



**TO THE SPANISH NATIONAL SECURITIES MARKET COMMISSION
(COMISIÓN NACIONAL DEL MERCADO DE VALORES)**

Madrid, 8 May 2025

In compliance with the information duties provided for in article 227 of the Law 6/2023, of 17 March, on Securities Market and Investment Services, Laboratorios Farmacéuticos ROVI, S.A. (hereinafter, "**ROVI**" or the "**Company**") hereby discloses to the Spanish National Market Commission the following

OTHER RELEVANT INFORMATION

The Board of Directors of the Company has adopted, among others, the following resolutions:

- I.** To call shareholders to the Ordinary General Shareholders' Meeting, which is expected to be held on 18 June 2025, at 11:00 am, on first call, at calle Príncipe de Vergara 187, Plaza de Rodrigo Uría, 28002, Madrid.

Attendance at this corporate event may also be made remotely or virtually under the terms set out in the general meeting calling announcement.

- II.** The Company has published today the announcement of the call of the aforementioned Ordinary General Shareholder's Meeting on the Company's website (www.rovi.es), on the website of this Commission and in one of the most widely circulated newspapers in Spain, and has made available to the shareholders on the Company's website (www.rovi.es) said call, as well as the rest of the documentation related to the General Shareholder's Meeting.

- III.** To propose to the General Shareholders' Meeting, among other resolutions, the distribution of a dividend of EUR 0.9351 gross per share entitled to receive it, charged to the financial year 2024.

The following documents are attached hereto:

- (i). the announcement of the call of the Ordinary General Shareholders' Meeting; and
- (ii). the proposed resolutions of the Board of Directors to be adopted, as the case may be, by the General Shareholders' Meeting.

It is hereby noted that shareholders can consult the documents relating to the aforementioned General Shareholder's Meeting of ROVI on the Company's website (www.rovi.es), where the rest of the documentation to be submitted to the General Shareholder's Meeting (including the relevant director's reports) will also be included.

In addition, it is reported that the annual financial statements and the individual and consolidated management reports of the Company and its group corresponding to the financial year 2024 that are submitted for approval of the General Shareholders' Meeting, with the respective audit reports, the statement of non-financial information and sustainability information included in the consolidated management report, the Annual Corporate Governance Report and the Annual Report on Remuneration of the Company's Directors, all corresponding to financial year 2024, have already been sent to the Spanish National Securities Market Commission and have also been made available to the shareholders on the Company's website (www.rovi.es), together with the rest of the documentation that must be made available to the shareholders on the occasion of the call.

Mr. Juan López-Belmonte Encina
Chairman of the Board of Directors and Chief Executive Officer
Laboratorios Farmacéuticos ROVI, S.A.



**GENERAL SHAREHOLDERS' MEETING OF
LABORATORIOS FARMACÉUTICOS ROVI, S.A.**

The Board of Directors of LABORATORIOS FARMACÉUTICOS ROVI, S.A. ("**ROVI**" or the "**Company**") hereby calls its shareholders to the Ordinary General Meeting to be held at Calle Príncipe de Vergara 187, Plaza de Rodrigo Uría, 28002, Madrid, at 11 a.m. on 18 June 2025, on first call and, if applicable, on the following day, 19 June 2025, at the same place and time on second call. This General Shareholders' Meeting may also be attended remotely or electronically under the terms indicated in this announcement.

The following are the matters to be deliberated and voted on at this General Shareholders' Meeting:

AGENDA

1. 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 2024.
2. 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 2024.
3. Deliberation and approval, where appropriate, of the proposed appropriation of the individual earnings for the fiscal year ending 31 December 2024.
4. Deliberation and approval, where appropriate, of the Board of Directors' actions during the fiscal year ending 31 December 2024.
5. Composition of the Board of Directors: Re-election where necessary of the following directors for the period specified by the Bylaws.
 - 5.1. Possible re-election of Juan López-Belmonte Encina as executive director for the term established by the Bylaws.
 - 5.2. Possible re-election of Javier López-Belmonte Encina as executive director for the period established by the Bylaws.
 - 5.3. Possible re-election of Iván López-Belmonte Encina as executive director for the period established by the Bylaws.
6. Examination and approval, where appropriate, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for 2025.
7. Review and approval, where applicable, of the re-appointment of the auditor of the Company and its consolidated group for the fiscal year 2025.
8. Authorise the Board of Directors to proceed with the derivative acquisition of own shares by the Company and/or by its subsidiaries, subject to the terms established by current law.
9. Delegation to the Board of Directors of the power to increase the share capital under the terms and conditions of article 297.1b) of the Corporate Enterprises Act, for the maximum period of five years,

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- with the attribution of the power to exclude the pre-emptive right up to the limit of 20% of the share capital, in accordance with the provisions of article 506 of the Corporate Enterprises Act.
10. Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, which may be exchanged and/or converted into the Company's shares, as well as warrants or other similar securities that may give the direct or indirect right to the subscription or acquisition of shares in the Company or other companies, whether or not in its Group, for a maximum period of 5 years and for a total amount of 500 million euros; and if necessary, the power to increase the share capital by the necessary amount with the attribution of the power to exclude pre-emptive rights up to the limit of 20% of the share capital, and authorisation that the Company may guarantee fixed-income issuance by subsidiaries.
 11. 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.

ADVISORY ITEM

12. Annual report on the remuneration of directors of the Company.

MEASURES FOR IN-PERSON ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING

Please note that there may be limitations on the maximum capacity and number of attendees at this type of event. This could result in an inability to enter the Meeting's premises once the capacity applicable at the time of the meeting has been reached. In the event that access to the meeting is not possible because the capacity limit has been reached, shareholders or their proxies are advised that, at that time, it may no longer be possible to participate through the alternative channels if they have already been closed for registration in accordance with the deadlines and procedures described in this notice. For this reason, it is especially advisable to participate through any of the alternative channels under the terms provided in this notice.

For further information, shareholders may contact the Company by sending an e-mail to departamentolegal@rovi.es.

SUPPLEMENT TO THE CALL AND SUBMISSION OF PROPOSALS

Shareholders representing at least three percent of the share capital may request the publication of a supplement to this notice, including one or more items on the Agenda, provided that the new items are accompanied by an explanation or, as the case may be, an explained proposed resolution. The exercise of this right must be made by means of reliable notification to be received at the registered office of ROVI (Laboratorios Farmacéuticos Rovi, S.A., Junta General, c/ Julián Camarillo, 35, 28037, Madrid) within the five days following the publication of this notice.

Likewise, shareholders representing at least three percent of the share capital may, within the same period of five days following the publication of this notice, submit reasoned proposals for resolutions on matters included or which should be included on the Agenda pursuant to the provisions of Article 519.3 of the Corporate Enterprises Act.

The notification letter shall state the name or corporate name of the requesting shareholder or shareholders and shall be accompanied by the appropriate documentation (a copy of the attendance, proxy and remote voting card issued by the entity participating in IBERCLEAR or certificate of ownership) proving their status as shareholder, in order to check this information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("IBERCLEAR"), as well as the content of the matter(s) raised by the shareholder or the content of the proposal(s) made



by the shareholder.

In the event that the shareholder raises any new items on the Agenda, the shareholder may be required to also attach the proposal(s) and the supporting report(s) of proposals to which the items included in the supplement refer in cases in which it is legally required.

The supplement to the announcement will be published at least two weeks before the date scheduled for the meeting.

