

**FINANCIAL STATEMENTS AND MANAGEMENT REPORT**

**FOR THE YEAR ENDED**

**DECEMBER 31, 2020**

**EBRO FOODS, S.A.**

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<b>EBRO FOODS, S.A.</b>			
<b>BALANCE SHEET AT DECEMBER 31, 2020 AND 2019</b>			
Thousands of euros			
<b>ASSETS</b>		<b>Note</b>	<b>31.12.20</b>
			<b>31.12.19</b>
<b>A) NON-CURRENT ASSETS</b>			<b>2,085,244</b>
<b>I. Intangible assets</b>	<b>5</b>	<b>5,202</b>	<b>5,994</b>
3. Patents, licenses and trademarks		3,930	4,717
5. Software		1,272	1,277
<b>II. Property, plant and equipment</b>	<b>6</b>	<b>723</b>	<b>683</b>
1. Land and buildings		0	0
2. Plant and other PP&E		723	683
<b>III. Investment properties</b>	<b>7</b>	<b>8,509</b>	<b>8,543</b>
1. Land		7,276	7,276
2. Buildings		1,233	1,267
<b>IV. Non-current investments in group companies and associates</b>	<b>8</b>	<b>2,063,955</b>	<b>2,064,681</b>
1. Equity instruments		1,863,955	1,864,681
2. Loans to companies	<b>8 &amp; 17</b>	200,000	200,000
<b>V. Non-current financial assets</b>	<b>9</b>	<b>146</b>	<b>20,216</b>
2. Loans to third parties		0	20,070
5. Other financial assets		146	146
<b>VI. Deferred tax assets</b>	<b>15</b>	<b>6,709</b>	<b>6,240</b>
<b>B) CURRENT ASSETS</b>			<b>41,468</b>
<b>III. Trade and other receivables</b>	<b>9 &amp; 10</b>	<b>18,531</b>	<b>13,340</b>
1. Trade receivables		124	55
2. Trade receivables, group companies and associates	<b>17</b>	11,187	8,031
3. Sundry receivables		8	8
4. Receivable from employees		7	17
5. Current tax assets	<b>15</b>	6,183	4,439
6. Other tax receivables	<b>15</b>	1,022	790
<b>IV. Current investments in group companies and associates</b>		<b>0</b>	<b>27</b>
2. Loans to companies	<b>17</b>	0	27
<b>V. Current financial assets</b>	<b>9</b>	<b>0</b>	<b>1,464</b>
2. Loans to third parties		0	1,464
<b>VI. Prepayments and accrued income</b>		<b>0</b>	<b>0</b>
<b>VII. Cash and cash equivalents</b>	<b>11</b>	<b>22,937</b>	<b>21,049</b>
1. Cash		22,937	21,049
<b>TOTAL ASSETS</b>			<b>2,126,712</b>
			<b>2,142,237</b>

The accompanying notes 1 to 20 are an integral part of the balance sheet at December 31, 2020.

<b>EBRO FOODS, S.A.</b>			
<b>BALANCE SHEET AT DECEMBER 31, 2020 AND 2019</b>			
Thousands of euros			
<b>LIABILITIES</b>		<b>Note</b>	<b>31.12.20</b>
			<b>31.12.19</b>
<b>A) EQUITY</b>			<b>1,086,219</b>
<b>A.1) CAPITAL AND RESERVES</b>		<b>12</b>	<b>1,437,959</b>
<b>I. Capital</b>			<b>92,319</b>
1. Issued capital			92,319
<b>II. Share premium</b>			<b>5</b>
<b>III. Reserves</b>			<b>959,434</b>
1. Legal and statutory reserves			18,464
2. Other reserves			940,970
<b>VII. Profit/(loss) for the year</b>			<b>34,461</b>
<b>A.2) VALUATION ADJUSTMENTS</b>			<b>0</b>
<b>B) NON-CURRENT LIABILITIES</b>			<b>650,546</b>
<b>I. Non-current provisions</b>		<b>14</b>	<b>18,622</b>
1. Non-current employee benefit obligations			2,652
4. Other provisions			15,970
<b>II. Non-current borrowings</b>		<b>9</b>	<b>207,513</b>
2. Bank borrowings		<b>13</b>	199,851
4. Derivatives		<b>9</b>	7,650
5. Other financial liabilities			12
<b>III. Non-current borrowings from group companies and associates</b>		<b>17</b>	<b>370,209</b>
<b>IV. Deferred tax liabilities</b>		<b>15</b>	<b>54,202</b>
<b>C) CURRENT LIABILITIES</b>			<b>389,947</b>
<b>III. Current borrowings:</b>		<b>9</b>	<b>365,143</b>
2. Bank borrowings		<b>13</b>	365,143
<b>IV. Current borrowings from group companies and associates</b>		<b>17</b>	<b>300</b>
<b>V. Trade and other accounts payable:</b>		<b>9</b>	<b>24,504</b>
1. Trade payables			626
2. Trade payables, group companies and associates			21
4. Employee benefits payable			4,691
6. Other tax payables		<b>15</b>	19,166
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>2,126,712</b>
			<b>2,142,237</b>

The accompanying notes 1 to 20 are an integral part of the balance sheet at December 31, 2020.

<b>EBRO FOODS, S.A.</b>			
<b>STATEMENT OF PROFIT OR LOSS FOR THE YEARS ENDED</b>			
<b>DECEMBER 31, 2020 AND 2019</b>			
Thousands of euros	<b>Note</b>	<b>2020</b>	<b>2019</b>
<b>CONTINUING OPERATIONS</b>			
<b>Revenue</b>		<b>48,916</b>	<b>929,269</b>
Revenue from services rendered		3,715	3,438
Dividends from group companies and associates	<b>8 &amp; 17</b>	43,123	925,803
Finance income from group companies	<b>17</b>	2,078	28
<b>Other operating income</b>		<b>5,510</b>	<b>5,507</b>
Ancillary and other operating income		5,510	5,507
<b>Employee benefits expense</b>		<b>(13,602)</b>	<b>(11,624)</b>
Wages, salaries and similar		(10,734)	(9,429)
Employee benefits		(1,220)	(1,194)
Termination benefits		0	(155)
Provisions		(1,648)	(846)
<b>Other operating expenses</b>		<b>(9,750)</b>	<b>(13,844)</b>
External services		(9,200)	(12,877)
Taxes other than income tax		(582)	(950)
Other operating expenses	<b>14</b>	0	(17)
<b>Depreciation and amortization</b>	<b>5, 6 &amp; 7</b>	<b>(1,384)</b>	<b>(1,370)</b>
<b>Impairment of and gains/(losses) on disposal of fixed assets</b>		<b>213</b>	<b>922</b>
Gains/(losses) on disposals	<b>7</b>	213	922
<b>OPERATING PROFIT</b>		<b>29,903</b>	<b>908,860</b>
<b>Finance income</b>		<b>1,088</b>	<b>1,020</b>
From marketable securities and other financial instruments:			
Third parties		1,088	1,020
<b>Finance costs</b>		<b>(4,323)</b>	<b>(17,508)</b>
Borrowings from group companies and associates	<b>17</b>	(2,285)	(12,952)
Third-party borrowings		(2,038)	(4,556)
<b>Change in fair value of financial instruments</b>		<b>700</b>	<b>(5,981)</b>
Held-for-trading portfolio and other securities	<b>9</b>	700	(5,981)
<b>Net exchange gains/(losses)</b>	<b>9</b>	<b>1,093</b>	<b>(1,541)</b>
<b>Impairment of and gains/(losses) on disposal of financial assets</b>		<b>1,666</b>	<b>1,363</b>
Impairment and write-downs	<b>8</b>	5,900	(8,017)
Gains/(losses) on disposals	<b>9</b>	(4,234)	9,380
<b>NET FINANCE INCOME/(COST)</b>		<b>224</b>	<b>(22,647)</b>
<b>PROFIT BEFORE TAX</b>		<b>30,127</b>	<b>886,213</b>
<b>Income tax</b>	<b>15</b>	<b>4,334</b>	<b>1,055</b>
<b>PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS</b>		<b>34,461</b>	<b>887,268</b>
<b>DISCONTINUED OPERATIONS</b>			
Profit/(loss) for the year from discontinued operations, net of income tax		0	0
<b>PROFIT FOR THE YEAR</b>		<b>34,461</b>	<b>887,268</b>

The accompanying notes 1 to 20 are an integral part of the statement of profit or loss for the year ended December 31, 2020.

EBRO FOODS, S.A. STATEMENT OF RECOGNIZED INCOME AND EXPENSES FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019			
Thousands of euros		<u>Note</u>	<u>2020</u>
			<u>2019</u>
<b>A) Profit as per statement of profit or loss</b>			<b>34,461</b>
<b>Income and expense recognized directly in equity</b>			
<b>I. Measurement of financial instruments</b>			
1. Available-for-sale financial assets	9	0	0
2. Other income/expense			
<b>II. Cash flow hedges</b>			
<b>III. Grants, donations and bequests received</b>			
<b>IV. Actuarial gains and losses and other adjustments</b>			
V. Tax effect		0	0
<b>B) Total income and expense recognized directly in equity</b>			<b>0</b>
<b>Amounts reclassified to profit or loss</b>			
<b>VI. Measurement of financial instruments</b>			
1. Available-for-sale financial assets	9	0	0
2. Other income/expense			
<b>VII. Cash flow hedges</b>			
<b>VIII. Grants, donations and bequests received</b>			
IX. Tax effect		0	0
<b>C) Total amounts reclassified to profit or loss</b>			<b>0</b>
<b>TOTAL RECOGNIZED INCOME AND EXPENSE (A + B + C)</b>			<b>34,461</b>
			<b>887,268</b>

The accompanying notes 1 to 20 are an integral part of the statement of recognized income and expense for the year ended December 31, 2020.

<b>EBRO FOODS, S.A.</b>											
<b>STATEMENT OF TOTAL CHANGES IN EQUITY FOR THE YEARS</b>											
<b>ENDED DECEMBER 31, 2020 AND 2019</b>											
Thousands of euros	Capital	Share premium	Reserves	Own shares	Retained earnings	Profit for the year	Interim dividend	Other equity instruments	Valuation adjustments	Grants, donations and bequests received	TOTAL
<b>OPENING BALANCE AT 31/12/2018</b>	92,319	5	550,846	0	0	(4,776)	0	0	0	0	638,394
I. Restatements for changes in accounting criteria											0
II. Restatements for prior-year errors											0
<b>RESTATED BALANCE AT 1/1/2019</b>	92,319	5	550,846	0	0	(4,776)	0	0	0	0	638,394
<b>I. Total recognized income and expense</b>						887,268			0		887,268
<b>II. Transactions with shareholders and owners:</b>	0	0	(87,705)	0	0	0	0	0	0	0	(87,705)
- Dividend distribution			(87,703)								(87,703)
- Transactions with own shares (net)			(2)								(2)
- Other transactions with shareholders											0
<b>III. Other changes in equity</b>			(4,774)			4,776					2
<b>CLOSING BALANCE AT 31/12/2019</b>	92,319	5	458,367	0	0	887,268	0	0	0	0	1,437,959
I. Restatements for changes in accounting criteria											0
II. Restatements for prior-year errors											0
<b>RESTATED BALANCE AT 1/1/2020</b>	92,319	5	458,367	0	0	887,268	0	0	0	0	1,437,959
<b>I. Total recognized income and expense</b>						34,461			0		34,461
<b>II. Transactions with shareholders and owners:</b>	0	0	(386,202)	0	0	0	0	0	0	0	(386,202)
- Dividend distribution			(386,202)								(386,202)
- Transactions with own shares (net)			0								0
- Other transactions with shareholders											0
<b>III. Other changes in equity</b>			887,269			(887,268)					1
<b>CLOSING BALANCE AT 31/12/2020</b>	92,319	5	959,434	0	0	34,461	0	0	0	0	1,086,219

The accompanying notes 1 to 20 are an integral part of the statement of total changes in equity for the year ended December 31, 2020.

<b>EBRO FOODS, S.A.</b>				
<b>STATEMENT OF CASH FLOWS FOR THE YEARS</b>				
<b>ENDED DECEMBER 31, 2020 AND 2019</b>				
Thousands of euros		<b>Note</b>	<b>2020</b>	
			<b>2019</b>	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			<b>50,774</b>	<b>281,898</b>
<b>1. Profit for the year before tax</b>			<b>30,127</b>	<b>886,213</b>
<b>2. Adjustments for non-cash income and expenses:</b>			<b>(42,606)</b>	<b>(901,890)</b>
a) Depreciation and amortization (+)	5.6 & 7		1,384	1,370
b) Impairment charges (+/-)	8		(5,900)	8,017
c) Changes in provisions (+/-)	14		1,648	846
e) Gains/(losses) on derecognition and disposal of fixed assets (+/-)	7		(213)	(922)
f) Gains/(losses) on derecognition and disposal of financial instruments (+/-)	8		4,234	(9,380)
g) Finance income (-)			(3,166)	(1,048)
h) Finance costs (+)			3,623	23,489
i) Exchange differences (+/-)	9.1		(1,093)	1,541
k) Other income and expenses (+/-)			(43,123)	(925,803)
<b>3. Changes in working capital</b>			<b>18,587</b>	<b>844</b>
b) Trade and other accounts receivable (+/-)			291	(68)
c) Other current assets (+/-)			0	(74)
d) Trade and other payables (+/-)			18,296	986
<b>4. Other cash flows from operating activities</b>			<b>44,666</b>	<b>296,731</b>
a) Interest paid (-)			(2,189)	(5,258)
b) Dividends received (+)			43,123	293,996
c) Interest received (+)			2,028	0
d) Income tax receipts (payments) (+/-)			1,704	7,993
<b>NET CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES</b>			<b>16,898</b>	<b>(288,793)</b>
<b>6. Payments for investments (-)</b>			<b>(615)</b>	<b>(312,641)</b>
a) Group companies and associates			0	(311,111)
b) Intangible assets			(340)	(1,229)
c) Property, plant and equipment	6		(275)	(301)
<b>7. Proceeds from disposals (+)</b>			<b>17,513</b>	<b>23,848</b>
a) Group companies and associates			17,300	21,564
b) Intangible assets			0	1,055
c) Property, plant and equipment			0	989
d) Investment properties			213	240
<b>NET CASH FLOWS (USED IN)/FROM FINANCING ACTIVITIES</b>			<b>(63,489)</b>	<b>28,122</b>
<b>9. Proceeds from and payments for equity instruments</b>			<b>(644)</b>	<b>(599)</b>
c) Acquisition of own equity instruments (-)			(644)	(599)
<b>10. Proceeds from and repayment of financial liabilities</b>			<b>323,357</b>	<b>116,424</b>
<b>a) Issuance of:</b>			<b>555,363</b>	<b>510,821</b>
2. Bank borrowings (+)			405,349	429,628
3. Borrowings from group companies and associates (+)			150,014	81,193
<b>b) Repayment of:</b>			<b>(232,006)</b>	<b>(394,397)</b>
2. Bank borrowings (-)			(188,595)	(387,396)
3. Borrowings from group companies and associates (-)			(43,336)	(6,925)
4. Other borrowings (-)			(75)	(76)
<b>11. Dividends and payments on other equity instruments</b>			<b>(386,202)</b>	<b>(87,703)</b>
a) Dividends (-)			(386,202)	(87,703)
<b>EFFECT OF CHANGES IN EXCHANGE RATES ON CASH AND CASH EQUIVALENTS</b>			<b>(2,295)</b>	<b>(722)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>			<b>1,888</b>	<b>20,505</b>
<b>Cash and cash equivalents, opening balance</b>			<b>21,049</b>	<b>544</b>
<b>Cash and cash equivalents, closing balance</b>			<b>22,937</b>	<b>21,049</b>

The accompanying notes 1 to 20 are an integral part of the statement of cash flows for the year ended December 31, 2020.

## **EBRO FOODS, S.A.**

### **Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)**

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#### **1. CORPORATE INFORMATION**

Ebro Foods, S.A., a Spanish public limited company (*sociedad anónima*), hereinafter, the Company, was created by the merger by absorption of Puleva S.A. into Azucarera Ebro Agrícolas S.A. on January 1, 2001. On the occasion of that transaction, Azucarera Ebro Agrícolas, S.A.'s name was changed to Ebro Puleva, S.A. Later, at the Annual General Meeting of June 1, 2010, its registered name was changed again to its current name: Ebro Foods, S.A.

The Company's current registered office is in Madrid (28046), at Paseo de la Castellana, 20. The Company's corporate object is to perform the following business activities in Spanish and foreign markets:

- a) The production, preparation, sale, research, export and import of all manner of food and dietary products for both human and animal consumption, in addition to energy food products, including their by-products and waste, and, in particular, rice, pasta, sauces and all manner of nutritional products.
- b) The production, exploitation and sale of all manner of food, soft and alcoholic beverages.
- c) The use of by-products and the provision of services or products of all types relating to the aforementioned activities, including refrigeration cabinets, ice, industrial gas, steam, cold and energy.
- d) The acquisition, lease, creation, installation, development and management of industrial, farming and livestock facilities in the food, nutrition and beverage (including alcohol) industries.
- e) The performance of projects and installation work and the provision of all manner of technical assistance to other companies in the aforementioned industries; the creation, development, protection and use of patents, trademarks and other assets susceptible to intellectual property protection.
- f) Staff training, computer programming or management, investment and monetization of resources, advertising and image, transport, distribution and sale and marketing activities that are ancillary or complementary to the aforementioned activities.

The activities comprising the Company's corporate object may be carried on through the subscription or acquisition of shares or other equity interests in companies with an identical or similar corporate purpose.

Ebro Foods, S.A. is the parent of a consolidated group comprising it and its subsidiaries and associates (the Ebro Group or the Group) with which it has separately presented consolidated financial statements for 2020, which were authorized for issue by the Board of Directors of Ebro Foods, S.A. on March 24, 2021. The 2019 consolidated financial statements were approved at the Annual General Meeting held by Ebro Foods, S.A. on July 29, 2020 and duly filed with Madrid's Companies Register.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

This fact should be taken into consideration in assessing the working capital position typical of year-end in the separate annual financial statements of Ebro Foods, S.A., which, as the Group's parent company, has the option of financing itself via dividends and additional bank or group financing, among other alternatives.

The key figures contained in the 2020 and 2019 consolidated financial statements, which were drawn up in accordance with Final Provision Eleven of Spanish Law 62/2003, of December 30, 2003, under the International Financial Reporting Standards approved by the European Commission, are replicated below:

Thousands of euros	At 31/12/2020		At 31/12/2019 Restated	
Total assets		<b>4,035,662</b>		<b>4,381,004</b>
Equity:		<b>1,957,798</b>		<b>2,291,670</b>
- Attributable to equity holders of the parent	1,927,351		2,262,203	
- Attributable to non-controlling interests	30,447		29,467	
Revenue		<b>2,897,589</b>		<b>2,510,381</b>
Profit for the year:		<b>206,651</b>		<b>150,288</b>
- Attributable to equity holders of the parent	192,415		141,752	
- Attributable to non-controlling interests	14,236		8,536	

## 2. BASIS OF PRESENTATION OF THE FINANCIAL STATEMENTS

The figures provided in these financial statements are presented in thousands of euros, unless otherwise indicated.

### Financial reporting framework applicable to the Company

The accompanying financial statements were authorized for issue by the directors in keeping with the financial reporting regulatory framework applicable to Company, namely:

- a) Spain's Code of Commerce and other company law.
- b) Spain's General Accounting Plan, enacted by Royal Decree 1514/2007, as amended in 2016 by Royal Decree 602/2016, and other prevailing company law.
- c) The binding rules issued by the ICAC enacting the General Accounting Plan and its complementary rules and regulations.
- d) Other applicable Spanish accounting regulations.

### Fair presentation

The accompanying financial statements were prepared from the Company's accounting records in keeping with the prevailing applicable financial reporting framework and, specifically, the accounting principles and criteria contained therein, to present fairly the Company's equity and financial position at year-end and financial performance and cash flows during the year.

## **EBRO FOODS, S.A.**

### **Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)**

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These financial statements have been authorized for issue by the Company's directors and will be submitted for shareholder approval at the Annual General Meeting at which they are expected to be ratified without modification. The 2019 financial statements were approved at the Annual General Meeting held on July 29, 2020.

#### **Comparative information**

The information provided in these financial statements in respect of 2020 is presented to enable a reader comparison with the equivalent 2019 figures.

#### **Critical issues regarding the measurement and estimation of uncertainty**

The directors have prepared the Company's financial statements using estimates based on historical experience and other factors considered reasonable under the circumstances. The carrying amounts of assets and liabilities that are not readily apparent from other sources were established on the basis of those estimates. The Company reviews those estimates continually. However, given the uncertainty inherent in those estimates, there is a considerable risk that the carrying amounts of affected assets and liabilities may have to be significantly adjusted in the future should material changes occur in the assumptions, events or circumstances on which they were based.

In addition to other relevant information regarding the estimation of uncertainty at the reporting date, the key assumptions regarding the future that imply a risk that the carrying amounts of assets and liabilities may require material adjustment in the next financial year, are as follows:

##### **Taxation**

In accordance with prevailing tax legislation, tax returns cannot be considered final until they have been inspected by the tax authorities or until the four-year inspection period from the date of presentation of the respective returns has elapsed. The directors believe that no significant additional tax liabilities would arise for the Company in the event of a tax inspection (note 15).

##### **Impairment of non-financial assets**

Until December 31, 2015, the Company used to test its non-financial assets for signs of impairment annually. Specifically, indefinite-lived intangible assets were tested for impairment at least annually.

Since January 1, 2016, as provided for in Spanish Royal Decree 602/2016 December 2nd, which introduces a change in the criteria applicable to the amortization of intangible assets, those assets are now subject to amortization on a straight-line basis over a 10-year period. Irrespective of the new amortization regime, those intangible assets are tested for signs of impairment annually, along with the rest of the Company's non-financial assets.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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#### Deferred tax assets

Deferred tax assets are recognized on the basis of the Company's estimates regarding the probability of occurrence and level of future taxable profits (note 15).

#### Provisions

The Company recognizes provisions for liabilities in keeping with the accounting policy outlined in note 4.n below. The Company has made judgments and estimates as to the likelihood that the provisioned liabilities will materialize, as well as the corresponding amounts, and has recognized provisions when the liability is deemed probable, estimating the cost that would be generated by the obligating event (note 14).

Although the above-mentioned estimates were made on the basis of the best information available at year-end, events that take place in the future, specifically including events related with the COVID-19 situation (outlined below), might make it necessary to revise them (upwards or downwards) in coming years. Any changes in accounting estimates would be applied prospectively.

#### **COVID-19: Implications of the pandemic on the 2020 financial statements**

On March 11, 2020, the World Health Organization escalated the status of the public health crisis triggered by the expansion of the coronavirus (COVID-19) to that of a global pandemic. The speed at which events unfolded, in Spain and abroad, has caused an unprecedented health crisis that has impacted the macroeconomic environment and the Group's business performance.

To tackle that situation, among other things, the Spanish government declared a state of alarm, which finalized on June 21, 2020 but was later reinstated until May 9, 2021, and passed a raft of extraordinary urgent measures designed to mitigate the economic and social fallout from COVID-19. Other countries have taken similar actions, introducing their own measures.

On the basis of the most updated information available, in order to duly reflect the prevailing and prospective impact of the situation induced by COVID-19 on the financial situation, performance and cash flows of Ebro Foods, S.A., the following specific disclosures are made:

1. To date there have been no material adverse impacts on the financial position, earnings performance or cash flows of Ebro Foods, S.A. or its consolidated group.
2. Ebro Foods, S.A., in its capacity as the holding company for its group of subsidiaries and associates, does not carry on industrial or sales activities directly. It has not therefore been impacted by the pandemic in that respect. Nor has the Ebro Group sustained material adverse impacts. The reader is referred to the COVID-19 disclosures made in the notes to the Group's 2020 consolidated financial statements.

## **EBRO FOODS, S.A.**

### **Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)**

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3. The pandemic is not over and is having different impacts in each country. Given the complexity of the situation and difficulty implicit in assessing its direction, it is not presently possible to make a reliable quantitative estimate of its potential additional impact, if any, on Ebro Foods, S.A. or its Group beyond December 31, 2020, which, if necessary, will be recognized prospectively in the 2021 financial statements.

4. Ebro Foods, S.A. continues to take the steps required to tackle the situation and minimize its impact. It believes that the situation is circumstantial and, based on its most recent estimates and its liquidity position as of the reporting date, will not compromise its ability to continue as a going concern.

#### **Transactions concluded in 2020 that affect the basis of presentation**

The Company did not undertake any transactions in 2020 that affect the presentation or comparability of these financial statements.

In 2019, as indicated under item a) below, the Company liquidated Beira Terrace (Portugal), a wholly-owned subsidiary. No other corporate transactions with an impact on the presentation or comparability of these financial statements were closed in 2019.

Other transactions undertaken in prior years require specific disclosures in subsequent reporting periods, as outlined below:

- a) The liquidation of Beira Terrace Soc.de Const., Ltda. (Portugal), all of whose assets and liabilities were assigned to Ebro Foods, S.A. by way of liquidating dividend: This Ebro Foods, S.A. subsidiary was dissolved in December 2019, its only significant transferred asset being a property in the Portuguese city of Setúbal (carried at 737 thousand euros). It did not have any liabilities.
- b) Merger by absorption of Productos La Fallera, S.A.:  
Refer to the 2003 financial statements.
- c) Dissolution of Azucarera Ebro Agrícolas Gestión de Patrimonio, S.L. (GDP), transferring all of its assets and liabilities to Ebro Foods, S.A.:  
Refer to the 2003 financial statements.
- d) Non-monetary contribution to Ebro Financial Corporate Services S.L.:  
Refer to the 2012 financial statements.
- e) Liquidation of Azucarera Energías, S.A. in December 2015:  
Refer to the 2015 financial statements.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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#### 3. APPROPRIATION OF PROFIT

	Amount (thousands of euros)
<b><u>Basis of appropriation</u></b>	
Unrestricted reserves	937,800
Profit for the year (as per statement of profit or loss)	34,461
	<u>972,961</u>

The distribution of profit proposed by the directors of Ebro Foods, S.A. at a meeting of the Board of Directors held on December 16, 2020 for submission for ratification at the upcoming Annual General Meeting is as follows:

The profit generated by the Ebro Foods Group in 2020 makes it possible, as in prior years, to propose the payment of a cash dividend, with a charge against unrestricted reserves and profit for the year, of 0.57 euros per share, payable in the course of 2021, in a total amount of 87,703 thousand euros (note 12.g).

The dividend will be paid out in three equal instalments of 0.19 euros per share on April 6, June 30 and October 1, 2021.

#### Limitations on the distribution of dividends

The Company is obliged to transfer 10% of profit for the year to a legal reserve until this reserve reaches an amount equal to at least 20% of share capital. This reserve cannot be distributed to shareholders (note 12.c) unless it exceeds and only in the amount by which it exceeds this 20% threshold.

Once the legal and bylaw-stipulated requirements have been met, dividends may be distributed against profit for the year or freely distributable reserves so long as the value of equity is not lower than or would not fall below share capital as a result of the distribution. Any profit recognized directly in equity may not be distributed either directly or indirectly for such purposes. If prior-year losses were to reduce the Company's equity to below the amount of share capital, profit would have to be allocated to offset those losses.

#### 4. RECOGNITION AND MEASUREMENT STANDARDS

##### a) Intangible assets

Intangible assets are initially measured at either acquisition or production cost. The cost of intangible assets acquired in a business combination is their acquisition-date fair value.

Following initial recognition, they are stated at cost less accumulated amortization and any impairment losses.

Intangible assets are assets with a finite useful life and are therefore amortized on a straight-line basis as a function of their estimated useful life and residual value. Amortization methods and periods are reviewed at the end of each reporting period, and adjusted prospectively where applicable.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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Intangible assets are tested for impairment at least at each financial year-end and any impairment is recognized. Patents, licenses and trademarks are amortized on a straight-line basis over their useful lives, generally 10 years, while computer software is amortized over an estimated useful life of four years.

#### **b) Property, plant and equipment**

Items of property, plant and equipment are initially recognized at either acquisition or production cost. The cost of property, plant and equipment acquired in a business combination is the fair value of the assets at the acquisition date. Following initial recognition, these assets are carried at cost less accumulated depreciation and any impairment losses.

The cost of assets acquired or produced since January 1, 2008 that require more than one year to get ready for use (qualifying assets) includes borrowing costs accrued prior to putting the assets to use whenever such expenses meet the capitalization requirements.

Property, plant, and equipment likewise includes the initial estimate of the present value of asset dismantling or retirement obligations and other associated costs, such as the cost of restoring assets, when these obligations trigger the recognition of provisions.

Expenses for repairs that do not prolong the useful life of the assets, as well as maintenance expenses, are taken to profit and loss in the year incurred. Expenses incurred for expansion or improvements that increase the productivity or prolong the useful life of those assets are capitalized as an increase in the carrying amount of the item.

Depreciation charges are recognized in the statement of profit or loss. Assets are depreciated from when they are available for use.

Items of property, plant and equipment are depreciated on a straight-line basis over their respective estimated useful lives, taking into consideration actual depreciation sustained through operation, usage and wear and tear, as follows:

<b>Depreciation rates</b>	
Buildings	2.0% to 3.0%
Machinery, plant and tools	2.0% to 8.0%
Furniture and other fixtures	10.0% to 25.0%
Vehicles	5.5% to 16.0%

The Company reviews its material assets' residual values, useful lives and depreciation methods at each year-end and adjusts them prospectively where applicable.

**c) Investment properties**

Investment properties comprise land and buildings that are leased to third parties or not being used for operating purposes. Buildings so classified are depreciated on a straight-line basis over an estimated useful life of 50 years.

The measurement criteria applicable to property, plant and equipment apply in full to investment properties. Transfers are made to (or from) investment property only when there is a change in use.

**d) Exchanges of assets**

Assets acquired in exchange for other assets are analyzed individually to determine whether the related transaction has commercial substance.

When the transaction has commercial substance, the asset received is measured at the fair value of the asset given up, plus any monetary compensation where applicable, except for transactions for which the evidence supporting the fair value of the asset received is better, in which case this measurement is taken. Any valuation differences arising upon derecognition of the asset given up are recognized in the statement of profit or loss.

When the exchange does not have commercial substance or when the fair value of the assets exchanged cannot be reliably measured, the asset received is measured at the carrying amount of the asset given up, plus monetary consideration given, if any.

**e) Impairment of non-current and non-financial assets**

The Company assesses whether there is any indication that any non-current, non-financial asset or cash-generating unit may be impaired at least at each reporting date. If there is any indication of impairment, the asset's recoverable amount is estimated.

The recoverable amount is the higher of fair value less costs to sell and value in use. When the carrying amount exceeds the recoverable amount, the asset is considered impaired.

Value in use is the present value of expected future cash flows, discounted using risk-free market rates, adjusted for the risks specific to the asset. For those assets that do not generate cash flows that are largely independent of those of other assets or groups of assets, the recoverable amount is determined for the cash-generating units to which the assets belong.

Impairment losses and any subsequent reversals are recognized in profit and loss. Impairment losses are reversed only if the circumstances giving rise to them have ceased to exist. Goodwill impairment losses are not reversed. Any such reversal is limited to the carrying amount that would have been determined had no impairment loss been recognized for the asset in question.

**f) Leases**

Leases are classified as finance leases when, based on the economic terms of the arrangement, substantially all the risks and rewards incidental to ownership of the leased item have been transferred to the lessee. All other lease arrangements are classified as operating leases.

*Company as lessee*

Assets acquired under finance leases are classified by their nature within property, plant and equipment and are measured at the lower of the fair value of the leased property and the present value of the minimum lease payments; a corresponding financial liability is recognized in the same amount. Lease payments are apportioned between finance charges and reduction of the lease liability. Leased assets are depreciated, impaired and derecognized using the same criteria as apply to owned assets of a similar nature.

Operating lease payments are expensed in profit and loss as they accrue.

*Company as lessor*

Rental income from operating leases is recognized in the statement of profit or loss as accrued. Direct costs incurred in negotiating operating leases are added to the carrying amount of the leased asset and are expensed over the term of the lease using the same criteria as are used to recognize lease income.

**g) Financial assets**

1) *Classification and measurement*

1.1) *Loans and receivables*

The Company recognizes trade and non-trade receivables in this category, which includes financial assets with fixed or determinable payments not quoted on active markets that it expects to recover in full, other than because of credit impairment.

Upon initial recognition on the balance sheet, these investments are recognized at fair value, which, unless there is evidence to the contrary, is the transaction price, deemed equivalent to the fair value of the consideration paid plus directly attributable transaction costs. Subsequent to initial recognition, these financial assets are measured at amortized cost.

Nevertheless, trade receivables that mature within less than one year from the reporting date with no contractual interest rate, as well as advances, loans to employees, deposits, dividends receivable and called-up payments on equity instruments, the amount of which is expected to be realized in the short term, are carried at their nominal value both upon initial and subsequent measurement when the effect of not discounting the cash flows is not material.

*1.2) Held-to-maturity investments*

Held-to-maturity investments include debt instruments with fixed maturities and fixed or determinable payments traded on active markets which the Company has the positive intention and the ability to hold to maturity.

Upon initial recognition on the balance sheet, these investments are recognized at fair value, which, unless there is evidence to the contrary, is the transaction price, deemed equivalent to the fair value of the consideration paid plus directly attributable transaction costs.

Subsequent to initial recognition, these financial assets are measured at amortized cost.

*1.3) Equity investments in group companies, jointly-controlled entities and associates*

This category includes investments in entities over which the Company exercises control, joint control under bylaw stipulations or by contractual arrangement, or has significant influence. Equity investments in group companies, jointly controlled entities and associates are initially measured at fair value. In the absence of evidence to the contrary, that is the transaction price, which is equivalent to the fair value of the consideration given plus directly attributable transaction costs. However, in non-monetary contributions to a group company for the purpose of a business, the Company measures its investment at the carrying amount at which the contributed items constituting the business are recognized. The initially-recognized amount of an equity investment includes preferential subscription and similar rights acquired.

Equity investments in group companies, jointly controlled entities and associates are subsequently measured at cost less any accumulated impairment.

When an investment is newly classified as an investment in a group company, jointly controlled entity or associate, cost is deemed to be the investment's recognized carrying amount; previously-recognized unrealized valuation adjustments are left in equity until the investment is either sold or impaired.

Where preferential subscription or similar rights are sold or separated for the purpose of exercising them, the cost of the rights decreases the carrying amount of the respective assets.

In the case of equity investments in group companies that give control over the subsidiary, the fees paid to legal advisors and other professionals in connection with the acquisition have been recognized directly in the statement of profit or loss since January 1, 2010.

*1.4) Financial assets held for trading*

This category includes financial assets created or acquired for the purpose of obtaining a profit in the short term. This category also includes derivative financial instruments that have not been designated as hedging instruments.

**Notes to the financial statements for the year ended December 31, 2020  
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They are initially recognized at fair value which is equivalent to their transaction price, barring evidence to the contrary. Transaction costs that are directly attributable to their issuance are recognized in profit or loss.

The initially-recognized amount of an equity investment includes preferential subscription and similar rights acquired.

Subsequent to initial recognition, financial assets held for trading are carried at fair value without any deduction for transaction costs that may be incurred on sale or other disposal. Changes in fair value are recognized in profit or loss.

*1.5) Available-for-sale financial assets*

This category includes debt securities and equity instruments that have not been classified in any of the preceding categories.

Upon initial recognition on the balance sheet, these investments are recognized at fair value, which, unless there is evidence to the contrary, is the transaction price, deemed equivalent to the fair value of the consideration paid plus directly attributable transaction costs. The initially-recognized amount of an equity investment includes preferential subscription and similar rights acquired.

After initial recognition, these assets are stated at fair value including any transaction costs relating to their sale. Changes in fair value are recognized directly in equity until the investment is derecognized or determined to be impaired, at which time the cumulative gain or loss previously deferred in equity is taken to the statement of profit or loss. However, foreign exchange gains and losses on monetary assets denominated in foreign currency are recognized in profit or loss.

Equity instruments whose fair value cannot be reliably determined are measured at cost, less any cumulative impairment.

Where preferential subscription or similar rights are sold or separated for the purpose of exercising them, the cost of the rights decreases the carrying amount of the respective assets.

*1.6) Hedging derivatives*

These are derivatives that qualify for hedge accounting.

Financial instruments that have been designated as hedging instruments or hedged items are measured as described in note 4.j below.

2) Derecognition

Financial assets are derecognized when (i) the contractual rights to the related cash flows have expired; or (ii) when the assets have been transferred, provided that the risks and rewards incidental to ownership have been substantially transferred.

If the Company has neither substantially transferred nor retained the risks and rewards incidental to ownership of the financial asset, it is derecognized when control over the asset is relinquished. If control over the asset is retained, the Company continues to recognize it to the extent to which it is exposed to changes in the value of the transferred asset, i.e. to the extent of its continuing involvement, recognizing the associated liability as well.

The difference between the consideration received, net of attributable transaction costs, including any new financial asset obtained less any liability assumed, and the carrying amount of the asset transferred, plus any cumulative gain or loss recognized directly in equity, determines the gain or loss generated upon derecognition, and is included in the statement of profit or loss for the year to which it relates.

The Company does not derecognize financial assets in respect of the sale of financial assets in which it has retained substantially the risks and rewards incidental to ownership, such as discounted bills, recourse factoring, disposals of financial assets under repurchase agreements at fixed prices or at the sale price plus interest, and securitizations of financial assets in which it retains subordinate financing or other types of guarantees which substantially absorb estimated losses. In those instances, it recognizes a financial liability at an amount equal to the consideration received.

3) Interest and dividend income generated by financial assets

Interest and dividends accrued on financial assets subsequent to their acquisition are recognized as income; specifically, dividends and finance income received from group companies are classified as revenue in the statement of profit or loss. Interest is recognized using the effective interest rate method; dividends are recognized when the right to receive them is established.

To this end, financial assets are recognized separately upon initial measurement based on maturity, accrued explicit interest receivable at that date, and the dividends approved by the competent governing body up to the date the assets are acquired. Explicit interest refers to the contractual interest rate applied to the financial instrument.

If distributed dividends are clearly derived from profits generated prior to the acquisition date because amounts have been distributed which are higher than the profits generated by the investment since acquisition, the difference is accounted for as a deduction in the carrying amount of the investment and not recognized as income.

