



REPORT BY THE BOARD OF DIRECTORS OF THE COMPANY “LABORATORIOS FARMACÉUTICOS ROVI, S.A.” ON THE JUSTIFICATION OF THE REASONED PROPOSAL AND RE-ELECTION OF MS FÁTIMA BÁÑEZ GARCÍA AS AN EXTERNAL INDEPENDENT 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 Companies Act (**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 Meeting of Shareholders, which is planned to be held on 24 June 2024 at 11 a.m., at the first quorum call.

By virtue of the foregoing, the Board of Directors' assessment of the competence, experience and merits to perform the duties of external independent director of ROVI of Ms Fátima Báñez García, in view of the proposal (attached as **Annex** to this report) made by the Appointment and Remuneration Committee in accordance with section 4 of article 529 *decies* of the Corporate Companies Act, and which the Board endorses in all its terms, is set forth below.

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

II. Explanation of the proposal for the re-election of the board member

1. Professional and personal background

Ms Báñez García holds degrees in Law and in Economics and Business Studies from the Comillas Pontifical University –ICADE E-3. She concluded her academic studies by earning a Postgraduate Degree in Business Administration from Harvard University, Boston, MA and completing the Public Management Leadership Programme at IESE Business School.

She was Minister of Employment and Social Security of the Government of Spain from December 2011 until June 2018 and Acting Minister of Health, Social Services and Equality between August and November 2016. She also held public office as Deputy for Huelva in the Spanish Parliament (2000-2019), where she discharged important duties in the economic sphere for the Partido Popular parliamentary group, and she served as President of the Lower House Foreign Affairs Committee (2018-2019).

Previously, she was a member of the board of directors of Radio Televisión de Andalucía from November 1997 to June 2000. She began her professional career in private companies as head of Strategy and Business Development for a family business group (1993-1997), returning to the private sector in November 2019 as a consultant and business advisor. She has extensive international experience, representing Spain at EPSCO Council meetings, at the G-20, at Ibero-American Summits and at meetings of the OECD and the ILO, as well as other International Employment Forums. Her social commitment is reflected in the fact that she is a member of the board of trustees of several foundations, as well as an active member of various associations and non-governmental organisations. Ms Báñez is currently President of the CEOE Foundation.



Through the positions she has held, Ms Báñez has led and contributed to reaching important political and social agreements, in particular, to reinforce economic growth and the creation of stable employment, promoting work-life balance and co-responsibility, the improvement of social protection, the promotion of self-employment, the increase in the minimum wage, and the first Corporate Social Responsibility Strategy in Spain.

2. Other boards of directors on which she sits

Ms Báñez García currently sits on the board of directors of Avangrid, Inc. as an independent director and chairs the company's Governance and Sustainability Committee.

3. Director Class

Ms Fátima Báñez García has been proposed for re-election in view of her personal and professional qualifications and may perform her duties without being conditioned by relationships with the Company, its significant shareholders or its officers. Consequently, she is considered by the Appointment and Remuneration Committee, as well as by the Board, to be an external independent director since, according to the information provided by the director, she meets the requirements set forth in section 4 of article 529 *duodecies* of the Corporate Companies Act.

4. Requirements for re-election

The Appointment and Remuneration Committee and the Board of Directors consider that the *curriculum vitae* and professional profile of Ms Fátima Báñez García, as well as her dedication to the position of director since her appointment in 2020, demonstrate that she is a person of recognised solvency, competence and experience appropriate for re-election as an independent external director of the Company.

Likewise, it has been verified that, according to the information provided by Ms Báñez García, she does not exceed the maximum number of boards on which she may sit, pursuant to Article 17.7 of the Board Regulations.

Moreover, according to the information provided by the director, she is not involved, either directly or indirectly, in any of the grounds for incompatibility, prohibition, conflict or opposition of interests with the company interest, as provided for in the provisions of a general nature or in the internal regulations of ROVI.



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5. Conclusion

From the information gathered, it is clear that Ms Fátima Báñez García has the competence, experience and merits required to perform the duties of his position. Consequently, the Board endorses the proposal made by the Appointment and Remuneration Committee for the re-election of Ms Fátima Báñez García as an external independent director of the Company for the term determined in the Corporate Bylaws.