IN-PERSON ATTENDANCE AT THE GENERAL MEETING

Shareholders may attend the General Shareholders' Meeting regardless of the number of shares they own, provided that the shares are registered in their name in the corresponding book-entry register five days prior to the date on which the Meeting is to be held (i.e. 13 June, if the General Meeting is to be held on first call, as scheduled), and must provide proof of such fact at the entrance to the premises where the General Meeting is to be held from two hours prior to the scheduled start time of the meeting. In order to exercise the right to attend, the shareholder must obtain the corresponding attendance card indicating the number, class and series of the shares he/she owns, as well as the number of votes he/she may cast. The attendance card will be issued by the entities participating in IBERCLEAR in favour of the holders of the shares who can prove that they have them registered five days prior to the date on which the Meeting is to be held.

For the purpose of proving the identity of the shareholders, or whoever validly represents them, at the entrance to the premises where the General Shareholders' Meeting is held, the attendees may be asked, together with the presentation of the attendance card, to prove their identity by presenting their National Identity Document or any other official document in force and generally accepted for such purposes.

REMOTE ATTENDANCE OR ATTENDANCE BY ELECTRONIC MEANS AT THE GENERAL SHAREHOLDERS' MEETING

The mechanisms for attending the Meeting by electronic means will be opened in the space dedicated to the General Shareholders' Meeting 2025 ("*Electronic attendance*") on the Company's *website* (www.rovi.es) in the terms indicated below:

1. Pre-registration: Pre-registration: in order to guarantee the identity of the attendees, the correct exercise of their rights and the proper functioning of the meeting, shareholders who wish to use the electronic attendance mechanisms must pre-register in the space dedicated to the 2025 General Shareholders' Meeting ("*Electronic attendance*") of the corporate website, from 10 a.m. on 8 May 2025 until 11:59 p.m. on 17 June 2025, without prejudice to what is indicated below for proxies. After that time, no pre-registration will be accepted for the exercise of the right to electronic attendance.

Pre-registration will be carried out by means of a qualified electronic signature, under the terms of Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, provided that it is based on a recognised electronic certificate in relation to which there is no record of its revocation and that (i) it is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) under the Spanish Mint or (ii) it is incorporated into the National Identity Document issued in accordance with Royal Decree 255/2025, of 1 April, regulating the National Identity Document.

If the person attending remotely, whether or not he/she is a shareholder, has been granted proxies, in order to exercise the rights inherent to such proxies, he/she must have notified the Company before 24 hours prior to the holding of the General Meeting, that is, before 17 June at 11 a.m. by electronic means (by e-mail to the address departamentolegal@rovi.es) or by post (c/ Julián



Camarillo, 35, 28037, Madrid) , indicating that they accept said proxies and identifying themselves by sending the attendance, proxy and remote voting card duly completed, and a copy of the proxy's DNI, NIE or passport, so that their identity can be proved on the day the Meeting is held. For clarification purposes, the representatives attending remotely shall be pre-registered by sending such email or postal mail to the Company in the manner and by the deadline indicated herein once the Company has confirmed their pre-registration.

The Company reserves the right to request from the shareholders and/or their representatives any additional means of identification that it deems necessary to duly guarantee the identity of the shareholders and/or their representatives, verify their status as shareholders and guarantee the authenticity of the vote or proxy.

Once the shareholder or, as the case may be, their representative, has pre-registered in accordance with the indicated means and within the established period, they may attend and vote at the General Meeting through electronic means by making the corresponding registration-connection on the day the General Meeting is held.

2. Registration-connection and attendance: in order to allow for the proper management of the electronic attendance systems, the shareholder or proxy who has pre-registered to attend the General Meeting electronically in accordance with section (1) above must register in the space dedicated to the 2025 General Shareholders' Meeting ("*Electronic attendance*") on the Company's corporate *website* between 9 a.m. and 11 a.m. on 18 June 2025 (if, as expected, the General Meeting is held on first call) or on 19 June 2025 (if the General Meeting is held on second call) and identify himself/herself by means of a recognised electronic signature in accordance with one of the means provided in section (1), second paragraph above or as indicated in the corresponding instructions. Attendee registration will not be accepted outside this time slot.

In the event that on 18 June 2025, it is determined that there is not sufficient quorum to hold the General Shareholders' Meeting on first call, the Company will publish this circumstance through the space dedicated to the 2025 General Shareholders' Meeting on the Company's corporate *website* confirming that the General Shareholders' Meeting will be held on second call. In the event that the General Meeting is held on second call, those attending by electronic means who have registered on first call must register again in order to attend the General Meeting electronically on second call, in accordance with the provisions of this section.

A shareholder or assistant representative who has registered to attend remotely and wishes to express to the Notary or supporting personnel (or, in his/her absence, to the Secretary of the General Shareholders' Meeting) his/her express abandonment of the Meeting, they must do so by means of the form provided for such purpose in the remote attendance computer application. Once he/she has informed the Notary of his/her express will to leave the meeting, all subsequent actions shall be deemed not to have been carried out.

3. Speaking rights: in accordance with the provisions of the Corporate Enterprises Act, the interventions and proposed resolutions or requests for information or clarifications that, in accordance with the Law, shareholders or proxies attending by electronic means intend to make must be sent to the Company, in writing and in any case, in the form, terms and conditions established on the aforementioned *website* of the Company, from 9 a.m. on 18 June 2025 or, as the case may be, on 19 June 2025, depending on whether the General Meeting is held on first or second call, respectively, and until the time at which the Chairman or, as the case may be, the Secretary of the Meeting announces the beginning of the round of speaking turns for shareholders attending the General Meeting in person.



Those attending by electronic means who wish their contribution to be recorded verbatim in the minutes of the Meeting must expressly indicate this in the text of the contribution.

Requests for information or clarification from shareholders attending by electronic means may be answered verbally during the General Meeting or, where applicable, in writing during the seven days following the Meeting, in accordance with the provisions of the Corporate Enterprises Act.

In the event that the General Meeting is held on second call, attendees by electronic means who, having connected to the meeting on first call, have sent contributions and proposed resolutions or requests for information or clarifications must send them again the following day, under the terms indicated in this section (3); otherwise, they shall be deemed not to have been made.

4. Voting: Voting on the proposals relating to items included in the Agenda may be cast from the time the shareholder or, as the case may be, the proxy registers as an attendee on the day of the Meeting until the Chairman or, as the case may be, the Secretary of the Meeting announces that voting on the proposed resolutions relating to the items included in the Agenda has commenced.

Regarding the proposed resolutions on those matters which, by legal mandate, need not appear on the Agenda, those attending by electronic means may cast their votes from the moment at which said proposals are read out for voting and until the Chairman or, as the case may be, the Secretary of the Meeting, announces that the voting period for said proposed resolutions has commenced.

Voting on the proposed resolutions shall be carried out through the web page and in accordance with the corresponding voting form. The shareholder must indicate the direction of his vote for each of the items included in the Agenda. If, in relation to any of the items on the Agenda, the shareholder does not indicate the vote decision, it shall be understood that they are voting in favour of the proposals made by the Board of Directors.

In any case, the remote voting process for all proposals submitted to the Meeting shall end when the Secretary of the Meeting reads the summaries of the proposed resolutions and the voting on the proposals begins.

In matters not expressly regulated in this notice, the same rules on voting and the adoption of resolutions set forth in the Regulations of the General Shareholders' Meeting for face-to-face meetings shall apply to shareholders attending the Meeting by electronic means, adapted, where appropriate, to the special features that may arise from the electronic nature of this Meeting.

5. Other matters: the Company may adapt, with the due guarantees, the means to allow electronic attendance at the General Shareholders' Meeting in the case of shareholders not residing in Spain, qualified investors and other similar cases.

Electronic attendance at the General Shareholders' Meeting renders proxy or voting by remote means of communication prior to the General Shareholders' Meeting null and void.

In the event of concurrence of co-owners of a securities depository, the co-owner who registers first shall be considered the attendee and, therefore, any subsequent access by the remaining co-owners shall be denied. For the purposes of Article 126 of the Corporate Enterprises Act, it is presumed that the co-owner who is registered first is designated by the rest of the co-owners to exercise the shareholder rights.