**h) Impairment of financial assets**

The carrying amount of financial assets is adjusted against profit and loss when there is objective evidence of an impairment loss.

To determine whether its financial assets may be impaired, the Company tests individual assets and portfolios of assets with similar risk traits for impairment.

**Debt instruments**

There is objective evidence that debt instruments (receivables, loans and debt securities) are impaired when an event has occurred after the initial recognition of the instrument that has an adverse impact on the related estimated future cash flows.

The Company designates debt instruments as impaired assets (doubtful exposures) when there is objective evidence of impairment, which refers basically to the existence of unpaid balances, contractual breaches, refinancing activity and/or other information evidencing the possibility that the total agreed-upon cash flows will not be collected on time, or at all.

For financial assets measured at amortized cost, impairment loss is measured as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the market rate prevailing upon initial recognition. For financial assets with floating interest rates, the effective interest rate at the reporting date is used.

For trade and other receivables, the Company considers balances past due by more than six months for which collection is uncertain, as well as balances owed by counterparties that have filed for creditor protection, to be doubtful assets.

Market value is used instead of the present value of estimated future cash flows in the case of quoted instruments, provided that this is considered a sufficiently reliable proxy for fair value.

The reversal of an impairment loss is recognized in the statement of profit or loss. Such reversal is limited to the carrying amount of the financial asset that would have been recognized on the reversal date had no impairment loss been recognized.

**Equity instruments**

There is objective evidence that equity instruments are impaired when one or more events have occurred after initial recognition that indicate that the cost of the investment in equity instruments may not be recovered due to a prolonged or significant decline in their fair value. Specifically, the Company considers that its equity instruments are impaired when their quoted value has decreased by 40% or for 18 months without having recovered their initial value.

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In the case of equity instruments measured at fair value and included in the available-for-sale financial asset portfolio, impairment losses are measured at the difference between acquisition cost and fair value, less any previously recognized impairment losses. Unrealized capital losses deferred in equity are recognized immediately in profit or loss whenever it is deemed that such losses reflect a decline in fair value resulting from impairment. In the case of available-for-sale equity instruments, impairment losses give rise to a new cost basis for the impaired asset that provides the benchmark going forward for determining whether the investment has sustained additional permanent impairment and recognizing the related impairment losses. If, in a subsequent period, impairment losses are partially or totally reversed, a valuation adjustment is recognized for the related amount in equity.

In the case of equity instruments measured at cost and included in 'Available-for-sale financial assets' and 'Investments in group companies and associates', impairment loss is measured as the difference between the carrying amount of the financial asset and the recoverable amount, which is the greater of the asset's fair value less costs to sell and the present value of future cash flows derived from the investment. Unless better evidence is available, impairment of this type of asset is estimated based on the investee's equity adjusted for any unrealized capital gains existing on the measurement date. Impairment losses are recognized in the statement of profit or loss and offset directly against the equity instrument.

For investments in group companies and associates, the reversal of an impairment loss is recognized in the statement of profit or loss and is limited to the carrying amount of the investment that would have been recognized on the reversal date had the original impairment not occurred; an impairment loss recognized in previous years on available-for-sale financial assets measured at cost cannot be reversed.

**i) Financial liabilities**

1) Classification and measurement

1.1 *Debts and payables*

These instruments include financial liabilities generated by the purchase of goods and services in the ordinary course of the Company's business and non-trade payables that are not derivative instruments.

Upon initial recognition, they are recognized at fair value, which, barring evidence to the contrary, is the transaction price, deemed equivalent to the fair value of the consideration received, adjusted by directly attributable transaction costs.

Subsequent to initial recognition, these financial liabilities are measured at amortized cost. Accrued interest is recognized in profit and loss using the effective interest rate method.

**Notes to the financial statements for the year ended December 31, 2020  
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Nevertheless, trade payables falling due within one year for which there is no contractual interest rate, as well as called-up payments on shares, payment of which is scheduled in the short term, are carried at their nominal value when the effect of not discounting the cash flows is not material.

*1.2) Financial liabilities held for trading:*

This category includes financial liabilities issued with the intention of buying them back in the near term and derivative instruments that have not been designated as hedging instruments. These financial assets are recognized and measured using the same criteria as apply to financial assets held for trading.

*1.3) Hedging derivatives*

These are derivatives that qualify for hedge accounting. Financial instruments that have been designated as hedging instruments or hedged items are measured as described in note 4.j below.

2) Derecognition

The Company derecognizes a financial liability when the obligation under the liability has been extinguished.

When debt instruments are exchanged, insofar as their contractual terms are substantially different, the original financial liability is derecognized and a new financial liability is recognized. Financial liabilities whose contractual terms are substantially modified are treated in the same manner.

The difference between the fair value of the derecognized financial liability (or part thereof) and the consideration paid, including any attributable transaction costs, and including any asset sold other than cash or any liability assumed, is recognized in profit or loss in the year to which it relates.

When debt instruments are exchanged for other instruments whose contractual terms are not substantially different, the original financial liability is not derecognized and the commissions paid are recognized as a correction to the carrying amount. The new amortized cost of the financial liability is determined by applying the effective interest rate, namely that which equates the carrying amount of the financial liability on the modification date to the cash flows to be paid as per the new terms.

**j) Hedge accounting**

The Company typically arranges fair value hedges in respect of its foreign currency-denominated accounts receivable and cash flow hedges on loans arranged at floating rates and also hedges its net investments in its US subsidiaries.

Transactions are only designated as hedges when they effectively eliminate any risk inherent to the hedged item or position throughout the duration of the hedge, which means that the hedging item must be deemed highly effective at the inception of the contract (prospective effectiveness) and there must be sufficient evidence that the hedge has been effective throughout the life of the hedge (retrospective effectiveness).

The Company adequately documents its hedges, including how it is intended to achieve and measure effectiveness under current risk management policies.

To test its hedges for effectiveness, the Company verifies the actual results of the hedge, i.e., that the changes in the cash flows of the hedged item are offset by changes in the cash flows of its hedging instrument within a range of 80% and 125% throughout the life of the hedge, effectively delivering the forecasts established at inception.

If this correlation ceases to hold at any time, hedge accounting is discontinued and the hedges are reclassified as trading derivatives.

For measurement purposes, the Company classifies its hedges into three categories:

- Fair value hedges: These arrangements hedge the risk of variations in the fair value of accounts receivable as a result of changes in exchange rates. The changes generated by exchange differences in respect of both the hedging instrument and the hedged item are recognized in profit or loss.
- Cash flow hedges: These instruments hedge the risk of variations in cash flows attributable to changes in the interest rates borne on loans taken on. The Company uses interest rate swaps to exchange floating for fixed rates. The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognized temporarily in equity; the cumulative gain or loss is reclassified to profit or loss in the year or years in which the hedged transaction affects profit or loss.
- Hedges of net investments in foreign operations: These instruments hedge the foreign currency risk associated with the Company's net investments in its US subsidiaries. These hedges take the form of the dollar-denominated loans used to finance the acquisition of these businesses. The exchange gains and losses arising on both the hedging instrument and the US investments are recognized in profit or loss.

**Notes to the financial statements for the year ended December 31, 2020  
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**K) Own shares**

Own shares are recognized at the amount of consideration delivered; they are recognized in equity (as a deduction) when they are acquired, and no gain or loss is recognized in the statement of profit or loss when they are sold or canceled. The costs incurred to trade in own shares are recognized directly in equity as a deduction from reserves.

**L) Cash and cash equivalents**

This heading includes cash, current accounts, short-term deposits and purchases of assets under resale agreements that meet the following criteria:

- They are readily convertible to cash
- They mature within less than three months from the acquisition date
- The risk of change in value is insignificant
- They are part of the Company's standard cash management strategy

For cash flow statement purposes, occasional bank overdrafts used as part of the Company's cash management strategy are recognized as a decrease in cash and cash equivalents.

**M) Grants**

Grants are classified as non-repayable once the terms attaching to their award have been met. They are recognized directly in equity, net of the corresponding tax effect.

Repayable grants are recognized as liabilities by the Company until deemed non-repayable; no income is recorded until that point.

Grants received to finance specific expenses are recognized as income over the periods necessary to match them with the related costs which they are intended to compensate. Grants received to acquire property, plant and equipment are released to income in proportion to the related depreciation charges.

**n) Provisions and contingencies**

Provisions are recognized on the balance sheet when the Company has a present obligation (legal or constructive, explicit or implicit) arising from past events, settlement of which is expected to result in an outflow of resources embodying economic benefits that can be measured reliably.

Provisions are measured at the present value of the best possible estimate of the amount needed to cancel the obligation or transfer it to a third party, recognizing the increase in the carrying amount of the provision due to the passage of time as borrowing cost. Provisions due to be settled within twelve months are not discounted if the impact of not doing so is not material. Provisions are reviewed at each reporting date and adjusted to reflect the best estimate of the liability at each review date.

**Notes to the financial statements for the year ended December 31, 2020  
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**o) Non-current employee benefit liabilities**

Under its prevailing collective bargaining agreements and other non-binding agreements, the Company is obliged to make annual supplementary payments of various kinds and other bonuses for long service and retirement, where applicable, to its permanent employees upon retirement at the legally stipulated age or early retirement. At present, the Company only has these commitments with some of its current employees.

The provision recognized for long-service bonuses represents the present value, calculated using actuarial studies performed by independent experts, of the potential future payments to these employees.

The post-employment and similar obligations have been externalized as stipulated under prevailing legislation. Since externalizing this obligation, the Company is committed to making annual contributions to the externalized pension fund in an estimated amount that is not material in respect of the universe of employees affected.

In addition, the Company grants its employees certain voluntary retirement bonuses of undetermined amount. Those bonuses, which are scanty material, are recognized as an expense when they are paid.

**p) Income tax**

Income tax expense for the year is calculated as the sum of current tax resulting from applying the corresponding tax rate to taxable profit for the year, less any applicable tax credits, taking into account changes during the year in recognized deferred tax assets and liabilities. The corresponding tax expense is recognized in the statement of profit or loss, except when it relates to transactions recognized directly in equity, in which case it is likewise recognized in equity, and when it relates to business combinations, in which case it is recognized with a charge or credit to goodwill.

Deferred income tax is recognized using the liability method on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts. The tax base of an asset or liability is the amount attributed to it for tax purposes.

The tax effect of temporary differences is included in 'Deferred tax assets' or 'Deferred tax liabilities' on the balance sheet, as applicable.

The Company recognizes deferred tax liabilities in respect of all taxable temporary differences, except as stipulated in prevailing legislation.

The Company recognizes deferred tax assets for all deductible temporary differences and the carryforward of unused tax credits and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized, except as disallowed under prevailing legislation.

At each reporting date the Company reassesses recognized and unrecognized deferred taxes. Based on the outcome of that assessment, the Company derecognizes a previously recognized deferred tax asset if its recovery is no longer deemed probable, and recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

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### **Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)**

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Deferred tax assets and liabilities are measured at the tax rate expected to apply in the period in which they reverse, as required by enacted tax laws, and in the manner in which it reasonably expects to recover or settle the deferred tax asset or liability, respectively.

Deferred tax assets and liabilities are not discounted and are classified as non-current assets or non-current liabilities, respectively.

#### **q) Distinction between current and non-current**

A distinction is made between current and non-current assets and liabilities in the balance sheet. An item is classified as current if it is associated with the Company's normal operating cycle and its realization, sale or consumption is expected to occur within that cycle; falling beyond this scope, if its realization is expected to occur within twelve months of the reporting period; if it is held primarily for the purpose of trading; or if it is cash or a cash equivalent, so long as its use is not restricted for more than one year.

#### **r) Income and expense**

Revenue and expenses are recognized on an accruals basis, regardless of when actual payment or collection occurs.

##### *Revenue from sales of goods and rendering of services*

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable, net of any discounts, price reductions or similar promotions the Company may grant, and, where relevant, net of the interest income arising from sales financing granted. Applicable indirect taxes on transactions that are reimbursed by third parties are not included.

Revenue is recognized based on the economic substance of the transaction and only when all of the following prerequisites have been met:

- a) The Company has transferred to the buyer the significant risks and rewards of ownership of the goods (regardless of when they are legally transferred) .
- b) The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.
- c) The amount of revenue can be measured reliably.
- d) It is probable that the economic benefits associated with the transaction will flow to the Company; and
- e) The costs incurred or to be incurred in respect of the transaction can be measured reliably.

#### **s) Discontinued operations**

The income and expenses of discontinued operations are included in a single line item, net of the corresponding tax effect, under 'Profit/(loss) for the year from discontinued operations, net of income tax'. This heading also includes the after-tax gain or loss recognized upon measuring the assets or disposal groups constituting the discontinued operation at fair value less costs to sell.

**t) Foreign currency transactions**

The Company's functional and presentational currency is the euro.

Transactions in foreign currency are initially translated at the spot rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the spot rate prevailing at the balance sheet date. All exchange gains or losses arising from translation as well as those resulting from settlement of balance sheet items are recognized in profit or loss in the year in which they arise.

Non-monetary items measured at historical cost are translated at the exchange rate prevailing on the date of the transaction. As an exception, as indicated in note 4.j above, valuation adjustments deriving from the impact of exchange rate movements on the Company's US subsidiaries are recognized by restating the value of those net investments with a credit or charge in profit or loss.

Non-monetary items measured at fair value are translated at the exchange rate prevailing when fair value is determined. When a gain or loss on a non-monetary item is recognized directly in equity, any exchange component of that gain or loss is similarly recognized in equity; conversely, when the gain or loss is recognized in profit or loss, any exchange component is recognized in the statement of profit or loss.

**u) Environmental assets and liabilities**

Expenses relating to decontamination and restoration work in contaminated areas, as well as the elimination of waste and other expenses incurred to comply with environmental legislation, are expensed in the year to which they relate, unless they correspond to the purchase of assets for the purpose of long-standing use in its business operations whose main purpose is to minimize environmental damage and/or enhance environmental protection, in which case they are recognized in the corresponding heading within 'Property, plant and equipment' and are depreciated using the same criteria as other assets so classified.

**v) Termination benefits**

Under prevailing legislation, the Company is obliged to pay severance to employees that are discontinued under certain circumstances. Termination benefits that can be reasonably estimated are recognized as an expense in the year in which the redundancy decision is taken.

**x) Related-party transactions**

The Company conducts all related-party transactions on an arm's length basis. In addition, its transfer prices are duly documented so that the Company's directors do not believe there is a significant risk of related liabilities going forward.

**EBRO FOODS, S.A.**

**Notes to the financial statements for the year ended December 31, 2020  
(Thousands of euros)**

**5. INTANGIBLE ASSETS**

The reconciliation of the carrying amounts of the various items comprising intangible assets at the beginning and the end of 2020 and 2019 is as follows:

<u>Carrying amounts</u>	Trademarks & patents	Computer software	Total
<b>Balance at Dec. 31, 2018</b>	5,505	342	<b>5,847</b>
<b>Balance at Dec. 31, 2019</b>	4,717	1,277	<b>5,994</b>
<b>Balance at Dec. 31, 2020</b>	3,930	1,272	<b>5,202</b>

<u>Gross carrying amounts</u>	Trademarks & patents	Computer software	Total
<b>Balance at Dec. 31, 2018</b>	<b>13,110</b>	<b>2,913</b>	<b>16,023</b>
Business combinations			0
Additions		1,229	1,229
Decreases			0
Translation differences			0
Transfers	(1)	(1)	(2)
<b>Balance at Dec. 31, 2019</b>	<b>13,109</b>	<b>4,141</b>	<b>17,250</b>
Business combinations			0
Additions		341	341
Decreases			0
Translation differences			0
Transfers			0
<b>Balance at Dec. 31, 2020</b>	<b>13,109</b>	<b>4,482</b>	<b>17,591</b>

<u>Amortization and impairment charges</u>	Trademarks & patents	Computer software	Total
<b>Balance at Dec. 31, 2018</b>	<b>(7,605)</b>	<b>(2,571)</b>	<b>(10,176)</b>
Business combinations			0
Additions	(787)	(294)	(1,081)
Decreases			0
Translation differences			0
Transfers		1	1
<b>Balance at Dec. 31, 2019</b>	<b>(8,392)</b>	<b>(2,864)</b>	<b>(11,256)</b>
Business combinations			0
Additions	(787)	(347)	(1,134)
Decreases			0
Translation differences			0
Transfers		1	1
<b>Balance at Dec. 31, 2020</b>	<b>(9,179)</b>	<b>(3,210)</b>	<b>(12,389)</b>

At year-end 2020, the Company had patents and trademarks with an original cost of 1,649 thousand euros (year-end 2019: 1,649 thousand euros) and computer software with an

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

original cost of 2,632 thousand euros (year-end 2019: 2,583 thousand euros) still in use that were fully amortized.

None of the Company's intangible assets is located outside Spain other than the Portuguese brand "Saludaes" and the Dutch brand "Lassie", both acquired in 2011. The Company was not party to any firm commitments for the acquisition of intangible assets at either year-end.

There were no major movements in intangible assets in either reporting period.

In 2020, the Company recognized 1,134 thousand euros of amortization charges in respect of these intangible assets (2019: 1,081 thousand euros); it did not recognize any impairment losses on these assets in either reporting period.

Although the Company did not identify potential indications that their carrying amount could exceed their fair value in 2020, it tested the Lassie and Saludaes brands for impairment at both year-ends. The main assumptions made to test those brands for impairment are detailed next. The recoverable amount of the Company's trademarks and brands was determined by calculating their value in use, using cash flow projections that are based on budgets that cover a five-year horizon and are then projected for another five years. The table below presents the discount rates used to discount those assets' projected cash flows for the initial five-year projection period and the medium- to long-term growth rates used to extrapolate the cash flows for each CGU beyond that horizon:

	Pre-tax discount rate		Post-tax discount rate		Growth rate, "g"	
	2020	2019	2020	2019	2020	2019
Lassie (Netherlands)	5.20%	5.60%	5.75%	5.30%	1.90%	1.89%
Saludaes (Portugal)	7.50%	7.80%	7.00%	7.30%	1.80%	1.85%

With respect to the assumptions used to calculate these brands' value in use, management believes that no reasonably-possible change in the key assumptions used would cause their carrying amounts to significantly exceed their recoverable amounts, indicating the need to recognize additional impairment losses.

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**Notes to the financial statements for the year ended December 31, 2020  
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**6. PROPERTY, PLANT AND EQUIPMENT**

The reconciliation of the carrying amounts of the various items comprising property, plant and equipment at the beginning and the end of 2020 and 2019 is as follows:

<u>Carrying amounts</u>	Land	Buildings	Plant & other PP&E	In progress and prepayments	Total
<b>Balance at Dec. 31, 2018</b>	281	0	658	0	<b>939</b>
<b>Balance at Dec. 31, 2019</b>	0	0	683	0	<b>683</b>
<b>Balance at Dec. 31, 2020</b>	0	0	723	0	<b>723</b>

<u>Gross carrying amounts</u>	Land	Buildings	Plant & other equipment	In progress	Total
<b>Balance at Dec. 31, 2018</b>	<b>281</b>	<b>0</b>	<b>5,136</b>	<b>0</b>	<b>5,417</b>
Additions			299		299
Decreases	(281)		(4)		(285)
Transfers					0
<b>Balance at Dec. 31, 2019</b>	<b>0</b>	<b>0</b>	<b>5,431</b>	<b>0</b>	<b>5,431</b>
Additions			275		275
Decreases					0
Transfers					0
<b>Balance at Dec. 31, 2020</b>	<b>0</b>	<b>0</b>	<b>5,706</b>	<b>0</b>	<b>5,706</b>

<u>Accumulated depreciation</u>	Land	Buildings	Plant & other equipment	In progress	Total
<b>Balance at Dec. 31, 2018</b>	<b>0</b>	<b>0</b>	<b>(4,478)</b>	<b>0</b>	<b>(4,478)</b>
Additions			(274)		(274)
Decreases			4		4
Transfers					0
<b>Balance at Dec. 31, 2019</b>	<b>0</b>	<b>0</b>	<b>(4,748)</b>	<b>0</b>	<b>(4,748)</b>
Additions			(235)		(235)
Decreases					0
Transfers					0
<b>Balance at Dec. 31, 2020</b>	<b>0</b>	<b>0</b>	<b>(4,983)</b>	<b>0</b>	<b>(4,983)</b>

There were no significant movements under this heading in 2020. In 2019, the Company sold one property in Teruel, generating a pre-tax gain of 717 thousand euros.

According to the directors' estimates and projections, there are no indications that its property, plant or equipment may be impaired. The Company has taken out insurance policies to cover the carrying amount of its property, plant and equipment. The breakdown at year-end of the original cost of fully-depreciated items of property, plant and equipment still in use is shown in the next table:

	<u>2020</u>	<u>2019</u>
Other fixtures, tools and furniture	2,362	2,361
Other PP&E	2,125	1,695

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### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

There were no firm commitments for the acquisition of material amounts of property, plant and equipment at either year-end. No material items of property, plant or equipment are located outside Spain.

#### Operating leases

The Company leases its head offices in Madrid under an agreement in force until April 1, 2023, and its Barcelona office under an agreement that terminates on March 1, 2023. The leases are rolled over automatically (tacitly in some cases) if neither party gives termination notice. There are no material contingent payments under these leases. Expenditure under operating leases (including rent and general expenses) totaled 1,087 thousand euros in 2020 (2019: 1,115 thousand euros). The future minimum payments under the Company's non-cancelable operating leases at December 31, 2020 break down as follows:

	31/12/2020	31/12/2019
Within one year	961	958
Between one and five years	935	1,668
More than five years	0	0
	<b>1,896</b>	<b>2,626</b>

#### 7. INVESTMENT PROPERTIES

The reconciliation of the carrying amounts of the Company's investment properties at the beginning and the end of 2020 and 2019 is as follows:

<u>Carrying amounts</u>	Land	Buildings	Total
Balance at Dec. 31, 2018	7,276	562	7,838
Balance at Dec. 31, 2019	7,276	1,267	8,543
Balance at Dec. 31, 2020	7,276	1,233	8,509

<u>Gross carrying amounts</u>	Land	Buildings	Total
Balance at Dec. 31, 2018	7,276	920	8,196
Additions		737	737
Decreases		(29)	(29)
Balance at Dec. 31, 2019	7,276	1,628	8,904
Additions			0
Decreases		(32)	(32)
Balance at Dec. 31, 2020	7,276	1,596	8,872

<u>Accumulated depreciation</u>	Land	Buildings	Total
Balance at Dec. 31, 2018	0	(358)	(358)
Additions		(14)	(14)
Decreases		11	11
Balance at Dec. 31, 2019	0	(361)	(361)
Additions		(15)	(15)
Decreases		13	13
Balance at Dec. 31, 2020	0	(363)	(363)

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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There were no material movements under this heading in 2020. The most significant movement under this heading in 2019 was the recognition of a property in Portugal, in the amount of 737 thousand euros, as a result of the liquidation of Beira Terrace Soc.de Const., Ltda. (Portugal), whose assets and liabilities were assigned to Ebro Foods, S.A. by way of liquidating dividend. Ebro Foods, S.A. liquidated that subsidiary in December 2019 and its only significant asset was that property in the Portuguese town of Setúbal. In addition, the Company sold a small property in Madrid in 2019, generating a gain of 205 thousand euros.

Except for the Portuguese property, mentioned above, the Company has no investment properties outside of Spain. The original cost of fully-depreciated investment properties still in use was 81 thousand euros at both year-ends. The expenses associated with these properties related to their upkeep and the related depreciation charges. Maintenance expenses totaled 211 thousand euros in 2020 (2019: 221 thousand euros). All expenses are recognized in the statement of profit or loss as accrued. The Company has no contractual obligations to acquire, build on or develop its investment properties or to repair, maintain or upgrade them.

The breakdown of the future minimum payments receivable under non-cancelable operating leases at year-end is as follows:

	<u>Year-end 2020</u>	<u>Year-end 2019</u>
Within one year	87	86
Between one and five years	0	0
More than five years	<u>0</u>	<u>0</u>
	<u>87</u>	<u>86</u>

There are no restrictions on the monetization of the Company's investment properties or any proceeds from their disposal.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

#### 8. NON-CURRENT INVESTMENTS IN GROUP COMPANIES AND ASSOCIATES

The reconciliation of the carrying amounts of the Company's investments at the beginning and the end of 2020 and 2019 is as follows:

ITEM	BALANCE AT 31/12/2018	Increases	Decreases	Transfers	BALANCE AT 31/12/2019
Equity instruments in group companies	1,594,774	320,071	(28,293)	0	1,886,552
Equity instruments in associates	31,615	0	0	0	31,615
Provision for impairment	(54,174)	(8,000)	8,688	0	(53,486)
	<b>1,572,215</b>	<b>31,2071</b>	<b>(20)</b>	<b>0</b>	<b>1,864,681</b>
Loans to group companies	0	200,000	0	0	200,000
<b>TOTAL INVESTMENTS IN GROUP COMPANIES AND ASSOCIATES</b>	<b>1,572,215</b>	<b>512,071</b>	<b>(20,000)</b>	<b>0</b>	<b>2,064,681</b>

ITEM	BALANCE AT 31/12/2019	Increases	Decreases	Transfers	BALANCE AT 31/12/2020
Equity instruments in group companies	1,886,552	0	(6,600)	0	1,879,926
Equity instruments in associates	31,615	0	0	0	31,615
Provision for impairment	(53,486)	0	5,900	0	(47,586)
	<b>1,864,681</b>	<b>0</b>	<b>(726)</b>	<b>0</b>	<b>1,863,955</b>
Loans to group companies	200,000	0	0	0	200,000
<b>TOTAL INVESTMENTS IN GROUP COMPANIES AND ASSOCIATES</b>	<b>2,064,681</b>	<b>0</b>	<b>(726)</b>	<b>0</b>	<b>2,063,955</b>

##### a) Equity instruments in group companies:

The main changes in each year are as follows:

##### 2020

1. In 2020, the Company's equity investments in group companies declined by 5,724 thousand euros: The original cost basis of the investment in Riviana Foods Inc. (acquisition cost) is 526,639 thousand euros. However, this financial asset is a designated hedged item; the hedging item, which is effective, is the loan taken on to fund the acquisition; accordingly, the changes in value arising between its original cost in US dollars and its euro equivalent give rise to adjustments in this cost basis.

The corresponding adjustment in 2020 was a decrease of 5,724 thousand euros, which was recognized as a charge in the statement of profit or loss; the accumulated net gain at year-end 2020 stood at 27,812 thousand euros (note 9.2.c).

2. A decrease of 902 thousand euros corresponding to the settlement of the final price paid for the acquisition of the Tilda Group in 2019. As indicated in paragraph 5 below, the price paid in 2019 was before potential adjustments for debt and working capital, which were still being negotiated at year-end 2019 and were ultimately settled in 2020.

**Notes to the financial statements for the year ended December 31, 2020  
(Thousands of euros)**

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**2019**

3. In 2019, the Company's equity investments in group companies increased by 8,977 thousand euros as follows: The original cost basis of the investment in Riviana Foods Inc. (acquisition cost) is 526,639 thousand euros. However, this financial asset is a designated hedged item; the hedging item, which is effective, is the loan taken on to fund the acquisition; accordingly, the changes in value arising between its original cost in US dollars and its euro equivalent give rise to adjustments in this cost basis.

The corresponding adjustment in 2019 was an increase of 8,977 thousand euros, which was recognized as a gain in the statement of profit or loss; the accumulated net gain at year-end 2019 stood at 33,536 thousand euros.

4. An increase of 4,500 thousand euros due to the acquisition of Ebro Frost ENA, Inc.: This US business, which makes and markets frozen rice and pasta products, was acquired in January 2019. The cost of the investment was 4,500 thousand euros. That investee was originally held indirectly through Ebro Frost Holding, GmbH (Germany), with a 55% interest, but is now wholly-owned directly by Ebro Foods, S.A.
5. Acquisition of the Tilda Group: On August 28, 2019, under the umbrella of its strategy for becoming a global benchmark in the premium food sector, Ebro Foods, S.A. acquired 100% of the companies and assets encompassing the Tilda business worldwide from Hain Celestial. In total, the Company invested 306,594 thousand euros for 100% of the business (before potential debt and working capital adjustments, which at year-end 2019 were still under negotiation; those adjustments, which were not material, were settled in 2020). The acquisition was financed using a mix of own funds and borrowings.
6. A decrease of 1,500 thousand euros due to the sale of Jiloca Industrial, S.A.: Ebro Foods, S.A. sold this wholly-owned subsidiary, based in Teruel and devoted primarily to making and selling organic and humic manure and improvers, on June 27, 2019. The sale generated a gain (recognized under 'Gains/(losses) on disposals') of 5,690 thousand euros.
7. A decrease of 12,436 thousand euros, as a result of the liquidation of Beira Terrace Soc.de Const., Ltda. (Portugal), whose assets and liabilities were assigned to Ebro Foods, S.A. by way of liquidating dividend. Ebro Foods, S.A. liquidated this wholly-owned subsidiary in December 2019; its only significant asset was a property in the Portuguese town of Setúbal. The liquidation of that that investee prompted the recognition of a gain of 190 thousand euros (under 'Gains/(losses) on disposals').
8. Lastly, a decrease of 14,356 thousand euros due to the following: When the Company acquired the Tilda Group in August 2019 (refer to paragraph 5 above), some of the total investment cost of 306,594 thousand euros, namely 14,356 thousand euros, corresponded to one of the entities acquired, specifically an entity based in the Isle of Man.

## **EBRO FOODS, S.A.**

### **Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)**

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In December 2019, it was decided to embark on the liquidation of that entity in the Isle of Man and before that happened, Ebro Foods, S.A. resold 100% of that company to Tilda Limited of the UK.

#### **b) Equity instruments in associates:**

The 31,615 thousand euro investment corresponds to a 40% equity interest in Italy's Riso Scotti S.p.A. In August 2013, the Company acquired 25% of this Italian company from the Scotti Group. In 2016, it increased its shareholding to 40%.

The Scotti Group is an Italian group specialized in the production and processing of rice. It is the leading maker of risotto rice in Italy and boasts a broad portfolio of products that it sells under the Scotti brand in more than 70 markets. This portfolio includes multiple value-added products (rice and soy milk, rice biscuits, rice oils, ready meals, etc.) that represent a modern take on Italian cuisine and are targeted at the premium segment. The Company's 40% interest in the Scotti Group is accounted for as an investment in an associate.

#### **c) Non-current loans to group companies:**

At December 31, 2020 and 2019, this balance corresponded exclusively to the financing extended to the Company's wholly-owned subsidiary, Panzani, SAS (France). In December 2019, Panzani, SAS declared a dividend payable to its shareholder, Ebro Foods, S.A., of 200 million euros; on that same date it entered into a financing agreement (due December 2022).

#### **d) Impairment losses:**

The decreases in 2020 relate to adjustments to the impairment losses recognized on the investments in Ebro Germany, GmbH (Germany) and Geovita Functional Ingredients (Italy).

The increases and decreases in 2019 corresponded to: (i) the derecognition of the 8,668 thousand euro impairment provision recognized against the investment in Beira Terrace Sociedade de Construções, Ltda. following its dissolution; and (ii) increases in the impairment losses recognized against the investments in Ebro Frost Ena, Inc. (USA) and Geovita Functional Ingredients (Italy).

The earnings of the group companies indicated in the table at the end of this note correspond in their entirety to continuing operations.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

The direct investments held by Ebro Foods, S.A. in group companies and associates at December 31, 2020 (none of the group companies being listed other than Ebro Foods, S.A. itself) are:

SUBSIDIARIES AND ASSOCIATES	Investment	Impairment losses	% Shareholding	Registered office	Business activity	(a) Capital & reserves	(a) Profit/(loss) 2020	Dividend paid in 2020	Total equity	Op. profit/ (loss)
Dosbio 2010, S.L.	22,297	(14,569)	100.00%	Madrid (Spain)	Flour production	7,778	2	-	7,780	1
Fincas e Inversiones Ebro, S.A.	4,926	-	100.00%	Madrid (Spain)	Agricultural holding	8,012	93	(700)	7,405	124
Arotz Foods, S.A.	22,864	-	100.00%	Madrid (Spain)	Tinned vegetables	32,551	172	-	32,723	57
Herba Foods S.L.	59,695	-	100.00%	Madrid (Spain)	Investment management	148,056	(5,108)	(30,000)	112,948	(6,079)
Herba Ricemills S.L.	153,451	-	100.00%	Madrid (Spain)	Production and sale of rice	206,865	16,056	(9,000)	213,921	22,147
Herba Nutrición S.L.	526	-	100.00%	Madrid (Spain)	Production and sale of rice	4,168	3,001	(3,000)	4,169	2
Fundación Ebro	0	-	100.00%	Madrid (Spain)	Foundation	301	-	-	301	3
Ebro Financial Corporate Services, S.L.	150,003	-	100.00%	Madrid (Spain)	Financial and insurance management	156,272	732	-	157,004	(62)
Harinas Santa Rita, S.A.	4,778	-	52.00%	Guadalajara (Spain)	Production and sale of flour	8,592	333	(87)	8,838	454
Riceland, Kft. (*)	597	-	20.00%	Budapest (Hungary)	Production and sale of rice	2,422	364	(29)	2,757	451
Riviana Foods Inc. (Group) (**)	554,451	-	84.47%	Houston, Texas (USA)	Production and sale of rice and pasta	897,732	106,001	(8)	1,003,725	188,865
Panzani, SAS (Group)	440,838	-	100.00%	Lyon (France)	Production and sale of pasta and sauces	547,323	42,125	-	589,448	73,923
Ebro Foods, Gmbh (Group) (***)	87,078	(28,517)	68.90%	Germany	Production and sale of pasta and sauces	89,500	6,561	-	96,061	125
Ebro Foods Alimentación, S.A.	0	-	100.00%	Mexico	Sale and marketing of rice	126	(6)	-	120	(8)
Pastificio Lucio Garofalo, S.r.l. (Group)	62,586	-	52.00%	Naples (Italy)	Production and sale of pasta and sauces	119,256	13,332	-	132,588	20,669
Geovita Functional Ingredients	20,000	-	52.00%	Vercelli (Italy)	Production and sale of pulses	36,034	840	(299)	36,575	1,319
Ebro Frost ENA, Inc.	4,500	(4,500)	100.00%	Houston (US)	Production and sale of rice and pasta	(885)	(976)	-	(1,861)	(976)
Tilda Limited (Tilda)	282,736	-	100.00%	London (UK)	Production and sale of rice	281,558	19,813	-	301,371	23,203
Ebro Tilda Private Limited	8,600	-	100.00%	New Delhi (India)	Sale and marketing of rice	8,884	484	-	9,368	1,159
Riso Scotti, S.p.a. (Group)	31,615	-	40.00%	Milan (Italy)	Production and sale of rice	83,285	4,500	-	87,785	9,100
<b>TOTAL</b>	<b>1,911,541</b>	<b>(47,586)</b>						<b>(43,123)</b>		

The direct investments held by Ebro Foods, S.A. in group companies and associates at December 31, 2019 are itemized below:

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

SUBSIDIARIES AND ASSOCIATES	Investment	Impairment losses	% Shareholding	Registered office	Business activity	(a) Capital & reserves	(a) Profit/(loss) 2019	Dividend paid in 2019	Total equity	Op. profit/ (loss)
Dosbio 2010, S.L.	22,297	(14,569)	100.00%	Madrid (Spain)	Flour production	7,785	(6)	-	7,779	(3)
Fincas e Inversiones Ebro, S.A.	4,926	-	100.00%	Madrid (Spain)	Agricultural holding	7,715	897	(600)	8,012	1,181
Arotz Foods, S.A.	22,864	-	100.00%	Madrid (Spain)	Tinned vegetables	32,315	237	-	32,552	245
Herba Foods S.L.	59,695	-	100.00%	Madrid (Spain)	Investment management	114,745	33,311	-	148,056	(21,685)
Herba Ricemills S.L.	153,451	-	100.00%	Madrid (Spain)	Production and sale of rice	201,283	14,582	(9,000)	206,865	17,919
Herba Nutrición S.L.	526	-	100.00%	Madrid (Spain)	Production and sale of rice	4,158	3,010	(3,000)	4,168	14
Jiloca Industrial, S.A.	-	-	-	Teruel (Spain)	Sold in 2019	-	-	-	0	-
Fundación Ebro	0	-	100.00%	Madrid (Spain)	Foundation	301	0	-	301	0
Ebro Financial Corporate Services, S.L.	150,003	-	100.00%	Madrid (Spain)	Financial and insurance management	156,131	144	-	156,275	(91)
Harinas Santa Rita, S.A.	4,778	-	52.00%	Guadalajara (Spain)	Production and sale of flour	8,383	373	(85)	8,671	483
Beira Terrace Soc. de Const., Ltda.	-	-	-	Porto (Portugal)	Liquidated in 2019	-	-	-	0	-
Riceland, Kft. (*)	597	-	20.00%	Budapest (Hungary)	Production and sale of rice	2,390	322	-	2,712	359
Riviana Foods Inc. (Group) (**)	560,175	-	84.47%	Houston, Texas (USA)	Production and sale of rice and pasta	1,586,987	81,464	(699,962)	968,489	90,069
Panzani, SAS (Group)	440,838	-	100.00%	Lyon (France)	Production and sale of pasta and sauces	709,012	52,095	(200,000)	561,107	62,532
Ebro Foods, GmbH (Group) (***)	87,078	(30,917)	68.90%	Germany	Production and sale of pasta and sauces	76,381	5,619	-	82,000	(225)
Ebro Foods Alimentación, S.A.	0	-	100.00%	Mexico	Sale and marketing of rice	167	(22)	-	145	(21)
Pastificio Lucio Garofalo, S.r.l. (Group)	62,586	-	52.00%	Naples (Italy)	Production and sale of pasta and sauces	138,734	8,115	(11,600)	135,249	10,563
Geovita Functional Ingredients	20,000	(3,500)	52.00%	Vercelli (Italy)	Production and sale of pulses	39,244	(2,768)	(156)	36,320	1,365
Ebro Frost ENA, Inc.	4,500	(4,500)	100.00%	Houston (US)	Production and sale of rice and pasta	490	(1,531)	-	(1,041)	(1,500)
Tilda Limited (Tilda)	283,638	-	100.00%	London (UK)	Production and sale of rice	285,354	2,649	-	288,003	4,312
Ebro Tilda Private Limited	8,600	-	100.00%	New Delhi (India)	Sale and marketing of rice	9,181	(49)	-	9,132	87
Riso Scotti, S.p.a. (Group)	31,615	-	40.00%	Milan (Italy)	Production and sale of rice	79,640	3,500	(1,400)	81,740	6,730
<b>TOTAL</b>	<b>1,918,167</b>	<b>(53,486)</b>						<b>(925,803)</b>		

(a) Whenever the subsidiary's name is followed by "(Group)", the figures pertaining to that company's capital, reserves and profit or loss refer to the consolidated figures of that investee and its own subsidiaries and associates before considering dividends paid during the reporting period. In order to present uniform data for the various companies and groups of companies, the capital, reserves and earnings figures are obtained applying the International Financial Reporting Standard adopted by the European Union.

