

**EBRO FOODS, S.A.**

**ANNUAL GENERAL MEETING 2020**

**Attendance Card and Form for Postal and Electronic Vote and Proxv prior to the General Meeting**

The Board of Directors of EBRO FOODS, S.A. has called the Annual General Meeting of shareholders to be held in the **Auditorium Rafael del Pino, calle Rafael Calvo no. 39-A**, Madrid, at 11.00 on 29 July 2020 on first call, or at the same time on 30 July 2020 on second call.

**As occurred last year, shareholders are advised that THIS GENERAL MEETING WILL FORESEEABLY BE HELD THIS YEAR TOO ON FIRST CALL, i.e. AT 11.00 ON 29 JULY 2020.**

**IDENTIFICATION OF THE SHAREHOLDER:**

<b>Holder(s):</b>	<b>Address:</b>

<b>Securities Account Code</b>	<b>Number of Shares</b>

The legitimate holder may use this card to attend the General Meeting in person or online, appoint a proxy or exercise their electronic or postal vote, by completing and signing the corresponding section and delivering or sending it to the company as indicated in the Rules for Postal and Electronic Voting and Proxies published on the company's website ([www.ebrofoods.es](http://www.ebrofoods.es)).

If both sections are signed, the postal/electronic vote will prevail and the proxy will be null and void.

**In any case this card will only be valid if it is correctly completed and accompanied by the attendance card issued by the institution at which you have deposited your shares, duly signed.**

**PERSONAL ATTENDANCE OF THE GENERAL MEETING**

If you intend to attend the General Meeting, in person or online, sign below and, together with the attendance card issued by the institution at which you have deposited your shares, present both on the date of the General Meeting, at the venue at which it is to be held (if you wish to attend in person) or on registering via the "Online attendance" link enabled on the company's website [www.ebrofoods.es](http://www.ebrofoods.es) (if you wish to attend online).

**Signature of attending shareholder**

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In Madrid, on ..... 2020

**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 ....., identity card no. ....

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.

**VOTING INSTRUCTIONS ON THE RESOLUTIONS PROPOSED ON THE AGENDA:** Put an X in the corresponding box. If no boxes are marked, you will be considered to have issued specific instructions to the proxy to vote for the resolution as proposed by the Board of Directors.

	Items on the Agenda															
	1.1	1.2	2	3	4	5.1	5.2	6	7	8	9	10	11	12	13	14
For																
Against																
Blank																
Abstain																

**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:

Mr/Ms ....., identity card no. ....

As indicated in the notice of call to the AGM, when proxies are granted to the Chairman of the General Meeting or a Director, if the proxy is in a conflict of interest in respect of one or several of the issues submitted to the General Meeting, the proxy for the issue(s) in question shall be deemed granted to the Secretary of the General Meeting, unless the shareholder has indicated another person in the space provided above.

**EXTENSION OF THE PROXY TO BUSINESS NOT INCLUDED ON THE AGENDA:** Save otherwise indicated by the represented shareholder by marking “no” 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 in the best interests of the represented shareholder.  NO

**GRANTING OF PROXY. POSTAL/ELECTRONIC PROXY:** This card, duly completed and accompanied by proof of the principal’s shareholder status, shall be:

- a) presented by the named proxy at the access control for the Annual General Meeting; or
- b) sent to the Company as indicated in the Rules for Postal and Electronic Voting and Proxies published in the notice of call and on the company’s website ([www.ebrofoods.es](http://www.ebrofoods.es)). In this case, the proxy shall indicate their status as proxy at the access control to the Annual General Meeting and provide the details of the principal.

**Signature of shareholder granting the proxy**

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In ....., on ..... 2020

**POSTAL AND ELECTRONIC 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 or online 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 all or 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](http://www.ebrofoods.es)).

	Items on the Agenda															
	1.1	1.2	2	3	4	5.1	5.2	6	7	8	9	10	11	12	13	14
For																
Against																
Blank																
Abstain																

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

The Postal/Electronic Vote must be sent to the Company as indicated in the Rules for Postal and Electronic Voting and Proxies published on the company’s website ([www.ebrofoods.es](http://www.ebrofoods.es))

**Signature of shareholder**

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In ....., on ..... 2020

## AGENDA

**One.** 1.1. Examination and approval, if appropriate, of the separate and consolidated annual accounts and the management report (including, as appropriate, the Consolidated Statement of Non-Financial Information and the Annual Corporate Governance Report) of Ebro Foods, S.A. for the year ended 31 December 2019.

1.2. Examination and approval, if appropriate, of the Statement of Non-Financial Information of the consolidated Group included in the consolidated management report for the year ended 31 December 2019.

**Two.** Examination and approval, if appropriate, of the actions and management of corporate affairs by the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2019.

**Three.** Examination and approval, if appropriate, of the application of profit obtained during the year ended 31 December 2019, including the cash payment of an annual dividend of 0.57 euros per share.