It is the sole responsibility of the shareholder (or his representative) to keep the means of identification necessary to access and use the electronic attendance service. In the case of a legal entity, the latter must notify any modification or revocation of the powers held by its representative, and, therefore, the Company declines any liability until such notification is made.



The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for electronic representation or voting and/or electronic attendance at the Meeting when technical or security reasons so require or impose, both for the granting of proxies and the casting of votes through remote means of communication and for remote attendance at the Meeting.

The Company shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures or any other eventualities of the same or similar nature beyond the Company's control that prevent the use of the mechanisms for electronic representation or voting and/or remote attendance at the Meeting. Therefore, such circumstances shall not constitute an illegitimate deprivation of the shareholder's rights, without prejudice to the adoption of such measures as each situation may require, including the possible temporary suspension or extension of the Meeting if necessary to ensure the full exercise of their rights by the shareholders or their representatives.

PROXY, DELEGATION AND VOTING RIGHTS THROUGH REMOTE MEANS OF COMMUNICATION

I. Proxy and delegation through remote means

In accordance with the provisions of Articles 30 of the Company's Bylaws and 12 of the Regulations of the General Meeting, any shareholder entitled to attend may be represented at the General Meeting by another person, even if not a shareholder of the Company, pursuant to the requirements and formalities required by law, the Corporate Bylaws and other applicable internal regulations of the Company.

The proxy must be completed and signed by the shareholder, subscribing the corresponding attendance, proxy and voting card issued by the entity participating in IBERCLEAR and, if applicable, the document extracted from the corporate *website*.

The proxy must exercise the representation either by attending the meeting in person and giving the attendance, proxy and remote voting card issued by the IBERCLEAR institution to the shareholder registration desk in the place and on the date scheduled for the Shareholders' Meeting two hours before the time scheduled for the meeting; or by attending the General Shareholders' Meeting by remote electronic means in accordance with the provisions of the **"Remote or electronic attendance at the General Shareholders' Meeting"** section.

Proxies are always revocable. Attendance at the Meeting by the represented shareholder, whether in person, electronically or by remote voting, entails the revocation of any proxy, regardless of the date of the proxy. In the event that a shareholder makes several proxies or casts several votes, the last proxy or the last vote cast that has been received by the Company within the established term shall prevail.

The proxy must be conferred specifically for each General Meeting, in writing and may be conferred by means of remote communication.

In the event that instructions have been issued by the represented shareholder, the proxy shall vote in accordance with such instructions and shall be obliged to keep such instructions for one year from the date of the Meeting.

The proxy can represent more than one shareholder, and there is no limit to the number of represented shareholders. Where a single proxy holder holds proxies from several shareholders, he may cast votes for one shareholder differently from votes cast for another shareholder.

In any case, the number of shares represented by proxies will be taken into account when calculating the meeting quorum.

The documents containing the proxies for the General Meeting shall include at least the following:

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- (a) The date and agenda of the Shareholders' Meeting.
- (b) The identity of the principal and of the proxy. If not specified, it shall be understood that the proxy has been granted, indistinctly, in favour of the Chairman of the Board of Directors (or, in their absence, the Chairman of the General Shareholders' Meeting) or the Secretary of the Board of Directors, without prejudice to what is indicated below in the event of a conflict of interest.
- (c) The number of shares owned by the shareholder granting the representation.
- (d) The voting instructions from the shareholder granting the representation for each item on the Agenda, where applicable.

The Chairman of the General Shareholders' Meeting or the persons appointed through him shall be empowered to determine the validity of the proxies granted and compliance with the requirements for attendance at the General Shareholders' Meeting.

The provisions of the preceding paragraphs will not be applicable if the proxy is the spouse, ancestor or descendant of the principal and provides proof thereof or when the representative holds general powers of attorney conferred in a public deed with powers to administer all the assets that the principal holds in Spain and provides proof thereof.

When the representation is granted through remote media, it will only be valid when it is made:

1. By postal correspondence

The attendance, proxy and voting card issued by the entity participating in IBERCLEAR, duly signed and completed by the shareholder, shall be sent to the Company's domicile (Laboratorios Farmacéuticos Rovi, S.A., General Meeting, c/ Julián Camarillo, 35, 28037, Madrid). The proxy granted and the identity of the principal shall be stated.

In the event that the attendance card issued by the entity participating in IBERCLEAR does not include the section relating to the proxy or is incomplete, the shareholder may use the attendance card made available to the shareholders by the Company on its *website* (www.rovi.es). Said attendance card, duly signed, must be sent to the Company by post to the address indicated in the previous paragraph, together with the corresponding attendance card issued by the entity participating in IBERCLEAR, duly signed.

2. By electronic communication

Proxies granted by electronic communication shall be admitted as from 10 a.m. on 8 May 2025 through the Company's *website* (www.rovi.es), by accessing the dedicated space and following the procedure established therein.

To do so it will be necessary to have a qualified electronic signature, under the terms of Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, provided that it is based on a recognised electronic certificate in relation to which there is no record of its revocation and that (i) it is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) under the Spanish Mint or (ii) it is incorporated into the National Identity Document issued in accordance with Royal Decree 255/2025, of 1 April, regulating the National Identity Document.

II. Voting rights and the exercise of remote voting rights

Shareholders with the right to attend and vote may cast their vote on the proposals relating to items included in the Agenda prior to the Meeting, by post or electronic communication, in accordance with the terms set forth in the Law, in Articles 32 and 34 of the Bylaws and in Articles 10 and 24 of the Regulations of the General Shareholders' Meeting.

1. Voting by postal correspondence

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In order to vote by post, the shareholder must complete and sign the attendance card issued to him/her by the entity participating in IBERCLEAR, in which he/she will state his/her vote -in favour, against, abstention or blank-, marking with a cross in the corresponding box of the table that will appear in the attendance card issued by the entity participating in IBERCLEAR.

Once completed and signed, the shareholder must send it by post to the Company's address (Laboratorios Farmacéuticos Rovi, S.A., Junta General, c/ Julián Camarillo, 35, 28037, Madrid).

In the event that the attendance card issued by the entity participating in IBERCLEAR does not include the section relating to remote voting or is incomplete, the shareholder may use the attendance card made available to the shareholders by the Company on its [website](http://www.rovi.es) (www.rovi.es). Said attendance card, duly signed, must be sent to the Company by post to the address indicated in the previous paragraph, together with the corresponding attendance card issued by the entity participating in IBERCLEAR, duly signed.

2. Electronic voting

A shareholder may also cast their vote by means of electronic communication authorised with his legally recognized electronic signature under the same terms provided for in section I.2 above to grant proxy and in section III below. The vote shall be cast by means of a communication to the Company through its [website](http://www.rovi.es) (www.rovi.es) by accessing the space provided for this purpose and following the procedure established therein. The Company will send the shareholder casting their vote an electronic confirmation of the receipt of the vote

III. Proxies, delegation and voting through remote means: common provisions

In order to be valid, a proxy granted and a vote cast by any means of remote communication (postal or electronic) must be received by the Company by 11:59 p.m. on the day immediately prior to the day scheduled for the General Shareholders' Meeting. Otherwise, the proxy shall be deemed not to have been granted and the vote shall be deemed not to have been cast. After the aforementioned deadline, only votes cast in person or by electronic means at the General Shareholders' Meeting by the shareholder or by the person validly representing him/her shall be admissible.

In the event of in-person attendance, on the day and at the place where the Meeting is to be held, the appointed proxies, whether by postal correspondence or electronic communication, must identify themselves. They may do so from two hours prior to the scheduled time of the Meeting by means of their National Identity Card or any other valid official document generally accepted for these purposes in order that the Company may verify the representation conferred, along with a copy of the attendance card issued by the entity participating in IBERCLEAR sent to the Company (by post) or of the electronic document that the shareholder has filled in on the Company's [website](http://www.rovi.es) to confer the proxy.