(\*) Ebro Foods, S.A. owns 100% of this company, 20% directly and the other 80% indirectly via Herba Foods, S.L.

(\*\*) Ebro Foods, S.A. owns 100% of this company, 84.5% directly and the other 15.5% indirectly via wholly-owned subsidiaries of Riviana.

(\*\*\*) Ebro Foods, S.A. owns 100% of this company, 68.9% directly and the other 31.1% indirectly via subsidiaries.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

#### 9. FINANCIAL INSTRUMENTS

##### 9.1 Financial assets

The breakdown of financial assets, excluding investments in group companies, jointly-controlled entities and associates (note 8), at year-end, is as follows:

NON-CURRENT FINANCIAL INSTRUMENTS (assets)	Equity instruments		Debt securities		Loans, receivables & derivatives		TOTAL	
	31.12.20	31.12.19	31.12.20	31.12.19	31.12.20	31.12.19	31.12.20	31.12.19
Category								
Assets at fair value through profit or loss:								
a) Held for trading							0	0
b) Other							0	0
Held-to-maturity investments							0	0
Loans and receivables					200,146	220,216	200,146	220,216
Available-for-sale financial assets:								
a) Measured at fair value	0	0					0	0
b) Measured at cost							0	0
Hedging derivatives							0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>200,146</b>	<b>220,216</b>	<b>200,146</b>	<b>220,216</b>

CURRENT FINANCIAL INSTRUMENTS (assets)	Equity instruments		Debt securities		Loans, receivables & derivatives		TOTAL	
	31.12.20	31.12.19	31.12.20	31.12.19	31.12.20	31.12.19	31.12.20	31.12.19
Category								
Assets at fair value through profit or loss:								
a) Held for trading							0	0
b) Other					0	0	0	0
Held-to-maturity investments							0	0
Loans and receivables					11,326	9,602	11,326	9,602
Available-for-sale financial assets:								
a) Measured at fair value							0	0
b) Measured at cost							0	0
Hedging derivatives							0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>11,326</b>	<b>9,602</b>	<b>11,326</b>	<b>9,602</b>

#### Loans and receivables

	31.12.20	31.12.19
Non-current financial instruments		
Loans to group companies (notes 8 & 17)	200,000	200,000
Loans to third parties	0	20,070
Long-term deposits	146	146
	200,146	220,216
Current financial instruments		
Loans to group companies (notes 8 & 17)	0	27
Trade and other receivables (note 10)	11,326	8,111
Loans to third parties	0	1,464
	11,326	9,602
<b>TOTAL</b>	<b>211,472</b>	<b>229,818</b>

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

The balance of loans to third parties at year-end 2019 corresponded to the deferred portion of the purchase price for the Nomen brands under the agreement reached in 2012 and amended in 2014, 2017 and 2019. That loan was fully repaid in November 2020 with the Company collecting the sum of 17,300 thousand euros. That definitive settlement gave rise to the recognition of a loss of 4,234 thousand euros, which is included under 'Net finance income/(cost)' in the 2020 statement of profit or loss.

#### Exchange differences recognized in profit or loss for the year

The exchange differences recognized in profit or loss in 2020 and 2019 for each financial asset category are broken down below:

Exchange differences recognized in profit or loss	Loans and receivables		Equity instruments in group companies		Loans and payables		TOTAL	
	2020	2019	2020	2019	2020	2019	2020	2019
- For transactions settled during the year	(2,493)	(793)	0	0	190	(24)	(2,303)	(817)
- For transactions pending settlement at year-end	0	0	0	0	3,396	(1,423)	3,396	(1,423)
- For foreign exchange hedges	0	0	(5,724)	8,977	5,724	(8,278)	0	699
Total (expense)/income recognized in profit or loss for the year	(2,493)	(793)	(5,724)	8,977	9,310	(9,725)	1,093	(1,541)

## 9.2 Financial liabilities

The breakdown of the Company's financial liabilities at December 31, 2020 and 2019 is as follows:

NON-CURRENT FINANCIAL INSTRUMENTS (liabilities)	Bank borrowings		Bonds and other marketable securities		Derivatives and other accounts payable		TOTAL	
	31.12.20	31.12.19	31.12.20	31.12.19	31.12.20	31.12.19	31.12.20	31.12.19
Category								
Debts and payables	199,851	204,865			12	12	199,863	204,877
Liabilities at fair value through profit or loss							0	0
a) Held for trading								
b) Other					7,650	8,350	7,650	8,350
Hedging derivatives							0	0
<b>Total</b>	<b>199,851</b>	<b>204,865</b>	<b>0</b>	<b>0</b>	<b>7,662</b>	<b>8,362</b>	<b>207,513</b>	<b>213,227</b>

CURRENT FINANCIAL INSTRUMENTS (liabilities)	Bank borrowings		Bonds and other marketable securities		Derivatives and other accounts payable		TOTAL	
	31.12.20	31.12.19	31.12.20	31.12.19	31.12.20	31.12.19	31.12.20	31.12.19
Category								
Debts and payables	365,143	143,604			5,338	5,685	370,481	149,289
Liabilities at fair value through profit or loss							0	0
a) Held for trading							0	0
b) Other							0	0
Hedging derivatives							0	0
<b>Total</b>	<b>365,143</b>	<b>143,604</b>	<b>0</b>	<b>0</b>	<b>5,338</b>	<b>5,685</b>	<b>370,481</b>	<b>149,289</b>

a) Bank borrowings Refer to note 13.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

#### b) Derivatives and other accounts payable

The breakdown of the financial liabilities included in this category is as follows:

Thousands of euros	31.12.20	31.12.2019
Non-current		
Derivatives	7,650	8,350
Security deposits	12	12
	<b>7,662</b>	<b>8,362</b>
Current		
Trade and other payables	5,338	5,685
	<b>5,338</b>	<b>5,685</b>

The non-current derivatives balance includes the value assigned to the derivative contracts indicated below:

- Call-put option over 48% of Santa Rita Harinas, S.L. – the value ascribed to this derivative is 950 thousand euros (year-end 2019: 2,050 thousand euros). When acquiring 52% of this entity, the Company arranged two options with the other shareholder over the remaining 48%, granting the seller a put option (exercisable from August 2019 with no expiry date) and the Ebro Group a call option (exercisable from August 2026 with no expiry date). The acquisition price in the event these options are exercised will be determined as a function of the target's average earnings metrics over a series of years, as well as other terms and conditions customary in arrangements of this nature. This option contractually gives rise to a financial derivative for the period until the call or put is exercised, due to the existence of a minimum guaranteed price; this derivative contract has been recognized as a non-current financial liability.
- Call-put option over 48% of Geovita Functional, S.r.l. – the value ascribed to this derivative is 1,450 thousand euros (year-end 2019: 1,050 thousand euros). When acquiring 52% of that entity, the Company granted the other shareholder a put option over the remaining 48% (exercisable over a 10-year period from July 2021). The acquisition price in the event this option is exercised will be determined as a function of the target's average earnings metrics over a series of years, as well as other terms and conditions customary in arrangements of this nature. This option contractually gives rise to a financial derivative for the period until the put is exercised, due to the existence of a minimum guaranteed price; this derivative contract has been recognized as a non-current financial liability.
- A vendor put option over 48% of the Italian pasta group, Garofalo – the value ascribed to this derivative is 5,250 thousand euros at both reporting dates. When the Company acquired a 52% interest in this entity in 2014, it wrote a put option with the other shareholder over the remaining 48% (exercisable until May 2024) and wrote a call option (exercisable from June 2024 to May 2026). The original agreement was amended in 2019 such that the term of the vendor put option has been extended (until December 31, 2029) and the term of the call option held by the Ebro Group has been extended to 2030 (between January 1 and December 31).

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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The price of these options will be determined as a function of the target's average earnings metrics over a series of years, as well as other terms and conditions customary in arrangements of this nature. As amended in 2019, the option contractually gives rise to a new financial derivative for the period until the put is exercised, due to the existence of a minimum guaranteed price throughout that period; this derivative contract has been recognized as a non-current financial liability.

#### **c) Nature and extent of risks arising from financial instruments**

The main objective of the Company's capital management policy is to guarantee a capital structure that complies with prevailing regulations in its Group's operating markets. In addition, its capital management policy is designed to preserve its credit metrics and to maximize shareholder value.

The Company's business activities and operations expose it to financial risks including foreign currency and interest rate risk.

Interest-rate risk: The Company is exposed to changes in market interest rates, mainly on account of its non-current payment obligations arranged at floating rates of interest. Its policy is to manage its borrowing costs by using a mix of fixed and variable rates. The goal is minimize the Company's exposure to this risk factor, to which end it tracks market rate trends exhaustively with the help of external experts.

It arranges interest-rate hedges as deemed necessary under which it agrees to swap, during specific periods, the difference between the amount of fixed and variable interest, calculated on the basis of a notional amount of principal agreed between the parties. These derivative or structured products are designed to hedge the underlying payment obligations.

Foreign currency risk: As a result of the investments made in the US, the carrying amounts of the Company's assets and liabilities are significantly exposed to changes in the USD / EUR exchange rate. The Company attempts to mitigate the impact of this structural exchange-rate risk by denominating its borrowings in US dollars.

Liquidity risk: The Company manages the risk of a shortfall of short-term liquidity with a liquidity planning tool. The tool analyzes the maturity of the Company's financial assets and liabilities in conjunction with its operating cash flow projections.

Ebro Foods, S.A. is the parent of a consolidated group comprising it and its subsidiaries and associates (the Ebro Group) with which it separately presents consolidated financial statements. This fact should be taken into consideration in assessing the working capital position typical of year-end in the separate annual financial statements of Ebro Foods, S.A., which, as the Group's parent company, has the option of financing itself via dividends, among other alternatives.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

#### 10. TRADE AND OTHER RECEIVABLES

The breakdown of trade and other receivables at year-end 2020 and 2019 is as follows:

Thousands of euros	31.12.20	31.12.19
Trade receivables	124	55
Trade receivables, group companies and associates (note)	11,187	8,031
Sundry receivables	8	8
Receivable from employees	7	17
	<b>11,326</b>	<b>8,111</b>

Impairment allowances: The 'Trade receivables' balance in the table above is presented net of impairment losses. The Company did not recognize any new impairment losses against its trade receivables in 2020 or 2019. The accumulated balance of impairment allowances was nil at both year-ends.

All of the balances recognized under trade receivables are denominated in euros.

#### 11. CASH AND CASH EQUIVALENTS

Cash equivalents are typically bank deposits with a maturity of three months or less at the time of their acquisition.

There are no restrictions on these balances.

#### 12. CAPITAL AND RESERVES

- a) Issued capital: The Company's share capital consisted of 153,865,392 fully subscribed and paid bearer shares with a par value of 0.60 euros each at both year-ends. The Company's shares are traded on the Spanish stock exchanges. All of its shares belong to the same class and carry identical rights.

The shareholders with direct or indirect interests of more than 3% in the capital of Ebro Foods, S.A. at December 31, 2020 (2019), based on information furnished by the said shareholders to Spain's securities market regulator, the CNMV, and to Ebro Foods, S.A., are as follows:

- Grupo Tradifin, S.L., which directly holds 12,248,809 (12,248,809) shares, representing a 7.961% interest (7.961%).
- Heralianz Investing Group, S.L., which directly holds 12,977,119 (12,248,809) shares, representing an 8.434% interest (7.961%).
- Sociedad Anónima Damm: indirect holder, via Corporación Económica Damm, S.A., of 17,980,610 (17,980,610) shares, representing an 11.686% (11.686%) interest.
- Sociedad Estatal de Participaciones Industriales: indirect holder, via Alimentos y Aceites, S.A., of 15,940,377 (15,940,377) shares, representing a 10.360% (10.360%) interest.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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- Corporación Financiera Alba, S.A., which directly holds 21,546,807 (21,546,807) shares, representing a 14.004% (14.004%) interest.
  - Empresas Comerciales e Industriales Valencianas, S.L., which directly holds 12,042,637 (12,042,637) shares, representing a 7.827% (7.827%) interest.
  - Mr. José Ignacio Comenge Sánchez-Real, who directly holds 3,030 shares (3,030), representing a 0.002% interest (0.002%), and indirectly holds, through Mendibea 2002, S.L., 8,000,000 shares (7,891,633), representing a 5.199% interest (5.129%). Accordingly, this shareholder directly and indirectly holds 8,003,030 (7,894,663) shares in the Company, giving him a 5.201% (5.131%) interest.
  - Artemis Investment Management, LLP, which directly holds a 3.420% interest (4.25%).
- b) Share premium: The Consolidated Text of the Spanish Corporate Enterprises Act permits the use of the share premium account balance to increase share capital and provides no specific limitation with respect to its availability.
- c) Legal reserve: The companies that generate a profit are required to earmark 10% of net profit for the year to a legal reserve until such reserve is equivalent to 20% of share capital.

The legal reserve cannot be distributed except in the event of dissolution but it can be used to offset losses insofar as other reserves are not available for this purpose and to increase capital by the amount that exceeds 10% of capital after the increase. The Company had fully endowed its legal reserve at both year-ends.

- d) Voluntary reserves: This reserve is unrestricted other than the limitations imposed under prevailing company law.
- e) Revaluation reserve, Royal Decree-Law 7/1996: As a result of the asset restatements made in the past by Sociedad General Azucarera de España, S.A. and Puleva S.A. under the scope of Royal Decree-Law 7/1996 of June 7, 1996, the Company recognized revaluation reserves in the amount of 21,767 thousand euros; in the wake of the amounts derecognized in 2001 following the split-off of the sugar business and in 2003 following the dissolution of A. E. Gestion de Patrimonio, S.L., that balance stands at 3,169 thousand euros (included under other reserves).

It can be used, without accruing taxes, to offset tax losses accumulated in prior, current and future tax periods and for the purpose of increasing share capital. Since April 1, 2007, this balance can be earmarked to unrestricted reserves to the extent that the monetary gain has been realized. The monetary gain is deemed realized in respect of the corresponding depreciation charges recognized or when the restated asset items have been sold or derecognized for accounting purposes. If this balance were used in a manner other than that provided for in Royal Decree-Law 7/1996, it would be taxable.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

- f) Own shares: In 2020, the Parent had the power to buy back and sell own shares under the scope of the authorization granted at the Annual General Meeting held on June 3, 2015 and that granted at the Annual General Meeting held on July 29, 2020 for a period of five years (as duly notified to the CNMV in keeping with prevailing legislation). In 2020, under the scope of the employee share plan, it bought back 44,884 shares, sold 12,500 and delivered 32,384 own shares to employees. The Company did not hold any own shares at December 31, 2020.

In 2019, the Parent similarly had the power to buy back and sell own shares under the scope of the authorization granted at the Annual General Meeting held on June 3, 2015 for a period of five years (as duly notified to the CNMV in keeping with prevailing legislation). In 2019, the Company bought back 58,000 shares, sold 28,250 and, under the scope of the employee share plan, delivered 29,750 own shares to employees. The Company did not hold any own shares at December 31, 2019.

- g) Dividends paid in 2020:

Ordinary dividend - Distribution of the dividends approved at the Annual General Meeting held on July 29, 2020 at which the Parent's shareholders ratified the motion to pay a cash dividend with a charge against 2019 profit and unrestricted reserves of 0.57 euros per share, payable in the course of 2020 for a total outlay of 87,703 thousand euros. The dividend was paid out in three equal instalments of 0.19 euros per share (before withholdings) on April 1, June 30 and October 1, 2020.

Extraordinary dividend - Distribution of the dividend approved at the Extraordinary General Meeting held on December 16, 2020, at which the Company's shareholders ratified a motion for the payment of an extraordinary dividend of 1.94 euros per share (before withholdings), for a total outlay of 298,499 thousand euros. That dividend was paid out in one go on December 28, 2020.

### 13. BANK BORROWINGS

The breakdown of current and non-current bank borrowings (in thousands of euros) at both year-ends:

	2020	2020	2019	2019
	Non-current	Current	Non-current	Current
Bank loans arranged in euros	199,851	365,000	204,865	130,000
Bank loans arranged in US dollars	-	-	-	-
Credit facilities arranged in euros	-	-	-	13,260
Interest accrued but not due	-	143	-	344
<b>TOTAL</b>	<b>199,851</b>	<b>365,143</b>	<b>204,865</b>	<b>143,604</b>

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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The non-current euro-denominated bank borrowings at December 31, 2020 included:

- As a result of arrangements set up in 2019: two new bilateral loans for a total of 50 million euros, repayable in a single bullet payment between March and April 2022 and carrying interest at an average rate of 0.525%.
- Arranged in 2020: (i) a new 3-year bilateral loan in the amount of 125 million euros, payable in a single bullet payment in May 2023, carrying interest at an average rate of 0.50%; and (ii) the rollover in December 2020 of a 25 million-euro loan initially due in March 2021 (whose size has been increased to 35 million euros) and now due in March 2024; that loan also carries interest at an average rate of 0.50%.

The current euro-denominated bank borrowings at December 31, 2020 included:

- Two new bilateral loans, arranged in December 2020, with two banks, one in the amount of 150 million euros and the other in the amount of 85 million euros; they are both due in a single bullet payment in December 2021 and carry interest at an average rate of 0.23%.
- The rest of this heading reflects the classification to current bank borrowings of three bilateral loans totaling 130 million euros: two are due in the first quarter of 2021 in an aggregate amount of 80 million euros, while the third, in the amount of 50 million euros, is due during the last quarter of 2021.

The Company is obliged to comply with a series of covenants, specifically a series of ratios calculated on the basis of the consolidated financial statements of the group of which the Company is the parent, throughout the term of these loans. Any breach of the covenants would increase the related borrowing costs and in some cases would trigger an early repayment requirement. The Company was in compliance with all those covenants at both year-ends.

In addition, at year-end 2020, the Company had arranged and guaranteed credit facilities with an aggregate limit of 35 million euros (year-end 2019: 35 million euros), of which 0 thousand euros (13,260 thousand euros) had been drawn down. The average annual rate of interest on these borrowings, excluding the long-term loans, is 3-month EURIBOR plus a market spread of 0.62% (2019: 0.55%) on average.

In addition, the Company has extended sureties and other guarantees to third parties via banks totaling 163,252 thousand euros at year-end 2020 (444,854 thousand euros at year-end 2019) (note 16).

The maturity schedule for bank borrowings (at December 31, 2020):

Due 2021	365,143 thousand euros
Due 2022	50,000 thousand euros
Due 2023	125,000 thousand euros
Due 2024	24,851 thousand euros

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

#### 14. NON-CURRENT PROVISIONS

The reconciliation of the Company's provisions at the beginning and end of 2020 and 2019 is as follows:

NON-CURRENT PROVISIONS	Employee benefit obligations			Other provisions for contingencies			Total
	Long-service bonuses	Non-current remuneration	Total	Business sale reps & warranties	Tax assessments	Total	
Thousands of euros							
<b>Closing balance: Dec. 31, 2018</b>	165	1,877	<b>2,042</b>	11,240	4,779	<b>16,019</b>	<b>18,061</b>
- Additions (reversal of provisions)	22	766	788	0	(49)	(49)	739
- Amounts used	0	(954)	(954)	0	0	0	(954)
<b>Closing balance: Dec. 31, 2019</b>	187	1,689	<b>1,876</b>	11,240	4,730	<b>15,970</b>	<b>17,846</b>
- Additions (reversal of provisions)	11	1,485	1,496	0	0	0	1,496
- Amounts used	0	(720)	(720)	0	0	0	(720)
<b>Closing balance: Dec. 31, 2020</b>	198	2,454	<b>2,652</b>	11,240	4,730	<b>15,970</b>	<b>18,622</b>

#### **Provision for contingencies – Reps and warranties granted in connection with the sales of the sugar and dairy businesses**

The provisions recognized to cover the outcome of lawsuits related to the sales of the sugar business (sold in 2009) and the dairy business (sold in 2010) correspond to the reps and warranties extended to the buyers of these businesses under which an unfavorable ruling in these lawsuits has the effect of reducing the sale-purchase prices for these business. Additions to this provision (or reversals thereof) imply an adjustment to the sale price and are accordingly recognized as a reduction (or increase) in profit in the year in which they are recognized.

These lawsuits had been substantially resolved by year-end 2013, so that the related provision stood at zero. However, in the course of 2014 a number of smaller-sized disputes came to light. Management determined it was necessary to recognize a provision in respect of certain of these cases in light of the possible outflow of resources in the future.

A new lawsuit was brought in August 2014 when Grupo Lactalis Iberia, S.A. passed the proposed ruling in respect of the disciplinary proceedings initiated by the investigative unit of Spain's anti-trust authority, the CNMC, against Spain's leading dairy transformation companies, including Puleva Food, S.L., in connection with alleged anti-competitive practices between 2003 and 2013, on to Ebro Foods, S.A. Ebro Foods, S.A. sold Puleva Food, S.L. to Grupo Lactalis Iberia, S.A. in 2010; the related share purchase agreement (the "SPA") included a liability regime covering future contingencies. Under that regime, Ebro Foods, S.A., as seller, could be held liable to the buyer for any fine imposed on Puleva Food, S.L. with respect to developments taking place prior to the sale.

## **EBRO FOODS, S.A.**

### **Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)**

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The above-mentioned proposed ruling qualified the conduct investigated as a very serious infraction of article 62.4.a) of Spain's Anti-Trust Act and recommended that the Board of the CNMC hand down the fine contemplated in article 63 of that same piece of legislation. Grupo Lactalis Iberia, S.A. and Puleva Food, S.L., in keeping with the procedure agreed upon in the SPA, duly presented statements outlining their pleas against the proposed ruling, categorically denying the conduct charged therein.

The ruling issued by the CNMC's Board on February 26, 2015 was received on March 3, 2015. It handed down a fine against Puleva Food, S.L. of 10,270 thousand euros (the Disciplinary Ruling). Although the Ebro Group believed it had solid arguments for defending its position in these lawsuits, and so stated in the appeal lodged before the Spanish High Court (*Audiencia Nacional*) in September 2015, the risk of an outflow of resources was deemed probable and a provision was accordingly recognized in the 2014 financial statements.

In a ruling issued on October 25, 2018, the High Court annulled the Disciplinary Ruling on account of formal defects, ordering the rewinding of the procedure corresponding to disciplinary investigation S/0425/12, which originally gave rise to the Disciplinary Ruling, to the moment immediately preceding the procedural infraction that gave rise to the annulment. In keeping with the High Court's ruling, in November 2018, the CNMC agreed and notified Puleva Food, S.L. of the resumption of the disciplinary investigation, specifically the resumption of the pertinent proceedings rewound to immediately prior to April 24, 2014.

In the wake of the resumption, on December 21, 2018, by the CNMC of the disciplinary proceedings, with retroactive effect, the CNMC issued a new disciplinary ruling on July 11, 2019. In that new ruling, the CNMC reiterated its original opinion of the underlying facts and levied a fine in the same amount against Puleva Food, S.L. Therefore, and notwithstanding the fact that the Group believes it has substantive arguments against this new ruling, the Company's directors believe that the provision recognized to cover this lawsuit should be maintained.

Elsewhere and in addition, in 2016, the Group recognized a provision of 2,500 thousand euros to cover the litigation risk associated with the tax assessments signed under protest in 2016 in the wake of an inspection of the Puleva Group in respect of the years during which it still belonged to Ebro's consolidated tax group; the case was still pending ruling at December 31, 2020.

#### **Provision for contingencies – Tax assessments**

A tax inspection of the Spanish tax group in respect of 2008 to 2011, both inclusive, concluded in May 2014. All of the assessments were paid (using financial criteria), including those signed under protest (albeit not the related fines). The assessments signed under protest have been appealed.

In addition, the Group signed assessments handed down in connection with the deduction accredited and applied as warranted in relation to the 2008 Volvo Ocean Race under protest. The amount contested, which applies from 2008 to 2010, totals 3,021 thousand euros.

## **EBRO FOODS, S.A.**

### **Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)**

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In that case, the liability was not initially provided for as the assessments had been appealed and the likelihood of winning the claim was deemed high due to the precedent set by High Court rulings in favor of other taxpayers that had brought identical cases.

However, in July 2017, the Supreme Court ruled against a taxpayer in a very similar case. Therefore, the risk that the outcome of the proceedings will not favor the tax group was reclassified from remote to probable as it is now expected to possibly entail an outflow of resources. As a result, in 2017, the Group recognized a provision of 3,928 thousand euros to cover this liability. The provision was recognized with a charge against corporate income tax expense in the 2017 income statement.

There were no new developments in the lawsuits related with the tax assessments appealed in relation to the 2008-2011 inspection in 2019. On September 11, 2020, the High Court ruled against the Company's appeal. The Company has since appealed that High Court ruling before the Supreme Court and is currently awaiting a date for presenting its case.

Elsewhere, an inspection of the Spanish tax group for 2012 to 2015, both years included, finished in 2018; as a result, in 2018, the Company recognized 851 thousand euros of provisions in relation to preliminary assessments signed under protest. The definitive assessments for the years covered by that inspection were handed down in 2019 and the Company adjusted its provision accordingly, reducing it by 49 thousand euros.

All of the assessments were already recognized in 2018 for accounting purposes either for payment (those not contested) or as provisions (those contested). The assessments signed under protest have been appealed.

In addition, definitive assessments in the amount of 3,641 thousand euros have been signed under protest in relation to a specific concept with which the Ebro Group is in total disagreement. In this instance, the balance has not been provided for as the assessments have been appealed and the likelihood of winning the claim is deemed very high due to the fact that there are solid arguments and precedent following prior inspections, prompting the directors to classify the probability of an outflow of resources as remote.

There were no new developments in the lawsuits related with the tax assessments appealed in relation to the 2012-2015 inspection in 2020.

#### **Provision for long-service bonuses**

Some Ebro Foods, S.A. employees are entitled to receive long-service bonuses after 25 to 40 years' service from a fund managed internally by the Company. The provision recognized for long-service bonuses at year-end 2020 in the amount of 198 thousand euros (year-end 2019: 187 thousand euros) represents the present value, calculated using actuarial studies performed by independent experts, of the potential future payments to these employees.

The key assumptions used in the most recent actuarial study with effect as of each reporting date are as follows:

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

- a) A discount rate of 0.0855% (2019: 0.4500%)
- b) Wage increases: compound annual growth of 3% (2019: 3%)
- c) Mortality and survival tables: PERM/F 2000 tables (new policies)

#### **Provision for long-term remuneration to executives**

Refer to note 18. The amounts utilized in 2020 relate to the 2016-2018 remuneration plan, specifically the payments corresponding to year three of that three-year plan. The provisions recognized in 2019 and 2020 correspond to the new 2019-2021 bonus plan to be settled between 2021 and 2023.

## 15. TAX MATTERS

The breakdown of taxes payable and receivable at year-end is as follows:

Thousands of euros	31.12.20	31.12.19
<b>Current</b>		
Current tax assets	6,183	4,439
Other tax receivables	1,022	790
Current tax liabilities	0	0
Other tax payables	(19,166)	(1,166)
	(11,961)	4,063
<b>Non-current</b>		
Deferred tax assets	6,709	6,24
Deferred tax liabilities	(54,202)	(51,724)
	(47,493)	(45,484)

Under prevailing legislation, tax returns may not be considered final until either they have been inspected by the tax authorities or until the inspection period has prescribed.

The Company has its books open to inspection since 2016 in respect of all applicable taxes. The Company's directors believe there is no need to provide for potential additional tax liabilities that could arise from differing interpretations of tax regulations in respect of the years open to inspection.

15.1. The tax group that files its return under the consolidated tax regime is made up of:

Ebro Foods, S.A. (parent of the tax group), Ebro Financial Corporate Services, S.L., Fincas e Inversiones Ebro, S.A., Dosbio 2010, S.L., Arotz Foods, S.A., Herba Foods, S.L., Herba Ricemills, S.L and its subsidiaries, Herba Nutrición, S.L, Fallera Nutrición, S.L. and Española de I+D, S.A.

15.2 The reconciliation of net income and expense for both reporting periods to taxable income (tax loss) is set forth below:

**EBRO FOODS, S.A.**

**Notes to the financial statements for the year ended December 31, 2020  
(Thousands of euros)**

Income tax Thousands of euros	2020		2019	
	Accounting	Tax	Accounting	Tax
<b>Profit before tax from continuing operations</b>	<b>30,127</b>	30,127	<b>886,213</b>	886,213
Permanent differences	(43,264)	(43,264)	(923,347)	(923,347)
Tax group tax losses for offset	0	0	34,070	34,070
<b>Accounting profit adjusted for permanent differences</b>	<b>(13,137)</b>	<b>(13,137)</b>	<b>(3,064)</b>	<b>(3,064)</b>
Temporary differences		(18,136)		(22,334)
Tax group tax losses for offset		4,062		0
<b>Taxable income (tax loss) of the Company</b>	<b>(13,137)</b>	<b>(27,211)</b>	<b>(3,064)</b>	<b>(25,398)</b>
Tax calculated at statutory rate: 25%	(3,284)	(6,803)	(766)	(6,350)
Tax credits	0	0	0	0
<b>Tax expense/(income) for the year</b>	<b>(3,284)</b>	<b>(6,803)</b>	<b>(766)</b>	<b>(6,350)</b>
Restatement of prior-year's income tax	(222)	0	(214)	0
Tax assessments	0		(75)	
Change in deferred tax assets and liabilities	(828)		0	
<b>TOTAL INCOME TAX: Expense (income)</b>	<b>(4,334)</b>	<b>(6,803)</b>	<b>(1,055)</b>	<b>(6,350)</b>

The reconciliation of income tax payable/(refundable) by/to Ebro Foods, S.A. and total income tax payable/(refundable) as a result of application of the consolidated tax regime is provided below:

	<b>2020</b>	<b>2019</b>
Tax payable (refundable) corresponding to Ebro Foods, S.A.	(6,803)	(6,350)
Payments made on account during the year	(1,792)	(4,319)
Tax withholdings	(27)	(60)
Tax refundable pending collection from prior years	(4,363)	(59)
Tax payable (refundable) corresponding to the other companies in the	6,802	6,349
<b>Tax group tax payable (receivable)</b>	<b>(6,183)</b>	<b>(4,439)</b>

15.3 The reconciliation of tax expense (income) to the result of multiplying total recognized income and expense, as opposed to profit or loss as per the income statement, by applicable tax rates, is as follows:

Thousands of euros	Statement of profit or loss	
	2020	2019
Profit before tax from continuing operations	30,127	886,213
Statutory tax rate	25%	25%
Theoretical tax expense	<b>7,532</b>	<b>221,553</b>
<u>Effect of:</u>		
Non-deductible expenses	1,467	2,113
Non-taxable income	(1,502)	(1,499)
Tax group tax losses for offset	0	8,518
Dividends between tax group companies	(10,675)	(3,150)
Dividends within parent company group	(106)	(228,301)
Deductions and other items	0	0
	<b>(3,284)</b>	<b>(766)</b>
<u>Breakdown of tax expense (income)</u>		
Current	(6,803)	(6,350)
Deferred	3,519	5,584
<b>Effective tax expense (income)</b>	<b>(3,284)</b>	<b>(766)</b>

**EBRO FOODS, S.A.**

**Notes to the financial statements for the year ended December 31, 2020  
(Thousands of euros)**

- 15.4 The breakdown of the temporary differences arising at Ebro Foods, S.A. in 2020 and 2019 is as follows:

<b>TEMPORARY DIFFERENCES - Additions</b>	<b>2020</b>	<b>2019</b>
Additions to provision for long-term remuneration obligations	1,637	824
Additions to provision for long-service bonuses	11	22
Reversal of impairment provisions on investments in group companies	1,285	6,612
Amortization of trademarks for tax purposes	394	394
<b>Total additions</b>	<b>3,327</b>	<b>7,852</b>
<b>TEMPORARY DIFFERENCES - Decreases</b>	<b>2020</b>	<b>2019</b>
Goodwill amortization charges	2,007	2,007
Provisions for long-term remuneration obligations used	721	954
Temporary difference on account of goodwill amortization	18,731	18,731
Reversal of impairment provisions on investments in group companies	0	8,493
Utilization of asset recognized for 30% of depreciation charges not deductible	4	1
<b>Total decreases</b>	<b>21,463</b>	<b>30,186</b>
<b>Total net additions (decreases)</b>	<b>(18,136)</b>	<b>(22,334)</b>

- 15.5 The breakdown of the permanent differences arising at Ebro Foods, S.A. in 2020 and 2019 is as follows:

<b>PERMANENT DIFFERENCES - Additions</b>	<b>2020</b>	<b>2019</b>
<b>Additions:</b>		
Donations	1,602	424
Addition to impairment provisions on investments in group and other companies	0	8,000
Non-deductible loss on financial assets	4,234	0
Other non-deductible expenses	32	26
<b>Total additions</b>	<b>5,868</b>	<b>8,450</b>
<b>PERMANENT DIFFERENCES - Decreases</b>		
Adjustments for dividends from tax group subsidiaries	42,700	12,600
Adjustments for dividends from other group companies	423	913,203
Amortization of goodwill for tax purposes	109	109
Reversal of impairment provisions on investments in group companies	5,900	0
Gain on sale of investments in group companies	0	5,690
Liquidation of subsidiaries	0	195
<b>Total decreases</b>	<b>49,132</b>	<b>931,797</b>
<b>Total net additions (decreases)</b>	<b>(43,264)</b>	<b>(923,347)</b>

- 15.6 Ebro Foods, S.A. did not utilize any tax credits in 2020 as a result of the tax loss generated by the tax group. In 2020, it generated 550 thousand euros of tax credits, mainly corresponding to donations, for utilization in future years, in addition to the 7.4 million euros generated and unused in prior years (mainly deductions generated by the reinvestment of extraordinary gains).

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

The amounts of proceeds reinvested by the Spanish tax group in prior years entitling it to tax credits were 33.1, 5.0, 115.3, 57.3, 1.5, 16.2, 11.2 and 76.3 million euros between 2006 and 2013, respectively. These reinvestments satisfied all of the requirements for qualifying for the related tax relief.

15.7 A reconciliation of Ebro Foods, S.A.'s deferred tax assets and liabilities is provided below:

Thousands of euros	31-12-18	Additions	Amounts derecognized	Restatements and other additions/ derecognitions	31-12-19	Additions	Amounts derecognized	Restatements and other additions/ derecognitions	31-12-20
<b>Deferred tax assets</b>									
- Goodwill	2,107		(502)		1,605		(502)		1,103
- Intangible assets: Trademarks	2,434	98			2,532	98			2,63
- Property, plant and equipment: Land	108				108				108
- Property, plant and equipment: Depreciation	11				11				11
- Long-term remuneration obligations	633	206	(238)		601	409	(180)		830
- Provisions for contingencies	310				310				310
- Provisions for long-service bonuses	41	6			47	3			50
- Impairment provisions: investments in group companies	2,123		(2,123)		0				0
- Unused tax losses	1,026				1,026	1,015		(374)	1,667
	<b>8,793</b>	<b>310</b>	<b>-2,863</b>	<b>0</b>	<b>6,240</b>	<b>1,525</b>	<b>-682</b>	<b>-374</b>	<b>6,709</b>
<b>Deferred tax liabilities</b>									
- Amortization of goodwill for tax purposes	(46,070)	(4,683)			(50,753)	-4,683		1,565	(53,871)
- Deferral of gains by tax group	(331)				(331)				(331)
- Impairment provisions: investments in group companies	(2,456)		1,653	163	(640)		321	319	0
	<b>(48,857)</b>	<b>(4,683)</b>	<b>1,653</b>	<b>163</b>	<b>(51,724)</b>	<b>(4,683)</b>	<b>321</b>	<b>1,884</b>	<b>(54,202)</b>
<b>Total deferred taxes, net</b>	<b>(40,064)</b>	<b>(4,373)</b>	<b>(1,210)</b>	<b>163</b>	<b>(45,484)</b>	<b>(3,158)</b>	<b>(361)</b>	<b>1,510</b>	<b>(47,493)</b>

## 16. GUARANTEES EXTENDED

The Company had extended the following guarantees in the form of bank sureties at both reporting dates:

	2020	2019
Guarantees extended via banks		
Provided to courts and other bodies in relation to claims and tax deferrals	20,206	9,937
Provided to third parties to guarantee fulfilment of obligations arising in the ordinary course of business	360	360
Guarantees awarded directly by Ebro Foods, S.A.		
Guarantees given to banks to secure other companies' obligations	142,686	434,557

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

The guarantees extended to banks to secure other companies' obligations correspond mainly to the guarantees given by Ebro Foods, S.A. to its subsidiaries Ebro India, Ltda. (100%-indirectly owned), Ebro Financial Corporate Services, S.L. (100%-directly owned), Mundiriz, Ltda. (100%-indirectly owned), Herba Bangkok, Ltd (100%-indirectly owned), Pastificio Lucio, S.r.l. (52%-indirectly owned), Panzani, SAS (100%-directly owned) and Riviana Foods, Inc. (100%-directly and indirectly owned) to secure their short- and medium-term credit facilities.

#### 17. BALANCES WITH GROUP COMPANIES AND ASSOCIATES

Note 8 lists Ebro Foods, S.A.'s subsidiaries and associates. Transactions with associates did not result in material balances at either year-end.

