



CODE OF ETHICS

Message from our CEO

Dear Colleagues

I hope that this message will provoke a moment of reflection on one of the aspects of our identity that plays a leading role in our day-to-day activity: responsibility. Each and every one of those who form part of this company, which is in constant growth, must be clearly aware that our objective is to improve patients' health and thus contribute to the care and quality of a welfare society. This goal is not utopian. Our medicines form part of the daily lives of thousands of patients in more than 50 countries, which represents both a privilege because of the trust placed in our products and, in equal measure, an obligation to respond with the highest quality and most efficient work.

This is why we are now publishing ROVI's Code of Ethics, a document envisaged as a framework of guidelines and recommendations that transmits the success of our day-to-day work to our stakeholders (employees, shareholders, suppliers, customers, patients, professionals, the public authorities and society in general) while, at the same time, providing our employees with a guide in their everyday decision-making.

Acting ethically is a necessity in order to obtain greater value for our company. Being a listed company obliges ROVI to work to the highest standards of good government set by the National Securities Market Commission and to establish policies and procedures that provide guidance and ensure compliance with the regulatory framework within our organisation.

Apart from adapting our policy to the legal framework, this Code of Ethics is an opportunity to put into practice the values that identify us as a company, such as mutual respect, the quest for innovation, team work, efficiency or the competitiveness that is always results from scientific excellence.

As ROVI's CEO, I believe in responsible business conduct. Therefore, I invite you to read this Code of Ethics with attention and hope it will be of utility in your day-to-day work. ROVI is merely a cog in a global machine that aspires to construct a sustainable future with collective welfare, in line with the United Nations' Agenda 2030 and Sustainable Development Goals. And an honest attitude is the first step to achieving this.

Un saludo



Fdo: Juan López-Belmonte Encina



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A. INTRODUCTION

This Code of Ethics has been adopted by ROVI's Management because we are convinced that the Group's long-term interests can only materialise if the principles, values and practices set out in this Code, which are intended to provide guidance for business conduct in ROVI and its subsidiaries, are respected.

All the members on the payrolls of ROVI Group companies¹ are obliged to know this Code and carry on their activities in accordance herewith and with current laws and regulations, and to observe the highest standards required by the different authorities.

Managers are responsible for providing adequate support to allow their teams to understand the contents of this Code and how to apply them in practice. Since this Code cannot cover exhaustively all the situations that might arise, everyone should be prepared to exercise their good judgement and common sense when deciding on the right way to act. They must raise queries if any doubt exists on any aspect of this Code or if they are not sure how to react to an event the Code does not mention. Likewise, they should immediately report any breach of the law or this Code which comes to their knowledge.

Mission, Vision and Values of the ROVI Group

The Mission and Vision approved by ROVI must prevail in all the decisions we make in the course of our professional activity and must guide our business strategy.

All of us must adjust our actions to the Group's Mission and Vision and to the Values described below, since this is the best guarantee of fulfilment of the goals fixed in this Code.

- Mission "We work for the well-being of society and to improve the quality of life and patient care, promoting human health through the research, manufacturing, marketing and distribution of medicines and other healthcare products".
- Vision: "We aspire to be recognized as a benchmark for our work in the research and development of new products and to be perceived as a trustworthy supplier as a result of our commitment to the manufacturing, marketing and distribution of medicines and healthcare products".
- Our Values and the conduct linked to them:

¹ " ROVI Group" or "ROVI" or the "Group" refers to all the companies, corporations or entities in which Laboratorios Farmacéuticos ROVI, S.A. holds a direct or indirect interest, now or in the future, irrespective of the percentage of said interest. At the time of the most recent update of this Code, the following companies were included: Laboratorios Farmacéuticos ROVI S.A.; Gineladius S.L.; Pan Química S.A.; ROVI CM S.L.; Bemipharma Manufacturing S.L.; ROVI Biotech S.R.L.; Bertex Pharma GmbH; Frosst Ibérica S.A.U.; ROVI Biotech LTDA; ROVI Biotech Limited and ROVI GmbH.



Honesty, integrity and ethics	Team, co-operation, involvement	Efficiency	Patient benefits (Customer satisfaction)	Respect	Innovation
Consistency	Commitment	Justice	Commitment	Consideration	Proactiveness
Self-criticism	Co-operation	Objectivity	Involvement	Truthfulness	Involvement
Equity	Empathy	Balance	Empathy	Honesty	Creativity
Justice	Co-responsibility	Determination	Proximity		
Honesty	Solidarity	Profitability	Proactiveness		
Legality					

What is ROVI’s Code of Ethics

The Mission, Vision and Values set out at the beginning of this document are our creed and this Code is intended to help us fulfil ROVI’s mission and its principles and values.

The Code of Ethics sets the basic requirements for the business conduct that we expect of all our employees and external collaborators and is the basis for all our policies and procedures.

All business conduct related to ROVI must be guided by the principles and standards set out in this Code of Ethics.

Why do we have a Code of Ethics and why must we comply with it?

Knowing, understanding and complying with our Code of Ethics is essential in order to continue to work as a company and maintain our reputation.

Complying with the Code allows us to create an environment in which we can carry out the best work possible and, primarily, be proud of what we do, since observing the Code allows us to guarantee that everything we do is fair and legal and that all of us are following an honest business conduct.

