



**CODE OF ETHICS FOR THIRD
PARTIES**

ROVI GROUP



Introduction

The ROVI Group aims to ensure that its conduct and that of the companies and persons related to it, including, therefore, its suppliers and other members of the value chain, not only complies with the legislation in force but also respects the values of the organization's Corporate Governance System, the principles set out in its Corporate Social Responsibility (CSR) Policy and a set of internal rules which are important to the ROVI Group.

This Code of Ethics for Third Parties aims to reflect these commitments and the ROVI Group expects all its suppliers, subcontractors and collaborators to share and adhere to the principles of action set out herein.

Sharing and complying with the values and principles contained in this Code constitutes an important criterion for the selection and evaluation of all third parties. In this respect, it is important to stress that accepting and complying with this Code of Ethics is an essential requirement for establishing business relationships with the ROVI Group and, thus, we expect all our suppliers, subcontractors or collaborators (i) to comply with this Code, (ii) to adopt all the necessary measures to comply with the principles and values set out herein and (iii) to also apply and share this Code among the members of their own supply chains.

The principles and values contained herein are not intended to replace, substitute or conflict with any applicable regulatory requirements, and it is therefore the responsibility of each supplier, subcontractor or collaborator to adapt these principles to the reality of the place in which it provides the services, respecting the applicable legal framework in all cases.

Scope of application

This Code of Ethics shall apply to all suppliers, contractors, subcontractors or collaborators as well as to any business partners who are directly or indirectly connected to the ROVI Group, either as natural or legal persons, regardless of the legal form they adopt. Throughout this document, any one of these terms may be used to identify all persons included within its scope of application.



A. Integrity

Integrity implies acting in good faith and establishing professional relationships based on transparency and ethics, and the ROVI Group expects its suppliers to act in accordance with the following principles:

Integrity

In general, ROVI expects all its suppliers to act ethically and with integrity in the market, always applying the principle of transparency.

Principle of lawfulness and strict compliance with legislation in force.

ROVI expects all its suppliers, collaborators and subcontractors to comply with applicable laws, rules and regulations, in accordance with the highest ethical standards.

In addition, our suppliers are expected to address any problem of interpretation concerning the applicable standards in a responsible and timely manner.

Non-disclosure

Information owned by the ROVI Group and entrusted to the supplier will be classified as proprietary and confidential information. Any confidential information regarding our processes, methods, strategies, plans, projects, or any technical, market-related or any other data shall not be disclosed. Likewise, we will keep the information shared by our suppliers confidential

It is the supplier's responsibility to take all necessary measures to ensure the confidentiality of the information given to them.

Privacy

Suppliers shall make appropriate use of the confidential information provided to them, paying special attention to the protection of the right of privacy of all employees and business partners.

Fair competition

The ROVI Group clearly and unequivocally rejects any practice aimed at pursuing an unlawful advantage in the market, and we expect our suppliers to respect this principle and to act in accordance with this commitment.

In particular, we expect all our suppliers to comply with competition laws and any other laws that may be applicable.

Clinical trials

All suppliers shall conduct clinical trials in accordance with international guidelines, current national and local legislation and regulations and good clinical practices established by national regulatory authorities, as well as the highest ethical, scientific and medical principles.



Industrial and intellectual property

The activities of our suppliers shall always and in all cases respect the intellectual and industrial property rights of third parties. Likewise, our suppliers are obliged to respect any intellectual and industrial property rights that ROVI may hold.

Conflict zones

Our suppliers are expected to be particularly careful in their relationships with companies working in conflict zones or having some form of relationship with companies or individuals located there in order to avoid any risk of direct or indirect funding of armed groups.

Identifying concerns

All suppliers shall have mechanisms in place that allow their employees to report concerns or illegal conduct. Such reports shall be subject to the utmost confidentiality and there shall be no retaliation.

