

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 AMENDMENT OF THE REGULATIONS OF THE GENERAL MEETING, INCLUDED IN ITEM TEN ON THE AGENDA

1. Purpose of the report

Section 512 of the Corporate Enterprises Act requires listed companies to have Regulations of the General Meeting, which must be approved by the General Meeting. In compliance with that obligation, Ebro Foods, S.A. (the “**Company**”) has Regulations of the General Meeting, the latest amendment of which was made by virtue of a resolution adopted at the Annual General Meeting held on 2 June 2015 (the “**Regulations of the General Meeting**” or the “**Regulations**”).

The second paragraph of Article 21 of the Regulations of the General Meeting provides that: *“The Board of Directors may submit proposals to the General Meeting for amendment or modification of these Regulations whenever it considers this necessary or convenient, attaching the corresponding report to the proposal.”*

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 Regulations of a new Article 13 ter, 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 amendment

The purpose of the proposed amendment of the Regulations of the General Meeting is to include a new Article 13 ter in the Regulations to enable, as and when it may deem fit, the possible online attendance of general meetings in pursuance of sections 182 and 521 of the Corporate Enterprises Act.

This amendment is proposed to reflect and expand on the provisions of Article 17 bis of the Articles of Association, also laid before the Annual General Meeting that is to consider approval of this amendment of the Regulations.

The Board 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 amendment. Proposed resolution

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

“Amendment of the Regulations of the General Meeting to include a new Article 13 ter, contemplating online attendance of general meetings.

To approve the amendment of the Regulations of the General Meeting to include a new Article 13 ter, contemplating online attendance of general meetings, with the following wording:

Article 13 ter: 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. Any online attendees who wish to have their contributions included in the minutes of the general meeting shall send their contributions in writing in the time and form established by the Board for this purpose, clearly and expressly stating their wish for the text to be transcribed in the minutes of the meeting.

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, such as times and dates for registration, connection to the meeting, submission of contributions and proposed resolutions and voting during the meeting. All this shall be published, where appropriate, on the company’s website.

Just like attendance in person, online attendance of the General Meeting shall revoke any postal or electronic vote or proxy made previously.”

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>