How to make the right decision

It is possible that, on occasions, we will find ourselves in difficult or doubtful situations and that we will not know how to act in accordance with the Code. In these cases, we must ask ourselves the following questions:

- ✓ Will my conduct allow me to keep the trust of all our stakeholders (patients, employees, external collaborators, suppliers, shareholders, administration, etc.)?
- ✓ Would my environment (family, friends, colleagues) think that my conduct was ethical?
- ✓ Would I feel comfortable if someone treated me in the same way?
- ✓ Would I feel comfortable if my conduct were to appear in the media?
- ✓ Does my conduct respect ROVI’s values and principles?
- ✓ Is my conduct legal and does it observe ROVI’s policies?

If the reply to any of these questions is NO, you should seek help before making a decision.



Where can we obtain advice and guidance on our Code?

The Code of Ethics, given its intrinsic nature, cannot cover all possible situations. However, it sets the criteria that should guide the conduct of ROVI professionals. Notwithstanding, we know that making decisions can be difficult and that there may be doubts as to how to interpret certain situations. Therefore, ROVI has made various resources available to all its employees to help them to interpret the Code and determine the correct conduct in each specific case.

The **Compliance Department**, which reports to ROVI's Compliance Committee, is the body responsible for interpreting the Code of Ethics and, therefore, is available to all our professionals to help them to know and interpret it. The Compliance Department's interpretation criteria will be binding on all professionals and companies belonging to the Group.

Additionally, the following departments of ROVI can help us resolve any doubts or problems that may arise concerning interpretation:

- **Department managers and other supervisors:** they are available to answer questions because, in general, they are more familiar with the company's guidelines.
- **The Human Resources Department:** can answer questions on employment, benefits and workplace matters.
- **The Legal Department:** can guide you on how to carry out a business activity on behalf of ROVI.
- **The Supervision Department:** can help you to interpret the industry standards that are applicable when interacting with health professionals, health organisations and patients.
- **The Quality Department:** can help to reply to questions concerning the quality, safety, efficacy and regulatory compliance of our products and logistics procedures, including the environment, health and safety.
- **Internal Audit:** can answer questions on how to interpret the Code of Ethics and supervise compliance with the company's financial and accounting policies, among others.
- **The Pharmacovigilance Department:** is at your disposal to deal with any question concerning adverse effects or the safety of our products.
- **The Industrial/Intellectual Property and Information Security Department:** is at the disposal of all our employees to answer queries concerning the use of ROVI's confidential information and intellectual and industrial property.

Who must comply with the Code of Ethics?

The principles and action guidelines contained in this Code of Ethics area applicable to all professionals working for ROVI, irrespective of their hierarchical level, geographic location and the Group company for which they work.

Professionals who act as Group representatives in non-Group companies or entities will observe this Code of Ethics in the course of their activity in so far as it is not incompatible with the rules of the company or entity in which they represent ROVI.



Likewise, the persons responsible at ROVI will promote compliance with this Code in those companies or entities in which ROVI, although it does not hold a majority interest, is in charge of management.

All persons subject to this Code must endeavour to ensure that the persons for whom they are responsible know, understand and comply herewith, leading by example and showing impeccable conduct.

Individual responsibility of each employee and consequences associated to breaching the Code

Compliance with our values and principles implies observing the contents of this Code of Ethics and ensuring compliance herewith. We must remember that we rely on all the Group's employees to uphold ROVI's reputation and ensure compliance with this Code. For this reason, if you think the Code has been breached, it is your responsibility to report it through ROVI's Ethics Channel (canaletico@rovi.es).

Any breach of this Code will be investigated thoroughly and the relevant measures will be adopted. Depending on the circumstances, these measures may consist of training in the rules to follow, disciplinary measures or other corrective actions, including rescission of contract in accordance with the labour legislation and other applicable measures under other types of legislation.

Responsibility of each supervisor

If you are responsible for managing or directing teams, you hold a special and important responsibility, since you must set an example and act consistently with ROVI's Code of Ethics. Specifically, all supervisors must observe the following instructions:

- Act as an example ensuring that all your decisions are guided by the principles of ethics set out in this Code and the values of ROVI.
- Adopt fair and objective decisions based on business, this Code of Ethics, ROVI's policies and procedures and the legislation and industry standards applicable in each individual case.
- Help employees to know and understand the Code of Ethics and ROVI's policies and procedures.
- Ensure that employees are duly training and know the applicable laws that govern the activities they carry out.
- Create an appropriate environment for employees to feel comfortable and able to speak out without reservations or fear of reprisals.
- Take any matter that is reported to you and that jeopardises the Code seriously. Analyse whether it should be reported to your superior and, if so, do so as soon as possible.
- Implement corrective and preventive measures when someone breaches the Code.
- Support any investigations.
- Recognise and reward ethical conduct.



B. GENERAL RULES OF PROFESSIONAL CONDUCT

1. Compliance with current legislation

The ROVI Group carries on its activity in different countries and we are obliged to know and comply with the rules applicable to our business.

Complying with the laws is not only obligatory, but also essential in order to meet our ethical commitments. Therefore, ROVI professionals will strictly comply with current legislation in the place where their activity is carried on and effective, observing the spirit and purpose of the rules.

In order to comply with these rules, ROVI has policies and procedures that facilitate compliance with legislation and regulations. Notwithstanding, [each one of us is responsible for knowing the legal obligations associated to our job](#) and, in this respect, ROVI's Legal, Legal Compliance, Supervision, Human Resources, Quality, Internal Audit, Pharmacovigilance and Industrial/Intellectual Property and Information Security Departments are available to answer to answer any queries we need to raise in order to know and comply with applicable regulations and laws.

