



## REGULATION FD COMPLIANCE AND EXTERNAL COMMUNICATIONS POLICY

(Effective as of August 24, 2024)

### A. Policy Overview

We are committed to providing the public with timely, transparent and credible information consistent with the requirements of Regulation Fair Disclosure ("**Regulation FD**"), as promulgated by the Securities and Exchange Commission (the "**SEC**") and other applicable laws. Regulation FD prohibits the selective disclosure of material nonpublic information.

For purposes of this Regulation FD Compliance and External Communications Policy (this "**Policy**"), "we," "our," "Procaps" and the "Company" refer to Procaps Group, S.A., a public limited liability company (*société anonyme*) governed by the laws of the Grand Duchy of Luxembourg, with registered office at 9 rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies' Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B253360, and its subsidiaries.

Although our Code of Ethics and Conduct generally addresses public communications by our employees, this Policy sets forth guidelines regarding communications by the Company and our employees, officers, directors and independent contractors with media personnel, members of the investment community (including analysts, institutional and individual shareholders) and others who are not bound to us by a duty of confidentiality, and compliance of such communications with Regulation FD. This Policy is intended to cover most types of communications, including, without limitation, communication directly with media personnel or securities analysts, at investment conferences, press events or conference calls, or otherwise.

The objectives of this Policy are:

- to establish consistent, effective and timely communications with our shareholders, investors, financial analysts, broker-dealers and other market professionals (the "**Investment Community**") and the media;
- to comply with applicable securities laws, including Regulation FD, and the listing rules of the stock exchange on which our securities are listed;
- to identify individuals who are authorized to speak on behalf of the Company to the public; and
- to set forth guidelines on what may be discussed with the Investment Community and the public in general, including the media.

### B. Who Does This Policy Apply To?

This Policy applies to all employees, officers, directors and independent contractors of the Company or any of its subsidiaries (all of whom we will refer to collectively as “**Insiders**” throughout this Policy for the purpose of this Policy). If you have questions as to how this Policy applies to you or to a particular situation, please contact our Vice President of Corporate Affairs.

### **C. Exceptions**

Regulation FD permits disclosures of material nonpublic information about the Company by certain “covered persons” to selected groups who are not reasonably expected to trade on the information, such as:

- persons who owe a duty of trust or confidence to the Company (*e.g.*, attorneys, investment bankers or accountants); and
- those who have expressly agreed to maintain the disclosed information in confidence.

### **D. Our Policy**

Insiders may not disclose any **material, nonpublic information** about the Company to anyone outside of the Company (other than those who are bound by a confidentiality obligation to us and have a “need to know” the information), unless we have disclosed such information to the public. Material, nonpublic information may only be disclosed by individuals holding the titles designated on Exhibit A hereto (each, an “**Authorized Spokesperson**”), or individuals acting at the specific direction of an Authorized Spokesperson, in accordance with this Policy.

**Unless acting at the specific direction of an Authorized Spokesperson, all other employees, officers, directors and independent contractors should follow these simple guidelines at all times:**

- Never disclose material nonpublic information regarding Procaps Group or any other company.
- Never discuss nonpublic information regarding Procaps Group, including information regarding our finances, financial results or projections, significant corporate events, M&A or other transactions, financings, litigation, and management or board of director changes or other matters. This prohibition includes posting or commenting on these matters on any social media or other online network or platform, including Facebook, LinkedIn, Instagram, Twitter or during any live stream.
- Never communicate with the Investment Community or the financial media.
- Refer all media requests to the Department of Communications and Social Management (as set forth in our Code of Ethics and Conducts) and refer all Investment Community requests to the Investor Relations Department. Employees should also consult with our Vice President of Corporate Affairs prior to accepting speaking engagements.

- Always enter into a non-disclosure agreement before discussing confidential information regarding our services, products, technology, infrastructure, platform and pricing. Any non-disclosure agreement must first be approved in writing by our legal department.

#### **E. What is Material Nonpublic Information?**

Information is “material” if a reasonable investor would consider it important in making a decision to buy, sell or retain our securities, including our ordinary shares. In general, any information that could reasonably be expected to affect the market price of our securities is likely to be material. Both positive and negative information may be material.

Information is “nonpublic” until it has been widely disseminated to the public (through, for example, a filing with the SEC, press conference or press release) and the public has had a chance to absorb and evaluate it. Unless you have seen material information publicly disseminated, you should assume the information is nonpublic.

