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## **REPORT BY THE BOARD OF DIRECTORS OF THE COMPANY “LABORATORIOS FARMACÉUTICOS ROVI, S.A.” ON THE JUSTIFICATION OF THE PROPOSED RE-ELECTION OF MS MARINA DEL CORRAL TÉLLEZ AS DIRECTOR OF THE COMPANY**

### **I. Purpose of the report**

This report has been drafted by the Board of Directors of Laboratorios Farmacéuticos Rovi, S.A. (“**ROVI**” or the “**Company**”) pursuant to section 5 of Article 529 *decies* of Royal Legislative Decree 1/2010 of 2 July, which approved the consolidated text of the Spanish Corporate Enterprises Act (the “**Ley de Sociedades de Capital**”). Its aim is to assess the skills, experience and merits of the person whose re-election is to be submitted, under item five on the agenda, for approval by the Company’s General Shareholders’ Meeting, which is planned to be held on 17 June 2026 at 11:00 p.m. at the first quorum call.

In virtue of the above, the report sets out the following: the Board of Directors’ assessment of the skills, experience and merits to carry out the functions of ROVI director of Ms Marina del Corral Téllez; in view of the report (**Annex**) prepared by the Appointments and Remuneration Committee in accordance with sections 4 and 6 of Article 529 *decies* of the Corporate Enterprises Act, and which the Board of Directors endorses in its entirety.

For the purpose of Article 518.e) of the Corporate Enterprises Act, this report also contains full information on the identity, curriculum and category of the director whose ratification and re-election is proposed.

### **II. Justification for the proposed re-election of Ms Marina del Corral Téllez as director**

#### **1. Professional and personal background**

Ms del Corral Téllez is a graduate in Law from Universidad de Granada. She has a Master’s degree in European Communities from Universidad Politécnica de Madrid, and also has an MPA in Public and Nonprofit Management and Policy from New York University. She has taken the Corporate Senior Management Programme (PADE) at Universidad de Navarra (IESE) and the Good Corporate Governance Programme of the Institute of Directors (IC-A).

She began her professional career in 1988 at the law firm Cuatrecasas in the Brussels and Barcelona offices, where she worked until 1993, developing her professional practice in the fields of European Union law, company law and commercial contracts. Subsequently, she joined the multinational pharmaceutical company Sanofi-Aventis as Head of Legal Services in Spain, where she led the legal aspects of important strategic alliances, mergers of various pharmaceutical laboratories and the sale and purchase of companies in the sector and assuming the secretaryship of the Board of Directors and the legal management of all the group’s subsidiaries in Spain, a position she held until 2000. In 2003, during her stay in New York, she worked in the *National Executive Service Corps* (NESC), a US firm providing consultancy services for non-profit organisations. She was Secretary General for Immigration and Emigration of the Spanish Government from 2012 to 2018, where she was responsible for immigration policy, including free movement of EU citizens, immigration and integration of immigrants, humanitarian reception, reception of asylum seekers and refugees, international mobility and care for Spaniards living abroad. She has represented Spain in various European

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and international forums.

Ms del Corral currently serves as Director General of CEAPs (Círculo de Atención a las Personas), a nationwide business organisation in Spain's care and personal autonomy sector, where she performs management duties, coordinates institutional relations and acts as technical secretary. She is also a member of the Madrid Bar Association and the Instituto de Consejeros y Administradores. She speaks English and French.

She was first appointed as a director of the Company by co-option on 10 May 2022 and was subsequently re-elected by the General Shareholders' Meeting on 14 June 2022.

## **2. Other boards of directors on which she sits**

Ms del Corral Téllez does not currently serve on the boards of any other listed or unlisted companies.

## **3. Director Class**

Ms Marina del Corral Téllez has been proposed for re-election in light of her personal and professional qualities.

Her appointment as a director was proposed by the significant shareholder Norbel Inversiones, S.L., which held shares in ROVI representing 58.19% of the share capital at the end of the 2025 financial year. Consequently, Ms Marina Del Corral Téllez will represent this shareholder's holding on the Board of Directors.

Therefore, Ms. Del Corral is considered by the Appointments and Remuneration Committee and by the Board, as an external proprietary director, as she meets the requirements established under section 3 of Article 529 duodecies of the Corporate Enterprises Act.

## **4. Requirements for re-election**

The Appointments and Remuneration Committee and the Board of Directors consider that Ms Marina del Corral Téllez's *curriculum vitae* and professional profile, together with her dedication to the role of director, demonstrate that she has the appropriate skills, experience and merits to be re-elected as a proprietary external director of the Company.

With regard to the assessment of her performance and effective dedication since her last re-election at the 2022 General Shareholders' Meeting up to the present date, her performance of the role has been found to be appropriate, as has her attendance at and informed participation in Board meetings.

It has also been verified that, in accordance with the information provided by Ms Del Corral Téllez, she does not exceed the maximum number of boards of directors on which she may sit under Article 17.7 of the Board Regulations.

Furthermore, according to the information provided by her, the director is not directly or indirectly affected by any of the causes of incompatibility, prohibition, conflict or opposition of interests with the corporate interest provided for in general provisions or in ROVI's internal regulations.