Veracity

All information shared by our suppliers with third parties, including the ROVI Group and any authority or administration, shall be truthful and accurate. Communication shall always be clear, fair, respectful, diligent and honest.

B. Product Quality and Safety

The Quality of our products and processes is essential and, thus, for the ROVI Group it is essential to guarantee quality at all stages of its value chain. For ROVI, the safety and health of people is an inalienable principle; our suppliers shall therefore observe the following principles intended to ensure continuous improvement in the quality of the products and services supplied:

Regarding quality regulations

Our suppliers shall strictly comply with the quality requirements established by all applicable standards. Likewise, they shall strictly comply with the quality and safety parameters set out in the specifications of the ROVI Group, the Quality Agreements or the contracts established with suppliers/subcontractors.

They shall also promote continuous improvement of products or services that impact our value chain.

Authorizations, permits and licenses

The supplier shall keep updated all permits, licenses and authorizations that they may be required to hold.

Quality of the final product or service

In those cases where the supplier provides us with a product or service, the end product



delivered and/or the service finally rendered shall comply with any quality requirements that may be legally and contractually enforceable.

Product safety

Whenever required to do so, suppliers shall provide the safety datasheets and other relevant information.

C. Respect for Workers

All our suppliers shall respect the protection of fundamental human and labour rights that are internationally recognized and any other rights that fall within their sphere of influence.

In particular, our suppliers shall respect the following principles:

Forced labour

In its actions, the supplier shall promote and adopt all measures required to eradicate any form or type of forced or compulsory labour, defined as any job or service required of an individual under the threat of any form of punishment.

Child labour

The supplier shall expressly reject the employment of child labour within its organization, respecting the minimum hiring ages in accordance with the applicable legislation, and shall have appropriate and reliable mechanisms in place for verifying the age of its employees.

Right of association and collective bargaining

The supplier shall respect the freedom of trade union association and the workers' right to collective bargaining, subject to the rules applicable in each specific case.

Equal opportunities and non-discrimination

The supplier shall reject any discriminatory employment and occupational practices, treating its employees fairly, with dignity and respect. To this effect, any distinction, exclusion or preference shall be deemed to be discrimination when based on race, colour, sex, religion, political opinion, national extraction or social origin that has the effect of annulling or altering equal opportunities or work in employment and occupation.

Fair treatment

The supplier shall provide its employees with a working environment free of violence, inhuman treatment, harassment of any kind (sexual or moral), physical punishment, torture, physical or mental coercion, verbal abuse or threats.

Working hours and remuneration

The supplier shall pay its workers according to applicable wage laws, including minimum wages, overtime and social benefits.



The working day may never exceed the maximum allowed by applicable legislation and must always respect a maximum of eight hours per day or forty-eight hours per week. This limit may only be exceeded when the requirements established in the international conventions of the International Labour Organisation are met.

Acceptable living conditions

In the event that part of the remuneration paid by the supplier to its employees includes items related to accommodation or board, said items must respect international standards on acceptable living conditions and must always meet the following minimum requirements: the accommodation must be safe and clean, it must have access to drinking water, access to sanitation facilities, and separate spaces for families and persons of different genders.

Furthermore, the balance between monetary remuneration and remuneration in kind must respect the limits established by the legislation in each territory. In no case shall the supplier pay its employees only with remuneration in kind.

D. Health and Safety at Work

All suppliers shall ensure a safe and appropriate working environment for their workers. In particular, the ROVI Group expects all its suppliers to comply at the very least with the following principles of occupational safety:

- Every supplier shall ensure strict compliance with the law in occupational safety and occupational risk prevention, providing a safe working environment for all its employees and adopting, where the situation so requires, whatever measures are considered necessary to comply with this principle.
- In particular, suppliers shall provide a safe and healthy working environment, including but not limited to lighting, ventilation, heating, appropriate protection systems against fire, accidents and hazardous substances, and appropriate sanitation facilities.
- Information on the safety of hazardous materials shall be available to train, instruct and protect employees against this kind of risk. The same applies when workers are required to provide services under special conditions.
- Suppliers shall ensure that all employees have been trained in occupational risk prevention.
- All suppliers shall identify and assess emergency situations in the workplace.