The main transactions performed by the Company with group companies and associates in 2020 and 2019 are shown below:

	2020		2019	
	Group companies	Associates	Group companies	Associates
External services	(1,466)	0	(601)	0
Employee benefits expense	0	0	0	0
Finance costs	(2,285)	0	(12,952)	0
<b>Total purchases and expenses</b>	<b>(3,751)</b>	<b>0</b>	<b>(13,553)</b>	<b>0</b>
Services rendered and other income	8,673	0	8,445	0
Finance income	2,078	0	28	0
Dividend income received	43,123	0	924,403	1,400
<b>Total revenue and income</b>	<b>53,874</b>	<b>0</b>	<b>932,876</b>	<b>1,400</b>

The resulting balances between Ebro Foods, S.A. and its group companies and associates at the respective year-ends are as follows:

DECEMBER 31, 2020						
BALANCES WITH SUBSIDIARIES AND ASSOCIATES	Non-current loans	Due from companies	Current loans	Balances payable		Due to companies
				Non-current	Current	
Panzani, SAS	200,000	1,449				
Herba Foods, S.L.		69				
Arotz Foods, S.A.		59		(29,107)		(8)
Ebro de Costa Rica, S.L.				(14,075)		
Ebro Riviana de Guatemala, S.L.				(9,493)		
Herba Ricemills, S.L.		6,007				(12)
Riviana Foods (Group)		2,227		(114,434)		
Ebro Financial Corporate Services, S.L.		244		(203,100)		
Lassie Group (Netherlands)		260				
Fundación Ebro Foods					(300)	
Riso Scotti, S.p.a.						
Other companies (minor balances)	0	872		0		(1)
	<b>200,000</b>	<b>11,187</b>	<b>0</b>	<b>(370,209)</b>	<b>(300)</b>	<b>(21)</b>

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

DECEMBER 31, 2019						
BALANCES WITH SUBSIDIARIES AND ASSOCIATES	Non-current loans	Due from companies	Current loans	Balances payable		Due to companies
				Non-current	Current	
Panzani, SAS	200,000	1,233	27			(192)
Herba Foods, S.L.		111				
Arotz Foods, S.A.		86		(28,955)		(10)
Ebro de Costa Rica, S.L.				(16,265)		
Ebro Riviana de Guatemala, S.L.				(10,408)		(45)
Herba Ricemills, S.L.		2,559			(10,000)	(6)
Riviana Foods (Group)		1,339				
Ebro Financial Corporate Services, S.L.		59		(205,100)		
Lassie Group (Netherlands)		229				
Fundación Ebro Foods					(298)	
Riso Scotti, S.p.a.		1,000				
Other companies (minor balances)	0	1,415		0		(66)
	<b>200,000</b>	<b>8,031</b>	<b>27</b>	<b>(260,728)</b>	<b>(10,298)</b>	<b>(319)</b>

All of the balances are denominated in euros, other than the balances payable to Riviana Foods, Inc. (denominated in US dollars), Ebro de Costa Rica, S.L. (Colones) and Ebro Riviana de Guatemala, S.L. (Quetzales).

The long-term loans payable do not carry any fixed maturity; accordingly, the Company has classified them as non-current as it does not expect to repay them in the short term.

The Company has a current business account arrangement with most of its subsidiaries under which it guarantees coverage of all of their financing needs and, as required, remuneration of their cash surpluses, all of which at market interest rates.

#### 18. RELATED-PARTY TRANSACTIONS

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. The Group has not extended or received other guarantees in respect of accounts receivable from or payable to its related parties.

The Company did not write down any receivables due from related parties down for impairment in either reporting period. That assessment is undertaken each financial year by examining the financial situation of the related party and the market in which it operates.

##### **18.1 Transactions with significant shareholders (or parties related thereto) of Ebro Foods, S.A. (excluding directors)**

Note 12 lists the companies that have a significant equity interest in Ebro Foods, S.A.

Other than dividend payments, there were no transactions between Ebro Foods, S.A. and its significant shareholders (excluding directors, for whom the related disclosures are provided in note 18.2) in either reporting period.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

#### **18.2 Transactions with directors and executives (or parties related thereto) of Ebro Foods, S.A.**

Ebro Foods, S.A. realized the following transactions with one of its directors in 2020 and 2019 outside the scope of the dividend and remuneration transactions disclosed in notes 18.3 and 18.7 (amounts in thousands of euros):

Name or company name of director	Relationship	Name or company name of the related party	Type of transaction	2020 Amount	2019 Amount
Antonio Hernández Callejas	Relative	Luis Hernández González	Lease (expense)	42	42
Antonio Hernández Callejas	Company	Cardenal Ilundain 4, SL.	Sale of goods (finished and in-progress)	0	2
Antonio Hernández Callejas	Company	Hergón 96, SL.	Sale of goods (finished and in-progress)	0	2
Antonio Hernández Callejas	Company	Hacienda Las Casetas, SL.	Sale of goods (finished and in-progress)	0	1

#### **18.3 Other transactions with significant shareholders and directors/executives: dividends received from Ebro Foods, S.A.**

Against the backdrop of the general dividend policy of Ebro Foods, S.A., the following amounts were paid in 2020 (2019) (expressed in thousands of euros):

- Dividends paid to significant shareholders (excluding directors): 58,543 (13,499)
- Dividends paid to directors (and persons related thereto) and executives: 213,717 (46,951)

#### **18.4 Transactions with other related parties**

Ebro Foods, S.A. did not transact with 'other related parties' in 2020.

#### **18.5 Other disclosures**

Ebro Foods, S.A. holds a 40% shareholding in Riso Scotti S.p.A. The investment in this associate is accounted for using the equity method.

Riso Scotti S.p.A. is an Italian company whose corporate purpose is analogous to that of Ebro Foods, S.A.

Mr. Antonio Hernández Callejas, Chairman of Ebro Foods, S.A., is a director of Riso Scotti, S.p.A.

The transactions performed between Ebro Foods, S.A. and Riso Scotti S.p.A. (an associate that is not fully consolidated by the Ebro Group) in 2020 and 2019 (amounts in thousands of euros):

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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Type of transaction	2020 Amount	2019 Amount
Services rendered (income)	3	3
Dividends received (income)	0	1,400

#### 18.6 Fiduciary duties: conflicts of interest and non-compete duty

All of the directors, including in the case of the legal person directors their natural person representatives, have informed the Company that neither they nor any of their related parties found themselves party to any of the direct or indirect conflicts of interest itemized in article 229 of Spain's Corporate Enterprises Act.

In addition, the directors, and where relevant the natural persons representing them on the Board of Directors of Ebro Foods, S.A., itemized below have informed the Company of the following relationships with entities that carry on an analogous business activity to that constituting Ebro Foods, S.A.'s core business:

- Grupo Tradifín, S.L. holds (i) a direct interest of 50% in Instituto Hispánico del Arroz, S.A., an entity of which it is the chief executive; and (ii) a 100% interest in Cabher 96, S.L., an entity of which it is the sole director.
- Ms. Blanca Hernández Rodríguez (the natural person who represents Grupo Tradifín, S.L. on the Board of Directors of Ebro Foods, S.A.) holds indirect interests in Instituto Hispánico del Arroz, S.A. and Cabher 96, S.L. through her 33.25% direct shareholding in Grupo Tradifín, S.L., an entity of which she is the chairwoman and chief executive: specifically, indirect shareholdings of 16.625% in Instituto Hispánico del Arroz, S.A. and of 33.25% in Cabher 96, S.L. She does not hold any positions or duties at the latter two entities.
- Heralianz Investing Group, S.L. holds a direct interest of 50% in Instituto Hispánico del Arroz, S.A., an entity of which it is the chief executive.
- Mr. Félix Hernández Callejas (the natural person who represents Heralianz Investing Group, S.L. on the Board of Directors of Ebro Foods, S.A.) holds an indirect interest of 14.334% in Instituto Hispánico del Arroz, S.A. through his direct shareholding of 28.668% in Heralianz Investing Group, S.L. He is the vice-chairman and chief executive of Instituto Hispánico del Arroz, S.A.
- Mr. Antonio Hernández Callejas holds an indirect interest of 14.334% in Instituto Hispánico del Arroz, S.A. through the 28.668% interest he holds directly in Heralianz Investing Group, S.L. Antonio Hernández Callejas does not hold any position at Instituto Hispánico del Arroz, S.A.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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The directors of Ebro Foods, S.A. (or their natural person representatives, as warranted) did not perform any transactions with the Company outside of the ordinary course of its business or other than on an arm's length basis in either reporting period.

The directors have not informed the Company of any direct or indirect potential conflicts of interest between them or their related parties and the Company other than those disclosed in this note.

#### **Director and executive remuneration**

**Director remuneration.**- The remuneration accrued by the members of the Board of Directors of Ebro Foods, S.A. totaled 6,893 thousand euros in 2020 (2019: 5,682 thousand euros), broken down as follows (pre-tax amounts in thousands of euros):

DIRECTOR REMUNERATION AND OTHER BENEFITS	2020	2019
<b>TYPE OF REMUNERATION</b>		
Attendance fees	317	322
Fixed remuneration received in their capacity as directors	2,850	2,728
<b>Total director remuneration</b>	<b>3,167</b>	<b>3,050</b>
Wages, salaries and professional fees	3,726	2,632
Termination and other benefits	0	0
<b>Total executive director remuneration</b>	<b>3,726</b>	<b>2,632</b>
<b>TOTAL REMUNERATION</b>	<b>6,893</b>	<b>5,682</b>
<b>OTHER BENEFITS</b>		
Life insurance and post-employment benefits	0	0

Article 22 of the Bylaws stipulates that “*The overall remuneration received by the members of the Board of Directors in their capacity as such (i.e., in exchange for their supervisory and other non-executive duties) shall consist of: (i) a fixed annual sum; and (ii) fees for attending the meetings of the Board and its committees. Both the fixed annual sum assigned to the Board of Directors as a whole and the amount of the attendance fees shall be determined by the Company's shareholders in general meeting and remain in effect until such time as their modification is approved. It shall be up to the Board of Directors to distribute the fixed sum determined at the Annual General Meeting in accordance with the positions discharged by each, their membership of the Board's various committees and other objective circumstances the Board of Directors deems opportune to its members each year. It shall be similarly up to the Board of Directors to determine the frequency of such payments.../...*”

With respect to the remuneration of the directors in their capacity as such, at a meeting held on February 25, 2021, the Board of Directors resolved, at the recommendation of its Nomination and Remuneration Committee:

- (i) to submit a motion for the payment of the pre-tax sum of 2,850 thousand euros of fixed remuneration in respect of 2020 at the upcoming 2021 Annual General Meeting; and

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

- (ii) to leave pre-tax attendance fees at 1,600 euros per meeting of the Board of Directors and 800 euros per meeting of its various committees.

The individual breakdown of pre-tax director remuneration for 2020 (in thousands of euros) is provided below:

Director	Fixed remuneration	Attendance fees	Fixed remuneration for performance of executive duties	Variable remuneration for performance of executive duties	Total
Hernández Callejas, Antonio	403	23	1,255	2,471	4,152
Carceller Arce, Demetrio	374	27	0	0	401
Alimentos y Aceites, S.A.	125	19	0	0	144
Barreiro Pérez-Pardo, Belén	158	23	0	0	181
Carceller Arce, María	125	19	0	0	144
Castelló Clemente, Fernando	197	28	0	0	225
Comenge Sánchez-Real, José Ignacio	152	20	0	0	172
Corporación Financiera Alba, S.A.	234	24	0	0	258
Costa García, Mercedes	198	28	0	0	226
Empresas Comerciales e Industriales Valencianas, S.L.	125	19	0	0	144
Fernández Alonso, Javier	130	10	0	0	140
Grupo Tradifín, S.L.	192	28	0	0	220
Hercalanz Investing Group, S.L. (*)	152	20	0	0	172
Zorrero Camas, Pedro Antonio	285	27	0	0	312
<b>TOTAL</b>	<b>2,850</b>	<b>315</b>	<b>1,255</b>	<b>2,471</b>	<b>(**) 6,891</b>

(\*) Hercalanz Investing Group, S.L. has never performed either executive or management duties at Ebro Foods, S.A. or at any subsidiary and therefore has not received any remuneration in this respect. It is categorized as an executive director based on the fact that the natural person representing this entity on the Board of Directors of Ebro Foods, S.A. is an executive and director of several Ebro Group subsidiaries.

(\*\*) Total director remuneration in 2020 amounted to 6,892,656 euros, before tax, which, rounded to thousands of euros comes out at 6,893 thousand. That sum differs from the total provided in the table above as a result of the rounding, to the nearest thousandth, of each director's individual remuneration.

Of the total variable remuneration earned by the Chairman of the Board of Directors for performance of his executive duties in 2020, 596 thousand euros, before tax, corresponded to the Deferred Annual Bonus Scheme tied to the Group's 2016-2018 Business Plan in respect of 2018, a figure representing 50% of the bonuses accrued under that three-year scheme. That sum was provided for in the 2018 financial statements and paid in 2020.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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Elsewhere, in relation to the total remuneration earned by the Chairman of the Board of Directors for the performance of his executive duties in 2020, the 2020 financial statements recognize a provision of 1,058 thousand euros in respect of the provisional estimate of the amount corresponding to 2020 under the Deferred Annual Bonus Scheme tied to the Group's 2019-2021 Plan, which represents up to 25% of the deferred bonus entitlement expected to be accrued during the three-year period. That figure will be paid in 2022.

These bonus schemes are not tied to Ebro Foods' share price performance and do not entitle their beneficiaries to the receipt of shares or any rights over such shares.

Elsewhere, none of the members of the Board of Directors benefits from complementary life insurance or pension cover. Moreover, the Company has neither extended any form of credit or advances to the members of its Board of Directors nor assumed any obligations on their behalf under guarantees.

**Officer remuneration** - A total of 11 people were considered officers of Ebro Foods, S.A. year-end 2020 (year-end 2019: 10); in 2020 those executives accrued total remuneration (fixed wages and salaries and annual bonuses) of 2,453 thousand euros (2019: 2,226 thousand euros).

In terms of the disclosures corresponding to officer remuneration provided in this section, note that the amounts shown include the remuneration and dividends received by the officers of Ebro Foods, S.A., "officers" understood to mean the Chief Operating Officer (COO), who is the most senior executive of the Ebro Group after the Executive Chairman, and the professionals in charge of the main departments of Ebro Foods, S.A., irrespective of whether they have a special senior management employment agreement with the Company.

In 2020, the team of officers (excluding the Chairman of the Board of Directors) of Ebro Foods, S.A. covered by the Deferred Annual Bonus Scheme tied to the Group's 2016-2018 Business Plan were paid 125 thousand euros, before tax, corresponding to 2018, a figure representing 50% of the bonuses earned during the three-year scheme that had been provisioned in the 2018 financial statements.

Meanwhile, in relation to the team of officers (excluding the Chairman of the Board of Directors) of Ebro Foods, S.A. covered by the Deferred Annual Bonus Scheme tied to the Group's 2019-2021 Business Plan, the 2020 financial statements recognize a provision of 187 thousand euros in respect of the provisional estimate of the amount corresponding to 2020 under the scheme, which represents up to 25% of the deferred bonus entitlement expected to be accrued during the three-year period. That sum will be paid in 2022, in keeping with the plan rules.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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Note lastly for the record that Ebro Foods, S.A. has taken out director and officer liability insurance cover; those policies cover all of its subsidiaries up to an annual claims cap of 45 million euros. The policies cost 113 thousand euros in 2020 (56 thousand euros in 2019), are effective until April 30, 2021 and are currently in the process of being renewed.

#### 19. OTHER DISCLOSURES

##### a) Foreign-currency transactions

The Company usually transacts in euros, other than the dollar-denominated borrowing arrangements described in notes 13 and 17.

##### b) Workforce structure

<b><u>2020</u></b>	At year-end		Average
	Male	Female	Total
Executives	8	4	12
Middle management	22	11	33
Clerical staff	6	7	13
	<u>36</u>	<u>22</u>	<u>58</u>

As required under article 260 of the Corporate Enterprises Act, the Company hereby discloses that the average number of people employed during the year with a disability of a severity of 33% or higher was one (man) - in the 'Clerical staff' category - in both reporting periods.

<b><u>2019</u></b>	At year-end		Average
	Male	Female	Total
Executives	7	3	10
Middle management	21	11	32
Clerical staff	7	9	16
	<u>35</u>	<u>23</u>	<u>58</u>

##### c) Audit fees

The fees paid for account auditing and other services to the Company's auditor, Ernst & Young, S.L., and entities related to the latter by means of control, joint ownership or joint management, in 2020 and 2019 were as follows (in thousands of euros):

- The fees corresponding to auditing services provided in 2020 amounted to 239 (2019: 245) thousand euros; those corresponding to other assurance services amounted to 81 (2019: 82) thousand euros.
- The fees for tax advisory and and/other services totaled 46 (2019: 37) thousand euros.

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

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#### d) Environmental disclosures

The activities carried on by the various Ebro Foods Group companies require investments to manage and control their environmental risks.

Investments that increase the capacity of their facilities and machinery are capitalized and depreciated on a straight-line basis over their estimated useful life. Ebro Foods, S.A., in its capacity as the Group's holding company, does not directly undertake this effort; rather its Group companies make and incur the required environmental investments and expenditure.

The work performed on this front in recent years has been very broad but has focused above all on ensuring adequate control of wastewater discharges, combustion gas and dust emissions and inert solid and organic waste and rubbish generation.

The Company's directors believe there are no significant environmental protection or enhancement contingencies and therefore, have not deemed it necessary to record any related provisions.

#### e) Disclosures regarding average supplier payment terms

The Company paid its suppliers at 24 days on average in 2020 (2019: 28 days).

	<b>2020</b>	<b>2019</b>
	<b>Days</b>	<b>Days</b>
Average supplier payment term	24	24
Paid transactions ratio	24	24
Outstanding transactions ratio	33	28
	<b>Thousands of euros</b>	<b>Thousands of euros</b>
Total payments made	8,996	11,075
Total payments outstanding	349	373

The 2020 figures in the table above do not include the sum of 2,850 (2019: 2,372) thousand euros invoiced by an IT system provider as its invoices took 82 (220) days to formally approve and document such that the payment was delayed by those 82 (220) days.

- f) For the purposes of compliance with the obligation stipulated in article 42 *bis* of Regulation 1065/2007, of July 27, 2007, enacting the general regulations governing tax management and inspections and establishing common procedural rules in respect of tax matters, and in keeping with the terms of article 4.b of the said article, there follows a list of the accounts with foreign financial institutions held by non-resident subsidiaries:

## EBRO FOODS, S.A.

### Notes to the financial statements for the year ended December 31, 2020 (Thousands of euros)

COMPANY	A/C ID CODE	BIC CODE	ACCOUNT CODE	BANK	BRANCH	COUNTRY OF LOCATION OF BANK	DATE OPENED	BALANCE AT DEC. 31, 2020 (EUROS)	AVERAGE BALANCE 4Q20 (EUROS)	% INTEREST	CURR.
Semola, S.r.l.	IBAN	BCABIT21XXX	IT39D0350003205000000037267	Ubi Banco di Brescia SpA	Rome	Italy	April 13	247,704.84	1,453,762.18	100%	EUR
Ebro Costa Rica S.L.	IBAN	BSNJCRSJXXX	CR11010200009024954723	BAC San Jose	San José	Costa Rica	August 06	16,772.65	16,772.65	100%	USD
Ebro Riviana Guatemala SL	Other	INDLGTGCXXX	0011100015	Banco Industrial Guatemala	Guatemala City	Guatemala	August 06	349.61	350.42	100%	GTQ
	Other	INDLGTGCXXX	0000683771	Banco Industrial Guatemala	Guatemala City	Guatemala	August 06	5,393.46	7,887.85	100%	USD
EF Alimentación, S de R.L de CV.	CLABE	BCMRMXMM	187408390	BBVA BANCOMER, S.A.	Mexico City	Mexico	August 11	270,057.17	279,377.17	100%	MXP
	CLABE	BCMRMXMM	187409842	BBVA BANCOMER, S.A.	Mexico City	Mexico	August 11	23,733	23,733	100%	USD
Mundiriz	Other	BMCCEMAMCXXX	0117350000012100060709.11	BMCE Bank	Larache	Morocco	2001	15,632,650.8	12,129,585.14	100%	MAD
	Other	BCMAMAMCXXX	007 640 0013709000000131 39	Attijariwafa Bank	TANGIER	Morocco	2002	459,343.81	203,942.71	100%	MAD
	Other	BMCCEMAMCXXX	011 735 0000 01 66600 60709 27	BMCE Bank	Larache	Morocco	2009	1,244.43	1,244.43	100%	MAD
	Other	BMCCEMAMCXXX	011 735 000 501 66500 12519 30	BMCE Bank	Larache	Morocco	2015	450,209.23	340,302.69	100%	EUR
	Other	CDMAMAMCXXX	021 735 0000 080 030 167465 07	Crédit du Maroc	Larache	Morocco	March 18	1,313,859.08	1,522,966.78	100%	MAD
Agromeruan	Other	BMCCEMAMCXXX	011735000001210006819.79	BMCE Bank	Larache	Morocco	2007	129,674.12	192,690.316	100%	MAD
Rivera del Arroz, S.A.	Other	BMCCEMAMCXXX	0117350000012100060728.51	BMCE Bank	Larache	Morocco	2002	180,259.2	194,382.75	100%	MAD
Katania	Other	BMCCEMAMCXXX	011 735 0000 01 210 00 13562 26	BMCE Bank	Larache	Morocco	February 17	744,611.13	771,029.96	100%	MAD
Herba Egypt Ricemills, LTD	IBAN	CITIEGCX	EG2400430002000000001014451 27	CITIBANK	Cairo	Egypt	October 12	1,437.3	6,492.69	100%	EGP
	IBAN	CITIEGCX	EG4600430002000000001014451 19	CITIBANK	Cairo	Egypt	October 12	0	0	100%	EUR
	IBAN	CITIEGCX	EG7400430002000000001014450 03	CITIBANK	Cairo	Egypt	October 12	0	0	100%	USD
	IBAN	BCBIEGCX	EG9400340012000000000100062 17	Attijariwafa bank Egypt	Cairo	Egypt	October 12	848.86	1,588.86	100%	EGP

## 20. EVENTS AFTER THE REPORTING PERIOD

There have been no significant events or developments between the end of the reporting period and the date of authorizing the accompanying financial statements for issue.

## **EBRO FOODS, S.A.**

### **Management report for the year ended December 31, 2020 (Thousands of euros)**

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#### **1. COMPANY SITUATION**

Ebro Foods S.A. is the parent of the Ebro Foods Group, Spain's largest food group. Through its subsidiaries, it commands a presence in the rice and pasta markets in Europe and North America, as well as a growing presence in other countries.

As a holding company, its overriding objective is to lead, coordinate and foster the development of the Group it heads up, whose strategy is articulated around the provision of healthy food solutions to consumers that enable it to differentiate its brands by means of innovation and new product and format development.

The Ebro Foods Group articulates its management around business segments that combine business activities and their geographic location. Its key business lines are the production and distribution of pasta and rice and their culinary derivatives and accompaniments. Geographically, it is structured into four major regions: the Americas, Spain, Europe & RoW.

Decision-making is spearheaded by the Board of Directors, which is ultimately responsible for defining the Company's general strategy and management guidelines. The Board delegates certain tasks in its Executive Committee, including, notably, monitoring and oversight of delivery of the strategic and corporate development guidelines, while the Management Committee, on which the heads of the various business areas are represented, is tasked with monitoring and preparing the decisions taken at the Group business management level.

The Annual Corporate Governance Report contains detailed information on the Group's ownership and governance structure.

The Management Report accompanying the consolidated financial statements provides detailed coverage of key trends in and the performance of the various segments and businesses that comprise the Ebro Food Group in 2020.

#### **2. BUSINESS AND EARNINGS PERFORMANCE OF EBRO FOODS, S.A.**

Ebro Foods, S.A.'s key sources of revenue are the dividends paid by its subsidiaries, the services it provides to these subsidiaries and certain real estate transactions. Its expenditure relates mainly to staff costs and the financial cost of the borrowings taken on in its capacity as parent of the Ebro Foods Group. In addition, depending on developments with respect to the value of its investments in its subsidiaries, it recognizes and reverses impairment provisions on its portfolio of investees as required. Recurring expenditure was flat year-on-year.

Operating profit amounted to 29,903 thousand euros in 2020, compared to 908,860 thousand in 2019. The variation is attributable to a decline in the dividends received from subsidiaries (note 8) as well as higher performance-based employee benefits expense, partially offset by lower expenditure on external services in connection with corporate transactions (in 2020 those expenses were borne by the subsidiaries undertaking the transactions in question).

## **EBRO FOODS, S.A.**

### **Management report for the year ended December 31, 2020 (Thousands of euros)**

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Net finance income amounted to 224 thousand euros, compared to a net finance cost of 22,647 thousand in 2019. The difference is basically attributable to the decline in finance costs due to lower average interest-bearing liabilities (which dipped at the end of 2019, which is when the Company collected dividends from its subsidiaries, and peaked at year-end 2020 on account of the extraordinary dividend payment). The change in the fair value of the derivatives outlined in note 9 also had a positive impact.

Profit after tax accordingly amounted to 34,461 thousand euros, compared to 887,268 thousand euros in 2019.

The most significant developments last year related to its activity as parent of the Ebro Foods Group were the following:

#### **Key investments and exits concluded by the Group**

Note 8 to the financial statements lists Ebro Foods, S.A.'s direct investments in group companies and associates. The main transactions coordinated by Ebro Foods, S.A. in 2020:

##### **Sale of the dry pasta business in Canada**

At the end of October 2020, the Ebro Group, through its indirectly-owned Canadian subsidiary, Catelli Foods Corporation, agreed the sale of the 'Catelli' dry pasta business in Canada to Barilla G.eR. Fratelli S.p.A. The business sold encompasses the Catelli, Lancia and Splendor trademarks and the factory in Montreal (Québec).

The business sold was valued for the purpose of the transaction at 165 million Canadian dollars (the value of 100% of the business, before potential debt and working capital adjustments). The transaction is not expected to generate a significant gain for the Ebro Group. Execution of the transaction was subject to performance of the opportune requirements for Canadian anti-trust purposes and other standard closing conditions.

On January 29, 2021, once those conditions had been met, the the transaction closed: the proceeds were collected and the business was delivered to the buyer.

The Ebro Group will continue to have a presence in the Canadian market through several brands: Garofalo (dry pasta), Olivieri (fresh pasta and sauces) and Minute Rice and Tilda (rice). Following that disposal, the Ebro Group plans to center its resources in the Canadian market on the premium segment, offering higher value-added and more profitable products.

##### **Sale of part of the dry pasta business in the US**

In early November 2020, the Ebro Group, through its US subsidiary, Riviana, agreed the sale of certain assets from its US dry pasta and noodles business to American Italian Pasta Company (a TreeHouse Foods, Inc. company). The business sold encompasses a number of the Ebro Group's American dry pasta and noodle brands and the factory in St. Louis.

## **EBRO FOODS, S.A.**

### **Management report for the year ended December 31, 2020 (Thousands of euros)**

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The assets sold were valued for the purpose of the transaction at 242.5 million US dollars (the value of 100% of the business, before potential debt and working capital adjustments). Execution of the transaction was subject to performance of the various steps required before the US anti-trust authorities as well as other standard closing conditions. On December 11, 2020, once those closing conditions had been met, the transaction closed: the proceeds were collected, the business was delivered to the buyer and the transaction was accounted for. The transaction generated an after-tax gain of 28 million euros for the Ebro Group.

In the wake of the disposal, the Ebro Group continues to boast a very strong presence in the North American market through its dry and fresh pasta businesses (Garofalo and Bertagni), frozen products (Ebrofrost) and rice and other value-added products (Carolina, Mahatma, Minute, Success, Tilda and RiceSelect). The rest of the dry pasta business in the US, essentially the Ronzoni brand and the Winchester factory, is expected to be sold in 2021.

There were no other significant changes in the Group's scope of consolidation during the reporting period.

### **3. NON-FINANCIAL INFORMATION**

The non-financial statement required under Spanish Law 11/2018 (of December 28, 2018) on non-financial and diversity reporting is included in the Management Report accompanying the consolidated financial statements.

### **4. EMPLOYEE AND ENVIRONMENTAL DISCLOSURES**

#### **Human capital**

Ebro Food's ultimate objective on the labor front is to foster mutually-beneficial labor relations, by making its employees feel vested in the organization, encouraging their career development, promoting equal opportunities and taking a zero-tolerance stance on discrimination and facilitating, in a nutshell, a tranquil workplace climate and legal compliance.

Each of the Group companies is governed by the labor legislation prevailing in the countries in which it does business. In addition, the bigger subsidiaries have formulated their own human resource policies that regulate relations between their management and employees. Above all of these policies, and notwithstanding the terms of the collective bargaining agreements of the various companies comprising the Ebro Foods Group, there is a corporate Code of Conduct designed not only to ensure the ethical and responsible conduct of the professionals of all Ebro Foods Group companies on the job but also to serve as a guide for defining employment policies and safeguards, workplace health and safety policy, training issues and the principles for guaranteeing the absence of discrimination and the promotion of diversity and equality in hiring decisions.

## **EBRO FOODS, S.A.**

### **Management report for the year ended December 31, 2020 (Thousands of euros)**

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The key staff disclosures are provided in note 19.b of the accompanying financial statements.

#### **Environmental disclosures**

Although the Company's business activities do not imply environmental consequences *per se*, one of Ebro Foods's basic management commitments is to provide its subsidiaries with the tools and measures needed to strike an optimal balance between their business activities and environmental protection. Refer to note 19.d to the financial statements for additional information.

#### **5. LIQUIDITY AND FINANCING**

Ebro Foods, S.A. manages the Group's financing requirements in respect of strategic matters such as dividend policy and the Group's organic growth. To this end it relies on the cash generated by its subsidiaries which act as guarantors on the long-term loans taken on to facilitate this role.

The Management Report accompanying the consolidated financial statements provides an in-depth overview of the Group's liquidity and financial position.

#### **6. BUSINESS RISK MANAGEMENT TARGETS AND POLICIES**

Ebro Foods, in its capacity as the parent of a group of companies, is indirectly exposed to risks affecting its subsidiaries via the valuation of its investment portfolio and the amount of dividends it receives from them. The business activities performed by the Ebro Foods Group companies are carried out in an environment shaped by exogenous factors that could influence their business and financial performances.

Those risks are mainly environmental, business, financial, borrowings, labor and technology related. The risks and the measures taken to identify, manage and mitigate them are described in detail in both the Management Report accompanying the consolidated financial statements and in the Group's Annual Corporate Governance Report.

Due to its particular relevance this year, it is important to single out the risks derived from the COVID-19 pandemic, the implications of which are outlined in note 2 of the accompanying financial statements.

On the basis of the main risks identified each year, management assesses the instruments in place for mitigating them and the main associated processes and controls.

#### **Financial risk management and use of financial instruments**

The main financial instruments used are bank loans, bank overdraft facilities, cash and short-term deposits. The overriding goal of using these instruments is to expand the sources of financing available to the Group.

## **EBRO FOODS, S.A.**

### **Management report for the year ended December 31, 2020 (Thousands of euros)**

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In the past, the Company has written derivatives to hedge interest and exchange rate risk. It is Company policy not to use financial instruments for speculative purposes.

The main risks arising from the financial instruments used are credit risk, cash flow interest rate risk, liquidity risk and foreign currency risk.

The Board of Directors reviews and establishes the policies put in place for managing each of these risks, while the Finance Department identifies and manages them with a view to minimizing or ring-fencing their potential impact on the Group's performance.

#### Credit risk

Ebro Foods, S.A.'s exposure to credit risk is not significantly concentrated. Moreover, it deposits its cash and arranges its financial instruments with highly solvent and creditworthy financial institutions.

#### Cash flow interest rate risk

The Company is exposed to changes in market interest rates, mainly on account of its non-current payment obligations arranged at floating rates of interest.

The policy deployed to minimize this risk is to combine floating and fixed rates and to strive to achieve a well-balanced debt structure so as to reduce borrowing costs while containing volatility. To this end it tracks interest rate trends with the help of external experts. Whenever deemed necessary, Ebro Foods, S.A. arranges interest rate derivatives.

#### Foreign currency risk

Exposure to foreign currency risk is intrinsic to the Company's role as a holding company which invests in group companies whose functional currency is not the euro. Its ability to recover the carrying amounts of its investments depends on the ability to generate cash flows from them. At the reporting date, it was most exposed to the pound sterling and the US dollar.

Foreign currency risk also arises from the purchases and sales made by the various subsidiaries in currencies other than the functional currency. In those instances, the subsidiaries themselves arrange their own forward contracts or other exchange rate hedges, in keeping with Group policy.

#### Liquidity risk

Ebro Foods, S.A.'s objective is to maintain a balance between continuity of funding and flexibility through the use of renewable credit facilities, bank loans and short-term deposits.

## EBRO FOODS, S.A.

### Management report for the year ended December 31, 2020 (Thousands of euros)

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#### 7. EVENTS AFTER THE REPORTING PERIOD

There have been no significant events or developments between the end of the reporting period and the date of authorizing this management report for issue.

#### 8. BUSINESS OUTLOOK

Ebro Foods' earnings performance going forward will depend on the dividends received from its subsidiaries, the gains recognized on properties deemed non-core and the finance costs incurred on the debt taken on to finance its assets.

The Company's directors believe that the dividends declared by its subsidiaries will be sufficient to enable Ebro Foods to fund an adequate shareholder remuneration policy.

#### 9. R&D

R&D initiatives are shaped by the subsidiaries' strategic initiatives (the reader is referred to the Management Report accompanying the consolidated financial statements).

#### 10. OWN SHARE TRANSACTIONS

In 2020, the Parent had the power to buy back and sell own shares under the scope of the authorization granted at the Annual General Meeting held on June 3, 2015 and that granted at the Annual General Meeting held on July 29, 2020 for a period of five years (as duly notified to the CNMV in keeping with prevailing legislation). In 2020, under the scope of the employee share plan, it bought back 44,884 shares, sold 12,500 and delivered 32,384 own shares to employees. The Company did not hold any own shares at December 31, 2020.

#### 11. OTHER RELEVANT DISCLOSURES

##### Average payment period

The Company paid its suppliers at 24 days on average in 2020.

	<b>2020</b>	<b>2019</b>
	<b>Days</b>	<b>Days</b>
Average supplier payment term	24	24
Paid transactions ratio	24	24
Outstanding transactions ratio	33	28
	<b>Amount (thousands of euros)</b>	<b>Amount (thousands of euros)</b>
Total payments made	8,996	11,075
Total payments outstanding	349	373

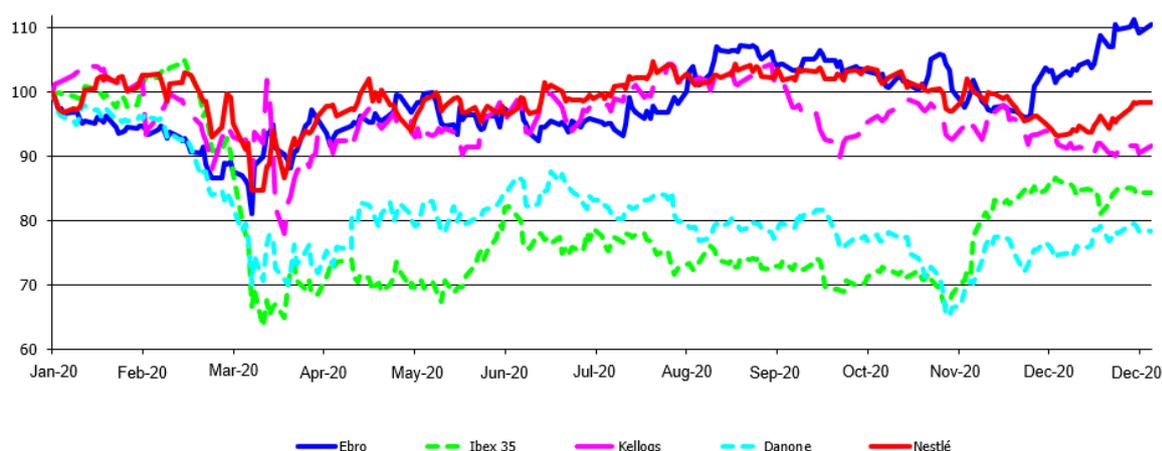
## EBRO FOODS, S.A.

Management report for the year ended December 31, 2020  
(Thousands of euros)

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### Share price performance

#### Share price performance LTM



### Dividend distribution

Ordinary dividend - Distribution of the dividends approved at the Annual General Meeting held on July 29, 2020 at which the Parent's shareholders ratified the motion to pay a cash dividend with a charge against 2019 profit and unrestricted reserves of 0.57 euros per share, payable in the course of 2020 for a total outlay of 87,703 thousand euros. The dividend was paid out in three equal instalments of 0.19 euros per share on April 1, June 30 and October 1, 2020.

Extraordinary dividend - Distribution of the dividend approved at the Extraordinary General Meeting held on December 16, 2020, at which the Company's shareholders ratified a motion for the payment of an extraordinary dividend of 1.94 euros per share (before withholdings), for a total outlay of 298,499 thousand euros. That dividend was paid out in one go on December 28, 2020.