In the event of attendance by electronic means, the proxy-holder who has pre-registered in accordance with paragraph 1 of the section of this Notice "**Remote Attendance or Attendance by Electronic Means at the General Meeting**" must register in the space dedicated to the 2025 General Shareholders' Meeting ("Electronic Attendance") on the Company's corporate [website](http://www.rovi.es) between 9 a.m. and 11 a.m. on the day the Meeting is held and identify him/herself by means of a recognised electronic signature in accordance with the provisions of paragraph 2 of the said section. At the time of pre-registration, the designated proxies, whether by post or electronic communication, must identify themselves by sending the duly completed attendance, proxy and remote voting card and a copy of the representative's ID card, NIE or passport, so that their identity can be verified on the day of the Meeting. Otherwise, the proxies shall be deemed not to have been made. For explanatory purposes, any proxies attending by electronic means must notify the Company of the proxies granted before the period of 24 hours preceding the holding of the General Meeting, that is, before 17 June at 11 a.m., by electronic means (by email to the address departamentolegal@rovi.es) or by post (c/ Julián Camarillo, 35, 28037, Madrid), indicating that they



accept said proxies and identifying themselves by sending the attendance, proxy and remote voting card duly completed, and a copy of the proxy's DNI, NIE or passport so that their identity can be proved on the day the Meeting is held.

When the shareholder exercises their voting rights or grants his proxy using remote means of communication, their shares must be recorded in their name in the corresponding book-entry register at least five days prior to the date on which the General Meeting is scheduled to be held.

Likewise, the validity of the proxy granted and of the vote cast by remote communication is subject to the verification -with the file provided by IBERCLEAR- of the shareholder's status as a shareholder. In the event of a discrepancy between the number of shares communicated by the shareholder granting the proxy or casting his vote by remote communication and the number recorded in the book-entry records communicated by IBERCLEAR, the number of shares provided by the latter entity shall be deemed valid for quorum and voting purposes, unless there is evidence to the contrary.

The proxy granted and the vote cast by postal or electronic correspondence may be expressly revoked by the shareholder using the same means used to grant the proxy or cast the vote within the established term or by the shareholder attending the General Shareholders' Meeting in person or by electronic means.

Prior to appointment, the proxy must inform the shareholder in detail if there is a conflict of interest situation. If the conflict is subsequent to the appointment and the represented shareholder has not been advised of its possible existence, they must be informed immediately. In either case, if no new precise voting instructions have been received for each of the matters on which the proxy must vote on behalf of the shareholder, the proxy must abstain from voting.

For the purposes of the provisions of Articles 523 and 526 of the Corporate Enterprises Act, we note that the Chairman of the Meeting, as well as any other member of the Board of Directors, may have a situation of conflict of interest (i) with respect to items 4 (Examination and, if appropriate, approval of the management work and performance of the Board of Directors during the year ended 31 December 2024), 5.1. (Possible re-election of Juan López-Belmonte Encina as executive director for the term established by the Bylaws), 5.2. (Possible re-election of Javier López-Belmonte Encina as executive director for the period established by the Bylaws), 5.3. (Possible re-election of Javier López-Belmonte Encina as executive director for the period established by the Bylaws), 6. (Examination and approval, where appropriate, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for 2025), and 12 (Voting by way of an advisory vote on the annual report on directors' remuneration) of the Agenda; and (ii) in the cases set forth in sections a), b), c) and d) of article 526.1 of the Corporate Enterprises Act (appointment, re-election or ratification of directors, removal, separation or dismissal of directors, exercise of corporate action for liability and approval or ratification of transactions of the company with director in question) that may be presented outside the Agenda in accordance with the Law. In relation to all of them, if the represented party has not given precise voting instructions, the proxy, unless expressly stated otherwise, shall be deemed to be conferred, jointly and severally and successively, on the Chairman of the General Shareholders' Meeting, the Chairwoman of the Appointment and Remuneration Committee, the Chairwoman of the Audit Committee and, if they are in turn in a situation of conflict of interest, the Secretary of the General Shareholders' Meeting.

In the event that a shareholder grants a proxy by means of postal correspondence or electronic communication to the Company, the directors or the Secretary of the Board, such proxy shall be deemed to be accepted upon receipt by the Company of such validly executed proxy within the term established in the first paragraph of this section and if the proxy does not include instructions for the vote or if any doubts arise as to the addressee or scope of the proxy, it shall be understood that (i) the proxy is made, without distinction, in favour of the Chairman of the Board of Directors (or, in the absence of the latter, the Chairman of the General Shareholders' Meeting) or the Secretary of the Board of Directors; (ii) it



refers to all the proposals made by the Board of Directors; (iii) it calls for a vote in favour thereof; and (iv) it also extends to the items that may arise outside the Agenda, in respect of which the proxy shall exercise the vote in the sense that he/she understands to be most favourable to the interests of the shareholder represented, within the framework of the corporate interest.

Likewise, any shareholder who casts their vote by post or electronic communication and does not make a mark in any or none of the boxes intended to indicate his vote with respect to the items on the Agenda shall be deemed to vote in favour of the respective proposals made by the Board of Directors.

The following rules of priority are established between proxy, remote voting and presence at the Meeting:

- (a) Attendance at the Meeting, either in person or electronically, of the shareholder himself who had previously granted a proxy or cast a vote remotely, regardless of the means used to cast it, shall render such proxy or vote null and void. In-person attendance will render electronic attendance null and void.
- (b) In the event that a shareholder makes several proxies or casts several votes, the last proxy or the last vote cast that has been received by the Company within the established term shall prevail.
- (c) As a particular rule, a vote cast by any means of remote communication shall render ineffective any granting of a proxy electronically or by means of a printed paper card, whether previously, which shall be deemed revoked, or subsequently, which shall be deemed not to have been cast.
- (d) Both the proxy and the vote cast remotely shall be rendered ineffective by the disposal of the shares conferring the right of attendance of which the Company is aware.

The Company will make available to the shareholders on its *website* (www.rovi.es) the forms to be used for proxy and voting by postal correspondence or remote electronic communication under the terms set forth in this notice.

Any of the co-owners of a share deposit may vote, delegate or attend, and the *priority rules* set forth above shall apply. For the purposes of Article 126 of the Corporate Enterprises Act, it is presumed that the co-owner who at any time takes an action (attendance, proxy appointment or vote) is designated by the rest of the co-owners to exercise the rights of shareholder.

In the event the shareholder is a legal entity, the latter must notify the Company of any modification or revocation of the powers held by its representative, and, therefore, the Company declines any liability until such notification is made.

The shareholder shall bear sole responsibility for custody of their electronic signature.

The Company reserves the right to modify, suspend, cancel or restrict the remote voting and proxy mechanisms when technical or security reasons so require or impose.

Laboratorios Farmaceuticos Rovi, S.A. shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures, failure of the postal service or any other eventualities of the same or similar nature beyond the Company's control that prevent the use of the mechanisms for remote voting and delegation.

With respect to legal entity shareholders, when postal mail is the means of remote communication used to grant proxy to a third party or to vote, at the request of the Company, a copy of the powers of attorney of the natural person who, in the name and on behalf of such legal entity shareholder, grants the proxy to a third party or exercises the right to vote remotely must be sent together with the other documentation required in accordance with these rules.