E. Respect for the Environment

Respecting the environment, identifying, managing and minimizing the environmental impact of the activity should be a priority for all members of ROVI's value chain. ROVI therefore requires its suppliers to comply with the following principles of action:



Regarding environmental protection regulations

Our suppliers shall strictly comply with all applicable regulations regarding environmental protection.

Authorizations, permits and licenses

The supplier shall keep up to date all permits, licenses and authorizations that may be required in this respect.

Process safety

All suppliers shall implement programmes to prevent or mitigate catastrophic incidents associated with operations and processes. The programmes shall be in accordance with the risks of the facilities.

Emissions, discharges and leaks

Suppliers shall have systems in place to ensure safe handling, transfer, storage, recycling, reuse and administration of waste, air emissions and wastewater discharges. Any wastewater or emission with the potential to adversely affect human health or the environment shall be handled, controlled and treated in a proper manner before its release into the environment.

Likewise, all suppliers shall have systems in place to prevent or mitigate accidental spills and leaks into the environment.

F. Management Systems

Suppliers are expected to implement management systems that facilitate compliance with applicable laws and encourage continuous improvement regarding the expectations established in this Code. In this respect, our suppliers are expected to adhere to the following principles:

Commitment and responsibility

Suppliers shall demonstrate their commitment to the values and principles contained in this Code by allocating appropriate resources.

Risk management and assessment

Having adequate mechanisms in place to assess and manage the risks of all areas included in this Code shall be essential for proper management. All suppliers shall thus implement mechanisms to enable them to perform these tasks in a satisfactory manner.

Documentation

Suppliers shall have documented evidence to accredit their compliance with this Code and with any other applicable obligations.

Suppliers shall also have mechanisms in place to guarantee the reliability of their official



documentation and their accounting and financial records, which shall always and in all cases be complete and accurate in all their material aspects.

Training

Suppliers shall have training programmes in place that enable their employees, senior managers and managers to develop the necessary knowledge and skills to comply with the principles and values set out in this Code.

Continuity

All suppliers shall have plans in place to ensure the continuity of their operations.

Continuous improvement

Continuous improvement is an essential principle for ROVI; hence, the need for our suppliers to have continuous improvement systems in place that enable them to set objectives, execute plans, implement corrective measures, etc.

G. Ethical Business Practices

ROVI expects all its suppliers to carry out their activity in accordance with principles of business ethics and transparent management. Therefore, all suppliers shall respect the following principles:

Corruption

ROVI rejects all forms of corruption and it is essential that all our suppliers share this principle of action. As a Group, ROVI does not tolerate, permit or engage in any practice that may be regarded as corruption and, therefore, the Group's relationship with its suppliers is based on lawfulness, transparency and absolute rejection of such practices.

We expect our suppliers to always show ethical and responsible behaviour when conducting their business activities in both the public and private sectors, in which any form of corruption, bribery or extortion is prohibited and punished.

No ROVI Group supplier shall offer or grant to any public officials, third parties or any employee of the Group, in the context of business activities undertaken for or on behalf of the Group, whether directly or indirectly, any gifts, courtesies or other unauthorized benefits, either in cash or in the form of other benefits or advantages, with the aim of obtaining favourable treatment in their business relationships, receiving or keeping a contract, or obtaining any other type of benefit, whether personally or for the supplier company.

In the same way, our suppliers shall not accept, in the course of their business activities for the Group or on its behalf, whether directly or indirectly, any kind of benefit or advantage, whether in cash or in kind, which seeks to obtain any favourable treatment or unlawful advantage.

