly up to date and is used by the Company to channel all information that is potentially of interest. Publication of this information via the corporate website is immediate and permanent, allowing consultation of any matter even after the relevant reports are published. The Company’s main goal in this respect to make transparency the priority goal defining its relations with the shareholders, Institutional Investors and the markets in general.

Wherever possible, the information published by the Company on its corporate website is uploaded simultaneously in Spanish and English. The Spanish language version prevails in the event of any discrepancy.

The presentations of half-year results and annual results are livestreamed via the Company’s website in English to allow all interested parties to raise questions regarding the presentation.

The Company also maintains direct access to the last audio recording of each presentation of results for a reasonable period of time.

The website also allows the disclosure of non-financial information including, in particular, the status of non-financial information and the environmental and social sustainability report, as well as certain other corporate information (bylaws, regulations and policies, corporate governance information, R&D, products and general information about the company) in a specific “Shareholders and Investors” section.

2.3 Press releases and communiqués

In addition to publication on the Company’s corporate website, the financial, non-financial and corporate information reported to the CNMV is also disseminated to the community of analysts and to the local, regional, national and foreign media, including both the specialist and general press, wherever it is considered relevant.

2.4 Communication channels with shareholders and Institutional Investors

ROVI’s Board of Directors is required, in accordance with the law and with applicable corporate good governance recommendations, to establish appropriate channels to ensure that its shareholders and Institutional Investors are properly informed at all times and can formulate their own proposals with regard to management of the Company.



For these purposes, the Company has made a direct communication channel available to the shareholders, Institutional Investors and the markets in general via the e-mail address ir@rovi.es and the telephone helpline 91 244 44 22, the priority objective of which is to serve as a permanent, transparent and open channel of communications with all of the Company's shareholders and investors.

The shareholders, Institutional Investors and the markets in general can also request information via the corporate website

[<http://www.rovi.es/inversores/solicitudInformacion.php>]. Furthermore, the Company has set up an e-mail alerts system [<http://www.rovi.es/inversores/alertasEmail.php>] which automatically provides interested parties with financial information concerning the Company. The Company considers it a priority to respond to all queries and requests made by all registered shareholders and Institutional Investors, allowing them to keep abreast of developments affecting the ROVI Group.

The Company also uses social networks (Twitter, Facebook, LinkedIn and/or YouTube) and other media including the press, radio and television as supplementary or additional channels for the dissemination of information of interest regarding the progress and activities of the Company and as a means of communicating with society in general, complying at all times with its legal obligations as regards transparency, clarity and the truthfulness of the information disclosed and taking into consideration all CNMV guidelines and communiqués in this regard.

Where the Company may opt to use social networks to disclose privileged information simultaneously with publication via the Spanish National Securities Market Commission (CNMV) or as an additional, supplementary channel, it shall take into consideration the criteria and requirements established by the CNMV in its communiqué of 8 October 2020, "*Criteria and requirements to be taken into account in the event of disseminating inside information via social networks*"¹, as well as subsection 12 on "Public Communications and Use of Social Networks" of Section C concerning "Rovi Professionals" of the Code of Ethics (Footnote link). In any event, the privileged information disclosed by the Company via social networks will meet the following requirements:

1. The information published must be complete, objective and clear, so that the original message can be fully understood without reference to other sources.
2. The message must clearly contain the mention "Privileged Information" and it must be separated from any promotional or marketing messages.
3. Both the securities issuer concerned and the party communicating the message must be clearly identified (full company name).
4. The message must be communicated over a widely distributed social network from accounts with very numerous followers.

¹ <https://www.cnmv.es/portal/verDoc.axd?t=%7B488752d6-011c-4868-b07f-f5c3f00e9705%7D>



5. The message must be formally and precisely communicated, and no further information or qualifications that are essential to comprehension made in response to questions or other conversations may be added.

