



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 DRAFTED BY THE BOARD OF DIRECTORS AND PROPOSED TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF LABORATORIOS FARMACÉUTICOS ROVI, S.A., CALLED FOR 14 JUNE 2023 AT THE FIRST QUORUM CALL AND 15 JUNE 2023 AT THE SECOND QUORUM 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

Examination and, if appropriate, approval of the individual financial statements of the Company (balance sheet, income statement, statement of changes in equity, statement of cash flows and notes to the financial statements) and of the consolidated financial statements of the Company with its subsidiaries (consolidated balance sheet, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and consolidated notes to the financial statements) and of the consolidated management report of the Company with its subsidiaries, all for the year ended 31 December 2022.

PROPOSED RESOLUTION RELATING TO ITEM ONE

The proposal is to approve the individual annual accounts of Laboratorios Farmacéuticos Rovi, S.A. (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and the consolidated accounts of Laboratorios Farmacéuticos Rovi, S.A. 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), as well as the Company's individual management report the Company's consolidated management report with its subsidiaries, all corresponding to the year ended 31 December 2022. They were drafted by the Board of Directors at its meeting held on 20 February 2023.

THIS TRANSLATION IS FOR INFORMATION PURPOSES ONLY.
IN THE EVENT OF ANY DISCREPANCY BETWEEN THE SPANISH VERSION AND THE ENGLISH
VERSION, THE SPANISH VERSION SHALL PREVAIL.



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ITEM TWO ON THE AGENDA

Examination and, if appropriate, approval of the statement of non-financial information included in the consolidated management report of the Company with its subsidiaries for the year ended 31 December 2022.

PROPOSED RESOLUTION RELATING TO ITEM TWO

The proposal is to approve the non-financial statement integrated into the consolidated management report of the Company and of its subsidiaries, corresponding to the year ended on 31 December 2022, as drafted by the Board of Directors.

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ITEM THREE ON THE AGENDA

Examination and, if appropriate, approval of the proposal for the application of the individual profit for the year ended 31 December 2022 and the proposal for the final dividend.

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 20 February 2023 and the final dividend proposal detailed below:

- **Application of the individual profit for the year ended 31 December 2022**

The Board of Directors proposes to the General Shareholders' Meeting the application of all of the Company's profit for the year 2022, amounting to 39,116,103.39 euros, to dividends to be distributed among the shares entitled to receive it.

- **Final dividend**

In addition, it is proposed that an amount of 30,770,000.54 euros be allocated to dividends among the shares entitled to receive them with a charge to the unrestricted reserves recorded under the accounting item "Profit/(loss) from previous years".

Consequently, it is proposed to distribute a maximum amount, corresponding to a **fixed dividend of 1.2938 euros gross** per share entitled to receive it on the date on which the corresponding payment is made for all 54,016,157 ordinary shares outstanding at the date on which the annual accounts were drafted, which amounts to 69,886,103.93 euros.

The amount allocated to dividend 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 5 July 2023, 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).

ITEM FOUR ON THE AGENDA

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Examination and, if appropriate, approval of the management work and performance of the Board of Directors during the year ended 31 December 2022.

PROPOSED RESOLUTION RELATING TO ITEM FOUR

The proposal is to approve the management and activity of the Company's Board of Directors of the Company in the year ended 31 December 2022.

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ITEM FIVE ON THE AGENDA

Composition of the Board of Directors: Ratification and/or re-election, if appropriate, of directors for the term determined in the bylaws.

PROPOSED RESOLUTION RELATING TO ITEM 5.1

5.1 Re-election, if appropriate, of Mr Marcos Peña Pinto as an external independent director for the term determined in the bylaws.

It is proposed to re-elect, at the proposal of the Appointments and Remuneration Committee, Mr Marcos Peña Pinto as a director of the Company with the category of external independent director for the term determined in the bylaws of four years as from the date of this General Shareholders' Meeting.

PROPOSED RESOLUTION RELATING TO ITEM 5.2

5.2 Ratification and re-election, if appropriate, of Ms Teresa Corzo Santamaría as external independent director for the term determined in the bylaws.

It is proposed to ratify the appointment by co-option and to re-elect, at the proposal of the Appointments and Remuneration Committee, Ms Teresa Corzo Santamaría as a director of the Company with the category of external independent director for the term determined in the bylaws of four years as from the date of this General Shareholders' Meeting.



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ITEM SIX ON THE AGENDA

Examination and approval, if appropriate, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for 2023.

PROPOSED RESOLUTION RELATING TO ITEM SIX

It is proposed that the General Shareholders' Meeting of ROVI approve a total maximum annual remuneration of 1 million euros for members of the Board of Directors, in their capacity as such, for the 2023 financial year.

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.

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ITEM SEVEN ON THE AGENDA

Examination and approval, if appropriate, of the re-election of the auditors of the Company and its consolidated group for 2023.

PROPOSED RESOLUTION RELATING TO ITEM SEVEN

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 2023.

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 powers to formalise and register the resolutions adopted by the General Shareholders' Meeting and to carry out the mandatory filing of the financial statements.

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, if appropriate, 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 Enterprises Act, the Board of Directors has prepared an annual report on Directors' remuneration corresponding to 2022, 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 submitting it to an advisory vote as a separate item on the Agenda.

The proposal is to approve the annual report on the Directors' remuneration corresponding to 2022 with an advisory vote.

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