

Proxy Card

EBRO FOODS, S.A.

ANNUAL GENERAL MEETING 2021

The Board of Directors of EBRO FOODS, S.A. has called the Annual General Meeting of shareholders, **which will be held exclusively online, at 12.30 on 29 June 2021 on first call, or at the same time on the following day, 30 June 2021, on second call.**

Shareholders are advised that **THE GENERAL MEETING WILL FORESEEABLY BE HELD ON SECOND CALL, i.e. AT 12.30 ON 30 JUNE.**

IDENTIFICATION OF THE SHAREHOLDER:

Holder(s):	Address:

Securities Account Code	Number of Shares

This model card has been issued by the Company and will only be valid if, apart from being correctly completed, it is accompanied by the attendance card issued by the institution at which the shareholder has deposited their shares, duly signed (or any other document proving that they hold shares in the Company) and, where appropriate, the other documents indicated in the notice of call and the rules for online attendance, proxy and remote voting, which can be consulted on the Company's website www.ebrofoods.es

Signature of shareholder

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In Madrid, on 2021

APPOINTMENT OF PROXY: I, the shareholder, 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
☐, identity card no.

If none of the foregoing boxes is marked or the name of the proxy is not indicated where appropriate, or in the event of any doubts in this regard, the proxy will 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	6.1	6.2	6.3	6.4	6.5	6.6	6.7	6.8	7.1	7.2	7.3	7.4	7.5	7.6	7.7	7.8	8	9	10	11	12	13	14	15
For																															
Against																															
Blank																															
Abstain																															

NB: Item 14 is informative and not subject to voting.

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/her, unless the represented shareholder names 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 will be deemed granted to the Secretary of the General Meeting, unless the shareholder has indicated another person in the space provided above. In this regard, without prejudice to any other cases that may arise, it is expressly put on record that either of the directors whose re-election is proposed and who has been named proxy by a shareholder will be in a conflict of interest in their re-election as director (item Five on the agenda). In this situation, unless the represented shareholder has otherwise expressly indicated by expressly marking one of the boxes “against”, “blank” or “abstain” above, that shareholder will be deemed to have issued specific instructions to their proxy to vote for their re-election as Director.

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 will vote howsoever he may consider in the best interests of the represented shareholder. NO

GRANTING OF PROXY. REMOTE PROXY: This card, **duly signed and accompanied by the attendance card issued by the institution at which the shareholder has deposited their shares, duly signed, or any other document proving their shareholder status,** must be:

- sent by the shareholder or their proxy named during registration and accreditation for online attendance of the meeting, on the terms indicated in the notice of call and in the rules for online attendance, proxy and remote voting published on the Company’s website (www.ebrofoods.es), or
- provided to the Company by one of the means and on the terms indicated in the notice of call and in the rules for online attendance, proxy and remote voting published on the Company’s website (www.ebrofoods.es).