ROVI's managers must know the laws, regulations and internal policies that affect their respective areas of activity in depth and must ensure that the professionals for whom they are responsible receive adequate training on the subject to enable them to know and observe said laws, regulations and policies.

Notwithstanding, ROVI's commitment to respecting the legal situation is not limited to complying with the law, but also includes:

- (i) Respect for all court and administrative decisions.
- (ii) Compliance with all contractual obligations assumed with third parties.
- (iii) Respect for the trading customs and practices of each territory.

Therefore, all ROVI employees must meet the obligations derived from the contents of court or administrative decisions and contracts, as well as any that may be required under trading customs and practices.

2. Compliance with professional codes

Since ROVI is a member of Farmaindustria in Spain and, consequently, of the European Federation of Pharmaceutical Industries & Associations, EFPIA, it must observe the standards of conduct that the industry has fixed in each territory.

Thus, in Spain, all employees are obliged to comply with the contents of the [Code of Good Practice for the Pharmaceutical Industry](#) (drawn up by Farmaindustria) and, in other territories where ROVI carries on its activity, ROVI employees must comply with the provisions of one or more of the following Codes:

- The Code of Conduct drawn up by the EFPIA.



- The Code of Conduct drawn up by the International Federation of Pharmaceutical Manufacturers & Associations, IFPMA.
- The Code of Conduct drawn up by Pharmaceutical Research and Manufacturers of America, PhRMA.
- The Code of Conduct drawn up by the professional association to which ROVI has adhered in each territory.

3. Compliance with internal policies approved by ROVI

ROVI has policies and procedures that facilitate our compliance with laws, standards and codes. We must all know and comply with the policies applicable to our job. Likewise, we are responsible for informing our hierarchical supervisor or the Compliance Department when a policy has not been updated.

Managers will endeavour to ensure that the people in their team are correctly trained in the applicable policies.

4. Corporate responsibility

One of ROVI's priorities is to contribute to the health and wellbeing of society, improving the conditions of patients' lives and making a significant contribution to improving healthcare.

Meeting this commitment implies seeking excellence in all aspects related to the research, development, manufacturing, approval, marketing and sale of our products, guaranteeing the highest quality in all steps of the process and ensuring that both the law and, likewise, quality and production standards are fulfilled at all times.

a) Development, manufacturing and approval of medicines and healthcare products

We endeavour to meet the highest ethical and regulatory standards throughout the entire process of creating, developing and manufacturing a medicine or healthcare product until the necessary authorisations are obtained.

As a research-based company, ROVI devotes its efforts to the progress of medicine and improving the quality of life. In our research work, we strive to make the best possible use of existing scientific and technological potential, in order to develop innovative medicines and provide solutions to unmet medical needs.

In this process, ROVI observes current laws, regulations and standards on research and development and takes all possible measures to ensure the integrity and autonomy of the people who take part in a clinical trial anywhere in the world, so that they are not exposed to unnecessary risk and understand the purpose of the research.

Likewise, ROVI observes the highest production standards in its manufacturing processes, in order to attain the highest-quality products. One of ROVI's priorities is the quality of its processes and it is constantly working to meet this goal.

Our relations with the health authorities to obtain authorisation of our products are transparent and honest, always working to obtain innovative medical solutions.



b) Marketing and sale of medicines and healthcare products

ROVI strictly observes the laws and standards of conduct established for the promotion, marketing and sale of its products.

Any advertising for our products must be true and complete. We endeavour to ensure that all our stakeholders, i.e. patients, health professionals, health organisations and customers, receive useful and full information on our products. Likewise, we take the advertising prohibitions applicable to prescription medicines into consideration.

All the information provided to the market on our products, including that contained in our promotional and advertising activities, is consistent with the approvals we have obtained for our products.

c) Environment

In environmental matters, ROVI holds a firm commitment to reduce the environmental impact of its activities and products to a minimum throughout their life cycle.

Consequently, one of our priorities is that we should all conduct ourselves in accordance with this commitment. To do this, our business conduct must strictly respect environmental legislation and we must make efficient use of the resources, striving to reduce the environmental impact of our operations, products and services to a minimum.

Environmental risk management is a clear factor in meeting ROVI's commitment in this respect. Thus, all employees must observe the Group's policies and procedures.

5. Corruption and bribery

ROVI rejects any practice that includes bribery or corruption as a way to obtain a decision favourable to its interests and does not tolerate practices that are intended to do business using improper means.

It is totally prohibited for ROVI employees to offer a third party any kind of direct or indirect benefit that is intended to influence them or is given with the intention of illicitly influencing their capacity to make objective and legitimate business decisions.

Likewise, ROVI employees are strictly prohibited from accepting any kind of corruption or bribery offered to them by a third party.

Any inter-action with health professionals, health organisations, health systems, pharmacies, stores, purchasers, distributors, suppliers, business partners, public officials and any third party in general must be governed by legality and ethics and be in line with ROVI's values, the company's policies, the laws applicable to us and deontological codes and industry standards.

6. Competition

Competition laws promote fair competition and protect consumers against unfair business practices. For this reason, ROVI believes that its long-term success is based on attaining excellence in its areas of activity, in such a way that the best result is achieved through the



therapeutic benefits of its products in fair competition, without resorting to practices that affect the free market.

