



CODE OF ETHICS FOR THIRD PARTIES

ROVI GROUP

WRITTEN BY:	REVIEWED BY:	APPROVAL BY:
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Introduction

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

This Code of Ethics for third parties aims to reflect these commitments and the ROVI Group expects all of 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 so we expect all of 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 apply and disseminate this Code, also among the members of its supply chain.

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 in all cases the legal framework applicable to it.

Scope of application

This Code of Ethics shall apply to all suppliers, contractors, subcontractors or collaborators as well as to any trading partners who are directly or indirectly connected to the ROVI Group, either as a natural person or as a legal person, 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 of its suppliers to act ethically and with integrity in the market, and always under the principle of transparency.

Principle of legality and strict compliance with legislation in force.

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

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

Non-Disclosure

The information owned by the ROVI GROUP and entrusted to the supplier shall be classified as proprietary and confidential information. Any confidential information regarding our processes, methods, strategies, plans, projects, technical- or market-related or any other data shall not be disclosed. We shall also maintain the confidentiality of information shared by our suppliers.

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 all employees and business partners.

Fair Competition

The ROVI Group clearly and unambiguously 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 of our suppliers to comply with competition laws and any laws that may be applicable in this matter.

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 the 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, all of which shall be undertaken with the utmost confidentiality and without reprisals.

Veracity

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

B. Product Quality and Safety.-

The Quality of our products and processes is essential; for the ROVI Group it is therefore 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, in the Quality Agreements or in 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 delivered end product as well as the service finally rendered shall comply with the quality requirements that may be legally and contractually enforceable.



Product Safety

Whenever required to do so, suppliers shall provide the safety datasheets on 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 those in 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 modality of forced or compulsory labour, understood to be 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 workers' right to collective bargaining, subject to the rules applicable in each case.

Equal Opportunity and Non-Discrimination

The supplier shall reject any discriminatory employment and occupation 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 reasons of race, colour, sex, religion, political opinion, national ancestry or social background that has the effect of annulling or altering equal opportunity or employment in work 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.



Acceptable living conditions

In case part of the remuneration paid by the supplier to its employees includes concepts related to accommodation or maintenance, remuneration in kind must respect international standards on acceptable living conditions. Furthermore, the balance between remuneration in money and remuneration in kind must respect the limits established by 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 of our suppliers to comply at the very least with the following principles of occupational safety:

- Every supplier shall ensure strict compliance with legality in occupational safety and occupational risk prevention, providing a safe working environment for all of 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 and appropriate fire protection systems, 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 that its suppliers 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 matter.



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 handling, transfer, storage, recycling, reuse or safe 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 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 assigning appropriate resources.

Risk Management and Evaluation

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 that all its suppliers 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 so the Group's relationship with its suppliers is based on legality, transparency and absolute rejection of such practices.

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

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, in the concession or maintenance of a contract, or any other type of benefit, whether personally or for the supplier company.

In the same way, our suppliers shall not accept, in the performance of their business activities for the Group or on their 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 illicit 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, where the latter is based on an illicit 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 situation of conflict of interest, the supplier shall ensure that their actions are not compromised and that they maintain their independence and commitment to legality; 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 service, and (iii) in any case, be according to 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, they 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 Mailbox for Suppliers.-

The ROVI Group has established an ethics mailbox for suppliers (the "Supplier Ethics Channel") as a communication channel for the Group's suppliers, their own suppliers, their respective employees or any other company taking part in a service or supply bid to become a supplier of the Group, through which to report any conduct that may involve (i) regulatory breaches, (ii) illegal practices, (iii) unethical practices, (iv) non-compliance with this Code of Ethics, (v) non-compliance with ROVI's Code of Ethics, (vi) breaches of a contract or bidding document, or (vii) any other conduct that may be similar to the foregoing.

Suppliers are required to report, as soon as possible, any breach of the aforementioned of which they become aware through their business relationship.

Suppliers, by the fact of being contractors of the Group, undertake to inform their employees



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and their own suppliers of the contents of this Code and of the existence of the Supplier Ethics Channel as well as to require their suppliers to inform their employees of them.

This channel may also be used to make inquiries on the interpretation of the Supplier Code of Ethics of the ROVI Group.

Communications to the Supplier Ethics Channel should be sent by email to the following address: canaleticoproveedores@rovi.es.

The operation of the Supplier Ethics Channel is governed by Rovi's Ethics Channel Regulations and is based on the following principles:

- Communications shall always serve the criteria of veracity and proportionality. This mechanism may not be used for purposes other than those that pursue compliance with legality, with this Code and with the rules and principles that inspire it.
- The Supplier Ethics Channel operates under the principle of strict confidentiality, and so all the information sent to the channel shall be given such consideration, including the identity of the whistleblower.
- All information sent to the channel shall be treated with the greatest caution and shall only be provided to the administrative or judicial authorities to the extent that it is required by such authorities or becomes necessary for giving effect to a legal obligation of the Group.

ROVI's Ethics Channel Committee, for its part, shall be responsible for managing the Supplier Ethics Channel.

The data provided through the Employee and Supplier Ethics Channel shall be processed by Laboratorios Farmacéuticos Rovi, S.A. for handling reports received in connection with compliance with this Regulation as well as for conducting as many investigations as may be required to determine that the infringement has been committed. The contact details for the person responsible for processing them are the following: Calle Julián Camarillo 35, 28037, Madrid, 913756230, protecciondedatos@rovi.es.

Data shall be kept only for the time required for processing internal investigations and adopting any measures that may be necessary and, at most, for a period of three months, unless it becomes necessary to keep them for longer in order to process any administrative or judicial proceedings that may arise from the conducted investigation.

The basis for the processing of data is the legitimate interest in guaranteeing compliance with the legislation in force, the Ethics Code and the provisions of Article 13 of the Regulation of the Board of Directors of Laboratorios Farmacéuticos Rovi, S.A. Likewise, the basis for the treatment lies in the presence of a contractual relationship between Laboratorios Farmacéuticos Rovi, S.A. and the individuals subject to this Regulation, which justifies the fact that the data must necessarily be processed. The data may be communicated to the competent authorities if necessary in view of the outcome of the investigation or the nature of the reported facts.

Within the legal limits and those arising from the purpose of this Regulation, data subjects have the right to request access to their personal data, as well as the right to rectification, to erasure, to restriction to processing and to object their personal data. Should data subjects consider any event to be an infringement of their rights, they can lodge a complaint with the Spanish Data Protection Agency.



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However, given the different regulations in place in the different territories where the ROVI Group is present, the foregoing is understood to be without prejudice to the full compliance with the laws in force in each country. In these territories, the operation of the Ethics Channel shall be adapted to the legal requirements that may be demanded in each case.