RIGHT TO INFORMATION

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Pursuant to Article 518 of the Corporate Enterprises Act, from the publication of the notice of the Meeting until the Meeting is held, the following documents and information, inter alia, will be continuously available to the shareholders through the Company's *website* (www.rovi.es):

- Notice of call.
- Total number of shares and voting rights on the date of the call.
- Full text of the proposed resolutions to be adopted, as the case may be, by the Ordinary General Shareholders' Meeting of the Company in relation to each of the items included in the Agenda, together with the corresponding reports of the Board of Directors explaining the proposed resolutions under item Five, Nine and Ten of the Agenda:
 - Report of the Board of Directors of the Company on the justification of the reasoned proposal for the re-election as executive director of Juan López-Belmonte Encina, Javier López-Belmonte Encina and Iván López-Belmonte Encina, together with the mandatory report of the Appointments and Remuneration Committee, in which the competencies, experience and merits of the directors whose appointment is proposed are assessed, including the identity, curriculum vitae and category of the directors.
 - Report prepared by the Company's Board of Directors for the purposes set forth in Article 506.2 of the Corporate Enterprises Act, on the justification for the proposal to delegate to the Board of Directors the power to increase the share capital and to exclude pre-emptive subscription rights.
 - Report prepared by the Company's Board of Directors for the purposes set forth in Article 511.2 of the Corporate Enterprises Act, on the justification for the proposal to delegate to the Board of Directors the power to issue securities convertible and/or exchangeable into Company shares, as well as other similar securities that may give the right, directly or indirectly, to subscribe or acquire shares in the Company or other companies, whether or not belonging to its Group, and the power to exclude pre-emptive subscription rights in the event of a capital increase resulting from the issue of the abovementioned securities.
- Annual Financial Report for 2024, which includes the individual and consolidated financial statements, the individual and consolidated management reports, and the respective auditors' reports for 2024.
- Non-financial information statement and sustainability information included in the consolidated management report of the Company with its subsidiaries for the year ended 31 December 2024 and verification report.
- Annual Corporate Governance Report for 2024.
- Annual Report on the Remuneration of the Company's Directors for 2024, which is submitted to an advisory vote as a separate item on the Agenda.
- The amended Regulations of the Board of Directors, together with the report prepared by the directors, justifying the amendments made.
- Form or model of attendance, proxy and remote voting card.
- Valid requests for information, clarifications or questions made, as the case may be, by the shareholders in the exercise of their right to information and the answers provided by the directors, as the case may be.

Furthermore, in accordance with Article 272 of the Corporate Enterprises Act, any shareholder may obtain

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from the Company, from the call of the General Shareholders' Meeting, immediately and free of charge, the documents to be submitted to the approval of the General Shareholders' Meeting in the legally applicable cases and, in particular, the Annual Financial Report for 2024, which includes the individual and consolidated financial statements, the individual and consolidated management reports, and the respective auditors' reports for 2024. Shareholders who wish to obtain copies of some or all of the above documents should

send their request by email to departamentolegal@rovi.es.

In accordance with articles 197 and 520 of the Corporate Enterprises Act, between the date of publication of the meeting announcement and the fifth day before the meeting, inclusive, the shareholder can request the Board of Directors, regarding the items on the Agenda, the information or clarifications they deem fit or ask the questions in writing that they deem fit. Alternatively, they may do so orally during the meeting if they attend in person.

Moreover, during the same period and in writing or orally during the meeting if attending in person, the shareholders can request the clarifications that they deem fit regarding the information accessible to the public that the Company has provided to the Spanish Securities Market Commission since the previous Shareholders' Meeting and regarding the audit report.

Should the information, clarifications or questions described in the preceding paragraphs be made by remote electronic means, the form and deadlines indicated in this notice must be observed.

Except in the cases expressly provided for in the Law, the Board of Directors shall be obliged to provide the requested information in writing until the day of the General Shareholders' Meeting and, in the case of requests made electronically, when appropriate, or verbally during the holding of the Meeting. When it is not possible to satisfy the shareholder's right at that time, the Board of Directors shall be obliged to provide such information in writing within seven days following the end of the Meeting.

Requests for information may be made by handing in the request at the registered office; by post to Laboratorios Farmacéuticos Rovi, S.A., Junta General, at the following address: c/ Julián Camarillo, 35, 28037, Madrid; or online via the ROVI website (www.rovi.es) in the designated place and manner.

Requests shall be accepted where the electronic document pursuant to which information is requested includes the shareholder's legally recognised electronic signature, under the terms of Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, provided that it is based on a recognised electronic certificate in relation to which there is no record of its revocation and that (i) it is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) under the Spanish Mint or (ii) it is incorporated into the National Identity Document issued in accordance with Royal Decree 255/2025, of 1 April, regulating the National Identity Document.

Whichever means is used to issue requests for information, the shareholder's request must include his name and surnames, together with proof of the shares he holds, by means of a copy of the attendance card issued by the entity participating in IBERCLEAR or certificate of ownership, so that this information may be checked against the list of shareholders and the number of shares in his name provided by IBERCLEAR, for the General Meeting in question. The shareholder shall be responsible for proving that the request has been sent to the Company in due time and form.

The Company's website will detail the pertinent explanations for exercising the shareholder's right to receive information under the terms envisaged in the applicable regulations.

Requests for information shall be answered, once the identity and shareholder status of the applicant has been verified, prior to the General Shareholders' Meeting through the same means in which they were made, unless the shareholder indicates a different means that is considered suitable for this purpose. In



any case, the directors may send the information in question by certified mail with acknowledgement of receipt or by registered fax.

ELECTRONIC SHAREHOLDER FORUM

Pursuant to Article 539.2 of the Corporate Enterprises Act and in the terms referred to therein, in order to facilitate shareholder communication prior to the holding of the General Shareholders' Meeting, an Electronic Shareholders' Forum (the "**Forum**") shall be set up on the Company's *website*, which may be accessed with due guarantees by both individual shareholders and voluntary associations of shareholders that, pursuant to the provisions of said article, may be formed.

Proposals intended to be presented as a supplement to the Agenda announced in the notice of meeting, requests for adherence to such proposals, initiatives to reach the percentage required to exercise a minority right provided for in the Law, as well as offers or requests for voluntary representation may be published in the Forum.

Access to the Forum and the terms and conditions of its use and operation shall be governed by the provisions of this announcement and the rules of operation of the Electronic Shareholders' Forum, the contents of which may be viewed on the Company's *website*.

NOTARY'S INVOLVEMENT IN THE MEETING

In accordance with the provisions of Article 203 of the Corporate Enterprises Act, the Board of Directors has agreed to request the assistance of a Notary Public for the purpose of drawing up the Minutes of the Meeting.

OTHER INFORMATION OF INTEREST TO SHAREHOLDERS

It is noted for the record that the Ordinary General Shareholders' Meeting is expected to be held on first call, that is to say, on 18 June 2025 at the place and time indicated above.

All information and documentation of the General Shareholders' Meeting is also available to shareholders on the Company's *website* (www.rovi.es).

DATA PROTECTION

The personal data provided by the shareholders to the Company for the exercise or delegation of their attendance and voting rights at the General Shareholders' Meeting, including the identification and verification of the prior formal legitimation thereof, those provided for such purposes by the banks and securities companies and agencies in which such shareholders have their shares deposited or held in custody or by the entity legally authorized to keep the book-entry registry, IBERCLEAR, and those obtained through the recording of the General Shareholders' Meeting (*i.e.*, image and voice) shall be processed by the Company as the data controller for the purpose of managing the performance, fulfilment and control of the existing shareholder relationship (in particular, but not limited to, in relation to the organization, convening and holding of the General Meeting, the development, management and control of the exercise of their rights and of the Forum and the sending of information), for the holding, recording and dissemination of the General Meeting and for compliance with legal obligations. The processing of the data is necessary for such purposes, and its legal basis is the execution of the shareholder relationship and the fulfilment of legal obligations.