Therefore, all our employees must treat customers, suppliers, competitors and any other third parties fairly, promoting ROVI's business ethically and respecting the competition laws. Specifically, they must avoid any practice that implies taking unfair advantage or that could affect free competition.

7. Honest professional conduct

Compliance with ROVI's Code of Ethics must form part of all the professional decisions we make. Thus, as professionals, we must all be guided by the following principles in our professional conduct:

1. **Professionalism:** defined as acting diligently, responsibly and efficiently, seeking quality, excellence and innovation.
2. **Integrity:** a person acts with integrity when they act loyally, honestly, bona fides and in line with the Group's values and interests.
3. **Self-control:** implies that all decisions must be based on four premises: (i) the action is ethically acceptable, (ii) it is legally valid, (iii) it is desirable for the Group, and (iv) the person making the decision is willing to assume responsibility for it.

In accordance with these principles, any professional that is involved in criminal or administrative sanctions procedures that may affect them in the course of their work as a ROVI professional must notify the situation to the Compliance Department.

8. Privacy

In the course of our business activity, we may have access to private data of employees, trading partners, suppliers, customers, etc.

Processing this information must observe the following principles:

- The Compliance Department must be consulted if any specific regulations are applicable when collecting said data.
- The data may only be collected and stored for legitimate purposes and it will be indispensable to obtain consent from the data subject when the legislation in force in each territory thus requires.
- The data may only be shared with persons allowed to access it, any legal requirements having been met beforehand.
- The data must be protected in accordance with the provisions of ROVI's security policies.
- ROVI will only store the data for time necessary.

Likewise, as a company, we are responsible for ensuring that any third party with access to the data is contractually obliged to observe these principles.



C. ROVI PROFESSIONALS

9. Working conditions, non-discrimination, equal opportunities and work-life balance

ROVI considers its employees to be its most valuable asset and, therefore, promotes a diverse and inclusive culture, based on an open and stimulating work environment.

ROVI asks a high degree of commitment of its employees and, in return, we commit ourselves to offering them a fair and ethical work environment, a performance-based remuneration policy, and objective and non-discriminatory evaluation and promotion systems.

Therefore:

- ROVI promotes non-discrimination on the grounds of race, nationality, social origin, age, sex, civil status, sexual orientation, ideology, political opinions, religion or any other personal, physical or social characteristic that our professionals may have.
- ROVI has implemented an Equality Policy and effectively promotes equality between its workers in relation to employment, promotion, training, work conditions and wage policy.
- ROVI respects the personal and family life of all its professionals and promotes a balance between their personal and professional lives.

10. Harassment prevention

ROVI does not tolerate harassment and rejects any form of violence, physical, sexual, psychological or moral harassment, the abuse of authority at work, and any other type of harassment or conduct that generates an intimidatory or offensive atmosphere that affects the rights of its employees.

Therefore, ROVI has a “**PROTOCOL FOR THE PREVENTION AND MANAGEMENT OF CASES OF MORAL AND SEXUAL HARASSMENT AT WORK**”, which all employees are obliged to know and observe.

11. Right to privacy

One of ROVI's priorities is to guarantee its employees' right to all forms of privacy, particularly in relation to personal data. Specifically:

- ROVI respects the personal data of its employees. Therefore, any personal data processing must take place in accordance with the legislation in force.
- ROVI undertakes not to disclose the personal data of its professionals without the consent of the data subject or when there is a legal obligation to do so. In no case may the data of our personnel be processed for any purpose other than those provided for by law or by contract.
- Likewise, ROVI undertakes to respect the personal communications of its professionals.



- All employees must make responsible use of the computer resources that the company places at their disposal to perform their functions. In this respect, the employees acknowledge that said resources are provided for professional, not personal, use and that they are not appropriate for personal communications. This means that privacy cannot be expected when using them.

12. Public communications and use of social networks

ROVI has specific personnel to handle all institutional communications. Apart from these persons, no other employee is authorised to make public statements on behalf of ROVI or its management or employees.

Any financial information or information that might be important for the market may only be published by the Investor Relations Department or the Legal Department. No other employee is authorised to publish this type of information.

The publication of any other information concerning ROVI or its employees must be authorised by the Communication Department, which, in turn, must obtain the internal authorisations required depending on the content of the publication, such as, for example, the authorisation of the Intellectual / Industrial Property and Information Security Department.

Group employees must be especially careful when they speak publicly on behalf of ROVI, for example at professional conferences, seminars, etc., and when using the social networks. In this respect, social network is defined as any digital communication channel that allows the user to create, share and publish contents and/or make comments.

Employees must take the following precautions in any communication related to their responsibilities at work and in any personal communications that might affect the Group:

- They must be polite and respectful.
- They must remember that their conduct could affect ROVI's image and reputation and, therefore, any communication in the social networks that takes place in the circumstances mentioned above must take ROVI's values into account.
- ROVI's confidential information must always be protected and, therefore, the publication of any information of this nature is prohibited.

13. Occupational health and safety

ROVI undertakes to provide a safe and healthy work environment for its employees, trading partners, suppliers, customer and any third parties who visit our facilities.

To do this, ROVI has a specific Occupational Health and Safety Department for the whole Group.

All Group employees must: (i) observe occupational safety laws and the standards and policies that are implemented in this respect, and (ii) report any situation that represents a risk for the workers' health and safety.



14. Selection, training and evaluation

At ROVI, we believe that the principles of equality and non-discrimination that govern our conduct can only be met through fair and objective selection, training and evaluation processes.