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**DETAILS OF ISSUER**

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Year Ended:

[ 31/12/2020 ]

Tax Registration Number:

[ A47412333 ]

Name:

[ **EBRO FOODS, S.A.** ]

Registered Office:

[ PASEO DE LA CASTELLANA 20 - 3rd AND 4th FLOORS - 28046 MADRID ]

**A. OWNERSHIP STRUCTURE**

A.1. Complete the following table on the capital of the company:

Date latest modification	Capital (€)	Number of shares	Number of voting rights
11/06/2002	92,319,235.20	153,865,392	153,865,392

Indicate whether there are different classes of shares with different associated rights:

- Yes  
 No

A.2. Give details on the direct and indirect holders of significant interests in your company at year-end, excluding directors:

Name of shareholder	% voting rights attributed to the shares		% voting rights through financial instruments		Interest / total voting rights (%)
	Direct	Indirect	Direct	Indirect	
SOCIEDAD ANÓNIMA DAMM	0.00	11.69	0.00	0.00	11.69
CORPORACIÓN ECONÓMICA DELTA, S.A.	11.69	0.00	0.00	0.00	11.69
ARTEMIS INVESTMENT MANAGEMENT LLP	0.00	3.42	0.00	0.00	3.42
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES	0.00	10.36	0.00	0.00	10.36

Details of indirect holdings:

Name of indirect holder	Name of direct holder	% voting rights attributed to the shares	% voting rights through financial instruments	Interest / total voting rights (%)
SOCIEDAD ANÓNIMA DAMM	CORPORACIÓN ECONÓMICA DELTA, S.A.	11.69	0.00	11.69
ARTEMIS INVESTMENT MANAGEMENT LLP	ARTEMIS INVESTMENT MANAGEMENT LLP	3.42	0.00	3.42
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES	ALIMENTOS Y ACEITES, S.A.	10.36	0.00	10.36

Indicate the principal movements in the shareholding structure during the year:

A.3. Complete the following tables on board members with voting rights in the company:

Name of director	% voting rights attributed to shares		% voting rights through financial instruments		% total voting rights	% voting rights that may be transferred through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
BELÉN BARREIRO PÉREZ- PARDO	0.00	0.00	0.00	0.00	0.00	0.00	0.00
DEMETRIO CARCELLER ARCE	0.01	0.08	0.00	0.00	0.09	0.00	0.00
ANTONIO HERNÁNDEZ CALLEJAS	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PEDRO ANTONIO ZORRERO CAMAS	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FERNANDO CASTELLÓ CLEMENTE	1.50	0.00	0.00	0.00	1.50	0.00	0.00
MARÍA CARCELLER ARCE	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MERCEDES COSTA GARCÍA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
JOSE IGNACIO COMENGE SÁNCHEZ- REAL	0.00	5.20	0.00	0.00	5.20	0.00	0.00
CORPORACIÓN FINANCIERA ALBA, S.A.	14.00	0.00	0.00	0.00	14.00	0.00	0.00
ALIMENTOS Y ACEITES, S.A.	10.36	0.00	0.00	0.00	10.36	0.00	0.00
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	7.83	0.00	0.00	0.00	7.83	0.00	0.00
GRUPO TRADIFÍN, S.L.	7.96	0.00	0.00	0.00	7.96	4.26	0.00
HERCALIANZ INVESTING GROUP, S.L.	8.43	0.00	0.00	0.00	8.43	1.82	0.00
Total % of voting rights held by board members						55.38	

Details of indirect holdings:

Name of director	Name of direct holder	% voting rights attributed to shares	% voting rights through financial instruments	% total voting rights	% voting rights that <u>may be transferred</u> through financial instruments
DEMETRIO CARCELLER ARCE	INVERSIONES LAS PARRAS DE CASTELLOTE, S.L.	0.08	0.00	0.08	0.00
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	MENDIBEA 2002, S.L.	5.20	0.00	5.20	0.00

A.4. Indicate family, commercial, contractual or corporate relationships among significant shareholders known to the company, if any, save any that are insignificant or deriving from ordinary commercial business, except those reported in A.6:

Name of related party	Type of relationship	Brief description
SOCIEDAD ANÓNIMA DAMM, CORPORACIÓN ECONÓMICA DELTA, S.A.	Corporate	Sociedad Anónima Damm holds a direct interest of 99.99% in Corporación Económica Delta, S.A.
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES, ALIMENTOS Y ACEITES, S.A.	Corporate	Sociedad Estatal de Participaciones Industriales holds a direct interest of 91.96% in Alimentos y Aceites, S.A.

A.5. Describe the commercial, contractual or corporate relationships between significant shareholders and the company and/or its group, if any, except any that are insignificant and those deriving from ordinary commercial business:

Name of related party	Type of relationship	Brief description
SOCIEDAD ANÓNIMA DAMM	Commercial	During 2020, Herba Ricemills, S.L.U. (a subsidiary of the Ebro Foods Group) entered into different commercial transactions with subsidiaries of the significant shareholder Sociedad Anónima Damm, for the sale of rice and rice by-products on arm's length terms. See in this respect the information on related party transactions in section D.2 of this Report.
GRUPO TRADIFÍN, S.L.	Commercial	During 2020, several subsidiaries of the Ebro Foods Group entered into commercial transactions (mainly purchases and sales of rice) on arm's length terms with the significant shareholder and director Grupo Tradifín, S.L. and closely related parties. See in this respect the information on related party transactions and comments set out in section D.3 of this Report.

Name of related party	Type of relationship	Brief description
GRUPO TRADIFÍN, S.L.	Contractual	During 2020, several subsidiaries of the Ebro Foods Group entered into contractual transactions (mainly services rendered and received) on arm's length terms with the significant shareholder and director Grupo Tradifín, S.L. and closely related parties. See in this respect the information on related party transactions and comments set out in section D.3 of this Report.
HERCALIANZ INVESTING GROUP, S.L.	Commercial	During 2020, several subsidiaries of the Ebro Foods Group entered into commercial transactions (mainly purchases and sales of rice) on arm's length terms with the significant shareholder and director Grupo Herculianz Investing Group, S.L. and closely related parties. See in this respect the information on related party transactions and comments set out in section D.3 of this Report.
HERCALIANZ INVESTING GROUP, S.L.	Contractual	During 2020, several subsidiaries of the Ebro Foods Group entered into contractual transactions (mainly services rendered and received) on arm's length terms with the significant shareholder and director Grupo Herculianz Investing Group, S.L. and closely related parties. See in this respect the information on related party transactions and comments set out in section D.3 of this Report.

- A.6. Describe the relationships, save any that are insignificant for both parties, between the significant shareholders or those represented on the board and the directors, or their representatives in the case of corporate directors.

Explain how the significant shareholders are represented, where appropriate. Indicate specifically any directors appointed on behalf of significant shareholders, those whose appointments have been promoted by significant shareholders or who are related to significant shareholders and/or companies in their respective groups, specifying the nature of those relationships. In particular, indicate the existence, identity and office of board members or representatives of directors of the listed company, if any, who are also directors or representatives of directors in companies holding significant interests in the listed company or in companies of its group:

Name of related director or representative	Name of related significant shareholder	Name of company in the significant shareholder's group	Description of relationship/office
DEMETRIO CARCELLER ARCE	CORPORACIÓN ECONÓMICA DELTA, S.A.	SOCIEDAD ANÓNIMA DAMM	Demetrio Carceller Arce was appointed director of Ebro Foods, S.A. at the proposal of the significant shareholder Corporación Económica Delta, S.A., in which Sociedad Anónima Damm has a direct interest of 99.998%. Mr Carceller Arce has an indirect interest in Corporación Económica Delta, S.A. through Sociedad Anónima Damm, in which he has a 0.89% interest (0.004% direct and 0.886% indirect). He is Executive Chairman of the Board of Sociedad Anónima Damm and Chairman of the Board of Corporación Económica Delta, S.A.
JAVIER GÓMEZ-TRENOR VERGÉS	EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	Javier Gómez-Trenor Vergés has an indirect interest of 12.586% in Empresas Comerciales e Industriales Valencianas, S.L. through the direct interest of 50.415% he has in Inversiones Caspatró, S.L., which in turn has a direct interest of 24.964% in Empresas Comerciales e Industriales Valencianas, S.L. Inversiones Caspatró, S.L. is a director of Empresas Comerciales e Industriales Valencianas, S.L. Javier Gómez-Trenor Vergés represents Cultivos Valencia, S.L., which is Chairman of the Board of Empresas Comerciales e Industriales Valencianas, S.L.
MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	GRUPO TRADIFÍN, S.L.	GRUPO TRADIFÍN, S.L.	Blanca Hernández Rodríguez has a direct interest of 33.25% in Grupo Tradifín, S.L. She is Chairman and Managing Director of that company.

Name of related director or representative	Name of related significant shareholder	Name of company in the significant shareholder's group	Description of relationship/office
ANTONIO HERNÁNDEZ CALLEJAS	HERCALIANZ INVESTING GROUP, S.L.	HERCALIANZ INVESTING GROUP, S.L.	Antonio Hernández Callejas has a direct interest of 28.668% in Hercalianz Investing Group, S.L. He does not hold any office in that company.
FÉLIX HERNÁNDEZ CALLEJAS	HERCALIANZ INVESTING GROUP, S.L.	HERCALIANZ INVESTING GROUP, S.L.	Félix Hernández Callejas has a direct interest of 28.668% in Hercalianz Investing Group, S.L. He is Joint and Several Director of that company.
MARÍA CARCELLER ARCE	CORPORACIÓN ECONÓMICA DELTA, S.A.	SOCIEDAD ANÓNIMA DAMM	María Carceller Arce was appointed director of Ebro Foods, S.A. at the proposal of the significant shareholder Corporación Económica Delta, S.A., in which Sociedad Anónima Damm has a direct interest of 99.998%. Ms Carceller Arce has a 0.05% interest in Corporación Económica Delta, S.A. and represents the director Seegrund BV on the Board of Directors of Corporación Económica Delta, S.A. and Sociedad Anónima Damm.
JAVIER FERNÁNDEZ ALONSO	CORPORACIÓN FINANCIERA ALBA, S.A.	CORPORACIÓN FINANCIERA ALBA, S.A.	Javier Fernández Alonso was appointed director at the proposal of Corporación Financiera Alba, S.A., with which he has an employment relationship. He is General Manager of that company.
ALIMENTOS Y ACEITES, S.A.	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES	Sociedad Estatal de Participaciones Industriales has a direct interest of 91.9625% in Alimentos y Aceites, S.A.
TOMÁS HEVIA ARMENGOL	CORPORACIÓN FINANCIERA ALBA, S.A.	CORPORACIÓN FINANCIERA ALBA, S.A.	Tomás Hevia Armengol has an employment relationship with Corporación Financiera Alba, S.A.. He is a member of the Investment Department.

Name of related director or representative	Name of related significant shareholder	Name of company in the significant shareholder's group	Description of relationship/office
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	MENDIBEA 2002, S.L.	MENDIBEA 2002, S.L.	José Ignacio Comenge Sánchez-Real has an indirect interest of 73% in Mendibea 2002, S.L. which is the direct holder of the significant indirect interest held by Mr Comenge Sánchez-Real in Ebro Foods, S.A. He is the Sole Director of Mendibea 2002, S.L.
MARÍA JESÚS GARRIDO SOLÍS	ALIMENTOS Y ACEITES, S.A.	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES	María Jesús Garrido Solís was appointed proprietary director at the proposal of Sociedad Estatal de Participaciones Industriales on the Boards of several of its investees. She is also Deputy Director of Investee Companies of Sociedad Estatal de Participaciones Industriales. She does not hold any office in Alimentos y Aceites, S.A.

Hercalanz Investing Group, S.L., Grupo Tradifin, S.L., Corporación Financiera Alba, S.A., Alimentos y Aceites, S.A., Empresas Comerciales e Industriales Valencianas, S.L. and José Ignacio Comenge-Sánchez Real are directors and significant shareholders of Ebro Foods, S.A. See section A.3 of this report.

**A.7.** State whether the company has been notified of any shareholders' agreements that may affect it pursuant to sections 530 and 531 of the Corporate Enterprises Act. If any, describe them briefly and list the shareholders bound by the agreement:

Yes  
 No

Indicate and describe any concerted actions among company shareholders of which the company is aware:

Yes  
 No

Expressly indicate any change or break-up of those agreements or concerted actions, if any, that has taken place during the year:

N/A

**A.8.** Indicate any individuals or entities that exercise or may exercise control over the company in pursuance of section 5 of the Securities Market Act and identify it/them if appropriate:

Yes

[ v ] No

**A.9. Complete the following tables on the company's treasury stock:**

At year-end:

Number of direct shares	Number of indirect shares (*)	Treasury stock/capital (%)
		0.00

(\*) Through:

Name of direct holder of the interest	Number of direct shares
No details	

**A.10. Indicate the term and conditions of the authorisation granted by the general meeting to the board to issue, buy or sell own shares:**

The Annual General Meeting of Shareholders held on first call on 29 July 2020, under item twelve on the agenda, resolved to authorise the Board of Directors to buy back own shares and reduce the Company's capital and to authorise subsidiaries to acquire shares in the parent company, by purchase or on any other payment basis, subject to the limits and other requisites stipulated in law.

**a. Conditions of the authorisation**

To authorise the Board of Directors, with the power to delegate, to buy back shares in Ebro Foods, S.A., directly or through its subsidiaries, by purchase, swap or under any other title and on one or several occasions, on the terms and conditions established in sections 146 et seq and sections 509 et seq of the Corporate Enterprises Act, and the following conditions:

- The par value of the shares purchased directly or indirectly, together with those already held by the Company or its subsidiaries, shall not exceed 10% of the subscribed capital.
- The buy-back, when added to the shares previously acquired by the Company, or any person acting in their own name but on behalf of the Company, and held as treasury stock, shall not have the effect of reducing equity to below the amount of the capital plus the legal or restricted statutory reserves. For this purpose, equity shall be the amount considered as such according to the principles for drawing up the annual accounts, less the amount of gains attributed directly thereto, plus the amount of uncalled subscribed capital and the par value and share premium of the subscribed capital recognised in liabilities.
- The shares thus acquired shall be fully paid up.
- The cap and floor values for buy-back shall be the market value of the shares on an official secondary market at the date of buy-back and a value equivalent to the par value of the own equity instruments acquired, respectively.

**b. Contents of the authorisation**

- To authorise the Board, by direct resolution or delegation to the Executive Committee, or by delegation to such person or persons as the Board of Directors may authorise for this purpose, to buy back own shares to hold them in its treasury stock, dispose of them or, as the case may be, put a motion to the General Meeting for their redemption, within the legal limits and complying with the conditions established in this resolution. This authorisation is also extended to the possibility of buying back own shares for delivery, on one or several occasions, to the Company or group employees, directly or following exercise of their stock option rights, pursuant to section 146.1(a), third paragraph, of the Corporate Enterprises Act.

The authorisation is also extended to acquisitions of shares in Ebro Foods, S.A. by its subsidiaries.

- To authorise the Board of Directors to reduce the capital in order to redeem the own equity instruments purchased by the Company or other companies in its group against the capital (for their par value) and unrestricted reserves (for the cost of the acquisition in excess of that par value), by such amounts as it may deem fit from time to time and up to the maximum own shares held at any time.
- To delegate to the board to implement the foregoing resolution to reduce the capital, which it may do on one or several occasions or declare it null and void, within a period not exceeding 5 years from the date of this General Meeting, taking such actions for this purpose as may be necessary or required by law.

The Board of Directors is especially authorised so that it may, within the times and limits indicated in this resolution, proceed to: (i) make or declare void the reduction of capital, naming if appropriate the specific date(s) of the transactions, taking account of any internal or external factors that may influence this decision; (ii) specify in each case the amount by which the capital is reduced; (iii) determine the destination of the amount of the reduction of capital; (iv) in each case adjust Articles 6 ("Capital") and 7 ("Shares") of the Articles of Association to reflect each new amount of capital and new number of shares; (v) apply in each case for delisting of the redeemed shares; and (vi) in general adopt such resolutions as may be considered necessary for redemption and the consequent reduction of capital, designating who is to put it on record.

c. Term of the authorisation

The authorisation contemplated in this resolution is granted for a maximum of five years from the date of the General Meeting (29 June 2020) and covers all transactions in own equity instrument made hereunder, without requiring reiteration for each acquisition made. It also covers any provisions or earmarking of reserves made in accordance with the Corporate Enterprise Act.

The resolutions adopted at the Annual General Meeting on 29 July 2020 on treasury stock, reduction of capital and delegation to the Board rendered void, to the extent that they had not been used, those adopted on the same issues at the General Meeting of 3 June 2015 and at the date of this report they are still in force, not having been revoked.

**A.11.** Estimated free float:

	%
Estimated free float	29.51

**A.12.** Indicate any constraints (statutory, legal or other) on the transferability of shares and/or any restrictions on voting rights. In particular, indicate the existence of any constraint or limitation that may hamper takeover of the company through the acquisition of its shares on the market, and any authorisations or prior notifications of acquisitions or transfers of the company's financial instruments required by sector laws and regulations.

Yes  
 No

**A.13.** Indicate whether the general meeting has resolved to apply the breakthrough rule against a takeover bid, under Act 6/2007.

Yes  
 No

If yes, explain the measures approved and the terms on which the restrictions will become ineffective:

**A.14.** State whether the company has issued any shares that are not traded on an EU regulated market:

Yes  
 No

If appropriate, indicate the different classes of shares and the rights and obligations conferred for each class:

**B. GENERAL MEETING**

**B.1.** Indicate whether there are any differences between the quorums established for general meetings and the minimums stipulated in the Corporate Enterprises Act and, if any, explain:

Yes  
 No

**B.2.** Indicate whether there are any differences in respect of the system stipulated in the Corporate Enterprises Act for adopting corporate resolutions and, if any, explain:

Yes  
 No

**B.3.** Indicate the rules for alteration of the company's articles of association. In particular, indicate the majorities stipulated for altering the articles of association and the rules, if any, protecting shareholders' rights in any alteration of the articles.

Ebro Foods, S.A. has not established any requirements for altering the Articles of Association other than those stipulated in the Corporate Enterprises Act.

**B.4.** Give details of attendance of general meetings held during the year of this report and the two previous years:

Date of general meeting	Details of attendance				Total
	% in person	% by proxy	% distance voting		
			Electronic vote	Others	
05/06/2018	39.94	27.94	0.00	11.16	79.04
Of which free float	0.19	15.91	0.00	0.80	16.90
01/06/2019	29.12	51.48	0.01	0.10	80.71
Of which free float	0.17	15.37	0.01	0.10	15.65
29/06/2020	10.37	70.55	0.01	0.10	81.03
Of which free float	0.00	14.16	0.01	0.10	14.27
16/12/2020	0.00	69.58	0.01	10.36	79.95
Of which free float	0.00	2.73	0.01	10.36	13.10

With regard to the figures set out in this section B.4, it should be borne in mind that the general meetings held in 2020 were exclusively online owing to the Covid-19 pandemic.

**B.5.** State whether there have been any items on the agenda for the general meetings held during the year that was not approved by the shareholders for any reason:

Yes  
 No

**B.6.** Are any restrictions established in the articles of association requiring a minimum number of shares to attend general meetings or for distance voting?

Yes

No

**B.7.** State whether certain decisions other than those established by law, involving an acquisition, disposal, transfer of essential assets to another company or other similar corporate operations must be laid before the general meeting of shareholders for approval:

Yes

No

**B.8.** Indicate the address and access to the company's website and where to find information on corporate governance and other information on general meetings that must be made available to shareholders through the company's website:

The corporate website of Ebro Foods (<http://www.ebrofoods.es/en/>) is set up as a vehicle of information, continuously and permanently updated for shareholders, investors and markets in general.

In this respect, the home page includes a specific section called "Information for shareholders and investors", which contains all the information required under the applicable legal provisions.

Pursuant to current legislation, this section includes the chapter on Corporate Governance at the following address:  
<http://www.ebrofoods.es/en/information-for-shareholders-and-investors/corporate-governance/regulations-of-the-general-meeting/>

That section includes all the information that the Company makes available to shareholders for general meetings, specifically at the following URLs:

- <http://www.ebrofoods.es/en/information-for-shareholders-and-investors/corporate-governance/general-meeting-of-shareholders-exercise-of-the-right-to-information/>
- <https://www.ebrofoods.es/en/information-for-shareholders-and-investors/corporate-governance/extraordinary-general-shareholders-meeting-december-2020/>, which is the direct link to the Extraordinary General Meeting of Shareholders held on 16 December 2020; and
- <https://www.ebrofoods.es/en/information-for-shareholders-and-investors/corporate-governance/general-meeting-of-shareholders-exercise-of-the-right-to-information/general-shareholders-meeting/>, which is the link to the Annual General Meeting of Shareholders held on 29 July 2020.
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Furthermore, since the general meetings held in 2020 were exclusively online, the company enabled the corresponding link on the corporate website to the live broadcast of those general meetings. The links to the live broadcast of each of the general meetings (annual and extraordinary) were maintained on the website throughout their duration.

The 'Corporate Governance' section is structured in the following sub-sections:

- Regulations of the General Meeting
- General Meeting of Shareholders: exercise of the right to information
- Extraordinary General Shareholders' Meeting - December 2020 (this sub-section always refers to the latest general meeting held, whether annual or extraordinary)
- Board of Directors
- Regulations of the Board
- Annual Corporate Governance Report
- Remuneration of Directors
- Board Committees
- Internal Code of Market Conduct
- Shareholders' Forum

The contents of this section are structured and hierarchical, with a concise, explanatory title, to permit rapid, direct access to each section in accordance with legal recommendations, at less than three clicks from the home page.

All these sections have been designed and prepared according to the principle of easy access, aiming to enable fast location and download of the required information.

The corporate website offers all the information in this section in Spanish and English.

## C. MANAGEMENT STRUCTURE OF THE COMPANY

### C.1. Board of Directors

C.1.1 State the maximum and minimum numbers of directors stipulated in the articles of association and the number set by the general meeting:

Maximum number of directors	15
Minimum number of directors	7
Number of directors set by general meeting	14

C.1.2 Give details of the board members:

Name of director	Representative	Category of director	Position on Board	Date first appointment	Date latest appointment	Election procedure
BELÉN BARREIRO PÉREZ-PARDO		Independent	DIRECTOR	25/01/2017	01/06/2017	RESOLUTION PASSED AT AGM
DEMETRIO CARCELLER ARCE		Proprietary	VICE-CHAIRMAN	01/06/2010	16/12/2020	RESOLUTION PASSED AT AGM
ANTONIO HERNÁNDEZ CALLEJAS		Executive	CHAIRMAN	24/01/2002	05/06/2018	RESOLUTION PASSED AT AGM
PEDRO ANTONIO ZORRERO CAMAS		Independent	DIRECTOR	13/12/2018	04/06/2019	RESOLUTION PASSED BY BOARD
FERNANDO CASTELLÓ CLEMENTE		Independent	DIRECTOR	29/05/2012	05/06/2018	RESOLUTION PASSED AT AGM
MARÍA CARCELLER ARCE		Proprietary	DIRECTOR	21/03/2018	16/12/2020	RESOLUTION PASSED AT AGM
MERCEDES COSTA GARCÍA		Independent	LEAD INDEPENDENT DIRECTOR	27/07/2016	01/06/2017	RESOLUTION PASSED AT AGM

Name of director	Representative	Category of director	Position on Board	Date first appointment	Date latest appointment	Election procedure
JOSE IGNACIO COMENGE SÁNCHEZ-REAL		Proprietary	DIRECTOR	29/05/2012	16/12/2020	RESOLUTION PASSED AT AGM
CORPORACIÓN FINANCIERA ALBA, S.A.	TOMÁS HEVIA ARMENGOL	Proprietary	DIRECTOR	31/01/2018	16/12/2020	RESOLUTION PASSED AT AGM
ALIMENTOS Y ACEITES, S.A.	MARÍA JESÚS GARRIDO SOLÍS	Proprietary	DIRECTOR	23/07/2004	16/12/2020	RESOLUTION PASSED AT AGM
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	JAVIER GÓMEZ-TRENOR VERGÉS	Proprietary	DIRECTOR	18/12/2013	16/12/2020	RESOLUTION PASSED AT AGM
GRUPO TRADIFÍN, S.L.	MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	Proprietary	DIRECTOR	21/12/2016	16/12/2020	RESOLUTION PASSED AT AGM
HERCALIANZ INVESTING GROUP, S.L.	FÉLIX HERNÁNDEZ CALLEJAS	Executive	DIRECTOR	21/12/2016	16/12/2020	RESOLUTION PASSED AT AGM
JAVIER FERNÁNDEZ ALONSO		Proprietary	DIRECTOR	29/07/2020	16/12/2020	RESOLUTION PASSED AT AGM

Total number of directors	14
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Indicate any retirements from the board during the reporting period, through resignation or whatsoever other circumstance:

Name of director	Category of director at time of retirement	Date of last appointment	Date of retirement	Specialist committees of which the director was a member	State whether retirement occurred before end of term of office
No details					

C.1.3 Complete the following tables with the details and types of the board members:

EXECUTIVE DIRECTORS		
Name of director	Position in company's organisation	Profile
ANTONIO HERNÁNDEZ CALLEJAS	Executive Chairman	Antonio Hernández Callejas was born in Tudela (Navarre). He has a degree in Economics from the University of Seville and a diploma in Law. He began his career in 1979 in Arrocerías Herba, a rice producer founded by the Hernández family. In 2002 he was appointed Director, Vice-Chairman and member of the Executive Committee of Ebro Foods, S.A. and since then he has been a key figure in Ebro's transformation and international expansion. In 2004 he was appointed CEO of the Company and in 2005 he became Executive Chairman of the Ebro Group. Under his leadership, the Ebro Group has become number one in the rice sector and second world producer of pasta, operating in more than 70 countries in Europe, America, Africa and Asia, with a portfolio of over 70 brands. Over the course of his professional career, he has received numerous prizes and awards, such as the "Dinero" Business Awards for the best business management, Officer of the National Order of Merit of the Republic of France, Prize awarded by the Social Council of the University of Seville and the Seville Business Confederation (CES) for his Outstanding Business Career, the Gold Medal of the city of Seville, the Joly Group Farming Innovation Award and the Manuel Clavero Award. He speaks English, French and Italian.
HERCALIANZ INVESTING GROUP, S.L.	Executive and director in several Group companies	Félix Hernández Callejas (representative of the director Hercalianz Investing Group, S.L.) was born in Tudela (Navarre). He has a Law degree and extensive experience in the rice and food industry in general. He has held several executive positions and directorships in different rice companies and is currently an executive of a subsidiary in the Ebro Group and director of several group companies. See the Explanatory Note Two in section H of this report listing the Ebro Group companies in which Félix Hernández Callejas is a director.

Total number of executive directors	2
% of board	14.29

With regard to the classification of Hercalianz Investing Group, S.L. as Executive Director, this director:

- (i) does not perform executive or management duties in Ebro Foods, S.A. or in any Group subsidiary, so receives no remuneration as such;
- (ii) has been classified as executive director on the grounds that its representative on the Board of Directors of Ebro Foods, S.A. is an executive and director of several Group subsidiaries;
- (iii) holds office as a director because it is a significant shareholder of the Company, with an interest of 8.434%.

Hercalianz Investing Group, S.L. will continue to be a director of Ebro Foods, S.A. as long as it is a significant shareholder, regardless of who is its representative and the executive position that said representative may have within the Group.

NON-EXECUTIVE PROPRIETARY DIRECTORS		
Name of director	Name of significant shareholder represented or that proposed appointment	Profile
DEMETRIO CARCELLER ARCE	CORPORACIÓN ECONÓMICA DELTA, S.A.	Demetrio Carceller Arce was born in Madrid. He has a degree in Business Administration from the Private Financial Studies University 'Colegio Universitario de Estudios Financieros' (CUNEF) of Universidad Complutense de Madrid. He subsequently did an MBA at Duke University (Fuqua School of Business), an American business school in which he is on the Board of Visitors. He is Executive Chairman of Sociedad Anónima Damm and Chairman of Corporación Económica Delta, SA. and DISA Corporación Petrolífera, S.A. He is also Vice-Chairman and member of the Executive Committee of Sacyr, S.A. and Director of Freixenet ('cava' producers). In 2019, he was elected Chairman of Cerveceros de España (Spanish Brewers Association). He also chairs the Board of Trustees of the Damm Foundation.
MARÍA CARCELLER ARCE	CORPORACIÓN ECONÓMICA DELTA, S.A.	María Carceller Arce was born in Madrid. She has a degree in Business Studies from the European Business School, specialising in marketing and international business, and has a postgraduate degree from IESE (Management Development Programme PDD-C). She has over 20 years' experience in national and international companies in the food and drink sector. She has been on the Food and Drink Advisory Board of the IESE Business School since 2001 and Managing Director of Grupo Rodilla since 2012. Before joining the Grupo Rodilla, she held different management positions in Pepsico and McDonald's, receiving the President Award, among others. She had previously been Manager of the Commercial and Marketing areas in different prestigious companies in the sector, such as Yoplait and Bodegas y Bebidas, S.A. She is bilingual Spanish-German and also speaks English.
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	JOSE IGNACIO COMENGE SÁNCHEZ-REAL	José Ignacio Comenge Sánchez-Real was born in San Sebastián. He is an Economist and has a degree in International Banking. He has a lengthy track record in business management and administration in companies operating in different areas of the Spanish economy, including the financial, insurance, beverages and renewable energy sectors. He has been an executive and director in different financial and insurance entities, such as Banco Hispano Americano, Mutua Madrileña and Axa Winterthur, among others. He is Chairman of Ball Beverage Packaging Iberica S.L. and Arbitraje&Inversiones S.L. and Director of ENCE Energía y Celulosa, S.A., CVNE, S.A. (Compañía Vinícola Nacional de España), Olive Partners, S.A., Barbosa&Almeida, S.A. Grupo Apex (Aperitivos y Extrusionados, S.A.U.) and Coca-Cola European Partners.

NON-EXECUTIVE PROPRIETARY DIRECTORS		
Name of director	Name of significant shareholder represented or that proposed appointment	Profile
CORPORACIÓN FINANCIERA ALBA, S.A.	CORPORACIÓN FINANCIERA ALBA, S.A.	Tomás Hevia Armengol (representative of the director Corporación Financiera Alba, S.A.) was born in Mieres (Asturias). He has a degree in Business Management & Administration and Law from Comillas Pontifical University (Universidad Pontificia Comillas) in Madrid (ICADE). He also has an MBA from the IESE Business School of Navarre University. He is a member of the Investment Department of Corporación Financiera Alba. He previously worked in the Mergers & Acquisitions and Equity Capital Markets Departments of Royal Bank of Scotland and ABN AMRO in Madrid and in London. He is currently a director and member of the Executive Committee of Acerinox and a member of the Investment Committee of Parques Reunidos. He has been on the boards of Clínica Baviera, ACS Servicios y Concesiones, Dragados and Antevenio. He speaks English.
ALIMENTOS Y ACEITES, S.A.	ALIMENTOS Y ACEITES, S.A.	María Jesús Garrido Solís (representative of the director Alimentos y Aceites, S.A.) was born in Madrid. She has a BA in Business Studies and Law E-3 ICADE, MBA-Business Administration, Master in Taxation from the Postgraduate Institute of Universidad Pontificia Comillas and 'Programa Promociona' organised by ESADE. She has a lengthy track record in business administration, management and control within the government institutions and as a lecturer of public management, financial management and management control in bilingual groups and tutor directing degree projects, among other positions, at Universidad Carlos III in Madrid. She is a proprietary director representing Sociedad Estatal de Participaciones Industriales (SEPI) on several boards of directors. At present, she is proprietary director and Deputy Director of the Investees Department at SEPI. She speaks English and French.
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	Javier Gómez-Trenor Vergés (representative of the director Empresas Comerciales e Industriales Valencianas, S.L.) was born in Barcelona. He has a degree in Economics and Business Studies from the University of Valencia. He has a lengthy track record in the business sector, as executive and director of numerous companies in the beverages, agricultural, livestock and concentrated juice sectors. He is currently the representative of the corporate Chairman of the Board of Empresas Comerciales e Industriales Valencianas, S.L. and the corporate Vice-Chairman of the Board of Olive Partners S.A., he is Chairman of the Board of Inversiones Caspatró, S.L. and is on the boards of several financial investment, property and agricultural companies.
GRUPO TRADIFÍN, S.L.	GRUPO TRADIFÍN, S.L.	Blanca Hernández Rodríguez (representative of the director Grupo Tradifín, S.L.) was born in Seville. She has a degree in Economics and Business Studies from the University of Seville, a degree in Humanities from the European University of Madrid and a Master of Finance from CUNEF. She has extensive experience in the financial sector. She is Founder and Managing Director of Magallanes Value Investors, S.A., S.G.I.I.C. and Director of PharmaMar, S.A. She is on the Board of Trustees of Proyecto Hombre and the Capacis Foundation and chairs the Ebro Foods Foundation.

NON-EXECUTIVE PROPRIETARY DIRECTORS		
Name of director	Name of significant shareholder represented or that proposed appointment	Profile
JAVIER FERNÁNDEZ ALONSO	CORPORACIÓN FINANCIERA ALBA, S.A.	Javier Fernández Alonso was born in Bilbao. He has a degree in Business Management and Administration from Deusto University (La Comercial), specialising in Finance and graduating Cum Laude. With extensive experience in business management and administration, he is Investment Manager in Corporación Financiera Alba, S.A. He is also on the Boards of Directors of Euskaltel, S.A., Rioja Acquisition, S.à.r.L., Artá Capital S.G.E.I.C., S.A. and Deyá Capital IV S.C.R., S.A. and on the Investment Committee of Artá Capital, among other responsibilities. He has been on the boards of several companies including, among others, Acerinox, S.A., Actividades de Construcción y Servicios, S.A. and Parques Reunidos Servicios Centrales, S.A. He speaks English.
Total number of proprietary directors		8
% of board		57.14

NON-EXECUTIVE INDEPENDENT DIRECTORS	
Name of director	Profile
BELÉN BARREIRO PÉREZ- PARDO	Belén Barreiro Pérez-Pardo was born in Madrid. She has a PhD in Political Science, Sociology and Social Anthropology from the Autonomous University of Madrid and a Master in Social Science from the Juan March Institute of Studies and Research. With over 20 years' experience, she is dedicated to the scientific analysis of society and counselling on public opinion research. She has published several books and academic articles and is a visiting lecturer for different university courses. She is on the Advisory Board of the Spanish Association of Foundations and on the Economic Affairs Advisory Board of the Ministry of Economic Affairs and Digital Transformation, and is CEO and founding member of 40dB, a social and market research agency.
PEDRO ANTONIO ZORRERO CAMAS	Pedro Antonio Zorrero Camas was born in Seville. He graduated as Agricultural Engineer from the University of Almería, and as Technical Agricultural Engineer from the University of Seville. Civil servant in the regional government of Andalusia, as a specialist Agricultural Engineer. He has a lengthy track record within the public sector in the fields of audit, control and management of European funds. In the private sector, he has extensive experience in agricultural engineering, having designed several technical projects in the agricultural sector and worked as engineering consultant and adviser at different farms to promote intensive farming and extensive stockbreeding.
FERNANDO CASTELLÓ CLEMENTE	Fernando Castelló Clemente was born in Mollerusa (Lleida). He is an Industrial Engineer and has an MBA from IESE. He has held several important executive and management positions in companies operating in the dairy sector and in distribution in the food sector. He is on the Boards of several companies in the wine sector and others engaged in alternative energies and construction.

MERCEDES COSTA GARCÍA	Mercedes Costa García was born in Lleida. She has a Law degree from the Central University of Barcelona and LL.M. from IE Law School. She has extensive professional experience as a commercial lawyer in the law firm of José Mario Armero, and as a lecturer and researcher of the entire negotiation process. She is currently Manager of the Negotiation and Mediation Centre and negotiation lecturer in the Master Programmes, Advanced Courses and Executive Education Programmes at IE Business School in Madrid, both on-site and online, Manager of the Negotiate Forum and member of the Good Governance Centre at IE Business School.
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Total number of independent directors	4
% of board	28.57

State whether any director qualified as independent receives from the company or any other company in its group any sum or gain other than directors' emoluments, or has or has had a business relationship with the company or any other company in its group during the past year, in their own name or as significant shareholder, director or senior executive of a company which has or has had such a relationship.

If appropriate, include a reasoned statement by the board explaining why it considers that the director in question can perform their duties as an independent director.

Name of director	Description of the relationship	Reasoned statement
BELÉN BARREIRO PÉREZ-PARDO	N/A	N/A
PEDRO ANTONIO ZORRERO CAMAS	N/A	N/A
FERNANDO CASTELLÓ CLEMENTE	N/A	N/A
MERCEDES COSTA GARCÍA	N/A	N/A

**OTHER NON-EXECUTIVE DIRECTORS**

Name any other non-executive directors and explain why they cannot be considered proprietary or independent directors and their relationships, with the company or its executives or with the shareholders:

Name of director	Reasons	Company, executive or shareholder with which it is related	Profile
No details			

Total number of other non-executive directors	N/A
% of board	N/A

Indicate any variations during the year in the type of each director:

Name of director	Date of change	Previous category	Current category
No details			

C.1.4 Complete the following table with details of the number of female directors over the past 4 years and the type of female directors:

	Number of female directors				Female directors / total directors of each type (%)			
	2020	2019	2018	2017	2019	2018	2017	2016
Executive					0.00	0.00	0.00	0.00
Proprietary	3	3	3	3	37.50	42.86	42.86	50.00
Independent	2	2	2	2	50.00	50.00	50.00	50.00
Other non-executive					0.00	0.00	0.00	0.00
Total	5	5	5	5	35.71	38.46	38.46	41.67

C.1.5 Indicate whether the company has diversity policies for the board of directors of the company regarding issues such as age, gender, disability, training and professional experience. In accordance with the definition set out in the Auditing Act, small and medium-sized enterprises must inform at least on the policy they have established with regard to gender diversity.

- Yes  
 No  
 Partial policies

If yes, describe those diversity policies, their goals the measures established, how they have been implemented and the results obtained during the year. Describe also the specific measures taken by the board of directors and the nomination and remuneration committee to achieve a balanced, diverse composition of directors.

If the company does not apply a diversity policy, explain why not.

#### Description of the policies, goals, measures and implementation and the results obtained

Ebro Foods, S.A. has implemented a Policy on the Selection of Directors and Diversity in the Composition of the Board of Directors, the scope of which is extended to the appointment, ratification and re-election of directors by the General Meeting of Shareholders and the appointments made directly by the Board of Directors. For candidate directors who are legal persons, the principles and criteria of the Policy must be observed in respect of the individuals who are to represent them on the Board.

According to that Policy, all proposals for candidates must be based on a prior analysis of the needs of the Board, the results of which will be set out in the corresponding report by the Nomination and Remuneration Committee, to be published when calling the General Meeting at which the ratification, appointment or re-election of each director is to be submitted for approval.

The goals established in the Policy are:

- Avoid any implicit bias in the processes for selecting directors that may imply discrimination against any of the candidates on any grounds whatsoever.
- Under equal conditions, opt for the candidate whose gender is least represented on the Board at that time.
- Favour diversity of expertise, professional experience and gender within the composition of the Board.
- Achieve a composition where the gender least represented on the Board accounts for at least 40% of the total Board members by and beyond the end of 2022.

To achieve these goals set in the Policy, the Company has established the following measures to be applied in each appointment of directors:

- prior analysis of the composition of the Board of Directors in aspects regarding the categories of directors, presence of the least-represented gender, profile and professional experience of the directors and capital represented on the Board of Directors;
- analysis of the legal, statutory and regulatory requirements applicable to both the classification of director of the candidate and the procedure for their appointment;
- analysis of the experience, qualification and vocational training of the candidate and their availability for adequate performance of their duties;
- verification that the appointment of the candidate complies with the requirements of diversity, non-discrimination and equal treatment established in the Code of Conduct and the Policy for Selection of Directors and Diversity.

