

EBRO FOODS, S.A.
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2013

Attendance Card, Postal Vote and Proxy

The Board of Directors of EBRO FOODS, S.A. has called the Annual General Meeting of Shareholders to be held in the Auditorium of the Mapfre Building, calle General Perón no. 40, entrance B, 2nd floor, Madrid, at 12.30 on 3 June 2013 on first call, or at the same time on 4 June on second call. Shareholders are reminded that judging by past experience, the General Meeting will foreseeably be held on second call, i.e. at 12.30 on 4 June.

Holder:	Address:

Securities Account Code	Number of Shares	Number of Votes	Card Number

The legitimate holder may use this card to attend the General Meeting in person, or to appoint a proxy or send a postal vote, by completing and signing the corresponding section. If both sections are signed, the postal vote will prevail and the proxy will be null and void.

PERSONAL ATTENDANCE OF THE GENERAL MEETING

If you intend to go to the General Meeting, sign below and present this card on entry.

Signature of attending shareholder



In Madrid, on 2013

PROXY

APPOINTMENT OF PROXY

I, the shareholder issued with this card, grant a proxy to represent me at the General Meeting in favour of:

(Mark only one of the following boxes. If you mark the second or fourth boxes, you should name the proxy. In order for this proxy to be valid, you must sign in the appropriate space below).

- The Chairman of the General Meeting
- The Director
- The Secretary of the General Meeting
- Mr/Ms

If none of the foregoing boxes are marked or the name of the proxy is not indicated where appropriate, or in the event of any doubts in this regard, the proxy shall be deemed granted in favour of the Chairman of the General Meeting.

VOTES ON THE RESOLUTIONS PROPOSED ON THE AGENDA

Put an X in the corresponding box. If no voting instructions are indicated, you will be considered to vote in favour of the resolution as proposed by the Board of Directors.

Item	1	2	3	4	5	6	7	8	9		10
For											
Against											
Blank											
Abstention											

SUBSTITUTION OF THE PROXY IN CONFLICTS OF INTEREST

If the proxy is affected by a conflict of interest in respect of any of the proposals put to the vote at the General Meeting, on or off the agenda, the proxy for the vote in question will be deemed made in favour of the person nominated by the proxy to substitute him, unless you, the represented shareholder, name another person in the space below:

.....

EXTENSION OF THE PROXY TO BUSINESS NOT INCLUDED ON THE AGENDA

Save otherwise indicated by stating "no" in the corresponding space below (in which case the proxy will be considered instructed to abstain), the proxy will be deemed extended to all and any issues which may be put to the vote at the General Meeting, even if they are not included on the agenda. In this case, the proxy shall vote howsoever he may consider to most favour the interests of the represented shareholder.

.....
Signature of shareholder granting the proxy

In, on 2013

POSTAL VOTE

If, prior to the date of the General Meeting, the shareholder in whose favour this attendance card has been issued wishes to vote by post on the proposals included on the agenda, put an X in the corresponding box below, indicating the desired vote.

If none of the boxes are marked for any of the items on the agenda, you will be considered to vote for the resolution as proposed by the Board of Directors. In any case, apart from the provisions of law, the Articles of Association and the Regulations of the General Meeting, you must comply with the rules included in the notice of call and on the company's website (www.ebrofoods.es).

Item	1	2	3	4	5	6	7	8	9		10
For											
Against											
Blank											
Abstention											

Any shareholder casting a postal vote shall be considered present for the quorum of the General Meeting.

Signature of shareholder

BAR CODE

In, on 2013

AGENDA

1. Examination and approval, if appropriate, of the separate and consolidated annual accounts and directors' report (including the Annual Corporate Governance Report) of Ebro Foods, S.A. for the year ended 31 December 2012.
2. Examination and approval, if appropriate, of the management of corporate affairs by the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2012.
3. Examination and approval, if appropriate, of the application of profit obtained during the year ended 31 December 2012, including the cash payment of an ordinary annual dividend of 0.48 euro per share.
4. Cash payment of an extraordinary dividend of 0.12 euro per share.
5. Renewal of the auditors of Ebro Foods, S.A. and its consolidated group.
6. Examination and advisory vote on the Annual Directors' Remuneration Report contemplated in section 61 ter of the Securities Market Act..
7. Authorisation of the board of directors to make a financial contribution to Fundación Ebro Foods.
8. Ratification of the appointment by cooptation of Hispafoods Invest, S.L. as company director.
9. Authorisation of the Board members to engage for their own or third party account in activities identical, similar or complementary to those comprising the objects of Ebro Foods, S.A., with a separate vote on the authorisation granted to each director.
10. Delegation of powers to put on record in a public instrument, execute, develop, rectify and implement the resolutions adopted at the Annual General Meeting

RIGHT TO ATTEND

The General Meeting may be attended by all shareholders who, individually or through pooling, hold at least 100 shares, provided they are entered in the corresponding accounting record five days prior to the date of the meeting.

SHAREHOLDERS WISHING TO ATTEND

Any shareholder wishing to attend the General Meeting must sign the attendance card in the corresponding space (PERSONAL ATTENDANCE OF THE GENERAL MEETING), presenting it on entry to the General Meeting.

SHAREHOLDERS WISHING TO APPOINT A PROXY USING THIS CARD

Any shareholder who does not plan to attend the General Meeting may be represented by a proxy. For this purpose, it is necessary to complete the PROXY section and sign in the corresponding space. The proxy may be delivered by hand or posted to the company at its registered office, Paseo de la Castellana nº 20, 3º, 28046 Madrid, in accordance with the Articles of Association and the Regulations of the General Meeting. The rules included in the notice of call and on the company's website (www.ebrofoods.es) are also applicable.

SHAREHOLDERS WISHING TO USE THIS CARD FOR A POSTAL VOTE

Any shareholder wishing to vote by post on the items on the Agenda must complete the POSTAL VOTE section and sign in the corresponding space. Any shareholder casting a postal vote shall be considered present for the quorum of the General Meeting. Postal votes must be delivered or posted to the company at its registered office, Paseo de la Castellana nº 20, 3º, 28046 Madrid, in accordance with the relevant provisions of the Articles of Association and Regulations of the General Meeting. The rules included in the notice of call and on the company's website (www.ebrofoods.es) are also applicable.

VOTE SPLITTING

In order to respect the voting rights of ultimate investors, financial intermediaries legitimised as shareholders but acting on behalf of different clients may split their votes according to their clients' instructions. They may, for this purpose, use any number of Ebro Foods, S.A. attendance cards, as necessary to split their votes, attaching in all cases the card issued by the depositary.

ELECTRONIC SHAREHOLDER FORUM

Pursuant to section 528 of the Corporate Enterprises Act, Ebro Foods, S.A. has enabled its Electronic Shareholder Forum for this General Meeting on the company's website (www.ebrofoods.es), governed by the Regulations approved by the board of directors, supplemented with the Terms of Access, Registration, Use and Operation of the Electronic Shareholder Forum of Ebro Foods, S.A. and the terms of access and use of the company's website. The sole purpose of this Electronic Shareholder Forum is to facilitate communication among shareholders from the call to the holding of the AGM.