**Four.** Approval, if appropriate, of the remuneration of directors for their duties as such.

**Five.** 5.1. Setting the number of directors at fourteen (14).

5.2. Appointment of Javier Fernández Alonso as director.

**Six.** Approval, if appropriate, of the Directors' Remuneration Policy for 2019, 2020 and 2021.

**Seven.** Advisory vote on the Annual Directors' Remuneration Report for 2019.

**Eight.** Reappointment of Ernst & Young, S.L. as auditors of Ebro Foods, S.A. and its consolidated group for 2020, 2021 and 2022.

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

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

**Eleven.** Authorisation of the Board of Directors to make a financial contribution to the Ebro Foods Foundation.

**Twelve.** Authorisation of the Board of Directors of Ebro Foods, S.A., with the power to delegate, to buy back own shares, directly or indirectly, in accordance with the limits and requirements established in section 146 et seq and section 509 and other applicable provisions of the Corporate Enterprises Act, expressly authorising it, where appropriate, to reduce the capital on one or several occasions in order to redeem the own shares acquired and, consequently, to alter Articles 6 ("Capital") and 7 ("Shares") of the Articles of Association. Delegation of powers to the board of directors to execute this resolution.

**Thirteen.** Approval, if appropriate, of the shorter time for calling extraordinary general meetings, pursuant to section 515 of the Corporate Enterprises Act.

**Fourteen.** 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 whose shares are entered in the corresponding accounting record five days prior to the date of the meeting and who have been issued the corresponding attendance card issued by the member of Iberclear at which their shares are deposited.

## SHAREHOLDERS WISHING TO ATTEND

Any shareholders wishing to attend the General Meeting in person or online must sign the attendance card issued by the member of Iberclear at which their shares are deposited in the corresponding space (PERSONAL ATTENDANCE OF THE GENERAL MEETING), presenting it on the date of the General Meeting, at the venue at which it is to be held (if you wish to attend in person) or on registering via the “Online attendance” link enabled on the company’s website [www.ebrofoods.es](http://www.ebrofoods.es) (if you wish to attend online).

In order to attend the AGM, this card must be accompanied by the card issued by the member of Iberclear at which your shares are deposited.

## 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 form, accompanied by the card issued by the member of Iberclear at which the shareholder granting the proxy has deposited his shares, may: (i) be presented by the proxy at the access control to the General Meeting on the date on which it is held, or when the proxy registers via the “Online attendance” link enabled on the company’s website [www.ebrofoods.es](http://www.ebrofoods.es) if the proxy is to attend online; or (ii) be sent to the company in accordance with the Rules for Postal and Electronic Voting and Proxies published on the company’s website [www.ebrofoods.es](http://www.ebrofoods.es).

## SHAREHOLDERS WISHING TO USE THIS CARD FOR A POSTAL OR ELECTRONIC VOTE

Any shareholders who so wish may vote prior to the AGM, for which purpose they must complete the section POSTAL AND ELECTRONIC VOTE and sign in the corresponding space. The completed postal/electronic voting card, accompanied by the card issued by the member of Iberclear at which the shareholder casting a postal or electronic vote has deposited his shares, shall be remitted to the Company in accordance with the Rules for Postal and Electronic Voting and Proxies published on the company’s website [www.ebrofoods.es](http://www.ebrofoods.es).

## VOTE SPLITTING AND PROXIES

Any undertakings legitimately recognised as shareholders by virtue of the accounting record of their shares but acting on behalf of several individuals may split votes and vote differently in fulfilment of different voting instructions, as the case may be.

For this purpose, they may use attendance cards of Ebro Foods, S.A. in such number as may be necessary to split the vote, accompanied in all cases by the cards issued by the depositaries.

The intermediaries contemplated in the preceding paragraph may delegate the votes to each of the indirect holders or to third parties designated by the latter, with no limit on the number of delegations that may be made.

## ELECTRONIC SHAREHOLDER FORUM

An electronic shareholders’ forum is enabled for this general meeting on the company’s website [www.ebrofoods.es](http://www.ebrofoods.es). Access to the forum is permitted, with due guarantees, to both individual shareholders and any voluntary pooling that may be created in accordance with the applicable laws and regulations. The purpose of this forum is to facilitate communication among them prior to the general meeting. The regulations of the Shareholders’ Forum are available on the company’s website [www.ebrofoods.es](http://www.ebrofoods.es).

## PERSONAL DATA PROTECTION

The personal data contained in this card will be processed by Ebro Foods, S.A. as controller for the purpose of managing the exercise and control of shareholders’ rights and based on the fulfilment of the relationship and compliance with the legal obligations incumbent on Ebro Foods, S.A. as a corporate enterprise. As data subject, you may exercise your rights of access, rectification, objection, erasure, portability, restriction of processing and any other rights applicable under the data protection laws and regulations in place, by writing to Ebro, enclosing proof of identity, in a letter sent by post or courier service to Paseo de la Castellana nº 20, 3ª planta, 28046 Madrid, marking the envelope “Personal data protection”, or by e-mail to [protecciondedatos@ebrofoods.es](mailto:protecciondedatos@ebrofoods.es). You may also lodge a complaint at any time with the Spanish Data Protection Agency. Further information on personal data protection can be found in the notice of call to the General Meeting, available at [www.ebrofoods.es](http://www.ebrofoods.es).