Through its implementation of the Policy on the Selection of Directors and Diversity in the Composition of the Board and correct monitoring of the measures described above, Ebro Foods, S.A. has a pluralistic, diverse Board of Directors in terms of gender, expertise, experience and professional profiles of its members.

With women representing 35.71% on the Board of Directors, the company is aware that it has to work on increasing women's presence on the board, as the gender least represented on that body, with a view to achieving a 40% presence by 2022.

- C.1.6 Explain any measures agreed by the nomination committee to ensure that the selection procedures are not implicitly biased against the selection of female directors and that a conscious effort is made to include women with the target profile among the candidates so that a balance may be struck between male and female directors. State also whether these measures include encouraging a significant number of female senior executives in the company:

**Explanation of the measures**

With regard to the procedures for selecting female directors, although the Nomination and Remuneration Committee has not adopted specific measures in this regard, in accordance with the gender diversity measures and the principles of non-discrimination and equal treatment applied by the Company when selecting candidate Directors, the Company will: (i) seek at all times a diversity of expertise, experience and gender in the composition of the Board; and (ii) under equal conditions, it will opt for the candidate whose gender is least represented on the Board at that time.

The main principle followed by the Company in this regard is that the selection procedure must avoid any implicit bias that might imply discrimination against any of the candidates on any grounds.

In addition, the aforesaid Policy on the Selection of Directors and Diversity in the Composition of the Board expressly includes the target that by and beyond 2022 the gender least represented on the Board of Directors of the Company must account for at least 40% of the total Board members.

The Company is working on encouraging the presence of women on the Board of Directors. At present, five of the fourteen members are women, so female directors represent 35.71%, following the incorporation during 2020 of a new male proprietary director.

See section C.1.5 of this Report.

Furthermore, the Code of Conduct of the Ebro Foods Group promotes and defends the principle of equal treatment and equal opportunities for all professionals regardless of their gender or sexual orientation. This principle is behind the Human Resources policies applied in both hiring and training, career opportunities, pay levels and all other aspects of the relationship between the company and its professionals of any category, including senior management.

The company's actions in respect of the selection, hiring, training and internal promotion of all its professionals (executives or otherwise, men or women) are based on clear criteria of capacity, competence and professional merit.

Therefore, there is no positive or negative discrimination of any nature in the procedures followed by the company for selecting and contracting its executive personnel, so it is not necessary to introduce any new measures to encourage the hiring of women for executive positions.

It is put on record in this regard that as established in the Senior Executive Remuneration and Incentives Policy of the Ebro Foods Group, "Senior Executive" or "Executive" means any employee of the Company or any other company in the Group holding the position of manager or head of a specific department or activity (or similar position in foreign companies), regardless of whether they have a special senior management contract and even though they may not report directly to the directors or chief executive. The Vice-Secretary of the Board of Directors of the Company is also considered an Executive.

If, despite the measures taken, if any, there are few or no female directors or executives, explain the reasons that justify this situation:

**Explanation of the measures**

N/A

- C.1.7 Explain the conclusions of the nomination committee on compliance with the policy intended to favour an appropriate composition of the board.

During 2020, every time a possible appointment or re-appointment of a director has been contemplated, the Nomination and Remuneration Committee has analysed the composition of the Board of Directors from the point of view of director categories and the presence of women.

In this regard, the Nomination and Remuneration Committee has:

(i) Assessed the extent of compliance with Recommendation 16 of the Code of Good Governance.

Although the directors classified as proprietary (8) account for 66.67% of the total non-executive directors (12) and represent 57.13% of the capital, in the opinion of the Nomination and Remuneration Committee special circumstances exist that attenuate the principle of proportion recommended by the Code of Good Governance, since there are seven (7) significant shareholders, unrelated with one another, present or represented on the Board that represent 65.47% of the capital. The Nomination and Remuneration Committee has considered it necessary to take account of the fact that the director Heralianz Investing Group, S.L. is classified as an executive director, even though it is a significant shareholder, on the grounds that its representative on the Ebro Board is a directive of several subsidiaries in the Ebro Group.

Based on the foregoing, the Nomination and Remuneration Committee has considered that the principle behind Recommendation 16 is respected.

(ii) Assessed the extent of compliance with Recommendation 17 of the Code of Good Governance, which provides that: "in companies that are not large cap (as is the case of Ebro), the number of independent directors should represent at least one-third of the total directors."

Since the number of independent directors (4) is still somewhat less than one-third (4.66) of the total Board members (14) recommended for non-large cap companies, the Nomination and Remuneration Committee considers it necessary to continue working to increase the number of independent directors until it is at least equal to the recommended one-third.

(iii) Assessed, finally, the extent of compliance with Recommendation 15 of the Code of Good Governance, which provides that: "the number of female directors should represent at least 40% of the Board members by and beyond the end of 2022, and should previously not be less than 30%."

Since the percentage of women on the Board of Directors (5 women) is 35.71%, the Nomination and Remuneration Committee has maintained its intention, with respect to future incorporations of new directors, to promote as far as possible, and in accordance with the Policy on the Selection of Directors and Diversity in the Composition of the Board, increasing the presence of women on the Board, with the aim of reaching the recommended 40% before the end of 2022.

See sections C.1.5, C.1.6 and G of this Report.

C.1.8 Explain, if appropriate, why proprietary directors have been appointed at the request of shareholders holding less than 3% of the capital:

Name of shareholder	Justification
No details	

State whether any formal requests for presence on the board have been rejected from shareholders holding interests equal to or greater than others at whose request proprietary directors have been appointed. If appropriate, explain why such requests were not met:

Yes

No

C.1.9 Indicate the powers delegated by the board to particular directors or committees, if any:

Name of director or committee	Brief description
ANTONIO HERNÁNDEZ CALLEJAS	<p>Antonio Hernández Callejas has no powers delegated by the Board of Directors. Mr Hernández Callejas is a class A general attorney of the Company by virtue of the power of attorney granted in deed no. 4802, executed on 4 December 2014 before the notary Andrés Domínguez Nafría and entered in the Madrid Trade Register, volume 29950, folio 202, section 8, page M-272855. In addition, in accordance with the rules on investments and divestments, strategic expenditure and corporate operations approved by the Board of Directors at its meeting on 21 March 2001, the following actions by Antonio Hernández Callejas shall require prior authorisation from the Board of Directors or notification to the Executive Committee: a) for investments/divestments or strategic expenditure, if exercise of the powers entails the acquisition of economic obligations or commitments in excess of two million euros, a resolution must previously be adopted by the Board of Directors; and for less than two million euros but more than three hundred thousand euros, the Executive Committee must be notified; b) for corporate operations, a prior resolution of the Board of Directors is required if they are for more than two million euros, and the Executive Committee must be notified if they are for less than two million euros but more than three hundred thousand euros.</p>
Executive Committee	<p>The Board of Directors has delegated all its powers to the Executive Committee, save any, which may not legally be delegated. This notwithstanding, in accordance with the rules on investments and divestments, strategic expenditure and corporate operations approved by the Board of Directors at its meeting on 21 March 2001, the powers of the Executive Committee in these areas are internally limited to the sum of two million euros per investment/divestment, expenditure or corporate operation. See section C.2.1 of this Report for the duties attributed to the Executive Committee in the Articles of Association and applicable regulations.</p>

C.1.10 Name Board members, if any, who are also directors, representatives of directors or executives of other companies in the same group as the listed company:

Name of director	Name of group company	Position	With executive duties?
ANTONIO HERNÁNDEZ CALLEJAS	VOGAN, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	GEOVITA FUNCTIONAL INGREDIENTS, S.R.L.	CHAIRMAN	YES
ANTONIO HERNÁNDEZ CALLEJAS	JOSEPH HEAP PROPERTY, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	HERBA INGREDIENTS BELGIUM B, B.V.B.A.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	JOSEPH HEAP & SONS, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	A.W. MELLISH, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	ANGLO AUSTRALIAN RICE, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	HEAP COMET, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	PASTIFICIO LUCIO GAROFALO, S.P.A.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	BERTAGNI 1882, S.P.A.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	RIVIANA FOODS, INC.	CHAIRMAN	YES
ANTONIO HERNÁNDEZ CALLEJAS	N&C BOOST, N.V.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	BOOST NUTRITION, CV	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	EBRO RICE HANDLING, BVBA	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	EBRO FOODS, GMBH	JOINT AND SEVERAL DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	T.A.G. NAHRUNGSMITTEL, GMBH	JOINT AND SEVERAL DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	BERTOLINI IMPORT UND EXPORT, GMBH	JOINT AND SEVERAL DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	HERBA GERMANY, GMBH	JOINT AND SEVERAL DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	PANZANI, S.A.S.	DIRECTOR	YES

Name of director	Name of group company	Position	With executive duties?
ANTONIO HERNÁNDEZ CALLEJAS	S&B HERBA FOODS, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	ARROZEIRAS MUNDIARRROZ, S.A.	CHAIRMAN	YES

Antonio Hernández Callejas is a director of Riso Scotti, S.p.A., an associate outside the Ebro Foods Group, in which Ebro Foods, S.A. holds a 40% interest. This investment is consolidated by the equity method. Riso Scotti, S.p.A. is an Italian company engaged in an activity similar to the objects of Ebro Foods, S.A.

He is also a member of the Board of Trustees of the Ebro Foods Foundation.

C.1.11 Name the company directors or representatives of corporate directors, if any, who are board members or representatives of corporate directors of non-group companies listed on regulated markets, insofar as the company has been notified:

Name of director	Name of listed company	Position
DEMETRIO CARCELLER ARCE	SACYR, S.A.	VICE-CHAIRMAN
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	ENERGÍA Y CELULOSA, S.A. (ENCE)	DIRECTOR
JAVIER FERNÁNDEZ ALONSO	EUSKALTEL, S.A.	REPRESENTATIVE OF DIRECTOR
CORPORACIÓN FINANCIERA ALBA, S.A.	EUSKALTEL, S.A.	DIRECTOR
TOMÁS HEVIA ARMENGOL	ACERINOX, S.A.	DIRECTOR
MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	PHARMA MAR, S.A.	DIRECTOR

In respect of the information set out in this section, Javier Fernández Alonso represents the director Alba Europe, SARL on the Board of Directors and the Remuneration Committee of Euskaltel, S.A.

C.1.12 Indicate and, where appropriate, explain whether the company has established rules on the maximum number of directorships its directors may hold, if so, indicating where those rules can be found:

Yes  
 No

**Explanation of the rules and identification of the document in which they are regulated**

Article 32.2 of the Regulations of the Board establishes, among the "General Duties of Directors", that the Directors shall dedicate such time and attention to the Company as may be necessary to guarantee the effective and adequate fulfilment of each and all of the duties corresponding to their position. Consequently, the maximum number of other directorships they may hold will be such as to ensure that they are able at all times to meet each and all of their obligations to the Company.

C.1.13 Indicate the amounts of the following items in the overall remuneration of the board:

Remuneration accrued during the year in favour of the board (thousand euros)	6,898
Amount of the vested rights of current directors in pension schemes (thousand euros)	
Amount of the vested rights of former directors in pension schemes (thousand euros)	

The amount indicated in this section C.1.13 of this report as the remuneration accrued during 2020 in favour of the Board of Directors includes the attendance fees received by the Chairman of the Board of Ebro Foods, S.A., Antonio Hernández Callejas, as director of a Group subsidiary, Pastificio Lucio Garofalo, S.p.A., in a sum of 5,000 euros paid by that company.

In addition, the Chairman of the Board received 5,200 euros from the associate Riso Scotti, S.p.A. in attendance fees as director of that company.

C.1.14 Name the members of top management who are not executive directors and indicate the aggregate remuneration accrued in their favour during the year:

Name	Position(s)
ANA MARÍA ANTEQUERA PARDO	COMMUNICATIONS AND CSR MANAGER
LUIS PEÑA PAZOS	SECRETARY OF THE COMPANY AND BOARD
PABLO ALBENDEA SOLÍS	CHIEF OPERATING OFFICER (COO)
MARÍA JOSÉ GARRETA RODRÍGUEZ	PATENTS AND TRADEMARKS MANAGER
ALFONSO FUERTES BARRO	FINANCE MANAGER
GABRIEL SOLÍS PABLOS	TAX MANAGER
YOLANDA DE LA MORENA CEREZO	VICE-SECRETARY OF THE BOARD
GLORIA RODRÍGUEZ PATA	CORPORATE ASSETS MANAGER
JESÚS DE ZABALA BAZÁN	INTERNAL AUDIT MANAGER
MANUEL DE LUNA GONZÁLEZ	INVESTOR RELATIONS AND FINANCIAL INSTITUTIONS MANAGER
ALBERTO GARCÍA AMEZCUA	SYSTEMS TECHNOLOGY MANAGER

Number of women in top management positions	4
Percentage of total members of top management	0.36

Total remuneration top management (thousand euro)	2,453
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The company executives named in this section C.1.14 include the Chief Operating Officer (COO), who is the highest-ranking executive of the Ebro Foods Group after the Executive Chairman, and the heads of the principal departments of Ebro Foods, S.A. even if they do not have a senior management employment relationship with the company.

C.1.15 State whether any modifications have been made during the year to the Regulations of the Board:

- Yes  
 No

## Description of modifications

On 16 December 2020, after the Extraordinary General Meeting of Shareholders held that same day, the Board of Directors unanimously resolved to amend the Regulations of the Board to adjust them as appropriate to the current Code of Good Governance, following its revision and publication by the National Securities Market Commission (CNMV) in June 2020. That amendment of the Regulations was previously assessed by the Audit and Compliance Committee, which submitted a favourable report, in pursuance of Articles 3.2 and 3.3 of the Regulations.

The amendments made to the Regulations of the Board are summarised below:

- Article 22.10, regarding the possibility that Board Committee meetings may be attended by the Chairman of the Board.
- Article 24.4(j), on who the Internal Audit Manager reports to.
- Article 42.5, regarding immediate reporting to the CNMV of corporate information.
- Article 23.2, on the composition of the Executive Committee.
- Article 24.1 and 24.2, regarding the specific expertise and experience required of members of the Audit and Compliance Committee.
- Article 24.4, regarding the specific powers of the Audit and Compliance Committee, in addition to any others corresponding to it by law, regulations or the Articles of Association.
- Article 31.2(c), 31.3 and 31.4, regarding the events in which directors may step down before the end of their term of office and the formalities to be met in such cases.

The recast text of the Regulations of the Board was entered in the Madrid Trade Register on 16 February 2021. It has been published on the website of the National Securities Market Commission [www.cnmv.es](http://www.cnmv.es) and on the company's corporate website [www.ebrofoods.es](http://www.ebrofoods.es), and the shareholders will be duly informed at the Annual General Meeting held in 2021.

### C.1.16 Describe the procedures for selection, appointment, re-election and removal of directors. Indicate the competent bodies, the formalities and the criteria to be followed in each of these procedures.

The procedures for selection, appointment, re-election and removal of the directors are regulated in the Articles of Association and the Regulations of the Board.

There is also a Policy for Selection of Directors and Diversity in the Composition of the Board of Directors, which specifically and verifiably establishes the basic criteria and principles to be followed in the selection of candidates.

The Policy is applicable in the appointment, ratification and re-election of directors by the General Meeting and any appointments made by the Board. For candidates who are legal persons, the principles and criteria of the Policy must also be observed in respect of the individuals representing them on the Board.

#### A. Procedure for selection, appointment and re-election of Directors

Procedures for selecting directors shall be designed to favour diversity of expertise, professional experience and gender within the Board, avoiding any implicit bias that may imply discrimination against any of the candidates on any grounds. Under equal conditions, the Company will opt for the candidate whose gender is least represented on the Board at that time.

The General Meeting is responsible for deciding on the number of directors the company is to have, within the minimum (7) and maximum (15) established in the Articles of Association, and for appointing or re-electing directors as proposed by the Board, subject to a favourable report by the Nomination and Remuneration Committee.

The Board may also appoint directors by cooptation, subject to a report by the Nomination and Remuneration Committee and by the Board of Directors on the terms stipulated in law.

In any case, the initiative of the Board regarding the incorporation of members by no means detracts from the sovereign power of the General Meeting to appoint and remove directors, or from any potential exercise by shareholders of their right to proportional representation.

The proposals for the appointment or re-election of directors made by the Board of Directors, or by the Nomination and Remuneration Committee in appointments or re-elections of Independent Directors, must be based on a prior analysis of the needs of the Board, the results of which are set out in the corresponding report by the Nomination and Remuneration Committee, published when calling the General Meeting at which the ratification, appointment or re-election of each director is submitted for approval.

#### B. Procedure for removal of Directors

The removal of directors is regulated in Article 31 of the Regulations of the Board. See section C.1.19 of this Report in this respect.

Without prejudice to the initiative of the Board regarding the inclusion of its members, the General Meeting has sovereign power to resolve on the removal of directors.

The Nomination and Remuneration Committee is competent to study, issue reports and prepare proposals for the removal of directors.

Following a report by the Nomination and Remuneration Committee, the Board of Directors shall table a motion at the General Meeting of Shareholders for removal of the director in question if the director in question fails to resign in the circumstances contemplated in Article 31.2 of the Regulations of the Board.

If a director retires from office before the end of their term, through resignation or by virtue of a resolution adopted by the General Meeting, they shall explain the reasons for their resignation or, in the case of non-executive directors, their opinion on the grounds for their removal by the General Meeting, in a letter sent out to all the Board members. Although the Annual Corporate Governance Report shall contain the appropriate information on the foregoing, to the extent that it is important for investors, the company shall publish news of the director's retirement as soon as possible, including a sufficient account of the reasons or circumstances indicated by the director.

If a director opts to resign following adoption by the Board of decisions on issues on which that director has expressed qualifications or reservations in the sense contemplated in Article 32.5 of the Regulations of the Board (".../...whenever they consider that some of the decisions proposed to the Board may go against the corporate interests and/or those of the shareholders not represented on the Board."), they shall explain the reasons as per the preceding paragraph.

The measures described in the preceding two paragraphs shall also be applicable to the Secretary of the Board, regardless of whether the secretary is a director.

**C.1.17 Explain to what extent the annual assessment of the board has given rise to major changes in its internal organisation and the procedures applicable to its activities:**

**Description of changes**

The annual assessment of the Board, Committees and Chairman made in 2020 in respect of 2019 did not reveal the need for any major changes in the Company's internal organisation or the procedures applicable to its activities.

Describe the process of assessment and the areas assessed by the board, assisted where necessary by an external consultant, on the performance and composition of the board and its committees and any other area or aspect that has been assessed.

**Description of assessment process and areas assessed**

**A. Assessment process:**

A self-assessment process is carried out every year on the Board, its Committees and the Executive Chairman of the Company.

That process is based on: (i) a report prepared by the Nomination and Remuneration Committee for presentation to the Board, (ii) the activity reports of the Audit and Compliance Committee and the Nomination and Remuneration Committee, and (iii) the resolutions adopted by the Board of Directors in view of the foregoing.

**B. Methods used:**

The methods used in two years ago by the external adviser that assisted the Company in this process (assessment made in 2018 in respect of 2017) were repeated, as far as possible, in the assessment process conducted in 2020 in respect of 2019.

- The directors (and representatives of corporate directors) completed a questionnaire previously approved by the Nomination and Remuneration Committee, which was essentially the same as the one used by the external adviser for the assessment made in the previous year. The questionnaires were especially adapted to the condition of each director.

- Once all the questionnaires had been completed, the data collected were sent to the Secretary of the Nomination and Remuneration Committee who, after analysing them, drew up a summary of the replies (anonymous) for the Committee, which then issued the corresponding Assessment Report that was finally submitted to the Board.

In the assessment process made in 2020, it was not considered appropriate to supplement the results of the questionnaires with a personal interview with the Lead Independent Director, since that director, Mercedes Costa García, had participated intensely in the assessment process as a member of the Nomination and Remuneration Committee.

- Both the questionnaires completed by all the directors and the Assessment Report have been filed by the Secretary of the Board.

**C. Areas assessed:**

- Board of Directors: assessment by all the directors of: (i) the quantitative and qualitative composition of the Board, (ii) the balance and diversity of expertise on the Board, (iii) the independence and dedication of the directors, (iv) the adaptation of the Board procedures to the provisions of law, articles and regulations applicable to the Board, and v) the calling and holding of meetings and transaction of business within the governing body.

- Committees of the Board: assessment by all the directors of the existing committees, their composition and work (and reporting to the Board) from the point of view of the Board as recipient of that work.
- Executive Committee: assessment by the members of the Executive Committee of specific issues regarding its internal procedures, composition and powers.
- Audit and Compliance Committee: assessment by the members of the Audit and Compliance Committee of specific issues regarding its internal procedures, composition and powers and its relationships with other committees in the company (the Risks Committee and Compliance Unit) and the external auditor.
- Nomination and Remuneration Committee: assessment by the members of the Nomination and Remuneration Committee of specific issues regarding its internal procedures, composition and powers.
- Strategy and Investment Committee: assessment by the members of the Strategy and Investment Committee of specific issues regarding its internal procedures, composition and powers.
- Executive Chairman: assessment by all the directors (except the Executive Chairman) of different aspects of the Chairman both in his duties as such (aspects relating to management of the Board) and as chief executive of the group (aspects regarding the rendering of accounts and reporting on management affairs).
- Lead Independent Director: assessment by all the directors (except the Lead Independent Director) of the performance by the Lead Independent Director of her duties.
- Decision-making: assessment by all the directors of the information they receive and how especially important matters are processed (depth, time, debate) within the Board.

C.1.18 In any years in which an external consultant was called in to assist with assessment, describe any business relations between the consultant or any company in its group with the company or any other company in its group.

N/A

C.1.19 State the events in which directors are obliged to step down.

The retirement and resignation of directors are regulated in Article 31 of the Regulations of the Board:

- Directors must step down at the end of the term for which they were appointed and in all other events stipulated in law, the Articles of Association and the Regulations of the Board.

- Directors must also tender their resignations and step down in the following cases:

a) When they are affected by one of the causes of incompatibility or disqualification established in law, the Articles of Association or the Regulations of the Board.

b) When they step down from the executive post to which their appointment as Director was linked, when the shareholder they represent on the Board disposes of all its shares in the Company or reduces its interest to an extent requiring a reduction in the number of Proprietary Directors and, in general, whenever the reasons for their appointment disappear.

c) When the Board, following a report by the Nomination and Remuneration Committee, considers that: (i) the Director is in a situation, related or not with their actions within the company, that could jeopardise the company's prestige and reputation, (ii) the Director has seriously defaulted their obligations, or (iii) there are reasons of corporate interest so requiring.

C.1.20 Are special majorities differing from those stipulated in law required for any type of decision?

- Yes  
 No

If yes, describe the differences.

C.1.21 Are there any specific requirements, other than those established for directors, to be appointed chairman of the board?

- Yes  
 No

C.1.22 Do the Articles of Association or Regulations of the Board establish an age limit for directors?

- Yes  
 No

C.1.23 Do the Articles of Association or Regulations of the Board establish a limited term of office for independent directors other than as stipulated in law?

- Yes  
 No

C.1.24 Do the Articles of Association or Regulations of the Board establish specific rules for the delegation of votes to other directors at board meetings, how they are to be delegated and, in particular, the maximum number of proxies that a director may hold, and whether any limitation has been established regarding the categories to which proxies may be granted, other than those established in law? If yes, include a brief description.

Both the Articles of Association (Article 24) and the Regulations of the Board (Article 20) contemplate the possibility of Directors attending Board meetings through a duly authorised proxy.

The proxy must be made in advance, in writing, specially for each Board meeting, in favour of another Director.

The represented Director may issue specific voting instructions for any or all of the items on the agenda.

Non-executive directors may only grant proxies to other non-executive directors.

No limit is established on the number of proxies any one Director may hold, nor is there any constraint on the categories to which proxies may be granted.

C.1.25 State the number of meetings held by the Board of Directors during the year, indicating, if appropriate, how many times the Board has met without the Chairman. Proxies made with specific instructions will be considered attendances.

Number of board meetings	12
Number of board meetings held without the chairman	0

Indicate the number of meetings held by the lead independent director with the other directors without the attendance or representation of any executive director:

Number of meetings	0
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Indicate the number of meetings held by the different Committees of the Board:

Number of meetings of the Audit and Compliance Committee	6
Number of meetings of the Strategy and Investment Committee	1
Number of meetings of the Nomination and Remuneration Committee	5
Number of meetings of the Executive Committee	4

Owing to the restrictions imposed in view of the COVID-19 pandemic, the lead independent director has not held any face-to-face meetings with the other non-executive directors, although she has been in touch with them individually on several occasions to discuss matters within her remit.

C.1.26 State the number of meetings held by the Board during the period and details of attendance by its members:

Number of meetings attended in person by at least 80% of the directors	12
Attendance / total votes during the year (%)	95.63
Number of meetings attended by all the directors, in person or by proxies made with specific voting instructions	12
Votes cast with attendance in person or by proxies with specific instructions / total votes during the year (%)	100.00

C.1.27 Are the separate and consolidated annual accounts submitted to the Board for approval previously certified?

- Yes  
 No

If yes, name the person(s) who certify the separate or consolidated annual accounts of the company before they are approved by the Board:

C.1.28 Explain the mechanisms, if any, established by the Board to ensure that the annual accounts that the Board laid before the General Meeting are drawn up in accordance with the applicable accounting standards.

Article 24.4 of the Regulations of the Board gives the Audit and Compliance Committee the following powers, among others:

- Supervise and promote the policies, procedures and systems used for drawing up and controlling the company's financial information, checking the services performed in this regard by the Internal Audit Department, the Financial Department and the Management Committee and making sure they are correctly distributed throughout the Group.

- Ensure that (i) the systems used for preparing the separate and consolidated Annual Accounts and Directors' Report submitted to the Board to be authorised for issue in accordance with current legislation give a true and fair view of the equity, financial position and results of the Company and make sure that any interim financial statements are drawn up according to the same accounting principles as the annual accounts, considering the possibility of asking the external auditors to make a limited audit if necessary; and (ii) the Board of Directors endeavours to submit the annual accounts to the General Meeting with an unqualified auditors' report.

- See that the internal control systems are adequate and effective in respect of the accounting practices and principles used for drawing up the company's annual accounts, supervising the policies and procedures established to ensure due compliance with applicable legal provisions and internal regulations. The Committee shall, through its Chairman, obtain information and collaboration from both the Internal Audit Manager and the External Auditors to perform these duties.

In addition, the Group has a Risks Control and Management Policy and internal control of financial reporting (ICFR), which lay down, among others, the basic principles and the general framework for internal control of the financial reporting by the company and the Ebro Group.

The Group has procedures in place for checking and authorising financial reporting and a description of the financial reporting internal control system (ICFR), for which the Economic-Finance Department is responsible. See section F.3.1 in this respect.

Finally, the responsibility for the aforesaid procedures for checking and authorising financial reporting and the description of the financial reporting internal control system (ICFR) lies with the Economic Department, the Risks Committee, the economic and finance departments of the different business units, the Audit and Compliance Committee and the Board.

C.1.29 Is the Secretary of the Board a Director?

- Yes  
 No

If the secretary is not a director, complete the following table:

Name of secretary	Representative
LUIS PEÑA PAZOS	

C.1.30 Describe the specific mechanisms established by the company to preserve the independence of the external auditors, if any; the mechanisms to preserve the independence of financial analysts, investment banks and rating agencies; and how the legal provisions are implemented.

A. With regard to the external auditors:

Both the Articles of Association and the Regulations of the Board vest in the Audit and Compliance Committee the power to contact the auditors and receive information on any issues that may jeopardise their independence, for examination by the Audit Committee, as well as any other issues relating to the auditing of accounts. The Committee shall also receive information from and exchange communications with the auditors in accordance with prevailing auditing standards and legislation, notwithstanding the ultimate responsibility of the Board of Directors, which, pursuant to Article 8.1.3.(a) of the Regulations of the Board, is responsible for ensuring the independence and professional suitability of the external auditor.

Article 43 of the Regulations of the Board addresses relations with the auditors, obliging the Board to establish an objective, professional, continuous relationship with the External Auditors of the Company appointed by the General Meeting, guaranteeing their independence and putting at their disposal all the information they may require to perform their duties. It further establishes that the aforesaid relationship with the External Auditors of the Company and the relationship with the Internal Audit Manager shall be conducted through the Audit and Compliance Committee.

Article 24.4 of the Regulations of the Board establishes the following powers, among others, of the Audit and Compliance Committee in this respect:

- Ensure that (i) the systems used for preparing the separate and consolidated Annual Accounts and Directors' Report submitted to the Board to be authorised for issue in accordance with current legislation give a true and fair view of the equity, financial position and results of the Company and make sure that any interim financial statements are drawn up according to the same accounting principles as the annual accounts, considering the possibility of asking the external auditors to make a limited audit if necessary; and (ii) the Board of Directors endeavours to submit the annual accounts to the General Meeting with an unqualified auditors' report.
- See that the internal control systems are adequate and effective in respect of the accounting practices and principles used for drawing up the company's annual accounts, supervising the policies and procedures established to ensure due compliance with applicable legal provisions and internal regulations. The Committee shall, through its Chairman, obtain information and collaboration from both the Internal Audit Manager and the External Auditors to perform these duties.
- Establish regular contact with the external auditors to receive information on any issues that may jeopardise their independence, and any other issues relating to the auditing of accounts, receiving information from and exchanging communications with the external auditors in accordance with prevailing auditing standards and legislation.
- Submit to the Board, to be tabled at the General Meeting, proposals for the selection, appointment, re-appointment and replacement of the company's External Auditors and their terms of contract, the scope of their commission and the renewal or revocation of their engagement.
- Ensure the independence of the external auditors and the existence of a discussion procedure enabling the external auditors, the Internal Audit Department and any other expert to inform the company of any significant weaknesses in its internal control detected while checking the annual accounts or any other processes in which they have worked. The Committee shall issue an annual report, prior to issuance of the auditor's report, expressing an opinion on the independence of the external auditors and any supplementary services they may have provided.

In accordance with the foregoing and through the Audit and Compliance Committee, the Company keeps a strict, constant watch for any circumstances that might affect the independence of the external auditors. Accordingly: (i) once a year, once the external auditors have provided the necessary information, the Audit and Compliance Committee issues an annual report on their independence, which is submitted to the Board of Directors and made available to shareholders as from the call to the General Meeting; and (ii) constantly throughout the year, the Commission receives timely notification of any potential engagement of the external auditors to provide services in addition to auditing the annual accounts. In this regard, in February 2017 the Audit and Compliance Committee established a protocol for the notification, review and, if appropriate, authorisation of the potential contracting of the external auditors by any company in the Group for non-audit services. That protocol covers the "pre-approval" required for the events contemplated in Article 5(3) of Regulation EU 537/2014 and any other potential service.

Finally, Article 43 of the Regulations of the Board ("Relations with Auditors") provides that the Board shall establish an objective, professional, ongoing relationship with the external auditors of the company appointed by the General Meeting, guaranteeing their independence and putting at their disposal all the information they may require in order to perform their duties. This relationship with the external auditors is channelled through the Audit and Compliance Committee.

B. With regard to relations with analysts, investment banks and rating agencies:

In addition to the legal provisions and rules on corporate governance, the Regulations of the Board, Code of Conduct, Internal Code of Market Conduct, and the relevant corporate policies established within the Group are applicable in this area.

Article 42 of the Regulations of the Board regulates the Company's relations with shareholders and investors (particularly institutional investors).

The Code of Conduct establishes that relations with investors and financial analysts should be channelled through the unit responsible for the Company's relations with investors (Investor Relations Department), through which communications and information for investors in general are channelled.

The Internal Code of Market Conduct regulates the Company's dealings with investors regarding the disclosure of significant information (not classified as inside information) and treasury stock.

The Company also has a Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors, which contemplates the following general principles applicable in this matter: (i) communication and relations with shareholders, institutional investors and proxy advisors is conducted in accordance with the principles of transparency, truth and permanent, adequate, timely reporting; (ii) the principle of non-discrimination and equal treatment is recognised for all shareholders who are in the same conditions and not affected by conflicts of interest or competence; (iii) the rights and legitimate interests of all shareholders are protected; (iv) continuous, permanent communication with shareholders and investors is encouraged; (v) reporting and communication channels are established with shareholders and investors to ensure compliance with these principles.

Finally, the company has a Policy on Communication of Financial, Non-Financial and Corporate Information (supplementing the above-mentioned policy), which establishes the following principles and criteria governing the Company and its Group in respect of the communication of financial, non-financial and corporate information: (i) the communication of financial, non-financial and corporate information through any available channels shall in all cases respect the legal provisions in place from time to time on market abuse and the principles of transparency, truth and permanent, adequate, timely reporting; (ii) respect the principles of non-discrimination and equal treatment in all cases for all shareholders who are in the same conditions and not affected by conflicts of interest or competence; and (iii) continuous, permanent communication shall be encouraged with shareholders, investors and other stakeholders through all the channels considered appropriate for this purpose.

The Company's Audit and Compliance Committee is responsible for overseeing compliance with the rules and principles set out in the Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors and the Policy on Communication of Financial, Non-Financial and Corporate Information.

C.1.31 Indicate whether the external auditors have changed during the year. If so, name the incoming and outgoing auditors:

- Yes  
 No

Explain any disagreements with the outgoing auditor:

- Yes  
 No

C.1.32 State whether the firm of auditors does any work for the company and/or its group other than standard audit work and if so, declare the amount of the fees received for such work and the percentage that amount represents in respect of the total fees invoiced to the company and/or its group for audit work:

- Yes  
 No

	Company	Group companies	Total
Charge for non-audit work (thousand euros)	127	147	274
Charge for non-audit work / Amount invoiced for audit work (%)	34.70	6.95	11.05

C.1.33 Indicate whether the auditors' report on the annual accounts of the previous year was qualified. If so, state the reasons given by the Chairman of the Audit Committee to explain the content and scope of the qualifications.

- Yes  
 No

C.1.34 State the number of years in succession that the current firm of auditors has been auditing the annual accounts of the company and/or its group. Indicate the ratio of the number of years audited by the current auditors to the total number of years that the annual accounts have been audited:

	Separate	Consolidated
Number of years in succession	7	7

	Separate	Consolidated
Number of years audited by current auditors / Number of years that the company has been audited (%)	23.33	23.33

C.1.35 Indicate, with details if appropriate, whether there is an established procedure for directors to obtain sufficiently in advance any information they may need to prepare the meetings of the governing bodies:

- Yes  
 No

#### Details of procedure

According to the obligations and duties assigned by law, the Articles of Association and the Regulations of the Board, the Secretary of the Board is responsible for channelling the relations between the Company and the Directors in all matters concerning the procedures of the Board of Directors and the Board Committees in which he participates, following instructions received from the respective Chairman, and for implement and foster exercise by the Directors of their right to information (Article 15.2(c) and (d) of the Regulations of the Board).

At each year-end, the Secretary of the Board sends all the Directors an annual calendar of meetings previously agreed among all the Directors, setting the dates and times of the meetings of the Board of Directors, Committees, General Meetings and meetings with analysts for the following year. That calendar is also sent to the different professionals of the Company involved in preparing the documentation and information for the Directors for each meeting, to enable them to plan their work and make sure that the corresponding information and documentation are prepared sufficiently before each meeting.

When the documentation for each meeting is complete, it is sent to the Secretary of the Board, who sends it to the Directors, if possible together with the notice of call to the meeting, or in highly justified cases, as soon as possible after sending the notice of call.

C.1.36 Indicate, with details if appropriate, whether the company has established any rules obliging Directors to report and, if necessary, retire if any situation arises, related or not with their actions within the company, that could jeopardise the company's prestige and reputation:

- Yes  
 No

#### Explain the rules

Article 31 of the Regulations of the Board provide that Directors must step down and tender their resignations, among other cases, if the Board, following a report by the Nomination and Remuneration Committee, considers that: (i) the Director is in a situation, related or not with their actions within the company, that could jeopardise the company's prestige and reputation, (ii) the Director has seriously defaulted their obligations, or (iii) there are reasons of corporate interest so requiring.

The Regulations further stipulate that if a Director fails to tender their resignation when so obliged, the Board of Directors shall, subject to a report by the Nomination and Remuneration Committee, tender a motion to the General Meeting of Shareholders for their removal.

C.1.37 Indicate, unless special circumstances have occurred and been put on record, whether the Board has been informed or has otherwise become aware of any situation affecting a director, related or not with their actions within the company, that could jeopardise the company's prestige and reputation:

- Yes  
 No

C.1.38 Describe any significant agreements entered into by the company that enter into force or are modified or terminated in the event of a takeover of the company following a takeover bid, and the effects thereof.

Most of the financing agreements signed by Ebro Foods, S.A. include takeover clauses on the usual terms for this type of contract. By virtue of those provisions, the lender reserves the right to terminate the financing agreement in the event of a takeover of the Company. Although there is no universal definition of "takeover" for this purpose, the lender's right is triggered if there is a substantial change in the Company's significant shareholders.

C.1.39 Indicate individually for directors and globally in other cases, and describe in detail any agreements made between the company and its directors, executives or employees contemplating golden handshake clauses or any other indemnities

in the event of resignation or unfair dismissal or termination of employment following a takeover bid or any other type of transaction.

Number of beneficiaries	2
Type of beneficiary	Description of agreement
N/A	N/A

State whether, apart from the cases contemplated in law, these contracts have to be notified to and/or approved by the governing bodies of the company/group companies. If yes, specify the procedures, events contemplated and nature of the bodies responsible for approval and notification:

	Board of Directors	General Meeting
Body authorising the clauses	√	
	Yes	No
Is the general meeting informed of the clauses?	√	

## C.2. Committees of the Board

C.2.1 Give details of the different committees, their members and the proportion of executive, proprietary, independent and other non-executive directors in each committee:

Audit and Compliance Committee		
Name	Position	Category
PEDRO ANTONIO ZORRERO CAMAS	MEMBER	Independent
FERNANDO CASTELLÓ CLEMENTE	MEMBER	Independent
MERCEDES COSTA GARCÍA	CHAIRMAN	Independent
GRUPO TRADIFÍN, S.L.	MEMBER	Proprietary
JAVIER FERNÁNDEZ ALONSO	MEMBER	Proprietary

% executive directors	0.00
% proprietary directors	40.00
% independent directors	60.00
% other non-executive directors	0.00

Explain the duties attributed to this committee, including any duties additional to those stipulated in law, and describe the procedures and rules of organisation and procedure. For each of these duties, indicate the committee's most important actions during the year and how it has performed in practice each of the duties attributed to it, by law, in the articles of association or by virtue of other corporate resolutions.