Financial information is particularly sensitive. For example, nonpublic information about the results of our operations for even a portion of a quarter might be material in helping an analyst predict our financial results for the quarter. Other examples of information that would normally be regarded as “material” include the following, although this list is not exclusive or exhaustive:

- financial or operational results, financial condition, projections or forecasts;
- known but unannounced future earnings or losses;
- plans to launch new services, products, solutions or features or other market initiatives of a significant nature;
- the status of our progress toward achieving significant goals;
- significant developments involving business relationships with customers or other business partners;
- significant corporate events, such as a pending or proposed acquisition or other strategic transaction;
- new equity or debt offerings or other financings;
- any potential litigation or regulatory matters, as well as any developments in outstanding litigation or regulatory matters; or
- unannounced changes or potential changes in our senior management team or Board of Directors.

When in doubt, you should assume that the information is material and nonpublic. If you have any questions as to whether information should be considered “material” or “nonpublic,” please consult our chief legal officer or another Authorized Spokesperson.

#### **F. Who is Authorized to Speak on Our Behalf?**

Only Authorized Spokespersons may speak with the Investment Community on behalf of the Company. From time to time, our chief executive officer or our chief legal officer are authorized to revise Exhibit A to update the list of Authorized Spokespersons as any such person deems appropriate.

Even if you are an Authorized Spokesperson, you may only provide material nonpublic information to a third party if the information is publicly disseminated at the same time or has already been publicly disseminated (e.g., in a press release, in an SEC filing, in a conference call that is open to the public, or in other channels of communication that are appropriately compliant with applicable laws and regulations, including Regulation FD). If the information has only been posted to our website, it may not meet the “public dissemination” requirement, in which case you should consult our chief legal officer for guidance.

Subject to the approval of an Authorized Spokesperson and to the other requirements of this Policy, other officers, directors or employees may, from time to time, communicate with third parties on our behalf or in response to specific inquiries from the Investment Community or the media. For example, our chief financial officer may designate members of his or her staff to respond to media queries or prepare statements on specific matters.

Additionally, this Policy shall not prohibit team members from discussing the Company in the ordinary course of business (e.g., talking about our services or products to a customer). However, in the event a team member (other than an Authorized Spokesperson) wishes to participate in a conference or presentation to a group outside the Company, the team member must consult with the Vice President of Corporate Affairs as far in advance as reasonably practicable.

It is our intention that the Department of Communications and Social Management will participate in all communications between an Authorized Spokesperson and the media and the Investor Relations Department will participate in all communications between an Authorized Spokesperson and members of the Investment Community, including financial analysts, shareholders, individual or institutional investors, or other members of the investing public.

#### **G. What if I Receive a Question from the Media or an Analyst?**

Our employees and members of our Board of Directors should not respond, under any circumstances, to inquiries from the Investment Community or the media unless specifically authorized to do so by an Authorized Spokesperson or the Vice President of Corporate Affairs. All inquiries received from the media should be referred to the Department of Communications and Social Management and all inquiries received from the Investment Community should be referred to the Investor Relations Department.

#### **H. What is Our Policy on News Releases?**

We will issue press releases from time to time to disclose information that is important or useful to the public. Press releases will be approved by and issued under the supervision of an Authorized Spokesperson and the Vice President of Corporate Affairs. We will furnish our earnings releases to the SEC on current reports on Form 6-K prior to any quarterly earnings conference call.

Whenever any new material nonpublic information is discussed or presented by an Authorized Spokesperson in any meeting or conversation with analysts or investors, we will publicly disclose the material nonpublic information prior to the discussion or presentation. To the extent such information is inadvertently disclosed or presented in such discussion or presentation, we will promptly disclose the material nonpublic information to the public.

#### **I. How Do We Conduct Our Conference Calls?**

We may choose to conduct open, publicly-accessible conference calls to discuss our financial results, provide updates on our business or to discuss other significant events that arise in the course of our business. If we conduct such calls, we will typically issue a press release a reasonable number of days in advance of the call, announcing the date, time and details. In general, analysts and professional investors will have teleconference access to the call so they may participate in the question-and-answer part of the call. All others may listen to the call via webcast. After the call, we may post an audio or video recording of the call on our website.