For this reason, ROVI selects its professionals solely on the basis of (i) the candidate's academic and professional merits, (ii) their suitability for the vacant position, and (iii) their compatibility with ROVI's values and principles.

Likewise, ROVI has public and objective evaluation processes that allow the performance of its professionals to be evaluated.

ROVI offers different training programmes to its professionals. All these programmes must foster equal opportunities and favour the career development of our professionals and the attainment of the Group's objectives.

15. Gifts and courtesies

ROVI has an Anti-Bribery and Anti-Corruption Policy that regulates both the giving and acceptance of gifts. This policy must be known and observed by all professionals.

At any event, the acceptance or giving of gifts may never be used as a subterfuge for bribery or to conceal an action that is illicit or that violates the codes of ethics or deontological codes to which ROVI has adhered.

16. External activities

ROVI's professionals must devote their professional abilities and effort to carrying out their functions and attaining the Group's objectives.

Therefore, working for or providing professional services to companies outside the Group, as either a employee or a self-employed professional, must be authorised previously in writing by the Human Resources Department.

This requirement also includes any teaching activities that may be carried out by Group professionals and the appointment of professionals to the governing or management bodies of other entities.

ROVI encourages its employees to take part in providing services for the benefit of society and in humanitarian and voluntary activities, provided that this does not interfere with their work.



D. FINANCIAL INTEGRITY AND PROTECTION OF OUR ASSETS

17. Communications, records and reports

ROVI undertakes to apply the highest standards of ethics and transparency in its communications, information records and reports on its products and activities.

The foregoing involves the obligation to act in accordance with the following principles:

- Internal and external communications will be made by authorised persons or with their approval and must be reliable, complete, accurate and not misleading, as well as complying with any legal or regulatory requirements that may be applicable.
- When preparing the accounting, financial statements, books, records and accounts, the Group will meet legal requirements and apply current accounting principles correctly, in order to provide an accurate picture of the Group's business activities and financial situation.
- Making, communicating or recording fraudulent or irregular sales is totally prohibited, as is tampering with the sales records, irrespective of the origin of the information.
- ROVI will publish its information accurately, in full and on a timely basis.

18. Use of ROVI's resources

ROVI makes a significant effort to place a wide range of resources at the disposal of those who work with it, enabling them to perform their work better and more efficiently.

The general principles that govern the use of the company's assets are as follows:

- The assets are provided in order to allow the Group's objectives to be attained and, therefore, should be used for professional purposes.
- All professionals must protect the company's assets and safeguard them from loss or improper use by non-authorised third parties.

19. ROVI's intellectual and industrial property

ROVI's intellectual property is one of its main assets and, therefore, all employees are under the obligation to use it correctly.

What is considered to be intellectual and industrial property? ROVI's intellectual and industrial property includes:

- copyrights, rights over databases and similar rights belonging to ROVI, irrespective of whether or not they are registered;
- patents (e.g. the patents for our exclusive medicines) and utility models that have been registered or applied for by ROVI anywhere in the world;
- industrial secrets, including, but not limited to: the research and development projects that ROVI is conducting or in which it is involved; trials and inventions for which patents or utility models have not been applied for or for which applications have been filed but not yet published;



- trade secrets, including, but not limited to: customer and supplier lists, ROVI's financial information; business models and plans;
- the trade mark ROVI and other trade marks for our products, the design of our products, packaging, containers, logotypes and promotional material, irrespective of whether or not they are registered.
- ROVI's know-how, including, but not limited to: information contained in the medicine dossiers, the protocols or procedures according to which employees must act that belong to ROVI, irrespective of whether they are for obtaining ROVI's own products or those of third parties.

All employees must take the necessary precautions to protect our intellectual and industrial property.

Specifically, the following precautions must be taken:

- Employees must avoid talking about or sharing information concerning our intellectual or industrial property in public places and, should they do so, must do it in such a way that nobody who is not authorised to know the information can hear the conversation.
- Information on ROVI's intellectual and industrial property must not be shared with any third party or even with any ROVI employee who is not authorised to have access to it. If in any doubt, ask the hierarchical superior. If the hierarchical superior of the department or business unit in question is in doubt, they should ask the Industrial/Intellectual Property and Information Security Department.
- Any suspicion of usurpation of intellectual property that comes to our knowledge must be reported to the hierarchical superior.
- Before signing any contract or agreement that affects ROVI's intellectual or industrial property, the authorisation of the Industrial/Intellectual Property and Information Security Department must be obtained.
- Any publication of information that contains or refers to ROVI's intellectual or industrial property must have prior authorisation from the Industrial/Intellectual Property and Information Security Department.

20. Respect for third-party intellectual and industrial property

In our relations with customers, suppliers, trading partners and third parties in general, ROVI is, on occasions, authorised to make use of their intellectual or industrial property. This assignment must always be drawn up into a written agreement with the prior approval of the Industrial/Intellectual Property and Information Security Department.

ROVI employees who have to use third-party intellectual or industrial property in the course of their work must ensure that they have the necessary authorisations to do so (e.g. the relevant licence agreement) and obtain advice from the Industrial/Intellectual Property and Information Security Department and Legal Department where necessary.

ROVI expressly prohibits the use of third-party intellectual and industrial property without the relevant authorisation or rights assignment. The use of these assets must always respect the terms of the authorisation or assignment.



21. ROVI's Confidential Information

Confidential Information is one of ROVI's main assets and, therefore, it is indispensable that all Group employees help to protect it.