The Audit and Compliance Committee is governed by the applicable legal provisions, the specific rules on its composition, organisation, procedure and powers set out in Article 28.2 of the Articles of Association and Article 24 of the Regulations of the Board, and by the provisions on organisation and procedure common to all the Committees, set out in Article 22 of the Regulations of the Board.

This Committee has a minimum of three directors and a maximum of five.

All the members must be Non-Executive Directors, at least most of whom must be Independent Directors and they will, as a whole, be appointed on the basis of their expertise and experience in accounting, auditing and the management of financial and non-financial risks, or any of these areas.

The Committee Chairman shall be appointed by the Board, subject to a report by the Nomination and Remuneration Committee, from among the committee members who are Independent Directors, taking into account their expertise and experience in accounting, auditing and the management of financial and non-financial risks, or any of these areas. The Committee Chairman shall be replaced every four years and will become eligible for re-election one year after his retirement as such.

The Audit and Compliance Committee shall meet as and when called by its Chairman, or at the request of two of its members and at least once every three months. It shall also meet whenever so required by law or when the Board requests the issuance of reports, submission of proposals or adoption of resolutions within the scope of its duties.

In addition to the powers and duties established by law, the articles of association and regulations, the Audit and Compliance Committee has the duties of supervision, assessment, oversight, control and reporting to the Board of Directors established in Article 24.4 of the Regulations of the Board in each of the following areas:

- Risk management and internal control
- Policies, procedures and systems for the preparation and checking of the company's financial and non-financial reporting
- Information sent regularly to the Stock Exchange Councils, issue prospectuses and any public financial information offered by the Company and, in general, all information prepared for distribution among shareholders.
- Internal systems used for control and preparation of the separate and consolidated Annual Accounts and Directors' Report submitted to the Board to be authorised for issue
- External auditors, in aspects concerning their selection, appointment, re-appointment and replacement, their terms of contract and the scope of their commission. Independence and the provision of supplementary services.
- Internal auditors, in respect of the appointment of the department manager and annual work plan.
- Intragroup transactions and related party transactions, and the Group company or subsidiaries that are going to be submitted for authorisation by the Board
- Whistleblowing channel
- Internal codes of conduct and corporate governance rules, including the policies falling within its remit.

During 2020, the Audit and Compliance Committee performed activities of supervision, control, monitoring and reporting to the Board of Directors in respect of the matters falling within its competence, including financial reporting, non-financial reporting, annual accounts, relations with the external and internal auditors, risk management (including tax risks) and control systems, related party transactions, conflicts of interest, whistleblowing channel, review of and reporting on the corporate policies within its area of competence, and compliance, especially the Crime Prevention Form and adaptation to the RGDP on personal data protection.

During 2020, the Committee also approved its 2019 activity report, made available for shareholders for the Annual General Meeting held on 29 July 2020..

The Company will issue a detailed report of all the activities performed by the Audit and Compliance Committee during 2020, which will be made available to all shareholders prior to the forthcoming Annual General Meeting 2021.

Name the member(s) of the audit committee appointed on account of their expertise and experience in accounting, auditing or both and indicate the date of appointment of the chairman of this committee.

Names of directors with experience	PEDRO ANTONIO ZORRERO CAMAS / FERNANDO CASTELLÓ CLEMENTE / MERCEDES COSTA GARCÍA / GRUPO TRADIFÍN, S.L. / JAVIER FERNANDEZ ALONSO
Date of appointment to this office of the chairman of the committee	22/11/2018

Strategy and Investment Committee		
Name	Position	Category
DEMETRIO CARCELLER ARCE	CHAIRMAN	Proprietary
ANTONIO HERNÁNDEZ CALLEJAS	MEMBER	Executive
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	MEMBER	Proprietary
HERCALIANZ INVESTING GROUP, S.L.	MEMBER	Executive
JAVIER FERNÁNDEZ ALONSO	MEMBER	Proprietary

% executive directors	40.00
% proprietary directors	60.00
% independent directors	0.00
% other non-executive directors	0.00

Explain the duties delegated or attributed to this committee other than those described in section C.1.9 and describe the procedures and rules of its organisation and functioning. For each of these duties, indicate the committee's most important actions during the year and how it has performed in practice each of the duties attributed to it, by law, in the articles of association or by virtue of other corporate resolutions.

Article 28.4 of the Articles of Association stipulates that the Regulations of the Board shall also contemplate the existence of a Strategy and Investment Committee, on which any Directors may sit.

The composition, organisation and procedure of the Strategy and Investment Committee are governed by the provisions common to all the committees set out in Article 22 of the Regulations of the Board and the specific provisions established in Article 24 of the Articles of Association, its powers being regulated in Article 24.3.

This Committee has a minimum of three and a maximum of five Directors, including a Chairman, appointed by the Board of Directors subject to a report by the Nomination and Remuneration Committee.

Meetings are held when called by its Chairman or at the request of two of its members, and in any case whenever the Board of Directors requests the issuance of reports, submission of proposals or adoption of resolutions within the scope of its duties.

The Committee is competent to study, issue reports, review and submit proposals for the Board on the following matters:

- setting of targets for growth, yield and market share;
- strategic development plans, new investments and restructuring processes;
- coordination with subsidiaries in the matters contemplated in paragraphs (a) and (b) above, for the common interests and benefit of the Company and its subsidiaries.

During 2020, the Strategy and Investment Committee analysed the principal strategic affairs of the Ebro Foods Group, paying special attention to the divestments in Canada and the dry pasta business in USA, and reflected on a possible review of the Strategic Plan of the Ebro Foods Group 2019-2021.

Nomination and Remuneration Committee		
Name	Position	Category
BELÉN BARREIRO PÉREZ-PARDO	MEMBER	Independent
DEMETRIO CARCELLER ARCE	MEMBER	Proprietary
FERNANDO CASTELLÓ CLEMENTE	CHAIRMAN	Independent
MERCEDES COSTA GARCÍA	MEMBER	Independent
GRUPO TRADIFÍN, S.L.	MEMBER	Proprietary

% executive directors	0.00
% proprietary directors	40.00
% independent directors	60.00
% other non-executive directors	0.00

Explain the duties attributed to this committee, including any duties additional to those stipulated in law, and describe the procedures and rules of organisation and functioning. For each of these duties, indicate the committee's most important actions during the year and how it has performed in practice each of the duties attributed to it, by law, in the articles of association or by virtue of other corporate resolutions.

The Nomination and Remuneration Committee is governed by the applicable legal provisions, the specific rules on composition, organisation and procedure established in Article 28.3 of the Articles of Association and Article 25 of the Regulations of the Board and the provisions on organisation and procedure common to all the committees set out in Article 22 of the Regulations of the Board.

The powers of the Nomination and Remuneration Committee are regulated in Article 25.4 of the Regulations of the Board, without prejudice to any others that may be assigned to it by law, the Articles of Association or the Regulations of the Board.

This Committee has a minimum of three and a maximum of five non-executive directors, at least two of which must be Independent Directors. The members are appointed by the Board of Directors.

The Board shall appoint one of the Independent Directors who are members of the Nomination and Remuneration Committee to chair it, subject to a report by that Committee.

Meetings are held when called by its Chairman, or at the request of two of its members and at least once every three months. It shall also meet whenever so required by law or when the Board of Directors requests the issuance of reports, submission of proposals or adoption of resolutions within the scope of its duties.

Pursuant to Article 25.4 of the Regulations of the Board, the Nomination and Remuneration Committee is competent to study, issue reports and submit proposals to the Board on the following matters:

- selection of candidates to join the Board of Directors;
- appointment of the Chairman, and Vice-Chairman if any, of the Board, Managing Director(s), Lead Independent Director and the Secretary, and Vice-Secretary if any, of the Board;
- succession of the Chairman and chief executive;
- appointment of directors to the Committees of the Board of Directors;
- appointment and possible dismissal of senior executives and their termination benefit clauses;
- directors' emoluments, according to the system of remuneration established in the Articles of Association and the executive directors' relationship with the Company;
- remuneration of directors and executives indexed to the value of the shares in the Company or its subsidiaries or consisting of the delivery of shares in the Company or its subsidiaries or the granting of options thereover;
- selection policy for directors, targets for the representation of the least represented gender on the Board and issuance of guidelines on how to achieve them;
- remuneration policy for directors and senior management of the Company and Group subsidiaries;
- management training, promotion and selection policy in the Company and Group subsidiaries;
- Annual Report on Directors' Remuneration.

With regard to the activities of the Nomination and Remuneration Committee during 2020, following the appropriate studies and assessments, the Committee has drawn up the proposals and issued the corresponding favourable reports to the Board of Directors in respect of the following: (i) appointment and re-election of directors and their assignment to the different Committees of the Board of Directors, and assessment of the appointment of the representative of a corporate director; (ii) analysis of the composition of the Board with regard to the afore-mentioned appointments and re-elections; (iii) review of the Remuneration Policy and other policies falling within its remit; (iv) remuneration systems and remuneration of directors, including the Executive Chairman, and of the key executives of the Company and its Group; (v) Corporate Governance Report and Directors' Remuneration Report for 2020; and (vi) self-assessment procedure for the Board of Directors, Chairman and Committees for 2019.

The Committee also approved during 2020 its 2019 activity report, made available for shareholders for the Annual General Meeting of 29 July 2020.

The Company will issue a detailed report of all the activities performed by the Nomination and Remuneration Committee during 2020, which will be made available to all shareholders for the forthcoming Annual General Meeting 2021.

Executive Committee		
Name	Position	Category
DEMETRIO CARCELLER ARCE	MEMBER	Proprietary
ANTONIO HERNÁNDEZ CALLEJAS	CHAIRMAN	Executive
PEDRO ANTONIO ZORRERO CAMAS	MEMBER	Independent
JAVIER FERNÁNDEZ ALONSO	MEMBER	Proprietary

% executive directors	25.00
% proprietary directors	50.00
% independent directors	25.00
% other non-executive directors	0.00

Explain the duties delegated or attributed to this committee other than those described in section C.1.9 and describe the procedures and rules of its organisation and functioning. For each of these duties, indicate the committee's most important actions during the year and how it has performed in practice each of the duties attributed to it, by law, in the articles of association or by virtue of other corporate resolutions.

Articles 19 and 27 of the Articles of Association contemplate the delegation of powers of the Board of Directors to the Executive Committee.

The composition, organisation and procedure of the Executive Committee is governed by the provisions common to all the committees set out in Article 22 of the Regulations of the Board, and the specific regulations established in Article 28.1 of the Articles of Association and Article 23 of the Regulations of the Board.

The powers of this Committee are set out in Article 23.2 of the Regulations of the Board, without prejudice to what the Board may establish in its resolution to delegate powers.

The Executive Committee shall have no fewer than three nor more than seven members, including the Chairman and Vice-Chairman of the Board, who will form part of this Committee. At least two of the Executive Committee members shall be non-executive directors and one of them shall be independent.

The Committee shall be presided by the Chairman of the Board. In general, one Executive Committee meeting will be held a month. Its meetings may be attended by such members of the management, employees and advisers of the Company as the Committee may deem fit.

Without prejudice to the autonomy of decision of the Executive Committee in respect of the delegated powers, its resolutions normally being fully valid and effective without ratification by the Board, if the Chairman or three members of the Committee consider this necessary in the circumstances, the resolutions adopted by the Executive Committee shall be submitted to the Board for ratification. This will also be applicable when the Board has delegated the Committee to study certain matters while reserving for itself the ultimate decision, in which case the Executive Committee shall merely submit the corresponding proposal to the Board.

During 2020, the Executive Committee assessed several investments, divestments and sales of assets, as well as the strategic decisions to be adopted in respect of the different business lines.

C.2.2 Complete the following table with information on the number of female directors on the board committees over the past four years:

	Number of female directors							
	2020		2019		2018		2017	
	No.	%	No.	%	No.	%	No.	%
Audit and Compliance Committee	2	40.00	2	40.00	3	60.00	2	40.00
Strategy and Investment Committee	0	0.00	0	0.00	0	0.00	0	0.00
Nomination and Remuneration Committee	3	60.00	3	60.00	2	50.00	1	25.00
Executive Committee	0	0.00	0	0.00	0	0.00	0	0.00

C.2.3 Indicate the existence, if appropriate, of regulations of the board committees, where they are available for consultation and any modifications made during the year. State whether an annual report has been issued voluntarily on the activities of each committee.

In general, Article 28 of the Articles of Association establishes the basic regulation of the Committees of the Board, contemplating the existence and composition of: (i) the Executive Committee, (ii) the Audit and Compliance Committee and (iii) the Nomination and Remuneration Committee. It also refers to the Regulations of the Board regarding the possible existence of a Strategy and Investment Committee.

The Regulations of the Board regulate the Board committees in the following specific provisions:

- General provisions applicable to all the Committees: Article 22
- Executive Committee: Article 23
- Audit and Compliance Committee: Article 24
- Nomination and Remuneration Committee: Article 25
- Strategy and Investment Committee: Article 26

The Regulations of the Board also contemplate in different articles the powers of the different Committees of the Board in different areas (e.g. modification of the Regulations).

As a result of the amendment of the Regulations of the Board to adapt them to the current Code of Good Governance, following review by the National Securities Market Commission in June 2020, which was approved by the Board of Directors on 16 December 2020, changes have been made to the regulation of the Executive Committee and the Audit and Compliance Committee in such aspects as have been deemed fit. See section C.1.15 in this respect.

Both the Articles of Association and the Regulations of the Board are available for consultation on the corporate website ([www.ebrofoods.es](http://www.ebrofoods.es)). The Regulations of the Board are also published and available for consultation on the website of the National Securities Market Commission ([www.cnmv.es](http://www.cnmv.es)). Both texts are delivered to the Directors when they are appointed, together with the Regulations of the General Meeting, the Internal Code of Market Conduct, the Internal Code of Conduct and the Policies of the Ebro Foods Group, among other documents.

Both the Audit and Compliance Committee and the Nomination and Remuneration Committee issue annual activity reports, which are submitted to the Board of Directors for its information and consideration within the assessment of the Board and its Committees. Those activity reports are made available for shareholders on the corporate website [www.ebrofoods.es](http://www.ebrofoods.es) coinciding with the call to the Annual General Meeting.

## D. RELATED PARTY AND INTER-COMPANY TRANSACTIONS

### D.1. Explain the procedure, if any, and competent bodies for approval of related party and inter-company transactions.

Apart from cases which, by law, require approval by the General Meeting, related party transactions are approved by the Board subject to a report by the Audit and Compliance Committee.

Article 24 of the Regulations of the Board establishes the power of the Audit and Compliance Committee to report to the Board prior to the adoption of any decisions on related party transactions submitted for its authorisation and to supervise and report to the Board on intragroup and related party transactions of the Company or subsidiaries of the Group.

With regard to related party transactions, Article 37.3 of the Regulations of the Board expressly establishes that other than in the cases in which this power is reserved by law to the General Meeting, any transactions made by the Company or Group companies with Directors, significant shareholders, other related parties or shareholders represented on the Board must be authorised by the Board. That authorisation is not necessary when the transactions meet all of the following three conditions:

- (i) they are made under contracts with standard terms and conditions applied "en masse" to numerous clients;
- (ii) they are made at prices or rates established generally by the supplier of the goods or provider of the services in question;
- (iii) the amount thereof does not exceed 1% of the Company's annual revenue.

General, prior authorisation by the Board, subject to a report by the Audit and Compliance Committee, for a line of transactions and their conditions will be sufficient for bilateral or recurring transactions made in the normal course of the company's business. Finally, in cases where urgent action is necessary, related party transactions may be authorised by the Executive Committee, subject to subsequent ratification by the Board.

Finally, the company makes intragroup transactions on arm's length terms, documenting them according to the requirements of the laws (essentially tax laws) in place in each jurisdiction. This is one of the practices required by the Risk Management and Control Policy established in the Ebro Group.

### D.2. List any transactions for a significant amount or object between the company and/or companies in its group and significant shareholders of the company:

Name of significant shareholder	Name of group company	Relationship	Type of transaction	Amount (thousand euros)
SOCIEDAD ANÓNIMA DAMM	HERBA RICEMILLS, S.L.U.	Corporate	Sale of goods (finished or otherwise)	4,855
CORPORACIÓN ECONÓMICA DELTA, S.A.	EBRO FOODS, S.A.	Corporate	Dividends and other distributions	45,131
ARTEMIS INVESTMENT MANAGEMENT, LLP	EBRO FOODS, S.A.	Corporate	Dividends and other distributions	13,412

See section A.5 of this Report regarding the related party transaction between Sociedad Anónima Damm and Herba Ricemills, S.L.U. mentioned in this section D.2.

D.3. List any transactions for a significant amount or object between the company and/or companies in its group and the directors or executives of the company:

Name of director or executive	Name of group company	Relationship	Type of transaction	Amount (thousand euros)
GRUPO TRADIFÍN, S.L.	CABHER 96, S.L.	CORPORATE	Purchase of goods (finished or otherwise)	135
GRUPO TRADIFÍN, S.L.	---	---	Dividends and other distributions	30,745
HERCALIANZ INVESTING GROUP, S.L.	---	---	Dividends and other distributions	32,180
HERCALIANZ INVESTING GROUP, S.L.	INSTITUTO HISPÁNICO DEL ARROZ, S.A.	CORPORATE	Purchase of goods (finished or otherwise)	14,058
HERCALIANZ INVESTING GROUP, S.L.	INSTITUTO HISPÁNICO DEL ARROZ, S.A.	CORPORATE	Services rendered	31
HERCALIANZ INVESTING GROUP, S.L.	INSTITUTO HISPÁNICO DEL ARROZ, S.A.	CORPORATE	Services received	216
HERCALIANZ INVESTING GROUP, S.L.	INSTITUTO HISPÁNICO DEL ARROZ, S.A.	CORPORATE	Sale of goods (finished or otherwise)	1,717
ANTONIO HERNÁNDEZ CALLEJAS	LUIS HERNÁNDEZ GONZÁLEZ	RELATIVE	Operating leases	42
ANTONIO HERNÁNDEZ CALLEJAS	ANTONIO HERNÁNDEZ GONZÁLEZ	RELATIVE	Dividends and other distributions	79
ANTONIO HERNÁNDEZ CALLEJAS	LUIS HERNÁNDEZ GONZÁLEZ	RELATIVE	Dividends and other distributions	124
ALIMENTOS Y ACEITES, S.A.	---	---	Dividends and other distributions	40,010
FERNANDO CASTELLÓ CLEMENTE	---	---	Dividends and other distributions	5,793
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	---	---	Dividends and other distributions	8
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	MENDIBEA 2002, S.L.	CORPORATE	Dividends and other distributions	20,023
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	---	---	Dividends and other distributions	30,227
DEMETRIO CARCELLER ARCE	INVERSIONES LAS PARRAS DE CASTELLOTE, S.L.	CORPORATE	Dividends and other distributions	298

Name of director or executive	Name of group company	Relationship	Type of transaction	Amount (thousand euros)
MARÍA CARCELLER ARCE	---	---	Dividends and other distributions	18
CORPORACIÓN FINANCIERA ALBA, S.A.	---	---	Dividends and other distributions	54,082
HERCALIANZ INVESTING GROUP, S.L.	INSTITUTO HISPÁNICO DEL ARROZ, S.A.	CORPORATE	Operating leases	390
HERCALIANZ INVESTING GROUP, S.L.	INSTITUTO HISPÁNICO DEL ARROZ, S.A.	CORPORATE	Licence agreements	340
ANTONIO HERNÁNDEZ CALLEJAS	---	---	Sale of goods (finished or otherwise)	1
DEMETRIO CARCELLER ARCE	---	---	Dividends and other distributions	19

With regard to the transactions made with Instituto Hispánico del Arroz, S.A. and mentioned in this section C.3, the Directors Grupo Tradifin, S.L. and Heralianz Investing Group, S.L. each own 50% of Instituto Hispánico del Arroz, S.A., with which the Ebro Foods Group habitually conducts commercial transactions on arm's length terms. The transactions made by the Ebro Foods Group with that company and its subsidiaries in 2020 have been reported in this section as made with the related party Heralianz Investing Grupo, S.L. (Director), although they should also be considered related with the Director Grupo Tradifin, S.L. by virtue of its 50% interest in Instituto Hispánico del Arroz, S.A.

It should also be noted that during 2020 Ebro Foods, S.A. distributed a sum of 111 thousand euros as dividends to the executives listed in section C.1.14 of this Report.

**D.4.** Report any significant transactions with other companies in the group that are not eliminated in the consolidated financial statements and which, by virtue of their object or terms, do not correspond to the normal business of the Company.

In any case, inform on any inter-company transaction with companies established in countries or territories considered tax havens:

Name of group company	Brief description of the transaction	Amount (thousand euros)
No details		N/A

Ebro Foods, S.A. has a 40% interest in Riso Scotti S.p.A., an associate consolidated by the equity method.

Riso Scotti S.p.A. is an Italian company with business activities similar to the objects of Ebro Foods, S.A.

The transactions made from 1 January to 31 December 2020 between companies in the Ebro Group and Riso Scotti (an associate that is not part of the Ebro Group) are indicated below:

- Ebro Foods, S.A.: Services rendered (income) 3 thousand euros;
- Herba Ricemills, S.L.U.: Purchase of goods (finished or otherwise) 347 thousand euros;
- Herba Ricemills, S.L.U.: Sale of goods (finished or otherwise) 250 thousand euros;
- Mundiriso, S.R.L.: Purchase of goods (finished or otherwise) 918 thousand euros;
- Mundiriso, S.R.L.: Sale of goods (finished or otherwise) 1,328 thousand euros;
- Arrozeiras Mundiarroz, S.A.: Purchase of goods (finished or otherwise) 81 thousand euros;
- Geovita Functional Ingredients, S.R.L.: Purchase of goods (finished or otherwise) 283 thousand euros;
- Geovita Functional Ingredients, S.R.L.: Sale of goods (finished or otherwise) 661 thousand euros; and
- Herba Bangkok, S.L.: Sale of goods (finished or otherwise) 1,342 thousand euros.

- D.5.** Report any significant transactions made between the company or group companies and other related parties that have not been reported in the preceding sections.

Name of related party	Brief description of the transaction	Amount (thousand euros)
FÉLIX HERNÁNDEZ CALLEJAS	Services rendered (income) between a subsidiary of the Ebro Foods Group and Hernández Barrera Servicios, S.A.	2
FÉLIX HERNÁNDEZ CALLEJAS	Services received (expense) between a subsidiary of the Ebro Foods Group and Hernández Barrera Servicios, S.A.	300
FÉLIX HERNÁNDEZ CALLEJAS	Services rendered (income) between a subsidiary of the Ebro Foods Group and Félix Hernández Callejas	1

Hernández Barrera Servicios, S.A. is closely related to Félix Hernández Callejas, who represents the corporate director Heralianz Investing Group, S.L. on the Board of Directors of Ebro Foods, S.A.

- D.6.** Describe the mechanisms established to detect, define and resolve possible conflicts of interest between the company and/or its group, and its directors, executives or significant shareholders.

Apart from the powers of the General Meeting and the Board of Directors on conflicts of interest of the Directors, under Article 24 of the Regulations of the Board, the Audit and Compliance Committee has the power to settle any conflicts of interest that may arise between the company or the group and its Directors, executives, significant shareholders and listed subsidiaries, if any.

With regard to the Directors, Article 36 of the Regulations of the Board provides that Directors may not perform activities for their own or third party account that effectively or potentially compete with the Company or which otherwise puts them in a permanent conflict of interest with the company; and Article 37.1 establishes the obligation of Directors to take such measures as may be necessary to avoid situations in which their interests, for their own or third party account, may conflict with the corporate interests and their duties to the Company.

For this purpose, Article 38 of the Regulations of the Board stipulates that Directors shall inform the Board of any direct or indirect conflict of interest that they or any of their related parties may have with the Company. Furthermore, pursuant to Article 32.4 of the Regulations of the Board, Directors shall abstain from participating in the corresponding debates and voting on resolutions or decisions in which they or any person related to them has a direct or indirect conflict of interest, except in the cases in which they are authorised by law to participate in the discussion and voting.

The current Internal Code of Market Conduct establishes for Relevant Persons (Directors, senior executives and their closely related parties) certain prohibitions and limitations on trading in the Company's shares and disclosure of information, and also a penalty system for any breaches thereof.

It also stipulates that Relevant Persons other than directors may submit queries to the Compliance Unit regarding the application of the prohibited actions contemplated in Rule 6. Directors may submit any queries they may have directly to the Company Secretary.

Every year, when preparing the Financial Reporting, annual accounts and Annual Corporate Governance Report, the Directors (and representatives of corporate directors) are asked for information on: (i) any transactions that they or their related parties may have made with the Company and/or subsidiaries of the Group (the same information is also requested of the significant shareholders of the company); (ii) possible conflicts of interest as per section 229 of the Corporate Enterprises Act directly or indirectly involving the director, its representative or related parties; and (iii) any other possible conflicts of interest.

- D.7.** Indicate whether the Company is controlled by another entity, listed or otherwise, in the sense of Article 42 of the Commercial Code and has business relations, directly or through its subsidiaries, with that entity or any of its subsidiaries (other than those of the listed company) or performs activities related with those of any of the latter.

Yes  
 No

## **E. RISK MANAGEMENT AND CONTROL SYSTEMS**

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### **E.1. Explain the scope of the company's Risk Management and Control System, including tax risks:**

As an integral part of the corporate policies passed by the Board, the Risk Management and Control Policy lays down the basic principles and the general framework for control and management of the business risks, including tax risks, and internal control of financial reporting to which Ebro Foods, S.A. and other companies in its Group are exposed.

Within this general framework, the integral, homogenous Risk Management and Control System is based on the preparation of a business risk map, through which, by pinpointing, assessing and grading of the risk management capacity, the risks are ranked from greater to lesser impact for the Group and by probability of occurrence. The risk map also identifies methods for mitigating or neutralising the risks detected.

The risk universe is structured in four main groups: compliance, operational, strategic and financial, and they are all subdivided into a large number of categories.

The risk classification process dynamically assesses both the inherent risk and the residual risk after application of the internal controls and action protocols established to mitigate them. These controls include preventive controls, adequate separation of duties, clear levels of authorisation and definition of policies and procedures. These controls can in turn be grouped into manual and automatic, made by data processing applications. This model is both qualitative and quantitative and can be measured in the Group's results, for which purpose the risk level is considered acceptable or tolerable on a corporate level.

The Risk Management and Control System is dynamic, so the risks to be considered will vary according to the circumstances in which the Group's business is performed. During the reporting period (2020), a complete review was made, with the incorporation of new risks such as: (i) climate change, (ii) cybersecurity and (iii) the risks deriving from new social networks and how the Company relates with them. The risks associated with the COVID-19 pandemic and its numerous internal aspects (supply chain, safety at work, security associated with teleworking...) and external aspects (changes in consumer habits, explosion of demand...) were especially important during the reporting period.

### **E.2. Name the corporate bodies responsible for preparing and implementing the Risk Management and Control System, including tax risks:**

The Risk (including tax risks) Management and Control System and control of financial reporting is based essentially on the following structure:

- The Board of Directors, as ultimately responsible, defines the policy for control and management of risks, including tax risks, and control of financial reporting. Article 17.3 of the Regulations of the Board provides that the Board shall receive information on the most important aspects of business management and any foreseeable risk situations for the Company and its subsidiaries, together with the actions proposed by the senior management in respect thereof.
- The Audit and Compliance Committee, through the Risks Committee, performs the duties of oversight and monitoring of the financial reporting and risk control systems, reporting regularly to the Board on any significant aspects arising in these areas. It is responsible for supervising and promoting internal control of the Group and the risk management systems and submitting recommendations to the Board on the risk control and management policy and possible mitigation measures in those areas.
- The Risks Committee, based on the policy established by the Board of Directors and under the supervision of and reporting to the Audit and Compliance Committee, is specifically responsible for coordinating and monitoring the system for management and control of risks, including tax risks, and control of the Group's financial reporting. The Risks Committee also analyses and assesses the risks associated with new investments.
- The Management Committees of the core business units of the Group, on which the Chairman of the Board and the Chief Operating Officer (COO) sit, assess the risks and decide on mitigation measures.
- Risk officers of the core business units of the Group. The major subsidiaries of the Group have officers responsible for monitoring the financial reporting risk (including tax risks) control and management systems and reporting to the Risks Committee.
- Internal Audit Department. Within the internal audits of the different subsidiaries, the Company's Internal Audit Department checks that the testing and control of the financial reporting and risk management systems have been performed adequately in accordance with the indications by the Risks Committee and Audit and Compliance Committee.

**E.3.** Define the main risks, including tax risks and, to the extent that they may be significant, those deriving from corruption (the latter within the scope of Royal Decree Law 18/2017), that could have a bearing on achievement of the company's business goals:

The main risks that might have a bearing on achievement of the business goals set by the Ebro Foods Group are listed below and explained in greater detail in Explanatory Note Three in section H of this Report.

**A. OPERATIONAL RISKS:**

- Food safety risk
- Commodity supply risk
- Market risk (prices) risk
- Customer concentration risk
- Technological risk
- Cybersecurity

**B. RISKS RELATED WITH THE ENVIRONMENT AND STRATEGY:**

- Environmental risk
- Climate risk
- Competition risk
- Reputational risk
- Social network exposure
- Changes in lifestyle
- Country or market risk
- Natural disasters, fires
- Strategic planning and assessment of strategic opportunities for investment or divestment

**C. COMPLIANCE RISKS:**

- Sectoral regulatory risk
- General regulatory risk
- Tax risks

**D. FINANCIAL RISKS:**

- Foreign exchange risk
- Interest rate risk
- Liquidity risk
- Credit risk

**E.4.** State whether the company has a risk tolerance level, including one for tax risks:

Risks are measured by both inherent and residual risk.

A scorecard is made each year of the principal ten risks to which the Group may be exposed (the TOP TEN), which are rated and measured as far as possible. If the economic consequences of a risk could cause a loss (or a loss of profit) of more than 5% of the consolidated EBITDA budgeted, or over 20% of the individual EBITDA of a business, it is considered a threat requiring corporate action.

In general, the heads of the different business units and the Management Committee of each unit define the risks affecting their respective businesses, assess the possible economic impact of those risks and, in view of the specific prevailing circumstances, establish whatever mitigation measures they deem fit.

Without prejudice to the supervision by the Risks Committee and Audit and Compliance Committee, the Management Committee of each unit implements and monitors the mitigation measures taken and assesses the results thereof.

This notwithstanding, when a threat is identified that requires action on a corporate level (as mentioned in the first paragraph above), the persons responsible for risk management and control in the corresponding unit inform the Risks Committee of the situation, proposing such mitigation measures as they may consider adequate. The Risks Committee assesses the situation and the sufficiency and suitability of the proposed mitigation measures, supplementing them with additional measures should it deem fit, reporting to the Audit and Compliance Committee.

The Board of Directors is promptly informed on the risks that have materialised and the mitigation measures adopted, both through the report submitted regularly on the matter by the Audit and Compliance Committee and through the information given at all Board meetings on the development of business.

#### **E.5. What risks, including tax risks, have occurred during the year?**

The following risks occurred within the Ebro Group during 2020:

##### **COVID-19**

2020 was entirely marked by the worldwide pandemic unleashed in the first quarter of the year. This has required the Ebro Group to manage certain aspects that have been a major challenge:

- a) The Group reacted swiftly to the initial shock, establishing protective measures at its workplaces, concentrating production on the products in greatest demand, establishing quotas for orders based on the records from previous years wherever orders exceeded production capacity and cutting out any promotions that did not contribute value in the new situation.
- b) For months, the high levels of consumption maintained a high plant occupation, which enabled us to improve our productivity and yield. Overall, the demand for dry products has been explosive, while the performance of fresh products has been more stable. In any case, the management of production and logistics have represented a considerable challenge throughout the year.
- c) There has been a significant change in consumption, in both the products demanded and how they are consumed. Broadly speaking, the Group has been less affected than others by these changes as our activity focuses on staple products with small unit prices. The pandemic has led to an increase in meals at home, to the detriment of the HORECA/Food Service channel, in which the Group has a smaller exposure.
- d) Uncertainty has become a variable requiring management and affecting, among many other aspects, planning and returns on certain marketing actions or investments. Moreover, the situation of uncertainty, which continues at present despite the arrival of vaccines, could generate false expectations on the capital market.

Numerous measures have been taken to mitigate the risks deriving from the pandemic. The most visible measures are those related with safety in the workplace, with a direct cost of 155 million euros by year-end. Other measures have been put into place alongside those relating to safety: commercial changes to adapt supply to the needs of the market, an enormous logistic and production effort, changes in the platforms of systems related with teleworking, measures to boost an adequate work-life balance in a changing scenario depending on the evolution of the pandemic, etc. It has taken considerable effort to adapt and try to manage operations in a vastly changing playing field, with alternating easing and new waves of the pandemic.

##### **SUPPLY RISKS**

A problem arose in the last quarter of the year regarding the availability of sea freight, especially in containers from southeast Asia, owing to the increased demand to meet growing exports from China combined with a reduced supply of containers. As a result, freight prices soared (+400%) in that geographical area, which is so important for the shipping of rice. This reveals a risk of disruptions in our supply chain and increased cost of supplies. Logistic alternatives have been put into place in an effort to mitigate this risk, consisting mainly of chartering entire combined cargo bulk carriers for different European destinations, in order to supply to different destinations. It is hoped that these measures will mitigate the risk until the market stabilises.

Special attention is also focused on detecting possible pesticides and fungicides, stepping up the detection tests and controls. Consumers have also demonstrated increased concern regarding possible allergens, requiring us to intensify our efforts and checks of finished products.

With regard to farm prices, the cost of rice has risen in general, with some important sources suffering the consequences of extended drought or smaller sowing areas. Even so, the commodity price variations have kept within expected ranges and on the whole it has been possible to pass them on over a reasonable period of time and/or offset them with alternative sources. We must, nevertheless, draw attention to the chronic shortage of certain rice varieties grown in Spain as a result of drought and narrowing of supply. We are working on sourcing from other countries (such as Argentina, where the Group is already present) and reaching agreements with more Spanish producers to offset this shortage.

In the pasta division, the latest French durum wheat harvest was small, pushing the price up. On the American continent (the other major region for this crop), prices were also higher than in the previous year. However, the good crop in Canada and timely measures taken (purchasing strategy, passing on in sales, cutting promotions and increasing productivity) forestalled significant problems in the sourcing of this raw material for the Group.

##### **COUNTRY RISK**

The uncertainty regarding the consequences of Brexit and whether or not a withdrawal agreement would finally be reached between the UK and the EU prevailed throughout 2020. This caused a degree of volatility in exchange rates and made it necessary to arrange currency hedges and adjust product storage and supply times as far as possible to cope with potential contingencies. Although a deal was finally reached, certain risks are anticipated in the future deriving from mistrust between the parties.

**E.6.** Explain the response and supervision plans for the main risks, including tax risks, to which the company is exposed and the procedures followed to ensure that the board of directors provides solutions for any new challenges that may arise:

The Management Committees of each business unit are responsible for monitoring its risk supervision system. Management committees usually meet monthly to analyse any risks that may have materialised and design and monitor the contingency plans and actions taken to mitigate them. Control and monitoring of the economic variables in each subsidiary against the corresponding budget also ensures the immediate detection of unforeseen risk situations. The subsidiaries with greatest weight within the Group, such as the North American subsidiaries, have "Crisis Management Plans" (CMP), which specify the main risks to which the company is exposed, the protocols for responding to them and the company officers responsible for implementation.

This notwithstanding, when a threat is identified that requires action on a corporate level (see section E.4), the persons responsible for risk management and control in the corresponding unit must inform the Risks Committee of the situation, proposing such mitigation measures as may be considered adequate. The Risks Committee assesses the situation and the sufficiency and suitability of the proposed mitigation measures, supplementing them with additional measures should it deem fit. The Risks Committee reports regularly to the Audit and Compliance Committee on the actions taken and plans proposed and the latter in turn reports on all this to the Board of Directors (without prejudice to the Board's knowledge of the most important situations through its detailed monitoring of business at each Board meeting).

The measures to control, reduce and, as the case may be, mitigate the risks are established according to the following basic criteria:

- They shall seek to neutralise the risk detected, maintaining coherence between the importance of the risk and the cost and means required to neutralise it.
- If neutralisation is not feasible, measures shall be designed to reduce the potential economic consequences, if possible to within tolerance levels.
- The management and control shall, as far as possible, forestall rather than remedy.
- The control mechanisms shall adequately separate management and oversight.
- The different people responsible for risk management shall coordinate their actions to be efficient, seeking the utmost integration between control systems.
- Maximum transparency shall be ensured in the identification and assessment of risks, specification and implementation of mitigation measures and assessment of the results of those measures.
- Compliance must be guaranteed with the requirements of internal reporting to the bodies responsible for supervision and control.

## **F. INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS FOR FINANCIAL REPORTING (ICFR)**

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Describe the mechanisms comprising the internal control over financial reporting (ICFR) of your company.

### **F.1. Control environment**

Report on at least the following, describing their principal features:

**F.1.1** What bodies and/or units are responsible for: (i) the existence and maintenance of an adequate and effective ICFR, (ii) its implementation and (iii) its oversight?

As established in its Regulations, the Board of Directors is ultimately responsible for the existence, maintenance and oversight of an adequate, effective internal control system for the company's financial reporting (ICFR).

The Audit and Compliance Committee is responsible for: (i) supervising and promoting the procedures and systems used to prepare and control the company's financial reporting; (ii) checking any public financial information; and (iii) ensuring implementation of and compliance with the internal regulations and codes applicable to the risk management and control systems in relation to the financial reporting process.

The Management Committee is responsible for the design, implementation and functioning of the ICFR through the Group Finance Department and the Finance Departments of the different business units. The different general managements are responsible for effective implementation of these systems within their respective areas of activity. There are also officers responsible for the different processes documented within the ICFR, who must ensure that those processes are kept up to date, informing the Risks Committee, through the finance department and general management of the corresponding business unit, of any modifications or adaptations required.

The Risks Committee, reporting to the Audit and Compliance Committee, is specifically responsible for coordinating and monitoring the system for management and control of risks, including tax risks, and controlling the Group's financial reporting.