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## 5. Conclusion

The information gathered indicates that Ms Marina del Corral Téllez has the appropriate competence, experience and merits to perform the duties of her position. Accordingly, the Company's Board of Directors, following a report from the Appointments and Remuneration Committee, has proposed the re-election of Ms Marina del Corral Téllez as a proprietary external director of the Company for the statutory term.

### **Proposed resolution**

In view of the above, the information provided demonstrates that the proposed candidates have the appropriate competence, experience and merits to perform the duties of their position. As a result, the proposed resolution which has been submitted for approval to the General Shareholders' Meeting is as follows:

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

*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."*

\* \* \*

Madrid, 5 May 2026

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## ANNEX

### REPORT BY THE APPOINTMENTS AND REMUNERATION COMMITTEE

#### **Report of the Appointments and Remuneration Committee assessing the proposal of the Board of Directors to re-elect Ms Marina del Corral Téllez as a proprietary external director of the Company**

This report is issued in compliance with the provisions of Article 529 *decies* of the Spanish Companies Act and is intended to inform the Board of Directors in relation to the re-election of Ms Marina del Corral Téllez as a proprietary external director of the Company, which is to be submitted for approval at the next General Shareholders' Meeting.

In accordance with the aforementioned article of the Spanish Companies Act, the Appointments and Remuneration Committee is responsible for reporting on proposals for the appointment of members of the Board of Directors made by the Board where such proposals relate to proprietary external directors, and therefore the proposal for re-election must be preceded by a report from the Appointments and Remuneration Committee.

Taking into account the analysis included herein regarding the evaluation of their work and effective dedication, the re-election of the director referred to in this report is considered appropriate. Accordingly, the Committee reports on the re-election of Ms Marina del Corral Téllez as a director of ROVI for the statutory term of four years.

As concerns her education, Ms Marina del Corral Téllez is a graduate in Law from Universidad de Granada. She has a Master's degree in European Communities from Universidad Politécnica de Madrid, and also has an MPA in Public and Nonprofit Management and Policy from New York University. She has taken the Corporate Senior Management Programme (PADE) at Universidad de Navarra (IESE) and the Good Corporate Governance Programme of the Institute of Directors (IC-A).

She began her professional career in 1988 at the law firm Cuatrecasas in the Brussels and Barcelona offices, where she worked until 1993, developing her professional practice in the fields of European Union law, company law and commercial contracts. Subsequently, she joined the multinational pharmaceutical company Sanofi-Aventis as Head of Legal Services in Spain, where she led the legal aspects of important strategic alliances, mergers of various pharmaceutical laboratories and the sale and purchase of companies in the sector and assuming the secretaryship of the Board of Directors and the legal management of all the group's subsidiaries in Spain, a position she held until 2000.

In 2003, during her stay in New York, she worked in the National Executive Service Corps (NESC), a US firm providing consultancy services for non-profit organisations. She was Secretary General for Immigration and Emigration of the Spanish Government from 2012 to 2018, where she was responsible for immigration policy, including free movement of EU citizens, immigration and integration of immigrants, humanitarian reception, reception of asylum seekers and refugees, international mobility and care for Spaniards living abroad. She has represented Spain in various European and international forums.

Ms del Corral currently serves as Director General of CEAPs (Círculo de Atención a las Personas), a

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nationwide business organisation in Spain's care and personal autonomy sector, where she performs management duties, coordinates institutional relations and acts as technical secretary.

She is also a member of the Madrid Bar Association and the Instituto de Consejeros y Administradores. She speaks English and French.

On the basis of the information available to the Company and her track record at ROVI, it follows that Ms del Corral Téllez has the appropriate knowledge and extensive experience within the Company to perform the duties of her position.

With regard to the assessment of her performance and effective dedication since her last re-election at the 2022 General Shareholders' Meeting up to the present date, her performance of the role has been found to be appropriate, as has her attendance at and informed participation in Board meetings.

It has also been verified that, in accordance with the information provided by Ms Del Corral Téllez, she does not exceed the maximum number of boards of directors on which she may sit under Article 17.7 of the Board Regulations.

Furthermore, according to the information provided by Ms del Corral Téllez, she is not directly or indirectly affected by any of the causes of incompatibility, prohibition, conflict or opposition of interests with the corporate interest provided for in general provisions or in ROVI's internal regulations.

The Appointments and Remuneration Committee considers that Ms Marina del Corral Téllez's *curriculum vitae* and professional profile, together with her dedication to the role of director, demonstrate that she has the appropriate skills, experience and merits to be re-elected as a proprietary external director of the Company.

Finally, with regard to the classification of the director, given that Ms del Corral Téllez's appointment was proposed by the significant shareholder Norbel Inversiones, S.L., representing that shareholder's equity interest on the Board of Directors of ROVI, she is considered by the Appointments and Remuneration Committee to be a proprietary director, in accordance with the provisions of Article 529 *duodecies*, paragraph 3.

In light of the above, the Appointments and Remuneration Committee reports favourably on the candidacy of Ms Marina del Corral Téllez for re-election as a proprietary external director by the General Shareholders' Meeting of the Company for the statutory term.

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