

**PROPOSED RESOLUTIONS SUBMITTED FOR APPROVAL AT THE  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
EBRO FOODS, S.A.**

**RESOLUTION PROPOSED UNDER ITEM ONE ON THE AGENDA**

*Report to the General Meeting on the divestments made in North America during the last quarter of 2020. Ratification of those divestments.*

To put on record the information presented to the General Meeting on the following divestments made by the Ebro Group during the last quarter of 2020.

Those divestments were:

- Sale to the Barilla Group of the “Catelli” dry pasta business in Canada, including the brands Catelli®, Lancia® and Splendor® and the plant in Montreal (Quebec), through the Canadian subsidiary Catelli Foods Corporation and the US subsidiary Riviana. This transaction was concluded on 28 October 2020. The business was valued at CAD 165 million for the transaction (value of 100% of the business, i.e. prior to any possible adjustment for debt and working capital). This divestment is not expected to generate any capital gains for the Ebro Group. Completion of the operation is subject to customary closing conditions.
- Sale to American Italian Pasta Company (a TreeHouse Foods Inc company) of a set of dry pasta and noodle brands of the Ebro Group in the USA and the St. Louis plant, through the US subsidiary Riviana. This transaction was concluded on 5 November 2020. The assets were valued at USD 242.5 million for the transaction (value of 100% of the business, i.e. prior to any possible adjustment for debt and working capital). This divestment is expected to generate a net capital gain (after tax) in the Ebro Group’s consolidated accounts of EUR 27 million. Completion of the operation is subject to customary closing conditions.

The Chairman informs the general meeting that both transactions are subject to the customary closing conditions, including verification by the competent anti-trust authorities.

Shareholders are further informed that the Ebro Group will still be present in both countries with the businesses that it has maintained up to the present alongside those now transferred.

Finally, although the assets sold in the afore-mentioned transactions are not classified as “essential assets” for the provisions of section 160(f) of the Corporate Enterprises Act, the Board has considered it appropriate, in the interests of transparency, to inform the general meeting and submit them for ratification. Accordingly, the general meeting resolves to ratify the divestments described in this item on the agenda, for the appropriate purposes.

## **RESOLUTION PROPOSED UNDER ITEM TWO ON THE AGENDA**

*Examination and approval, if appropriate, of the payment of an extraordinary cash dividend of 1.94 euros gross per share against unrestricted reserves.*

To approve the payment of an extraordinary dividend of EUR 1.94 gross per outstanding share, payable in cash against unrestricted reserves, in a single payment made on 28 December with the withholdings required by law.

## **RESOLUTION PROPOSED UNDER ITEM THREE ON THE AGENDA**

*Re-election of directors, voting separately and individually on each one.*

### *3.1. Re-election of the director Alimentos y Aceites, S.A.*

To re-elect Alimentos y Aceites, S.A. as company director for the statutory term of four years. Alimentos y Aceites, S.A. is classified as a proprietary director.

### *3.2. Re-election of the director Demetrio Carceller Arce*

To re-elect Demetrio Carceller Arce as company director for the statutory term of four years. Demetrio Carceller Arce is classified as a proprietary director.

### *3.3. Re-election of the director María Carceller Arce*

To re-elect María Carceller Arce as company director for the statutory term of four years. María Carceller Arce is classified as a proprietary director.

### *3.4. Re-election of the director José Ignacio Comenge Sánchez-Real*

To re-elect José Ignacio Comenge Sánchez-Real as company director for the statutory term of four years. José Ignacio Comenge Sánchez-Real is classified as a proprietary director.

### *3.5. Re-election of the director Corporación Financiera Alba, S.A.*

To re-elect Corporación Financiera Alba, S.A. as company director for the statutory term of four years. Corporación Financiera Alba, S.A. is classified as a proprietary director.

### *3.6. Re-election of the director Empresas Comerciales e Industriales Valencianas, S.L.*

To re-elect Empresas Comerciales e Industriales Valencianas, S.L. as company director for the statutory term of four years. Empresas Comerciales e Industriales Valencianas, S.L. is classified as a proprietary director.

### *3.7. Re-election of the director Javier Fernández Alonso*

To re-elect Javier Fernández Alonso. as company director for the statutory term of four years. Javier Fernández Alonso is classified as a proprietary director.

3.8. *Re-election of the director Grupo Tradifín, S.L.*

To re-elect Grupo Tradifín, S.L. as company director for the statutory term of four years. Grupo Tradifín, S.L. is classified as a proprietary director.

3.9. *Re-election of the director Heralianz Investing Group, S.L.*

To re-elect Heralianz Investing Group, S.L. as company director for the statutory term of four years. Heralianz Investing Group, S.L. is classified as an executive director.

Pursuant to section 529 decies of the Corporate Enterprises Act on the appointment and re-election of directors, the resolutions laid before the shareholders under this item on the agenda are proposed by the Board of Directors, after issuance of the necessary reports by the Nomination and Remuneration Committee and the Board. Those reports have been put at the shareholders' disposal as of the date of publication of the notice of call and are incorporated in the minutes of the general meeting.

#### **RESOLUTION PROPOSED UNDER ITEM FOUR ON THE AGENDA**

*Authorisation of the Board to make an extraordinary financial contribution to the Ebro Foods Foundation.*

To expressly authorise the Board, with the fullest powers necessary and the power of delegation, to make an extraordinary contribution to the Ebro Foods Foundation of up one million (1,000,000) euros, to meet pressing social and medical needs deriving from the current crisis situation caused by Covid-19 in forthcoming months.

This authorisation is granted in addition to the authorisations to fund the Ebro Foods Foundation granted to the Board of Directors at the General Meeting of Shareholders of Ebro Foods, S.A. held on 29 July 2020 and in earlier years.

#### **RESOLUTION PROPOSED UNDER ITEM FIVE ON THE AGENDA**

*Delegation of powers to put on record in a public instrument, execute, develop, rectify and implement the resolutions adopted at the General Meeting.*

To expressly delegate to the Chairman, Secretary and Vice-Secretary of the Board of Directors as extensively as may be required by law, so that any one of them, acting individually and with his sole signature, may execute, put on record and give notice of each and all of the resolutions adopted at this General Meeting, supplement, develop and remedy those resolutions, deliver them and secure their full or partial entry in the Trade Register or in any other registers kept by the corresponding public or private institutions, execute and rectify public or private documents of whatsoever nature and take such other action or actions as may be necessary.

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