This principle of "zero tolerance" towards corruption in business is absolute and takes precedence over any possible gain of any kind of economic benefit for the Group or for its



professionals when the latter is based on an unlawful business dealing or transaction or is contrary to the ethical principles set out in this Code.

Conflict of interest

In those cases where an employee of the supplier may be involved in a conflict of interest, the supplier shall ensure that their actions are not compromised and that they maintain their independence and commitment to lawfulness; in this endeavour, it shall implement mechanisms to detect and manage such situations.

Marketing and promotional practices

All promotional material and activities that suppliers produce and undertake within the context of their activity for ROVI or on its behalf shall (i) comply with current legislation, (ii) be according to the recommendations that the various authorities may have implemented in the place where they provide their services, and (iii) always be in accordance with the highest ethical, medical and scientific standards.

When a supplier deals with medical professionals, veterinarians, health organizations, patient organizations or patients in the context of the business activity undertaken for the Group or on its behalf, it shall respect the applicable industry standards of conduct such as those of the European Federation of Pharmaceutical Industries & Associations (EFPIA), those of the International Federation of Pharmaceutical Manufacturers & Associations (IFPMA) and/or those of the Pharmaceutical Research and Manufacturers of America (PhRMA).

Gifts, meals and representation expenses

Suppliers and their employees shall refrain from giving any gift, or inviting to meals, or defraying representation expenses for an employee of the ROVI Group with the objective of influencing any decision to be taken by that employee.

H. Subcontracting

All our suppliers shall ensure compliance by their collaborators and subcontractors with the principles and values set out herein. The supplier shall thus ensure that its own suppliers are subject to principles of action that are equivalent to those set out herein and have procedures in place to monitor said compliance.

Similarly, suppliers shall use the principles set out herein as one of the criteria used for the selection of their own suppliers and subcontractors.

I. Ethics Channel of the ROVI Group

The ROVI Group has established an open Ethics Channel as a communication channel to enable Group suppliers and their own suppliers, their respective employees, or any other company that has submitted an offer to provide services or supplies to the Group may report any acts or omissions of which they are aware when they consider that:



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- They may constitute breaches of external regulations, including GMP, GCP, GLP, GDP and GVP¹, in the case of both mandatory regulations and any standards that ROVI has voluntarily decided to adhere to, such as, for example the EFPIA² 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.
- They 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.
- They may be classified as unethical or be violations of ROVI's Code of Ethics, the Code of Ethics for Suppliers, or any of ROVI's internal protocols, procedures or other internal regulations.
- They may consist of financial or accounting irregularities or any other irregularity that could potentially have a significant effect on ROVI's performance and/or operations.

Suppliers are under the obligation to report any of the above breaches of which they become aware as a result of their business relationship as soon as possible.

By entering into contract with the Group, suppliers undertake to inform their employees and their own suppliers of the contents of this Code and the existence of the Ethics Channel for Suppliers and to place their suppliers under the obligation to inform their own employees of same.

Said channel may also be used to submit queries regarding the interpretation of the ROVI Group's Code of Ethics for Third Parties.

Communications addressed to the Ethics Channel of the ROVI Group may be sent through either of the following channels:

- **Communication 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.
- Written communication sent by ordinary mail to the following address:

CANAL ÉTICO GRUPO ROVI

C/ José Isbert nº 2, Ciudad de la Imagen, 28223, Pozuelo, Madrid.

The operation of the Ethics Channel for Suppliers is governed by the Policy on the Internal Information System and Whistleblower Protection. A copy of this Policy may be consulted in the Ethics Channel section of the ROVI Group website. Likewise, section 9 of said Policy regulates the privacy policy that governs the Ethics Channel.

¹ GMP: Good Manufacturing Practice; GCP: Good Clinical Practice; GLP: Good Laboratory Practice; GDP: Good Distribution Practice; and GVP: Good Pharmacovigilance Practices.

² European Federation of Pharmaceutical Industries and Associations.