#### **J. How Do We Conduct Our Meetings with Investors?**

In general, analysts and investors will have access to the Investor Relations Department or Authorized Spokesperson at any time either by phone or email. We may also respond to analyst and investor inquiries in the form of phone conversations or meetings with members of our senior management team as schedules permit. The purpose of these conversations or meetings is for investors to gain a better understanding of our business, as well as to give analysts and investors the opportunity to personally meet with our senior management. However, this Policy prohibits the selective disclosure of material nonpublic information in these meetings.

From time to time, we will also participate in Company-hosted and analyst-hosted conferences and other meetings. It is our intention that a member of the Investor Relations Department or Authorized Spokesperson attend meetings held with analysts and investors. In the case of analyst-hosted conferences, we will endeavor to announce publicly when the presentation will be given and to webcast the presentation to avoid any selective disclosure of material nonpublic information during the presentation.

#### **K. What is Our Policy on Providing “Guidance” on Future Results?**

From time to time, we may publicly disclose projections regarding our expected financial performance. If a financial projection or any other forward-looking statement is provided in our written disclosures, the statement will be accompanied by cautionary language that identifies the disclosure as forward looking and potential risks and uncertainties associated with the forward-looking statement.

Unless specifically authorized by an Authorized Spokesperson or our chief legal officer, Insiders may not provide “guidance” or any other forward-looking financial information to any third parties, directly or indirectly, and may not disclose (including confirming past guidance) to third parties any information regarding our projections or estimates of future operating results, services, product or business metrics, business transactions, or customer or supplier developments.

**L. How Does Our “Quiet Period” Work?**

We typically will observe a disclosure quiet period that will generally begin on the last day of each calendar quarter and continue until our earnings for the quarter are publicly released, though in our discretion we may pre-release information during the quiet period if necessary or advisable to do so. During the quiet period, participation in investor or similar conferences will be at the discretion of the Authorized Spokespersons in consultation with the legal department, and otherwise shall be in accordance with this Policy, including that any communications do not contain or discuss financial information or results that we have not previously disclosed. We will continue to issue press releases and communicate with the media regarding our business, services, products or operations during this period, provided that such releases or communications do not contain or discuss financial information or results that we have not previously publicly disclosed. During the quiet period, our Authorized Spokespersons can discuss information that we have previously publicly disclosed so long as it does not serve to “update” any previously-disclosed projections about our expected financial performance. It is our intention to have a member of the Investor Relations Department or an Authorized Spokesperson attend meetings held with analysts and investors, whether during or outside the quiet period.

**M. How Do We Respond to Market and Media Rumors?**

So long as it is clear that we are not the source of a market or media rumor, an Authorized Spokesperson will generally respond that the Company does not comment on market rumors or speculation. If a market or media rumor is causing significant volatility in our share price, we will consider the matter, in consultation with legal counsel, and determine whether to make an exception to this Policy and take appropriate action.

**N. What about Indirect Communications, Including Chat Rooms and Blogs?**

Any communication that would constitute a violation of this Policy if made directly by an Insider will also constitute a violation if made indirectly. This includes, but is not limited to, communications made in online networks, social media websites and services, blogs, chat rooms and the like.

**O. What if an Unauthorized Disclosure of Material Nonpublic Information Occurs?**

If you believe information has been disclosed regarding the Company that may be deemed material and nonpublic in violation of this Policy, immediately notify our Chief Legal Officer, who will then, in consultation with others, determine whether the statement was material and nonpublic and what response or remediation is required, if any.

**P. Why Should These Issues Concern Me?**

Disclosure of material nonpublic information could have significant negative consequences for the Company, and therefore, we will take any violations of this Policy very seriously. Depending on the circumstances surrounding the disclosure, you and/or the Company could be held personally liable for criminal and/or civil charges for disclosing material nonpublic information. Additionally, you may be subject to disciplinary actions by the Company, up to and including termination of your employment.

**Q. Amendments**

The Company is committed to continuously reviewing and updating our policies, and the Company therefore reserves the right to amend this Policy at any time, for any reason, subject to applicable law.

**Exhibit A**

**Authorized Spokespersons**

Jose Antonio Vieira – Chief Executive Officer  
Camilo Camacho – Chief Operating Officer  
Patricio Vargas Muñoz – Chief Financial Officer  
Marcela Carvajalino Pagano – Vice President of Corporate and Legal Affairs  
Melissa Angelini – Investor Relations Director