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may be communicated to the Notary who will attend the General Meeting, as well as to third parties who have recognised the right to information provided by law or accessible to the public insofar as they are included in the documentation available on the Company's *website* (www.rovi.es) or stated at the General Meeting, whose holding may be subject to audiovisual recording (total or partial) and public dissemination on the Company's *website* (www.rovi.es) as well as on social networks and accredited media. The attendee is hereby informed that the General Meeting will be subject to audiovisual recording (image and voice) in order to allow the transparency and dissemination promoted by the applicable regulations. The legal basis for the processing of personal data consisting of image and voice is both the existence of a legitimate interest of the Company to record and broadcast the General Meeting, as well as compliance with its legal obligation in accordance with the applicable rules and principles of transparency. The shareholder is informed that there are mechanisms for exercising his rights as a shareholder other than attending the General Shareholders' Meeting.

In the area of image rights, we note that by attending the General Shareholders' Meeting (in person or remotely), the shareholder or his representative, gives consent to the taking of photographs, audiovisual recording of image and/or voice, as well as its reproduction and/or publication and dissemination in the terms indicated above.

Personal data will be retained for the duration of the shareholder relationship and thereafter for a period of six years for the sole purpose of any legal or contractual remedies unless, by way of exception, a longer statute of limitations period applies to any possible legal or contractual remedies.

The data subject will have, in any case, when legally appropriate, the right of access, rectification, suppression, opposition, portability, limitation of processing, and any other rights that may be applicable in accordance with the applicable regulations by writing to Laboratorios Farmacéuticos Rovi, S.A., c/ Julián Camarillo, number 35, 28037, Madrid or to the email address protecciondedatos@rovi.es, along with a copy of his/her ID card or other official document that proves his/her identity. The data subject may also file a complaint with the Spanish Data Protection Agency (www.aepd.es).

In the event that the attendance card includes personal data referring to individuals other than the holder and in the event that a third party attends the General Meeting as a proxy of the shareholder, the shareholder must inform them of the points contained in the preceding paragraphs and comply with any other requirements that may be applicable for the correct transfer of personal data to the Company, without the Company having to take any additional action in terms of providing information or explanations to concerned parties. The personal data of such third parties will be processed in accordance with the provisions of this document, being subject to the same conditions and covered by the same legitimate bases as the shareholders' data.

If you have any doubts or questions to communicate to the Company in relation to the processing of your personal data, you may contact the Company's Data Protection Officer at the following email address: dporovi@rovi.es.



For further information, shareholders may contact the Company by sending an email to departamentolegal@rovi.es.

Madrid, 7 May 2025

The Chairman of the Board of Directors and Chief Executive Officer
Mr Juan López-Belmonte Encina



LABORATORIOS FARMACÉUTICOS ROVI, S.A.

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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 18 JUNE 2025 AT FIRST CALL AND FOR 19 JUNE 2025 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 2024

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) that have been audited by an independent auditor, as 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 2024. They were drafted by the Board of Directors at its meeting held on 24 February 2025.

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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 2024

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 2024, prepared by the Board of Directors at the meeting held on 24 February 2025, 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 2024

PROPOSED RESOLUTION RELATING TO ITEM THREE

The proposal is to approve the appropriation of the earnings of Laboratorios Farmacéuticos Rovi, S.A. as drafted by the Board of Directors at its meeting held on 24 February 2025, with the details as specified below:

The Board of Directors proposes the following appropriation of the Company's positive earnings for 2024 to the General Shareholders' Meeting, amounting to 75,545,645.86 euros:

- For dividends to be distributed between the shares with a right to receive them (Maximum amount to distribute corresponding to a fixed dividend of 0.9351 euros per share with a right to receive the dividend for a total of 51,235,762 outstanding ordinary shares at the date these annual accounts were prepared): 47.910.561,05 euros.
- For earnings of previous years: 27.635.084,81 euros.

The proposal is therefore to distribute 0.9351 euros gross per share for each of the outstanding ordinary shares with the right to receive the dividend at the date the corresponding payment is made.

The amount allocated to unappropriated surplus and dividends is subject to variation according to the number of the Company's treasury shares at the date when this amount is payable.

The above amount will be paid on 16 July 2025 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).



LABORATORIOS FARMACÉUTICOS ROVI, S.A.

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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 2024

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 2024.

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ITEM FIVE ON THE AGENDA

Composition of the Board of Directors: Re-election where necessary of the following directors for the period specified by the Bylaws

PROPOSED RESOLUTION RELATING TO ITEM 5.1

5.1. Possible re-election of Juan López-Belmonte Encina as executive director for the term established by the Bylaws.

The proposal is to re-elect, acting on a report from the Appointments and Remunerations Committee, Juan López-Belmonte Encina as Company director in the category of executive director, for the term stipulated by the Bylaws of four years, counting from the date of this General Meeting.

PROPOSED RESOLUTION RELATING TO ITEM 5.2

5.2. Possible re-election of Javier López-Belmonte Encina as executive director for the period established by the Bylaws.

The proposal is to re-elect, acting on a report from the Appointments and Remunerations Committee, Javier López-Belmonte Encina as Company director in the category of executive director, for the term stipulated by the Bylaws of four years, counting from the date of this General Meeting.

PROPOSED RESOLUTION RELATING TO ITEM 5.3

5.3. Possible re-election of Iván López-Belmonte Encina as executive director for the period established by the Bylaws.

The proposal is to re-elect, acting on a report from the Appointments and Remunerations Committee, Iván López-Belmonte Encina as Company director in the category of executive director, for the term stipulated by the Bylaws of four years, counting from the date of this General Meeting.



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 2025

PROPOSED RESOLUTION RELATING TO ITEM SIX

It is proposed that the General Shareholders' Meeting of ROVI approve a total maximum annual remuneration of 1.1 million euros for members of the Board of Directors, in their capacity as such, for the 2025 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.



ITEM SEVEN ON THE AGENDA

Review and approval, where applicable, of the re-appointment of the auditor of the Company and its consolidated group for the fiscal year 2025

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 2025.

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.



ITEM EIGHT ON THE AGENDA

Authorise the Board of Directors to proceed with the derivative acquisition of own shares by the Company and/or by its subsidiaries, subject to the terms established by current law

PROPOSED RESOLUTION RELATING TO ITEM EIGHT

The proposal to the General Meeting is to authorise expressly the Board of Directors, in accordance with the terms of article 146 of the Corporate Enterprises Act, to proceed with the derivative acquisition of the Company's shares under the following conditions:

- (a) The Company can acquire shares directly or indirectly through its subsidiaries under the same terms as this resolution.
- (b) The shares can be acquired through sales transactions, swaps or any other form of acquisition against payment of shares permitted under law.
- (c) The purchases can be made at any time up to the maximum amount permitted under law.
- (d) The minimum acquisition price or minimum value of the consideration will be equivalent to the par value of the own shares acquired; and the maximum acquisition price or maximum value of the consideration will be equivalent to either the price of the last market transaction between independent subjects or the highest price included in a purchase order of an order ticket, whichever is greater.
- (e) This authorisation is granted for a maximum term of five years from the time of this resolution.
- (f) As a result of the purchase of shares, including those that the Company or the person acting in their own name but on behalf of the company had acquired previously and had in their portfolio, the resulting equity may not be reduced to an amount less than the sum of the share capital plus the reserve restricted by law or the Bylaws, all of which will be in accordance with article 146.1 b) of the Corporate Enterprises Act.

At the same time, and for the purpose provided for by the Corporate Enterprises Act, the proposal is to grant express authorisation for the acquisition of Company shares by any of the subsidiaries under the same terms as those of this resolution.

It is expressly stated that shares purchased as a result of this authorisation may be used both for divestment or to apply the remuneration schemes considered in point a) of article 146.1 of the Corporate Enterprises Act, in addition to carrying out the programmes which will foster participation in the corporate capital such as, for example, dividend reinvestment plans, loyalty bonuses and other analogous instruments.