Consequently, one of ROVI's main targets is to guarantee that all the company's important information is treated with the necessary confidentiality.

What is considered as confidential information?

All scientific, business, commercial, financial, business development and prospecting information or information of any other nature that is held by the ROVI Group or generated by employees and/or external collaborators of the ROVI Group within the framework of their working for or providing services to ROVI, stored physically on paper, on ROVI's and/or third-party servers, on electronic devices or other electronic document storage and management systems belonging to ROVI, whenever this information is not accessible to the public, published or known. Confidential Information includes e-mails, hard-copy files and electronic files on any media. Irrespective of the foregoing, any information related to projects or know-how of the ROVI Group is included in the concept of Confidential Information, whether or not it meets the aforementioned requirements. Additionally, all personal data, defined as any kind of information that can directly or indirectly identify a natural person, is included in the concept of Confidential Information.

The term "**Know-How**" used in the preceding paragraph refers to information that is legitimately under the ROVI Group's control in any technical or other area of knowledge (for example, but not limited to: scientific, financial and commercial information; information on business models and internal procedures), in so far as said information:

- is secret, in the sense that it is not, as a whole or in the precise way its components are configured and placed together, generally known or accessible to people who form part of the circles in which the type of information in question is usually used;
- has a commercial value because it is secret;
- has been the subject of reasonable measures, in the circumstances, to keep it secret, taken by the person who legitimately controls it.

As an example, Confidential Information includes information on sales, customers and suppliers, trading performance targets, product strategies, new products and launch dates, advertisements to fill staff vacancies that have not yet been published, manufacturing processes and packaging designs, research priorities, research projects, medicine registration dossiers, etc.

ROVI has a "Protocol on the Use and Management of Confidential Information", which must be known and observed by all members of the organisation.

Notwithstanding, ROVI professionals must clearly understand that all the information to which they have access in the course of their functions for ROVI, irrespective of whether or not it is confidential information, must be treated confidentially unless Management informs them otherwise.

The confidentiality obligation will remain in force during the entire employment relationship and after termination thereof, indefinitely, meaning that no employee or former employee of ROVI



may disclose or make personal use of confidential information without the express authorisation of ROVI Management.

In all cases, the following precautions must be taken when using Confidential Information:

- Employees must avoid talking about or sharing Confidential Information in public places and, should they do so, must do it in such a way that nobody who is not authorised to know the Confidential Information can hear the conversation.
- Confidential Information must not be shared with any third party or even with any ROVI employee who is not authorised to have access to it. If in any doubt, ask the hierarchical superior. If the hierarchical superior of the department or business unit in question is in doubt, they should ask the Industrial/Intellectual Property and Information Security Department.
- Any suspicion of improper use of Confidential Information must be reported to the hierarchical superior.
- Before signing any contract or agreement that affects ROVI's Confidential Information, the authorisation of the Industrial/Intellectual Property and Information Security Department must be obtained.
- Any publication of Confidential Information belonging to ROVI must have prior authorisation from the Industrial/Intellectual Property and Information Security Department.

22. Protection of third-party confidential information and trade secrets

In its relations with third parties, ROVI may assume confidentiality obligations in respect of information that they share with us. It is indispensable that all ROVI employees afford the same level of protection to this information as to the Confidential Information of ROVI itself.

Additionally, any employee who, due to a previous job, has had access to Confidential Information, must refrain from using said information, even when they believe that said information could benefit ROVI. Breach of this prohibition could lead to sanctions being imposed.

In no case may the hiring of an employee take any Confidential Information to which they may have had access in their previous job into account as a recruitment criterion.

23. Prohibition of the use of insider information and relations with the markets

ROVI is listed on the Stock Exchange and, therefore, all Group employees must take the utmost precaution when they have to handle insider information.

Insider information is: all specific information that refers, directly or indirectly, to one or more marketable securities or financial instruments issued by the company or any ROVI Group company or other issuers outside the Group, or to the issuer of said securities, that has not been made public and that, if it were to be made public, could have an appreciable effect on the price of said marketable securities and/or financial instruments or, where applicable, the financial derivatives related thereto.



For example, the concept of insider information may refer to business plans, new products, negotiations in progress, mergers, acquisitions, divestments, incidents that affect either ROVI itself or a company with which it trades, sales, profitability, negotiations concerning contracts or significant business relationships, litigations or financial figures. In general, any information that may influence the price of the securities of ROVI or other companies in the market is included.

ROVI prohibits its employees from using insider information to which they have access through their job and which is not public at the time to buy or sell marketable securities or financial instruments of any ROVI Group company or any other company.

This prohibition extends to any insider information on any Group company, irrespective of its geographic location, and to the companies with which the Group does business.

Thus, if an employee has insider information, said employee must refrain from buying or selling ROVI securities or providing said information to third parties until the information becomes public. Neither may they recommend a third party to acquire or transfer marketable securities or financial instruments or have others acquire or transfer them on the basis of said information.

These prohibitions are applicable to both marketable securities and financial instruments of any ROVI Group company and the securities of any other company on which they have obtained non-public information, as well as the provision of such information to third parties, until it is made public.

ROVI employees with access to insider information must take the necessary measures to protect such information. Any communication of insider information should be restricted to those persons who indispensably need to know it in order to carry out their work.

In addition to the obligations contained in this point, senior management, as well as management and employees considered as persons subject to the Internal Code of Conduct in the Securities Markets, are subject to the obligations said out in said Code.

