



LABORATORIOS FARMACÉUTICOS ROVI, S.A.

C/ Julián Camarillo, 35 – 28037 Madrid

Tel 91 375 62 30 - Fax 91 304 78 81

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PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF LABORATORIOS FARMACÉUTICOS ROVI, S.A. CALLED FOR 17 JUNE 2026 AT FIRST CALL AND FOR 18 JUNE 2026 AT SECOND CALL

The following resolutions are proposed by the Board of Directors of Laboratorios Farmacéuticos Rovi, S.A. (“ROVI” or the “Company”) for approval of the General Shareholders' Meeting:

ITEM ONE ON THE AGENDA

Deliberation and approval of the Company's individual annual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and the consolidated accounts of the Company together with its subsidiaries (consolidated balance sheet, consolidated income statement, consolidated comprehensive income statement, consolidated statement of changes in equity, consolidated cash flow statement and notes to the consolidated financial statements), as well as the individual and consolidated management reports of the Company and its subsidiaries, all corresponding to the fiscal year ending 31 December 2025

PROPOSED RESOLUTION RELATING TO ITEM ONE

The proposal is to approve the individual annual accounts of ROVI (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and the consolidated accounts of ROVI, together with its subsidiaries (consolidated balance sheet, consolidated income statement, consolidated comprehensive income statement, consolidated statement of changes in equity and notes to the consolidated financial statements) that have been audited by an independent auditor, as well as the individual and consolidated management reports of the Company with its subsidiaries, all corresponding to the year ended 31 December 2025. They were drafted by the Board of Directors at its meeting held on 24 February 2026.



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ITEM TWO ON THE AGENDA

Deliberation and approval, where appropriate, of the non-financial information statement and sustainability information integrated into the consolidated management report of the Company and its subsidiaries, corresponding to the fiscal year ended on 31 December 2025

PROPOSED RESOLUTION RELATING TO ITEM TWO

The proposal is to approve the non-financial statement and sustainability information integrated into the consolidated management report of the Company and its subsidiaries, corresponding to the fiscal year ended on 31 December 2025, prepared by the Board of Directors at the meeting held on 24 February 2026, which has been verified by an auditor or verifier, as an independent service provider.



ITEM THREE ON THE AGENDA

Deliberation and approval, where appropriate, of the proposed appropriation of the individual earnings for the fiscal year ending 31 December 2025

PROPOSED RESOLUTION RELATING TO ITEM THREE

It is proposed to approve the application of the profit of Laboratorios Farmacéuticos Rovi, S.A. formulated by the Board of Directors in its meeting held on 24 February 2026 and the complementary dividend proposal detailed below:

- **Application of the individual earnings for the year ended 31 December 2025**

The Board of Directors proposes to the General Shareholders' Meeting the application of all of the Company's profit for the year 2025, amounting to 46,079,251.18 euros, to dividends to be distributed among the shares entitled to receive it.

- **Final dividend**

In addition, it is proposed that an amount of 3,076,338.88 euros be allocated to the distribution of dividends among the shares entitled to receive them with a charge to the unrestricted reserves in accordance with the provisions of article 273 of the Corporate Companies Act.

Accordingly, it is proposed to allocate a maximum amount to be distributed, corresponding to a fixed dividend of 0.9594 euros gross per share with the right to receive it on the date on which the corresponding payment is made for all the 51,235,762 ordinary shares in circulation on the date of preparation of the annual accounts, amounting to 49,155,590.06 euros.

The amount allocated to dividends is subject to change depending on the number of shares held by the Company as treasury shares on the date on which the rights to receive the dividend are generated.

The above amount will be paid on 15 July 2026 through Banco Santander, S.A., in accordance with the operating rules of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR)*.



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ITEM FOUR ON THE AGENDA

Deliberation and approval, where appropriate, of the Board of Directors' actions during the fiscal year ending 31 December 2025

PROPOSED RESOLUTION RELATING TO ITEM FOUR

The proposal is to approve the management and activity carried out by the Company's Board of Directors of the Company in the fiscal year ending 31 December 2025.



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ITEM FIVE ON THE AGENDA

Re-election, where appropriate, of Ms Marina del Corral Téllez as a proprietary external director for the statutory term

PROPOSED RESOLUTION RELATING TO ITEM FIVE

It is proposed to re-elect, following a report from the Appointments and Remuneration Committee, Ms Marina del Corral Téllez as a director of the Company with the category of proprietary external director, for the statutory term of four years, commencing on the date of this General Shareholders' Meeting.