Finally, the proposal is to void with respect to the unused amount Resolution Thirteen adopted by the General Shareholders Meeting of the Company held on 17 June 2021, under which the Board of Directors was authorised to make a derivative purchase of own shares.



ITEM NINE ON THE AGENDA

Delegation to the Board of Directors of the power to increase the share capital under the terms and conditions of article 297.1b) of the Corporate Enterprises Act, for the maximum period of five years, with the attribution of the power to exclude the pre-emptive right up to the limit of 20% of the share capital, in accordance with the provisions of article 506 of the Corporate Enterprises Act

PROPOSED RESOLUTION RELATING TO ITEM NINE

It is proposed to empower the Board of Directors, as broadly as necessary in law, so that, subject to the provisions of article 297.1.b) of the Corporate Enterprises Act, it can increase share capital one or more times, without prior consultation of the General Meeting and at any time, during a period of five years counting from the date of this General Meeting, by the maximum amount permitted by law, i.e. up to half the Company's share capital at the date of this authorisation (i.e. up to a maximum nominal amount of 1,537,072.86 euros).

The capital increase(s) may be carried out by the issue of ordinary new shares or of any other kind, as required by applicable law, and with or without a share premium. The exchange value of the new shares to be issued will consist of monetary contributions to the capital or the transformation of freely available reserves (if permitted by law), in which case the share increase(s) may be carried out by the increase of the par value of existing shares.

The Board of Directors may establish the terms and conditions for the capital increase(s) and the characteristics of the shares; freely determine the investments and markets to which the share increases are targeted; freely offer the unsubscribed new shares within the preferential subscription period and establish that in the case of an incomplete subscription, the capital will be increased only by the amount of the shares subscribed; as well as redrafting the article of the Corporate Bylaws on share capital.

In the case of the issue of new shares, the proposal is to provide the Board of Directors with express powers to exclude pre-emptive rights fully or partially, up to a limit of 20% of the share capital under the terms of article 506 of the Corporate Enterprises Act.

Members of the Company's Board of Directors are also empowered to:

- (a) apply for, where necessary, admission for trading on official or unofficial secondary markets, whether organised or not, in Spain or abroad, for the shares issued by the Company, subject to the law in this respect, particularly with respect to buying, permanence and exclusion from trading;
- (b) when appropriate, apply for the shares to be excluded from trading. The exclusion will be adopted with the same formalities as the application for admission to trading and in strict compliance with the applicable stock exchange regulations;
- (c) delegate all or some of the powers referred to in this resolution in favour of any of its members.

It is noted that the corresponding supporting directors' report has been made available to the shareholders, in favour of the proposed delegation of the power to increase the share capital.



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Finally, it is proposed to void Resolution Fourteen adopted by the Ordinary General Shareholders' Meeting of the Company held on 17 June 2021, by virtue of which the Company's Board of Directors was authorised to increase the share capital.

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ITEM TEN ON THE AGENDA

Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, which may be exchanged and/or converted into the Company's shares, as well as warrants or other similar securities that may give the direct or indirect right to the subscription or acquisition of shares in the Company or other companies, whether or not in its Group, for a maximum period of 5 years and for a total amount of 500 million euros; and if necessary, the power to increase the share capital by the necessary amount with the attribution of the power to exclude pre-emptive rights up to the limit of 20% of the share capital, and authorisation that the Company may guarantee fixed-income issuance by subsidiaries.

PROPOSED RESOLUTION RELATING TO ITEM TEN

It is proposed to delegate to the Company's Board of Directors under the general rules governing the issue of debentures and the provision of articles 286, 297, 417 and 511 of the Corporate Enterprises Act, article 319 of the Regulation of the Commercial Registry and 19 of the Corporate Bylaws, the power to issue bonds, obligations and any other securities of a similar nature convertible (including contingently) into new Company shares and/or exchangeable (including contingently) into existing shares of the Company or other companies, whether in its group or not; as well as promissory notes, preference shares, warrants or other similar securities that may give the direct or indirect right to subscribe new shares or acquire outstanding shares in the Company or in other companies, whether or not in its Group; and any other securities or financial instruments that confer a share of the company's earnings.

It is noted that the corresponding report from the directors justifying the proposed delegation of power to issue the aforementioned securities has been made available to the shareholders.

It is also proposed to void Resolution Fifteen adopted by the Company's Ordinary General Shareholders' Meeting on 17 June 2021, by virtue of which the Company's Board of Directors was authorised to issue bonds, debentures, and other fixed-income securities, exchangeable and/or convertible into shares, warrants, promissory notes and preference shares.

1. Terms of the delegation

- (i). The issuance of the securities that is the object of this delegation of power can be carried out one or more times at any time within a maximum period of five years from the date of adopting this resolution.
- (ii). The total maximum amount of the securities issuance(s) agreed under this delegation of power will be 500 million euros or its equivalent in another currency.

In the case of *warrants*, the calculation of the above limit will take into account the sum of the premiums and strike price of the *warrants* of each issuance approved under this delegation.

- (iii). The issuances carried out under this delegation may be targeted at all types of Spanish or foreign investors.
- (iv). The delegation of powers referred to by this resolution will be extended as broadly as required by law to the establishment of the different terms, rules, aspects and conditions of each issuance. In

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particular, by way of example and without limitation, the Board of Directors is explicitly authorised to decide, for each issuance, its amount within the specified overall limit, the issuance location (domestic or foreign), and the currency, including its euro equivalent if foreign; the type or denomination, such as bonds, debentures (including subordinated ones), *warrants* (settled by physical share delivery or, if applicable, by differences), or other legally permitted forms; the date(s) of issue: the number of securities and their nominal value, which for convertible and/or exchangeable bonds or debentures must not be less than the shares' nominal value; for *warrants* and similar securities, the issuance price and/or premium, the exercise price (fixed or variable), and the procedure, term, and conditions for exercising subscription rights for underlying shares or, where applicable, excluding such rights; the interest rate (fixed or variable), coupon payment dates, and procedures; whether the debt is perpetual or redeemable, and if redeemable, the redemption period and maturity date(s); guarantees, repayment type, premiums, and lots; the form of representation (securities or book entries); anti-dilution provisions; the subscription framework; the securities' ranking and any subordination clauses; the applicable governing law; to seek, where relevant, admission to trading on regulated or unregulated, organised or unorganised, domestic or foreign secondary markets, in compliance with applicable regulations; and, in general, any other issuance terms. Additionally, where relevant, the Board may appoint the commissioner and approve the core rules governing the legal relationship between the Company and the syndicate of securities holders, if such a syndicate is required or established. Likewise, provided it deems it appropriate, and subject, if applicable, to obtaining the corresponding authorisations and in accordance with the assemblies of the corresponding syndicates of securities holders, the Board of Directors is empowered to amend the conditions of the repayments of the securities issued and their respective deadlines and the interest rates which, where applicable, are accrued by those in each issuance made subject to this authorisation.

(v). The following criteria will be established to determine the bases and forms of the conversion and/or exchange:

- Convertible and/or exchangeable debentures and bonds
 - a) The securities issued subject to this resolution will be convertible (including contingently) into new shares in the Company and/or exchangeable (including contingently) for outstanding shares in the Company or other companies, whether or not of its Group, in accordance with a fixed (determined or determinable) and/or variable conversion and/or exchange ratio that will be determined by the Board of Directors, which is also empowered to determine whether they are convertible and/or exchangeable, and whether they are necessarily, contingently or voluntarily convertible and/or exchangeable; if voluntarily, this will depend on the holders or on the issuer, with the frequency and for the period established in the issuance agreement. However, the securities must be converted within a maximum period of 10 years. The maximum period indicated will not be applicable to perpetual securities that are convertible.
 - b) The Board can also establish, if the issue is convertible and exchangeable, that the issuer

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reserves the right to choose at any time between the conversion into new shares or exchange into outstanding shares of the Company or other companies, whether or not in its Group, specifying the nature of the shares to be delivered when making the conversion or exchange, and even choosing the option of delivering a combination of newly-issued shares with the pre-existing shares of the Company or other companies, whether or not of its Group, and even make the cash netting. In any event, the issuer must respect equality of treatment between all the holders of the fixed-income securities that carry out the conversion and/or exchange on the same date.