Apart from any disciplinary action that may be appropriate in the applicable legal framework, any breach of the policy set out above may lead to legal action against the employee involved.

E. CONFLICTS OF INTEREST

24. Conflicts of interest

ROVI requires all its employees to act loyally to the Group at all times and, therefore, all their professional decisions must be based on defending ROVI's interests and, consequently, free of the influence of any personal interests.

To ensure compliance with this obligation, the way in which ROVI employees must proceed when a situation that involves a conflict of interest arises is regulated.

a) What is a conflict of interest?

A conflict of interest arises when the personal interest of a professional and the interest of any of the companies that form the ROVI Group enter into conflict, either directly or indirectly.

In other words, all those situations in which a professional's judgement may be influenced by a personal or other type of interest that blocks or hinders their capacity to carry out a task objectively, respecting all the obligations that they hold vis-à-vis ROVI.

b) When does a conflict of interest exist and who are related parties?

A conflict of interest will be deemed to exist when there is a personal or other type of interest that affects the professional in the matter in question or when the matter affects any of the professional's related persons.

The following are deemed to be a professional's related persons:

- The professional's spouse or the person with whom they have an analogous relationship.
- The professional's ascendants, descendants and siblings and those of their spouse or the person with whom they have an analogous relationship.
- The spouses (or persons with an analogous relationship) of the professional's ascendants, descendants and siblings.
- Entities in which the professional or a person related to them holds a controlling or decision-making position, either directly or through an intermediary
- Companies or entities in which the professional, or any of their related persons, holds the position of director or a management position, either directly or through an intermediary.
- Companies or entities in which a professional or a person related to them, receives fees for any reason, provided that they also exert, directly or indirectly, a significant influence on the financial or operating decisions of said companies.

c) Individual responsibility of each employee

It is not always clear whether a situation generates a conflict of interest. Therefore, each employee is responsible for assessing the situation and reporting any situation in which they feel a conflict of interest may arise to the company, even if the possibility is remote or merely potential.

d) Examples of situations of conflict of interest

As examples, the most common situations that may generate a conflict of interest are set out below. However, this list is not exhaustive, since conflicts of interest may be very varied in nature and each person has the responsibility of identifying them:

- Being a director, administrator or significant shareholder of customers, suppliers or competitors of the Group.
- When related persons, related entities or entities in which a person related to the professional has decision-making capacity, whether they be customers, suppliers or competitors of the Group.
- Negotiating a contract on behalf of ROVI with a related company, a related person or a company or entity in which a related person has decision-making capacity.



- Using the position they hold in ROVI for personal benefit or for the benefit of a related person or entity.
- Hiring personal services from Group suppliers.
- Using the name of ROVI for personal ends or for business opportunities at personal level.

e) Action principles in the event of conflict of interest

If a conflict of interest arises, all professionals must act in accordance with the following principles:

- **Independence:** the professional must at all times act professionally and independently of personal interests, meaning that their own personal interests may never take precedence over those of the Group.
- **Abstention:** if a conflict of interest is detected, the professional must refrain from participating in or influencing the decision-making process. The foregoing includes a prohibition on taking part in internal meetings at which issues in which the professional is affected by a conflict of interest are discussed, as well as accessing documentation concerning the issue.
- **Communication:** any conflict of interest must be notified before any decision is made, as soon as the professional becomes aware of the problem.

The notification must be made in writing to the hierarchical superior, with copies to the Human Resources Department and Compliance Department and must contain the following information:

- If the conflict of interest affects you personally or through a related party, an explanation of who is involved.
- Explanation of the situation that generates the conflict of interest.
- Conditions and subject of the decision that is affected by the conflict of interest.
- Financial amount of the transaction.
- Group department or person with whom conversations have been initiated.

If the head of the Compliance Department were affected by a conflict of interest, they must notify it to the Human Resources Manager and the CEO in writing. Likewise, they must report this situation and the decisions made by the Group in this respect at the first Compliance Committee meeting that takes place subsequently.

f) Issues subject to prior notification

In order to determine whether incompatibilities exist, the existence of any of the following actions must be notified in writing to the Human Resources Department and Compliance Department before it is taken:

- Before accepting an appointment to public office.
- Before accepting the position of director, administrator or manager in any company or entity.
- Before acquiring shares in a Group competitor, except when purchased on the Stock Exchange.

g) Business opportunities

Any business or investment opportunity related to the Group's interests or which has come to the professional's knowledge due to their work for the Group or that has been offered to the Group or that the Group is interested in pursuing will be prohibited for the professional.

In other words, as a rule, a professional may not take advantage of business opportunities with any of the characteristics mentioned in the preceding paragraph, unless: (i) it has been previously offered to the Group and the Group has rejected it without any influence being exerted by the professional; and (ii) the professional obtains authorisation from the Human Resources Department and, where applicable, Management.

F. COMMITMENTS AND RELATIONS WITH OTHER STAKEHOLDERS

25. Commitments to human and labour rights

ROVI is firmly committed to the protection of human and labour rights. Therefore, we make every effort to ensure that the activities carried out within our sphere of influence, i.e. both those carried out directly and those performed through third parties, do not infringe human rights as set out in the Universal Declaration of Human Rights of the United Nations, the Conventions of the International Labour Organisation, the United Nations Global Compact, the United Nations Norms on the Responsibilities of Transnational Corporations and Other Business Enterprises with Regard to Human Rights, the OECD Guidelines for Multinational Enterprises, the Tripartite Declaration of Principles concerning Multinational Enterprises and Social Policy and the International Labour Organisation's Social Policy, together with any documents that may replace or supplement the aforementioned.