III. Proposed resolution

As a result, the proposed resolution which has been submitted for approval to the General Shareholders' Meeting is as follows:

"ITEM FIVE ON THE AGENDA

Deliberation and approval, if appropriate, of the re-election of Ms Fátima Báñez García as an external independent director for the term determined in the Corporate Bylaws.

PROPOSED RESOLUTION RELATING TO ITEM FIVE

It is proposed to re-elect, at the proposal of the Appointment and Remuneration Committee, Ms Fátima Báñez García as a director of the Company with the category of external independent director for the term determined in the Corporate Bylaws of four years as from the date of this General Shareholders' Meeting".

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Madrid, 7 May 2024



ANNEX

PROPOSAL OF THE APPOINTMENT AND REMUNERATION COMMITTEE

Reasoned proposal of the Appointment and Remuneration Committee regarding the re-election of Ms Fátima Báñez García as an external independent director, which is submitted for approval at the next General Shareholders' Meeting

This reasoned proposal is made in compliance with Article 529 *decies* of the Corporate Companies Act and has as its object to propose to the Board of Directors the re-election of Ms Fátima Báñez García as an external independent director of the Company for the statutory period of four years, which proposal must be submitted for approval at the next General Shareholders' Meeting.

Pursuant to the aforementioned article of the Corporate Companies Act, the Appointment and Remuneration Committee is responsible for proposing the appointment or re-election of external independent directors.

The detailed report of the director is set forth below:

Ms Báñez García holds degrees in Law and in Economics and Business Studies awarded by the Pontifical University of Comillas—ICADE E-3. She concluded her academic education by earning a Postgraduate Degree in Business Administration from Harvard University, Boston, MA and completing the Public Management Leadership Program at IESE Business School.

She was Minister of Employment and Social Security of the Government of Spain from December 2011 until June 2018 and Acting Minister of Health, Social Services and Equality between August and November 2016. She also held public office as a Member of Parliament for Huelva (2000-2019), where she performed important duties in the economic sphere for the Partido Popular parliamentary group, and she served as President of the Lower House Foreign Affairs Committee (2018-2019).

Previously, she was a member of the board of directors of Radio Televisión de Andalucía from November 1997 to June 2000. She began her professional career in private companies as head of Strategy and Business Development for a family business group (1993-1997), returning to the private sector in November 2019 as a consultant and business advisor. She has extensive international experience, representing Spain at EPSCO Council meetings, at the G-20, at Ibero-American Summits and at meetings of the OECD and the ILO, as well as other International Employment Forums. Her social commitment is reflected in the fact that she is a member of the board of trustees of several foundations, as well as an active member of various associations and non-governmental organisations.

Ms Báñez is currently President of the CEOE Foundation and a member of the Board of Directors of Avangrid, Inc. (Iberdrola Group), as an independent director, and President of the Sustainability and Governance Committee of this company.

Through the positions she has held, Ms Báñez has led and contributed to reaching important political and social agreements, in particular, to reinforce economic growth and the creation of stable employment, promoting work-life balance and co-responsibility, the improvement of social protection, the promotion of self-employment, the increase in the minimum wage, and the first Corporate Social Responsibility Strategy in



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Spain.

Likewise, it has been verified that, according to the information provided by Ms Báñez García, she does not exceed the maximum number of boards on which she may sit, pursuant to Article 17.7 of the Board Regulations.

Finally, with regard to the category of director, this Committee considers that Ms Fátima Báñez García meets the requirements established in section 4 of Article 529 *duodecies* of the Corporate Companies Act to be considered an external independent director.

In view of the information available to the Company, the Appointment and Remuneration Committee considers that Ms Fátima Báñez García has the appropriate knowledge to perform the duties inherent to her position and possesses the appropriate skills, experience and merits to hold the position of external independent director of the Company.

Therefore, the Appointment and Remuneration Committee proposes to the Board of Directors the re-election of Ms Fátima Báñez García for the statutory term as director with the category of external independent director by the General Shareholders' Meeting of the Company.

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