- c) Therefore, for the purpose of the conversion and/or exchange, the securities will be valued at their nominal amount and the shares in the Company or other companies, whether or not in its Group, at the price (determined or determinable) established by the resolution of the Board of Directors resolution that makes use of the delegation of power, based on the Company's share price on the date(s) or period(s) taken as the benchmark in said resolution, with or without the discount or premium. The Board of Directors may determine any conversion and/or exchange criteria it considers appropriate.
 - d) In the case of the conversion ratio and/or variable exchange, the share price for the purpose of the conversion and/or exchange will be that determined by the Board of Directors, which can include a premium or, where applicable, a discount on the share price resulting from the established criteria. The premium or discount can be different for each issuance's conversion and/or exchange date (or, where applicable, for each tranche).
 - e) When the conversion and/or exchange is applicable, the fractions of a share which, where applicable, should be delivered to the debenture holders will be rounded down by default to the nearest whole number and each holder will receive in cash the resulting difference.
 - f) In no case may the value of the share for the purpose of the conversion ratio of the debentures for shares be lower than its par value. In addition, in accordance with the provisions of Article 415 of the Corporate Enterprises Act, debentures may not be converted into shares when their par value is lower than that of the shares.
 - g) When approving the issuance of convertible and/or exchangeable debentures or bonds subject to the authorisation included in this resolution, the Board of Directors will issue a directors' report which states and specifies the bases and types of conversions that are specifically applicable to the stated issuance, based on the aforementioned criteria. This report will be accompanied by the corresponding report from the auditors referred to in article 414 of the Corporate Enterprises Act, provided that the issuance of convertible and/or exchangeable debentures or bonds is greater than 20% of the Company's share capital.
- Warrants and other similar securities that may generate the direct or indirect right to subscription or acquisition of the Company's shares, whether new or existing



Regarding the issuance of *warrants*, which will be governed by analogy by the provisions of the Corporate Enterprises Act applicable to the convertible debentures and to the determination of the bases and types of their exercise, the Board of Directors is empowered to determine, in the broadest terms, the criteria applicable to exercising the rights to subscribe or acquire the shares of the Company, arising from these types of securities that are issued subject to this delegation of power; in relation to such issuances, the criteria established above for convertible and/or exchangeable debentures and bonds will be applicable, with the necessary adaptations so that they can be compatible with the legal and financial rules for these types of securities.

- (vi). The holders of convertible and/or exchangeable bonds and *warrants* will have the rights recognised under current law, in terms of their possible conversion and/or exchange into shares.
- (vii). This delegation in favour of the Board of Directors also includes, but is not limited to, the following powers:

- a) The power to increase capital by the amount necessary to meet the requests for conversion and/or exercise preferential subscription rights, under article 297.1. c) of the Corporate Enterprises Act. This power may only be exercised insofar as the Board, adding the capital that is increased to meet the issuance of the convertible debentures, *warrants* and other similar securities and the other capital increases agreed subject to the authorisations granted by this General Meeting, does not exceed the limit of half of the share capital envisaged in the Corporate Enterprises Act.

This authorisation includes the power to issue and put into circulation, one or more times, the shares representing the share capital which are necessary for carrying out the conversion and/or exercise of the preferential subscription rights, and to give new wording to the articles of the Corporate Bylaws regarding the capital amount and shares, where applicable; and to annul the part of the capital increase that is not necessary for the conversion and/or exercise of the preferential subscription rights.

- b) The power under article 511 of the Corporate Enterprises Act and in relation to article 417 of that Act, to exclude the shareholders' pre-emptive rights fully or partly, with the limit of 20% of the number of shares making up the share capital at the time of this authorisation, when it is required in order to gather funds on domestic or international markets, or if the Company's interest justifies it in any way.

In any case, if the Board decides to exclude the shareholders' preferential subscription rights in relation to a specific issuance of convertible debentures or bonds, *warrants* and other similar securities that it decides to carry out subject to this authorisation, when approving the issuance and in accordance with the applicable regulations, it must issue a report detailing the specific reasons justifying the measure on the grounds of the company's interest. This will be the subject of a corresponding report drafted by an auditor other than the Company's auditor appointed by the Commercial Registry, as referred to in article 414, 417 and 511 of the Corporate Enterprises Act, when the amount of the issuance



is greater than 20% of the share capital. These reports will be made available to the shareholders and notified to the first General Meeting held after the resolution on issuance.

- c) The power to implement and specify the bases and types of conversion, exchange and/or exercise of the subscription rights and/or acquisition of the shares arising from the securities to be issued, taking into account the criteria established in the above sections.
 - d) The power to guarantee, in the name of the Company, within the aforementioned limits, the new issuance of convertible and/or exchangeable fixed-income securities or *warrants* which may be issued by subsidiaries during the validity period of this resolution.
- (viii). The delegation of power to the Board of Directors includes the broadest possible powers under the law that are necessary for construing, applying, executing and implementing the resolutions to issue securities convertible or exchangeable into shares of the Company, one or more times, and the corresponding capital increase, where appropriate; also granting it the powers to remedy and supplement them where necessary, and to comply with all the legal requirements to carry them out, being able to remedy any omissions or defects in the resolutions in question identified by any Spanish or foreign authorities, civil servants or bodies. It is also empowered to adopt any resolutions and execute any public or private documents deemed necessary or appropriate for adapting the above resolutions to issue convertible or exchangeable securities and the corresponding capital increase to the Commercial Registrar's verbal or oral opinions or, in general, to those of any competent Spanish or foreign authorities, civil servants or institutions.

2. Securities trading

The Board of Directors is empowered to carry out, with the broadest powers as necessary under law, the formalities and actions required before the competent bodies in stock markets in Spain or abroad to admit the securities for trading.

In particular, the Company's Board of Directors may engage in actions that include the following, without limitation:

- a) Request, where appropriate, admission to trading of the securities issued by the Company under this delegation on secondary markets in Spain or abroad.
- b) When appropriate, apply for the aforementioned shares to be excluded from trading. The exclusion will be adopted with the same formalities as the application for admission to trading, to the extent they are applicable, and in compliance with current law. In this case, the Board of Directors will guarantee the interests of the shareholders or debenture holders who challenged or did not vote in favour of the resolution under the terms envisaged in the prevailing legislation.
- c) Adopt any resolutions that are considered necessary or appropriate in order to redeem or transform into book entries the securities that represent the debentures, bonds or other securities issued by the Company, when required so that these securities are admitted to trading, and once admitted, remain traded on official or unofficial secondary markets,



whether organised or not, executing any public or private documents required for this purpose.

It is expressly declared that the Company is subject to current law, or any law that may be enacted in the future, governing stock exchanges and in particular trading, continued listing and delisting.

3. Power of substitution

The Board of Directors is expressly authorised to, in turn, delegate its powers in favour of any of the members of the Board of Directors or whoever it considers appropriate to receive the powers of development, realisation, execution, interpretation and correction of the resolutions referred to by this resolution



ITEM ELEVEN 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 ELEVEN

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.



ADVISORY ITEM

ITEM TWELVE ON THE AGENDA

Annual Report on the remuneration of the Company's directors

PROPOSED RESOLUTION RELATING TO ITEM TWELVE

In compliance with article 541 of the Corporate Companies Act, the Board of Directors has prepared an annual report on Directors' remuneration corresponding to 2024, 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 Remunerations 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 2024 with a consultative vote.

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