26. Commitments with shareholders and the financial community

ROVI recognises, as a strategic objective, the adoption of measures that foment information transparency and fostering and preserving relations with its shareholders and institutional investors, as well as proxy advisors and the financial community in general.

Our relations are governed by the law, the corporate governance recommendations assumed by the Group and, in particular, the principles set out in the "Policy for Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors", which all employees are under the obligation to know and observe.

Likewise, ROVI has placed several communication and consultation channels at its shareholders' disposal, thus enabling them to obtain relevant, up-to-date information.

Relations with our shareholders and investors are based on the equal treatment principle.



27. Relationship with the public authorities and regulators

ROVI conducts its relations with the public authorities and regulatory bodies under the principles of co-operation and transparency.

All ROVI employees are obliged to inform their hierarchical superior of any requirement they may receive from the public authorities or regulatory bodies on behalf of ROVI.

ROVI will respond to requirements from the public authorities and regulatory bodies transparently, truthfully, in full and on a timely basis.

28. Commitments with patients

Improving patients' lives is ROVI's main commitment with society. This commitment is included in our Mission as a Group and in all the decisions we make.

Therefore, our priority is to provide innovative medicines that help to meet patients' needs, always observing the laws and standards of conduct that regulate our activity.

29. Relations with health professionals and health organisations

ROVI will conduct its relations with health professionals honestly and transparently. All the information provided to health professionals must be complete and accurate.

In their relations with health professionals, ROVI employees must observe the provisions of the deontological code approved by the industry in each territory (Farmindustria, in the case of Spain) and the following principles must be respected in all cases:

- The Group's promotional activity aimed at health professionals may not conceal mechanisms that provide incentives for prescribing medicines.
- The Group will organise or sponsor only events that are exclusively scientific in nature or that that may contribute to improve the training of health professionals. These events must enjoy high prestige and have high-quality content and may never be used as a mechanism to encourage the prescription of medicines.
- The hiring of health professionals by the Group must be transparent and drawn up in writing. Engaging professionals may never conceal a mechanism to provide incentives for the prescription of our products.

In general, inter-action with health professionals must be supervised by the Supervision Department. Group professionals who habitually need to inter-act with health professionals must receive specific training on the subject.

30. Commitments with our customers

ROVI endeavours to achieve customer satisfaction and, to do this, undertakes to offer innovative, high-quality products.



31. Commitments with our suppliers and trading partners

ROVI will choose its suppliers and trading partners on an objective and impartial basis and will avoid any conflict of interest in the choice. Likewise, ROVI employees undertake to provide only true and full information to suppliers and trading partners.

The prices and information provided by a supplier in a selection process will be treated confidentially and will not be disclosed to third parties unless express consent has been given.

ROVI has a Code of Ethics for Suppliers and Trading Partners, which all of them must observe when providing services to the Group.

32. Commitments with the media

Relations with the media will be handled solely by ROVI's Communication Department, which will ensure that all the information provided to the media is complete, true and useful.

G. ROVI's Ethics Channel

33. ROVI's Ethics Channel

ROVI has placed a communication mechanism at the disposal of its employees to enable them to report any irregularity they may observe to Management.

a) What should we report through the Ethics Channel?

- Any kind of legal infringement of which you become aware.
- Breaches of any standards to which ROVI has voluntarily decided to adhere, such as, for example, the Code of Good Practice for the Pharmaceutical Industry.
- Any conduct that may constitute a criminal offence or a breach of the Group's Crime Prevention Model.
- Any conduct that may be classified as unethical or that breaches ROVI's Code of Ethics, Code of Ethics for Suppliers or any of ROVI's internal protocols or procedures.
- Any financial or accounting irregularities or any other irregularities that could potentially be significant in the operations of Group companies.

b) Is it obligatory to report these irregularities?

ROVI's commitment to ethical conduct and the principles set out in this Code of Ethics can only be achieved with everyone's co-operation. Therefore, all ROVI employees are obliged to report the irregularities mentioned in the preceding point to the Channel, Management or their hierarchical superior.

c) Who manages the Channel?

A committee formed by three members:



- Human Resources Manager
- Head of Internal Audit
- Head of Compliance

d) Channels of communication

The following mechanisms are available to allow you to send communications to the Channel:

- By e-mail to the address: canaletico@rovi.es
- By writing a letter and sending it by post or internal mail to the attention of: CANAL ÉTICO GRUPO ROVI, C/ José Isbert 2, Ciudad de la Imagen, 28223, Pozuelo, Madrid.
- By sending an e-mail to any of the members of the Channel.
- By sending a letter to any of the members of the Channel by post.

e) How does the Ethics Channel work?

The Ethics Channel has Regulations, which were approved by ROVI's Board of Directors on 7 November, 2017. These Regulations are public and contain the rules on how the Channel works. All employees must know and comply with the contents.

f) Is it confidential?

Yes, all communications sent to the Channel or any of its members are confidential and protected. If any member of the Committee that manages the Channel breaches their confidentiality obligation, they will be heavily sanctioned.

g) What rights do I have if I used the Channel?

Those who use the Channel are protected by the right to confidentiality and no reprisals. Notwithstanding, we remind you that any false communication knowingly made to the Channel could lead to the imposition of sanctions.