

REPORT BY THE BOARD OF DIRECTORS OF EBRO FOODS, S.A. TO THE ANNUAL GENERAL MEETING TO BE HELD ON 29 JULY 2020 ON FIRST CALL OR 30 JULY 2020 ON SECOND CALL, SUPPORTING THE PROPOSED ALTERATION OF THE ARTICLES OF ASSOCIATION, INCLUDED IN ITEM NINE ON THE AGENDA

1. Purpose of the report

Among other requirements for altering articles of association, section 286 of the Corporate Enterprises Act requires the directors to publish the full text of the proposed alteration and issue a written report justifying it.

This report (the “**Report**”), drafted and approved by the Board of Directors of Ebro Foods, S.A. (“**Ebro**” or the “**Company**”) on 17 June 2020, complies with that legal requirement in respect of the inclusion in the company’s Articles of Association of a new Article 17 bis, contemplating the possible online attendance of general meetings. The proposed resolution is submitted for approval under item nine on the agenda for the Annual General Meeting called by the Board for 29 July 2020 on first call and 30 July 2020 on second call.

2. Justification of the proposed alteration of the Articles of Association

The purpose of the proposed alteration of the Articles of Association is to include a new article that expressly contemplates the possibility for the Company to enable, as and when it may deem fit, the possible online attendance of general meetings by shareholders (and their representatives).

The possible online attendance of general meetings is expressly contemplated in sections 182 and 521 of the Corporate Enterprises Act, which requires an express provision in the articles of association for a company to implement this form of attendance.

Accordingly, the inclusion in the Articles of Association of a new article contemplating this possibility would mean that in the future, whenever the Board may consider this appropriate on account of the prevailing circumstances, the online attendance of General Meetings could be established (on calling the meeting). The Board also considers the inclusion of this possibility in the Articles of Association to be good corporate governance practice, since it seeks to provide mechanisms that could encourage shareholders to participate in general meetings in extraordinary situations, such as that deriving from the state of alert declared during the Covid-19 health crisis (in which listed companies have been allowed, as an exceptional measure, to enable online attendance by their shareholders of the Annual General Meeting to be held during the state of alert, even though that possibility is not contemplated in their articles of association).

3. Full text of the proposed alteration. Proposed resolution

The proposed resolution laid before the General Meeting of Shareholders under item nine on the agenda is transcribed below including the full text of the proposed alteration, as justified above:

“Alteration of the Articles of Association to include a new Article 17 bis, concerning the possibility of enabling online attendance of general meetings.

To approve the alteration of the Articles of Association to include a new Article 17 bis concerning the possibility of enabling online attendance of general meetings, with the following wording:

Article 17 bis: Online attendance of general meetings

The company may enable the attendance of general meetings by simultaneous and online means that duly guarantee the identity of the attendee, and electronic voting during the general meeting, to the extent that this is technically possible and if so resolved by the Board of Directors. In this case, the dates, forms and manners of exercising the shareholders’ rights established by the Board of Directors to enable the general meeting to be conducted in an orderly fashion shall be indicated in the notice of call.

In particular, the Board of Directors may decide that the anyone planning to attend the general meeting online, as permitted by law, shall send the Company before the general meeting is convened the text of any contributions and proposed resolutions they intend to make or submit.

In pursuance of the law, the Articles of Association and the Regulations of the General Meeting, the Board of Directors shall establish such procedures as it may deem fit for this form of attending general meetings.”

Issued in Madrid on 17 June 2020.

<p>The English version of this document is purely informative. In the event of any discrepancy between the Spanish and English versions of document, the Spanish version will prevail.</p>