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ITEM SIX ON THE AGENDA

Examination and approval, where appropriate, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for 2026

PROPOSED RESOLUTION RELATING TO ITEM SIX

It is proposed that the General Shareholders' Meeting of ROVI approve a total maximum annual remuneration of 1.100.000 euros for members of the Board of Directors, in their capacity as such, for the 2026 financial year, without prejudice to any updates that may be made in this regard under the Company's Remuneration Policy.

The Board of Directors may distribute this amount among its members, taking into account the functions and duties assigned to each director, their membership of the Board's Committees and other objective circumstances that it considers relevant.



ITEM SEVEN ON THE AGENDA

Review and approval, where applicable, of the re-appointment of the auditor of the Company and its consolidated group.

PROPOSED RESOLUTION RELATING TO ITEM 7.1.

7.1. Re-appointment, where applicable, of the auditor of the Company and its consolidated group for the fiscal year 2026

To comply with the legal obligation to have the Company's annual accounts verified by an auditor, and acting on a proposal of the Audit Committee, the proposal is to re-appoint KPMG Auditores, S.L. as auditor of the accounts of the Company and its consolidated group corresponding to the year 2026.

It is noted that the auditing firm KPMG Auditores, S.L., has its registered office in Madrid, Paseo de la Castellana, 259C, Tax Identification Number B-78510153 and that it is registered in the Commercial Registry of Madrid, Volume 11,961, Folio 90, Section 8, Page M-188,007, entry 9; and in the Official Registry of Auditors under number S0702.

KPMG Auditores, S.L. may accept the appointment by any means valid in law.

It is also proposed to authorise the Company's Board of Directors, with the power of substitution, to enter into the corresponding service provision contract, including the clauses and conditions it considers appropriate, and also granting it the power to make any relevant changes in it in accordance with current law at any time.

PROPOSED RESOLUTION RELATING TO ITEM 7.2.

7.2. Re-appointment, where applicable, of the auditor of the Company and its consolidated group for financial years 2027-2029

For the purposes of complying with the legal obligation to have the Company's annual accounts audited by statutory auditors, and following a proposal from the Audit Committee, and after the corresponding public tender process has been carried out in accordance with the provisions of Law 22/2015 of 20 July on the Audit of Accounts, upon completion of the initial ten-year engagement period, it is proposed to appoint KPMG Auditores, S.L. as auditor of the accounts of the Company and its consolidated group for the financial years 2027, 2028 and 2029.

It is noted that the auditing firm KPMG Auditores, S.L., has its registered office in Madrid, Paseo de la Castellana, 259C, Tax Identification Number B-78510153 and that it is registered in the Commercial Registry of Madrid, Volume 11,961, Folio 90, Section 8, Page M-188,007, entry 9; and in the Official Registry of Auditors under number S0702.

KPMG Auditores, S.L. may accept the appointment by any means valid in law.

It is also proposed to authorise the Company's Board of Directors, with the power of substitution, to enter into the corresponding service provision contract, including the clauses and conditions it considers appropriate, and also granting it the power to make any relevant changes in it in accordance with current law at any time.



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ITEM EIGHT ON THE AGENDA

Delegation of the powers to formalise and register the resolutions adopted by the General Meeting and file the financial statements as required

PROPOSED RESOLUTION RELATING TO ITEM EIGHT

Without prejudice to any delegations included in the above resolutions, the proposal is to authorise the delegation to the Board of Directors in the broadest possible terms, with the powers to subdelegate to any of its members and the non-member Secretary, all of them jointly and severally, any powers that are needed to interpret, enforce and make effective the resolutions adopted at this General Meeting, including the execution of any public or private documents that may be necessary, publication of any notices that may be required by law, registration in any registers that may be appropriate and the performance of any acts and procedures that may be necessary for that purpose; as well as other powers such as to rectify, clarify, interpret, complete, detail or specify, as the case may be, the resolutions adopted, in particular to rectify any substantive or formal defects, omissions or errors that may be found, including ones identified in the verbal or written qualification by the Commercial Registry, and which could hamper the effectiveness and registration of these resolutions and of their consequences in the Commercial Registry or any other registers; and, in particular, to carry out the necessary filing of financial statements in the Commercial Registry.



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ADVISORY ITEM

ITEM NINE ON THE AGENDA

Annual Report on the remuneration of the Company's directors

PROPOSED RESOLUTION RELATING TO ITEM NINE

In compliance with Article 541 of the Corporate Companies Act, the Board of Directors has prepared an annual report on Directors' remuneration corresponding to 2025, which was made available to shareholders not later than when this General Meeting was called, and which it is presenting to the General Shareholders' Meeting, acting on a previous report of the Appointments and Remuneration Committee. It is now put to a consultative vote as a separate item on the Agenda.

The proposal is to approve the annual report on the Directors' remunerations corresponding to 2025 with a consultative vote.

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