2.5. Internal coordination of news items likely to contain relevant information

The Company has established the following internal coordination rules in order to ensure that any news items potentially containing relevant information for the market are published under conditions of transparency in accordance with the law (and in particular with the Internal Code of Conduct in the Securities Markets):

- a) Where any information generated in the Company could be classed as privileged or as other relevant information for the market, and where there may be any concerns with regard to the obligation to communicate the information to the CNMV, General Management of the Company will decide as to the need to remit a communiqué containing such information to the CNMV and, where applicable, to submit the wording, review and dissemination thereof to the Commission's judgment in collaboration with the Investor Relations department via the authorized interlocutors designated by the Company for such purposes.

No privileged information or other relevant information may be published by any other means before it has been published on the CNMV website, or without the prior authorization of General Management of the Company, in particular as regards publication in social networks. The contents of any privileged or other relevant information reported to the market via any communication channel other than the CNMV must also be consistent with the information published on the same topic by the CNMV and must meet the Company's dissemination criteria.

- b) Information generated by the Company may be communicated to the shareholders, Institutional Investors, the market and other stakeholders by any means that respects this general Policy for the communication of financial, non-financial and corporate information, and communication and contact with shareholders, institutional investors and proxy advisers, provided that it is beyond doubt that the information need not be communicated to the CNMV as privileged information or other relevant information, or where General Management of the Company may have expressly determined [in writing], upon consultation, that there is no need to notify the CNMV.

3. Relations with analysts and Institutional Investors

The Investor Relations department is responsible for responding to analysts' and Institutional Investors' queries on an ongoing, individualized basis, and for this purpose it has set up an e-mail address (ir@rovi.es) and a telephone helpline (91 244 44 22).



The Company's senior management holds periodic informational meetings with financial analysts and Institutional Investors to report on developments in the Company, the Group and the markets, and on other matters of interest. The objective of these meetings is to ensure that analysts and Institutional Investors are properly informed about the Company. These events are held without prejudice to the Company's strict respect for the principle of equal treatment of all shareholders, market abuse regulations and the rules applicable to the treatment of privileged and relevant information.

4. General Shareholders' Meeting

ROVI's Board of Directors is concerned to foster informed and responsible participation by the shareholders at the General Shareholders' Meeting, and to this end it has and will adopt all such measures and guarantees as may be necessary to ensure that the General Shareholders' Meeting's able effectively to discharge the functions entrusted to it by law and in the corporate governance recommendations assumed by the Company.

Upon convening the General Shareholders' Meeting, which is livestreamed, the Company may use the services of agencies, firms and financial intermediaries to ensure the best possible dissemination of information to its shareholders and Institutional Investors.

In the interim between the notice of the General Shareholders' Meeting and the date on which it is held, the Investor Relations department will assist the shareholders with any issues they may wish to raise before or during the Meeting itself, and will assist and inform any shareholders who may wish to speak at the General Shareholders' Meeting, in accordance with applicable legislation and the Company's own internal regulations.

The Company's General Secretariat, with the support of the Investor Relations department, is responsible for maintaining contact with proxy advisers, assisting them with their queries regarding the proposals submitted at the General Shareholders' Meeting and providing all such clarifications as may be considered appropriate.

5. Control

Pursuant to this Policy for the communication of financial, non-financial and corporate information, and communication and contact with shareholders, institutional investors and proxy advisers, the Company's General Secretariat will verify the Company's compliance with the Internal Code of Conduct in the Securities Markets and other legislation applicable, *inter alia*, to market abuse, and to the rules governing the treatment of privileged information.

ROVI's Board of Directors will receive regular reports on the main relations maintained by the Company with shareholders, Institutional Investors and proxy advisers in accordance with this general Policy for the communication of financial, non-financial and corporate information, and communication and contact with shareholders, institutional investors and proxy advisers.

The remit of the Appointments and Remunerations Committee includes oversight of the Company's communication and shareholder/investor relations strategy and coordination of the



non-financial information reporting process pursuant to applicable legislation and relevant international standards.

6. Publication

The Company will publish this general Policy for the communication of financial, non-financial and corporate information, and communication and contact with shareholders, institutional investors and proxy advisers.