Signature of the shareholder granting the proxy

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In, on 2021

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 Non-Financial Statement and the Annual Corporate Governance Report) of Ebro Foods, S.A. for the year ended 31 December 2020.
- 1.2. Examination and approval, if appropriate, of the Non-Financial Statement of the consolidated Group included in the consolidated Management Report for the year ended 31 December 2020.
- 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 2020.
- Three.** Examination and approval, if appropriate, of the application of profit obtained during the year ended 31 December 2020, 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.** Re-election of directors, voting separately and individually on each one:
- 5.1 Re-election of the director Belén Barreiro Pérez-Pardo
- 5.2 Re-election of the director Mercedes Costa García
- Six.** Alteration, if appropriate, of the following articles of the Articles of Association, voting separately and individually on each one:
- 6.1 Article 5 (“Registered office”);
- 6.2 Article 13 (“Attendance”);
- 6.3 Article 14 (“Proxies”);
- 6.4 Article 17 (“Presiding board. Information, discussion and voting. Postal and electronic vote and proxy”);
- 6.5 Article 17.bis (“Online attendance of general meetings”);
- 6.6 Article 22 (“Remuneration”);
- 6.7 Article 28 (“Executive Committee, Audit and Compliance Committee, Nomination and Remuneration Committee and other Committees”);
- 6.8 Article 34 (“Approval of the Accounts. Application of Profit”).
- Seven.** Alteration, if appropriate, of the following articles of the Regulations of the General Meeting, voting separately and individually on each one:
- 7.1 Article 5 (“Information on the Company’s website”);
- 7.2 Article 6 (“Shareholders’ right to information”);
- 7.3 Article 7 (“Right to attend and proxies”);
- 7.4 Article 11 (“Start of the meeting and shareholders’ requests to speak”);
- 7.5 Article 12 (“Participation of shareholders”);
- 7.6 Article 13 bis (“Postal and electronic vote and proxy”);
- 7.7 Article 13.ter (“Online attendance of general meetings”);
- 7.8 Article 14 (“Voting and resolutions”).
- Eight.** Approval, if appropriate, of the amendments to the Directors’ Remuneration Policy for 2019, 2020 and 2021.
- Nine.** Approval, if appropriate, of the Directors’ Remuneration Policy for 2022, 2023 and 2024.
- Ten.** Advisory vote on the Annual Report on Directors’ Remuneration for 2020.
- Eleven.** Authorisation of the Board of Directors of Ebro Foods, S.A. to increase the capital on one or several occasions over a period of five years, up to the maximum amount stipulated in law, by means of monetary contributions in such amounts as may be decided by the Board on each occasion up to the legal limit. Capital increases shall be made by issuing new voting or non-voting, ordinary or preference shares, including redeemable shares or shares of any other nature permitted by law, contemplating the possibility of issues not being fully subscribed. Authorisation also to exclude preferential subscription rights in those share issues, in pursuance of section 506 of the Corporate Enterprises Act, in which case the power to increase the capital would be capped at 20% of the capital, as stipulated in the aforesaid legal provision.
- Twelve.** Authorisation of the Board of Directors to make a financial contribution to the Ebro Foods Foundation.
- Thirteen.** Approval, if appropriate, of the shorter time for calling extraordinary general meetings, pursuant to section 515 of the Corporate Enterprises Act.
- Fourteen.** Information on the modification of the Regulations of the Board resolved by the Board of Directors.
- Fifteen.** Authorisation to put on record in a public instrument, execute, develop, rectify and implement the resolutions adopted at the Annual General Meeting.

OTHER INFORMATION

PROXIES FOR SPLIT VOTES

Any intermediaries legitimately recognised as shareholders by virtue of the accounting record of the shares but acting on behalf of several final beneficiaries may grant proxies for voting in favour of each of the final beneficiaries or third parties designated by the latter, with no limit on the number of proxies that may be granted. For this purpose, they may use as many proxy cards as may be necessary to grant proxies, accompanied in all cases by the cards issued by the depositaries.

SHAREHOLDERS' ELECTRONIC FORUM

An Electronic Shareholders' Forum is enabled for this General Meeting on the Company's website www.ebrofoods.es. Access to the forum is permitted, with due guarantees, by both individual shareholders and any voluntary pooling that may be arranged in accordance with the applicable laws and regulations. The purpose of this forum is to facilitate communication among shareholders prior to the general meeting. The regulations of the Shareholders' Forum are available on the Company's website www.ebrofoods.es.

PERSONAL DATA PROTECTION

The personal data provided on this card will be processed by Ebro Foods, S.A. as controller, for the purpose of managing exercise and control of the shareholders' rights and on the basis of execution of the relationship and compliance with the legal obligations incumbent on Ebro Foods, S.A. as a corporate enterprise. You may exercise your rights of access, rectification, objection, erasure, portability, restriction of processing and any other rights to which you may be entitled pursuant to the applicable data protection laws and regulations by writing to Ebro, enclosing proof of identity, in a letter sent to Ebro at Paseo de la Castellana nº 20, 3ª planta, 28046 Madrid, marking the envelope "Personal data protection", or by e-mail to 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 Annual General Meeting, retrievable from www.ebrofoods.es.