**F.1.2** State whether the following elements exist, especially in respect of the financial reporting process:

· Departments and/or mechanisms responsible for: (i) designing and reviewing the organisational structure; (ii) clearly defining the lines of responsibility and authority, with an adequate distribution of tasks and duties; and (iii) ensuring that there are sufficient procedures for adequately informing the company:

As established in its Regulations, the Board of Directors is responsible for defining the general strategy and guidelines for management of the Company and its Group and encouraging and supervising the actions taken by the senior officers, establishing an organisational structure that will guarantee the utmost efficiency of the senior management and the management team in general.

According to the Regulations of the Board, the Nomination and Remuneration Committee is responsible for checking the criteria followed regarding the composition and structure of the Board and for selecting candidates for the Board. It also nominates the Chairman, CEO or managing director(s) and Secretary of the Board and proposes the assignment of Directors to the different Board Committees.

In turn, under the policies approved by the Board, the Nomination and Remuneration Committee supervises the senior executive remuneration and incentives policy.

Within each group company, the organisational structure of the units participating in the preparation of financial reporting depends on several factors, such as the volume of operations or type of business, but in all cases it corresponds to the need to cover the main duties of recording, preparing, checking and reporting the operations performed and the economic and financial position of the company. The Executive Chairman, Chief Operating Officer (COO) and executives of the different business units of the Ebro Foods Group participate actively in the management committees of the Group's subsidiaries, thereby ensuring direct communication through the lines of responsibility and authority.

The senior management and the human resources departments of the Group and each of the Group subsidiaries are responsible for designing the organisational structure according to local needs. The most important subsidiaries have organisation charts that include a description of the duties and responsibilities of the main areas participating in the internal control of financial reporting.

The different job descriptions of positions and responsibilities are maintained by the Human Resources Department of each subsidiary and the management of all the subsidiaries, especially the financial management, are informed of any new member of a subsidiary.

- Code of conduct, body responsible for its approval, degree of publicity and instruction, principles and values included (stating whether there is any specific mention of the recording of transactions and preparation of financial reporting), body responsible for analysing default and proposing corrective measures and penalties:

The Code of Conduct of the Ebro Group, an update of the earlier Codes of Ethics and Conduct drawn up by the Ebro Foods Group in 2003, 2008 and 2012, was approved by the board on 25 November 2015 and all levels of the organisation were notified.

The Code of Conduct provides guidance on how to act in the Group's internal and external relationships, strengthening the values that distinguish us and establishing a basic reference to be followed by the Group.

The Code aims to:

- Be a formal, institutional reference for personal and professional conduct
- Guarantee the responsible, ethical behaviour of all the Group's professionals in their work
- Reduce the element of subjectivity in personal interpretations of moral and ethical principles
- Create a standardisation tool to guarantee progressive implementation throughout the Group of the ten principles of the UN Global Compact
- Grow responsibly and committed to all our stakeholders.

As established in the Code of Conduct, the Group assumes a principle of conduct based on transparent reporting, consisting of an undertaking to report reliable financial, accounting or other information to the markets. Accordingly, the company's internal and external financial reporting will give a true and fair view of its real economic, financial and equity situation according to generally accepted accounting principles.

Employees formally sign the Code of Conduct when they join the workforce of most Group companies and all new Group employees during the year were informed and given a copy of the Code.

The Code of Conduct is published in the Intranet, where it can be consulted by any employee, and on the Group's website.

The Audit and Compliance Committee is responsible for monitoring and controlling application of the Code. The Compliance Unit, which has sufficient initiative, autonomy and resources, is responsible, among other duties, for assisting the Audit and Compliance Committee in the supervision of compliance, publication and interpretation of the Code of Conduct.

Ebro Foods, through its Secretary, has an e-mail address to which any Group employee may send queries and suggestions regarding the interpretation of the Code of Conduct.

The Audit and Compliance Committee reports regularly to the Group's Board of Directors on any queries raised in respect of the interpretation and application of the Code of Conduct, how they have been solved and, where appropriate, the interpretation criteria followed.

The Code of Conduct provides that any violation or breach of the Code that is classified as a labour offence shall be penalised according to the labour laws, without prejudice to any other liability that the infringer may incur and the remedial measures that may be established by the different Group companies in pursuance of prevailing laws. On a Group level, the Audit and Compliance Committee, assisted by the Compliance Unit, shall receive reports of any violation of the Code of Conduct and act accordingly.

- Whistleblowing channel, through which the audit committee can be informed of any financial or accounting irregularities, any breaches of the code of conduct and any irregular activities within the organisation, indicating whether this channel is confidential and whether it allows anonymous communications respecting the rights of the reporting person and the person concerned:

As established in the Regulations of the Board, the Audit and Compliance Committee is formally responsible for implementing a confidential whistleblowing channel accessible to all Group employees and defining a protocol for prioritising, processing, investigating and settling reports according to their importance and nature, especially any concerning possible financial or accounting misrepresentations.

For this purpose, in its Code of Conduct the Ebro Group has established a whistleblowing channel, through which any irregular conduct in financial, accounting or other areas and any breach of the code of conduct can be reported confidentially.

Through that whistleblowing channel, therefore, any employees may report whatever conduct they may consider necessary and contact the Chairman of the Audit and Compliance Committee directly to inform on potential breaches. Access to that e-mail account, technologically protected to prevent any unauthorised access, is limited exclusively to the Chairman of the Audit and Compliance Committee who, as an Independent Director, has no relationship with the management structure of the Group.

The Audit and Compliance Committee guarantees the confidentiality of the reports handled, according to a confidentiality commitment signed by all those involved in handling the reports and other precautions included in the "Report Handling Protocol". That protocol, approved by the Audit and Compliance Committee in 2012, establishes the procedure to be followed on receiving reports, regarding their processing, prioritising, solving and notification.

The whistleblowing channel guarantees confidentiality, is accessible to all Group employees and does not expressly establish or rule out the possibility of making anonymous reports.

- Training programmes and regular refresher courses for employees involved in the preparation and checking of financial information and evaluation by the ICFR, covering at least accounting and auditing standards, internal control and risk management:

The Ebro Group has a policy of making sure it has personnel with sufficient training and experience to perform the duties and responsibilities assigned to them. The Ebro employees involved in the preparation and checking of the financial information and ICFR appraisal participate in training and refresher courses regarding the laws and standards in place from time to time and good practices to guarantee the reliability of the financial information generated.

The Ebro Group also encourages and provides means and resources for its employees to keep their accounting knowledge up to date through the attendance of seminars, on-line information and other means, and regular meetings are held with the external auditors to assess in advance the standards in place or those about to enter into force.

During the year the Ebro Group has focused its training for personnel involved in the preparation and checking of financial information and ICFR appraisal on the following aspects:

- Accounting updates
- Management and control of costs for business decision-making
- Training in the tax laws in different countries
- Financial Reporting Internal Control System Manual

In addition, the external auditors of the Company and its Group regularly attend the meetings of the Audit and Compliance Committee to give training on the principal novelties in accounting and auditing, especially those that have or may have a greater effect on the Group's accounts.

## **F.2. Measurement of risks in financial reporting**

Report at least on:

### **F.2.1 The main features of the risk identification process, including risks of error or fraud, in respect of:**

- Whether the process exists and is documented:

Within the risk management and control policy approved by the Board, the financial reporting internal control system is supervised by the Audit and Compliance Committee, assisted by the Risks Committee and the Group Finance Department.

The potential risk events that could affect the organisation are identified and assessed through the financial reporting internal control system, pinpointing and assessing the risks corresponding to each line of business. Through this risk control and management system, the Ebro Group has drawn up a consolidated risk map by compiling and combining the risk maps of its major subsidiaries.

This process is coordinated by the Risks Committee, which manages and establishes the permitted tolerance to the risk and coordinates actions to align the measures addressing risks with the Group's global risk policy so that the exposure to risk assumed by the Ebro Group overall is known at all times.

Based on the results obtained, systems are devised for addressing risks and internal control, to keep the likelihood and impact of those risks on financial reporting within the tolerance levels, thereby providing reasonable certainty regarding achievement of the strategic business goals.

- Whether the process covers all the financial reporting objectives (existence and occurrence; integrity; measurement; presentation, breakdown and comparison; and rights and obligations), whether it is updated and how often:

The Ebro Group has established a continuous improvement process to minimise the risks related with financial reporting by improving the design and effectiveness of existing controls.

For this purpose, it has a process identifying the risks affecting the reliability of financial reporting, based on and beginning with a definition of the scope, according to quantitative criteria of materiality in respect of the consolidated amounts and other qualitative criteria (error, fraud, uncommon transactions, etc.). Companies in the major business units or divisions that meet any of the afore-mentioned criteria and the material accounting items of each one are defined according to those criteria. Once the material items have been defined on a company level, the processes and sub-processes they affect are established, according to a relationship matrix.

For each of the sub-processes included within the scope, the inherent risks and the checks made by the responsible persons to mitigate those risks are identified, setting this information down in a Risks-Controls Matrix. Those risks take account of all the financial reporting objectives (existence and occurrence; integrity; measurement; presentation, breakdown and comparison; and rights and obligations).

The financial reporting risks are identified in the Ebro Group's Risks-Controls Matrix and updated to take account of any changes in the scope of consolidation of the Group or development of its business and their reflection in the financial statements, making a comparative analysis every year of the variations in material processes and sub-processes to establish any risks that have not been previously identified.

- The existence of a process for defining the scope of consolidation, taking into account, among other aspects, the possible existence of complex corporate structures, base companies or special purpose vehicles:

The Ebro Group has a process based on internal regulations that guarantees the correct identification of the scope of consolidation through an adequate separation of duties in the requesting, authorising, reporting and recording of any operation entailing the incorporation, merger, division, acquisition or sale of companies and any other corporate operation, directly involving the Legal Department and the Board of Directors.

This process considers the possible existence of complex corporate structures, base companies or special purpose vehicles, among other means by establishing an adequate structure to separate the duties of requesting, authorising and reporting for any corporate operation within the Group. No transactions or complex corporate structures that might entail off-balance sheet transactions that should be recorded within the reporting period were identified this year.

- Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) insofar as they affect the financial statements:

The Risk Management and Control System of the Ebro Group is designed to identify potential risk events that might affect the organisation. At present there are four types of risks: Operating, Compliance, Strategic and Financial, and the conclusions are taken into account insofar as the risks may affect financial reporting. For this purpose, the Risks Committee acts as a unit of coordination and interrelation of the effect of the risks detected on the different areas (management, business, financial reporting, legal, reputational etc. risks).

- Which governing body of the company supervises the process:

While the Board has the power, which it may not delegate, to determine the policy for control and management of risks, including tax risks, and supervision of the internal control and reporting systems, the Audit and Compliance Committee is responsible for supervising and promoting the procedures and systems used to prepare and control the Company and Group financial reporting, and controlling the implementation of and compliance with the risk management and control systems, both in general and in respect of the financial reporting process.

### **F.3. Control activities**

Inform whether the company has at least the following, describing their main features:

- F.3.1 Procedures for checking and authorising financial information to be published on the stock markets and description of the ICFR, indicating who is responsible for these tasks, and documentation describing the flows of activities and controls (including those checking for the risk of fraud) in the different types of transactions that may have a material effect on the financial statements, including the procedure for closing of accounts and the specific review of judgements, estimates, valuations and significant projections

The priorities established within the Ebro Group include the quality and reliability of the financial information, both internal information for decision-making and external information published for the markets. The information to be provided by the different units is requested by the Group financial department, paying special attention to the processes of closing the accounts, consolidation, measurement of intangibles and areas subject to judgement and estimates.

The Ebro Group has procedures for checking and authorising the financial information and description of the ICFR, responsibility for which corresponds to the Financial Department, the Risks Committee, the Audit and Compliance Committee and the Board of Directors.

The Audit and Compliance Committee checks and analyses the financial statements and any other important financial information, as well as the principal judgements, estimates and projections included and discusses them with the corporate financial department and the internal and external auditors to confirm that the information is complete and the principles applied are consistent with those of the previous full-year accounts.

The procedure for checking and authorising the financial information corresponds to the Group financial department, based on the information checked and validated by the different units. The Audit and Compliance Committee supervises this information to be published on the market and it is approved by the Board of Directors.

The Group has implemented a process to enhance the quality and quantity of documentation and make the generation of financial information and its subsequent supervision more effective and efficient.

The significant processes involved in the generation of the Group financial reporting are documented based on the COSO internal control model. The main processes documented are:

- Closing of Financial Statements and Reporting
- Consolidation
- Sales and Receivables
- Purchases and Payables

- Fixed Assets
- Inventories
- Payroll

The documentation outline is extended progressively, according to the materiality and the general criteria established in the Group's financial reporting internal control system.

The persons responsible for each of the documented processes in each subsidiary have been identified. They are responsible for keeping those processes up to date on an annual basis, reporting any modifications or adaptations to the Risks Committee through the Group's financial department.

Process documentation includes details of the flows and transactions and the financial reporting objectives and controls established to ensure they are met. It also contemplates the risks of error and/or fraud that might affect the financial reporting objectives. The documentation of flows of activities and controls that may have a material effect on the financial statements, including the accounts closing procedure, includes the preparation of narratives on the processes, flow charts and risk and control matrices. The controls identified are both preventive and detective, manual or automatic, describing also their frequency and associated information systems.

### F.3.2 Internal control procedures and policies for the IT systems (including access security, track changes, operation, operating continuity and separation of duties) used for the significant processes of the company in the preparation and publication of financial information

The Group has rules for managing financial information security. Those rules are applicable to the systems used to generate financial information and the IT Department is responsible for defining and proposing the security policies.

Within its policies and infrastructure management the Ebro Group has procedures to secure each of the following:

i) Both physical and logical access are controlled to ensure that only authorised internal and external personnel can access the Ebro centres and systems. Ebro has several Data Centres, the main one in Spain where the company's critical systems are housed. The major subsidiaries also have local data centres. They all have their own infrastructure to guarantee adequate control of access to the installations. In small subsidiaries, the general rule is to have external service providers to provide that security. When external service providers are used, the Ebro Group makes internal audits of the information systems and their architecture, including the security aspect.

Logical access control is secured with efficient management of access to our systems, whether internal or external, and through a user management coordinated with the human resources department and the company's group of managers. Ebro has user access control systems and workflow tools to guarantee inter-departmental integration and efficient updating of user status, regularly identifying those who no longer access the systems. Ebro Foods has implemented a system to control the separation of duties and access to critical functions of the SAP GRC SoD system in certain subsidiaries (currently in Riviana Foods Inc and Riviana Foods Canada Corporation, and it is in progress in Herba Ricemills) and there is a plan to extend this implementation to the other major subsidiaries. Its implementation programme contemplates extension to all the major subsidiaries of the Ebro Foods Group. To compile its non-financial information, Ebro has developed a tool that manages the information required to guarantee its integrity, and workflows for approval to guarantee its reliability. All the subsidiaries included in the SAP-based corporate ERP have implemented a procedure to separate duties within IT and the use of privileged users (Firefighter) subject to request, approval and control.

External access is guaranteed through specific users and controlled management. The necessary elements have also been provided on a network level to ensure that only authorised users and processes have access from outside.

ii) The larger subsidiaries mainly use the ERP SAP system. In all those cases, Ebro has procedures underpinned by systems that systematically filter, assess, manage the life cycle and inform on production changes after acceptance by specific users and impact analysis in the systems currently used in production.

iii) The separation of duties is underpinned by the use of roles by groups of users, which allow access only to the information and transactions previously approved by the organisation. The modification or creation of new roles is backed by the same procedure that guarantees management of the user life cycle and is applicable to the major companies of the Ebro Group. Special attention is paid to separation in IT support processes to make sure that the tasks of development, sending to production and administration of the system are duly separated. In addition, as mentioned above, Ebro Foods has implemented the SAP GRC SoD system throughout the Group for the IT Department and is in the process of rolling it out in all subsidiaries, ensuring adequate access control, separation of duties, anti-fraud elements within ERP and mitigating measures where necessary.

iv) Ebro has internal tools which, combined with the user support departments and systems (Help Desks), guarantee the management and traceability of any incidents in the IT systems. Programme changes are managed within that system, which is based on best practices and management following the ITIL methods.

The critical information systems are always housed in our data centres and there are individuals assigned to each one who are responsible for proactive monitoring of the automatic processes and proactive assessment of the yield and functioning of the systems.

Ebro has global contracts with security control tool providers, which guarantee the installation of such tools in all the computer and data processing equipment used in the company.

v) Ebro Foods has a cybersecurity policy based on several fundamental pillars for the security of our systems. This includes endpoint security, of both users and services, identity security -especially important in view of the increasingly more common cloud migration strategies-, perimeter security for access to our network and data security. Ebro Foods uses the leading tools available on the market and procedures based on best practices to minimise the risk in each of these areas.

vi) Ebro has tools to guarantee the continuity of business support by its IT systems in the event of a fatal error or system crash. There are backup systems and policies in its data centres that guarantee access to information and systems in case of a crash. The use of tape or disk backups and replicating the information in several computers with subsequent triangular distribution are habitual procedures for making incremental or complete backup copies. The current systems allow recovery of the information up to the specific time of the fatal error or system crash.

**F.3.3 Internal control procedures and policies to oversee the management of outsourced activities and any aspects of valuation, calculation or measurement commissioned to independent experts, which may have a material impact on the financial statements**

In general, the Ebro Group manages all activities that may have a material impact on the reliability of the financial statements, using internal resources to avoid outsourcing. There are very few outsourced activities and the procedures and controls of those activities are regulated in the contracts signed with the service providers in question.

The valuation, calculation or measurement activities commissioned by the Ebro Group to independent experts are mainly concerned with the appraisal of properties, actuarial studies of employee benefits and impairment testing of intangibles.

Only service providers of internationally recognised standing are used for these valuation reports, making sure that they are not affected by any circumstance or event that could compromise their independence.

The reports obtained from these firms are submitted to internal review to check that the most significant assumptions and hypotheses used are correct and that they comply with the International Valuation Standards (IVS) and International Financial Reporting Standards (IFRS). Furthermore, the valuation processes and the hypotheses and assumptions used by independent experts are reported to and considered by the external auditors of the Company and its Group.

**F.4. Information and communication**

Inform whether the company has at least the following, describing their main features:

**F.4.1 A specific department responsible for defining the accounting policies and keeping them up to date (accounting policy department or division) and solving queries or conflicts deriving from their interpretation, maintaining fluent communication with those responsible for operations in the organisation, as well as an updated accounting policy manual distributed among the units through which the company operates**

The Ebro Group has adequate procedures and mechanisms to inform the employees involved in the preparation of financial information on the applicable criteria and the IT systems used in that preparation. This is done through the Management Control Unit and the Corporate Financial Department, whose powers include the following, among others:

- Define, administer, update and report on the Group's accounting policies, in compliance with the applicable accounting standards and rules of consolidation for the preparation and presentation of financial information to be disclosed.
- Prepare, update and report on the Accounting Policy Manual to be applied by all financial units in the Group. This manual is updated regularly.
- Settle any queries or conflicts regarding the interpretation and application of the accounting policies, maintaining fluent communication with those responsible for these operations in the organisation.
- Define and create templates, formats and criteria to be used for preparing and reporting the financial information. All financial information distributed on the markets is prepared by consolidating the reports of the different business units, prepared using mechanisms for data input, preparation and presentation that are homogenous for the entire Group. These mechanisms are designed to enable compliance with the standards applicable to the principal financial statements, including accounting criteria, valuation rules and presentation formats, and embrace not only the balance sheet, profit and loss account, statement of changes in equity and statement of cash flows, but also the obtaining of other information that is necessary to prepare the notes to the financial statements.

**F.4.2 Mechanisms for collecting and preparing financial information with homogenous formats, applied and used by all business units in the company or group, valid for the main financial statements and notes, and the information given on the ICFR**

The Group's financial information is prepared using a process of aggregating separate financial statements at source for subsequent consolidation according to the applicable accounting and consolidation standards, to obtain the consolidated financial information to be presented monthly to the Board and published periodically on the markets.

The process of aggregation and consolidation of the Group's financial statements is based on homogenous, common format templates that include different tables and reports to be completed. They also have automatic internal controls to check the integrity and reasonability of the data input.

These templates are validated each month by a financial manager in each subsidiary before sending them for checking and consolidation. To complete the automatic checks, those data and the estimation, valuation and calculation principles used to obtain them, as well as the accounts closing procedure, are checked by the financial manager at each level of aggregation and consolidation until the Ebro Group consolidated financial information is obtained, prepared and checked by the corporate financial department.

The Ebro Group has established a reporting system for the Financial Reporting Internal Control System, which is available in the Group for all the subsidiaries included within the scope of the ICFR. Through that reporting, the parent coordinates maintenance of the system in the rest of the subsidiaries annually through the assignment of persons responsible for their maintenance and updating in the event of any significant change to be taken into consideration in the documentation. Finally, if any weaknesses are detected in the financial reporting internal control system, the subsidiaries are notified of the necessary action plans and they are monitored by the parent.

#### **F.5. Supervision of the functioning of the system**

Inform on at least the following, describing their main features:

**F.5.1** The ICFR supervisory activities performed by the audit committee and whether the company has an internal audit department responsible, among its duties, for assisting the committee in its supervision of the internal control system, including the financial reporting internal control system (ICFR). Inform also on the scope of the ICFR appraisal made during the year and the procedure through which the department or body responsible for the appraisal informs on the outcome, whether the company has an action plan defining any possible corrective measures and whether their impact on the financial information has been considered

The Board of Directors is ultimately responsible for the existence, maintenance and supervision of an adequate, effective internal control system for the financial reporting. Among the duties defined in the Regulations of the Board, the Audit and Compliance Committee assists and supports the Board in its supervision of the accounting and financial information, the internal and external audit services and corporate governance.

The Audit and Compliance Committee, assisted by the Risks Committee, must see that the internal audit procedures, the internal control systems in general, including the risk management control system and, in particular, the financial reporting internal control system, are adequate.

The Audit and Compliance Committee also ensures that the external auditor and Internal Audit Manager are selected on the basis of objective, professional qualifications, guaranteeing their independence in the performance of their duties; reports to the board on any related party transactions submitted for its consideration; controls any possible conflicts of interest; and, in general, makes sure that all the company's information and reporting, particularly financial, complies with the principle of truth and maximum transparency for shareholders and markets.

The Risks Committee, as the central control system, monitors adequate fulfilment by the risk officers of the respective units of the following duties: (i) monitoring, updating and review of the business risks map and the different financial reporting processes; (ii) compliance with the reporting protocols for business risks and financial information; (iii) assessment of the measures for mitigating and controlling any risks detected, and (iv) assessment of the effectiveness of the systems and controls by implementing the test processes indicated by the Risks Committee, assisted by the heads of the different units and, where necessary, external advisers. The Risks Committee, based on the policy established by the Board and supervised by and reporting to the Audit Committee, is specifically responsible for coordinating and monitoring the system for management and control of risks, including tax risks, and checking the Group's financial information.

Within the business risks control and the financial reporting internal control system, the Internal Audit Department makes sure that the testing and control of risk management and financial reporting systems have been done properly, within the internal audits carried out on different subsidiaries during the year, under the Internal Audit Plan.

The Internal Audit Department has submitted its annual working plan to the Audit and Compliance Committee and reported directly to said committee on any incidents detected in the performance of that work, proposing the corresponding action plan defining any necessary corrective measures; and at the end of each year, it has submitted an activity report.

The results of audits made by the Internal Audit Department and any incidents detected by the Risks Committee have been reported to the Audit and Compliance Committee. Moreover, the action plan devised for remedying those incidents has been sent to both the person responsible for remedying them and the Audit and Compliance Committee.

**F.5.2** Inform on whether the company has a discussion procedure whereby the auditor (according to the provisions of the auditing standards), the internal audit department and other experts can inform the senior management and audit committee or company directors of any significant weaknesses detected in internal control during the auditing or checking of the annual accounts or any other processes commissioned to them. Indicate also whether the company has an action plan to remedy or mitigate the weaknesses observed

The Audit and Compliance Committee has a stable, professional relationship with the external auditors of the principal companies in its group, strictly respecting their independence. That relationship favours communication and discussion of any internal control weaknesses pinpointed during the auditing of annual accounts or any other audit work commissioned to them.

In this regard, the Audit and Compliance Committee receives information from the external auditor at least every six months on the audit plan and outcome of its implementation, and checks that the senior management heeds the auditor's recommendations.

In addition, as established in the Regulations of the Board, it is responsible for overseeing the Internal Audit Services, examining the financial reporting process and internal control systems.

During 2020, the External Auditor attended 5 meetings of the Audit and Compliance Committee and the Manager of the Internal Audit Department attended 4.

**F.6. Other significant information**

N/A

**F.7. External auditor's report**

Inform on:

- F.7.1 Whether the ICFR information sent to the markets was checked by the external auditor, in which case the company should include the corresponding report in an annex. If not, explain why not.

The report issued by the external auditor is appended hereto.

**G. EXTENT OF COMPLIANCE WITH THE CORPORATE GOVERNANCE RECOMMENDATIONS**

Indicate the degree of compliance by the company with the recommendations of the Good Governance Code for Listed Companies.

If any recommendation is not followed or is only partly followed, include a detailed explanation of the reasons so that shareholders, investors and the market in general have sufficient information to assess the company's actions. General explanations are not acceptable.

1. The articles of association of listed companies should not limit the maximum number of votes that may be cast by an individual shareholder or impose other restrictions hampering takeover of the company via the market acquisition of its shares.

Complies  Explanation

2. When the listed company is controlled, in the sense of Article 42 of the Commercial Code, by another company, listed or otherwise, and conducts business, directly or through its subsidiaries, with that controlling company or any of its subsidiaries (other than those of the listed company) or engages in activities related with those of any of the latter, it should report publicly and precisely on:

a) The types of activity they are respectively engaged in and any business dealings between the listed company or its subsidiaries, on the one hand, and the parent company or its subsidiaries, on the other hand.

b) The mechanisms in place to solve any conflicts of interest that may arise.

Complies  Partial compliance  Explanation  Not applicable

3. During the annual general meeting, to supplement the written distribution of the annual corporate governance report, the chairman of the board should inform the shareholders orally, in sufficient detail, of the most important aspects of the company's corporate governance, especially:

a) Any changes made since the previous annual general meeting.

b) The specific reasons why the company does not follow any of the recommendations of the Code of Corporate Governance and the alternative rules applied, if any.

Complies  Partial compliance  Explanation

4. The company should define and promote a policy concerning communication and contacts with shareholders and institutional investors, within the framework of their involvement in the company, and proxy advisors that fully respects the laws against market abuse and gives similar treatment to shareholders who are in the same position. And the company should publish that policy on its website, including information on how it has been implemented, naming the contacts or those responsible for such implementation.

Notwithstanding the legal obligations regarding the disclosure of inside information and other kinds of regulated information, the company should also have a general policy regarding the communication of non-financial economic and financial corporate information through channels considered adequate (media, social networks or other channels), contributing towards maximum disclosure and quality information to the market, investors and other stakeholders.

Complies  Partial compliance  Explanation

5. The board should not table a motion at the general meeting for delegating powers to issue shares or convertible securities excluding the preferential subscription right in a sum of more than 20% of the capital at the time of the delegation.

And when the board approves an issue of shares or convertible securities excluding the preferential subscription right, the company should immediately publish on its website the reports on that exclusion required by commercial law.

Complies [ X ]                      Partial compliance [ ]                      Explanation [ ]

6. Listed companies that prepare the following reports, whether mandatory or voluntary, should publish them on their websites sufficiently in advance of the annual general meeting even though that publication is not compulsory:

- a) Report on the independence of the auditor
- b) Reports on the functioning of the audit committee and the nomination and remuneration committee
- c) Report by the audit committee on related party transactions

Complies [ ]                      Partial compliance [ X ]                      Explanation [ ]

All the sections of this Recommendation are met, except (c).

The Audit and Compliance Committee checks that all the related party transactions with significant shareholders, directors, representatives of corporate directors and other related parties have been made on arm's length terms, at market prices, transparently, fairly and reasonably, and always in the interests of the Ebro Foods Group, and issues a report to the Board in favour of their approval.

However, after studying this Recommendation the Company does not consider it convenient to publish the contents of that report because it contains sensitive commercial information that is confidential for the Group in respect of its rivals.

7. The company should broadcast general meetings live, through its website.

And the company should have mechanisms to enable online proxies and voting and even, in large cap companies and insofar as is proportionate, online attendance and active participation in the general meeting.

Complies [ X ]                      Partial compliance [ ]                      Explanation [ ]

8. The audit committee should make sure that the annual accounts presented by the board of directors to the general meeting are drawn up in accordance with the applicable accounting standards. And if the auditors have submitted a qualified report, the chairman of the audit committee should explain clearly at the general meeting the opinion of the audit committee on the content and scope of the qualifications included, making a summary of that opinion available to shareholders, together with the other motions and reports by the board, when the notice of call to the general meeting is published.

Complies [ X ]                      Partial compliance [ ]                      Explanation [ ]

9. The company should publish permanently on its website the requirements and procedures it will accept as proof of ownership of shares, right to attend the general meeting and exercise or delegation of shareholders' voting right.

And those requirements and procedures should favour the attendance and exercise by shareholders of their rights, not being in any way discriminatory.

Complies [ X ]                      Partial compliance [ ]                      Explanation [ ]

10. If a legitimate shareholder has exercised their right, prior to the general meeting, to supplement the agenda or submit new proposed resolutions, the company should:

- a) Immediately distribute those supplementary items and new proposed resolutions.
- b) Publish the model attendance card or proxy form or postal/electronic voting form with the necessary modifications to enable voting on the new items on the agenda and alternative proposed resolutions on the same terms as those proposed by the board of directors.
- c) Put all these items or alternative proposals to the vote and apply the same voting rules as those applicable to the proposals by the board, including in particular the presumptions or deductions regarding votes.
- d) After the general meeting, report the details of the voting on those supplementary items or alternative proposals.

Complies [ ]                      Partial compliance [ ]                      Explanation [ ]                      Not applicable [ X ]

11. If the company plans to pay attendance fees for general meetings, it should establish in advance a general policy on those fees and that policy should be stable.

Complies [ X ]                      Partial compliance [ ]                      Explanation [ ]                      Not applicable [ ]

12. The board should perform its duties with unity of purpose and independence of judgement, give the same treatment to all shareholders in the same position and be guided by the company's interests, namely the achievement of a profitable business sustainable in the long term, promote its continuity and maximise the economic value of the company.

And in its search for the company's interests, apart from respecting the laws and regulations and acting in good faith, ethically and with respect for generally accepted use and good practice, it should endeavour to reconcile the corporate interests with the legitimate interests of its employees, suppliers, customers and other stakeholders that may be affected, as the case may be, and the impact of the company's activities on the community and environment.

Complies [ X ]                      Partial compliance [ ]                      Explanation [ ]

13. The board should have the necessary size to operate effectively, with participation. The recommended size is between five and fifteen members.

Complies [ X ]                      Explanation [ ]

14. The board should approve a policy designed to favour an appropriate composition of the board that:

- a) Is specific and verifiable;
- b) Ensures that nominations for appointment or re-election are based on a prior analysis of the expertise required by the board; and
- c) Favours the diversity of expertise, experience, age and gender. For this purpose, any measures designed to ensure that the company has a significant number of female executives are considered to favour gender diversity.

The results of the prior analysis of expertise required by the board should be set out in the report by the nomination committee published when calling the general meeting at which the ratification, appointment or re-election of each director is proposed.

The nomination committee shall check compliance with this policy annually and inform on its conclusions in the annual corporate governance report.

Complies [  ]      Partial compliance [  ]      Explanation [  ]

All the sections of this Recommendation are met, except the last paragraph of (c).

The company has not considered it necessary to pass a specific policy to stimulate the presence of female executives to comply with the principles behind this Recommendation.

The Code of Conduct of the Ebro Foods Group guarantees the principle of equal treatment and equal opportunities for all professionals, regardless of their gender or sexual orientation, and this principle is applied by the company in its processes of selection, hiring, promotion and career opportunities of all its professionals, regardless of whether they are men or women.

As indicated in section C.1.6 above, there is no positive or negative discrimination of any nature in the procedures followed by the company for selecting and contracting its executive personnel, so it is not necessary to introduce any new measures to encourage the hiring of women for executive positions.

See section C.1.6 also for the definition of "Executive" used by the company.

15. The proprietary and independent directors should represent an ample majority of the board and the number of executive directors should be the minimum necessary, taking account of the complexity of the corporate group and the percentage stake held by the executive directors in the company's capital.

And the number of female directors should represent at least 40% of the board member by the end of 2022 and before that, no less than 30%.

Complies [  ]      Partial compliance [  ]      Explanation [  ]

16. The ratio of proprietary directors to total non-executive directors should not be greater than the ratio of capital represented by those directors to the rest of the capital.

This may be eased:

- a) In companies with a high capitalisation, in which shareholdings legally considered significant are scarce.
- b) In companies with a plurality of unrelated shareholders represented on the board.

Complies [  ]      Explanation [  ]

Although proprietary directors represent a higher percentage (66.67%) of the total non-executive directors than the proportion of the company's capital represented by those directors in the total capital (57.13%), it should be borne in mind that (i) the significant shareholders represented on the Board are unrelated, (ii) 67.07% of the capital is represented on the Board, and (iii) 70.49% of the company's capital is held by stable or strategic shareholders.

The company has assessed the monitoring of this Recommendation and considers that the current composition of the Board combines the principles of necessary size, balance and ample majority of non-executive directors recommended by the Code of Good Governance.

17. The number of independent directors should represent at least one-half of the total directors.

This notwithstanding, if the company does not have a large capitalisation or if it has a high level of capitalisation but has one shareholder, or several acting in concert, that controls more than 30% of the capital, the number of independent directors should represent at least one-third of the total directors.

Complies [  ]      Explanation [  ]

The number of independent directors (4) is considerably lower than one-third (4.6) of the total Board members (14) recommended for companies which, like Ebro Foods, S.A., are not high-cap.

It should be borne in mind in this regard that 67.07% of the capital is represented on the Board.

18. Companies should publish on their websites and keep up to date the following information on their directors:

- a) Professional and biographic profile
- b) Other directorships held, in listed or unlisted companies, and other remunerated activities performed, of whatsoever nature
- c) Indication of the category of director, indicating for proprietary directors the shareholder they represent or with which they are related
- d) Date of first appointment as director of the company and subsequent re-elections
- e) Shares and stock options held in the company

Complies [ ]      Partial compliance [ X ]      Explanation [ ]

All the sections of this Recommendation are met, except (b).

Although there is no specific section on the corporate website containing the information contemplated in paragraph (b), information on the Directors of Ebro Foods, S.A., including directorships held in listed companies and positions and activities performed, remunerated or otherwise, in companies engaged in similar or identical activities as Ebro Foods, is set out in the annual accounts and corporate governance report each year published in the corresponding sections of the website.

After studying this Recommendation, the Company considers that it informs on the directorships held in listed companies and positions and activities performed, remunerated or otherwise, in companies engaged in similar or identical activities as Ebro Foods, S.A. in sufficient detail to comply with the transparency in reporting sought by the Code of Good Governance.

19. Once checked by the nomination committee, the annual corporate governance report should include an explanation of the reasons why proprietary directors have been appointed at the request of shareholders with an interest of less than 3% in the capital, as well as the reasons, if appropriate, for not meeting formal requests for presence on the board from shareholders with an interest equal or greater than others at whose request proprietary directors have been appointed.

Complies [ ]      Partial compliance [ ]      Explanation [ ]      Not applicable [ X ]

20. Proprietary directors should resign when the shareholder they represent disposes of its entire shareholding in the company. They should also resign in the corresponding number when the shareholder disposes of part of its shares to an extent requiring a reduction in the number of proprietary directors.

Complies [ ]      Partial compliance [ ]      Explanation [ ]      Not applicable [ X ]

21. The board should not propose the removal of any independent director before the end of the period for which they were appointed, unless there are just grounds for doing so, as appreciated by the board subject to a report by the nomination committee. In particular, just grounds are deemed to exist when the director takes up new positions or contracts new obligations preventing them from dedicating the necessary time to performance of their duties on the board, or if they breach their duties or any circumstances arise by virtue of which they would no longer be considered independent, according to the applicable legal provisions.

The removal of independent directors may also be proposed following takeover bids, mergers or other similar corporate operations entailing a change in the ownership structure of the company, when changes in the structure of the board are required by the principle of proportionality contemplated in Recommendation 16.

Complies [ X ]      Explanation [ ]

22. Companies should establish rules obliging directors to report and, if necessary, resign if any situation arises, related or not with their actions within the company, that could jeopardise the company's prestige and reputation. In particular, directors should be obliged to inform the board of any criminal proceedings brought against them and the development of the proceedings.

If the board has been informed or has otherwise become aware of any of the situations contemplated in the preceding paragraph, it should study the case as soon as possible and, in view of the specific circumstances and the corresponding report by the nomination and remuneration committee, decide whether any action should be taken, such as opening an internal investigation, requesting the director to resign or proposing their removal. An account of this situation should be included in the Annual Corporate Governance Report, unless special circumstances justify not doing so, in which case they should be put on record. This is notwithstanding the information that the company is obliged to disclose, if appropriate, when adopting the corresponding measures or actions.

Complies  Partial compliance  Explanation

23. All the directors should clearly express their opposition whenever they consider that any proposed decision submitted to the board may go against corporate interests. The independent and other directors not affected by the potential conflict of interest should also do so when the decisions may be detrimental to shareholders not represented on the board.

And when the board adopts significant or reiterated decisions about which a director has expressed serious reservations, the latter should reach the appropriate conclusions and, if they opt to resign, explain the reasons in the letter contemplated in the following recommendation.

This recommendation also affects the secretary of the board, even if they are not a director.

Complies  Partial compliance  Explanation  Not applicable

24. If a director retires from office before the end of their term, through resignation or by virtue of a resolution adopted by the General Meeting, they shall explain the reasons for their resignation or, in the case of non-executive directors, their opinion on the grounds for their removal by the General Meeting, in a letter sent out to all the Board members.

Even if the Annual Corporate Governance Report contains the appropriate information on the foregoing, to the extent that it is important for investors, the company should publish news of the director's retirement as soon as possible, including a sufficient account of the reasons or circumstances indicated by the director.

Complies  Partial compliance  Explanation  Not applicable

25. The nomination committee should make sure that non-executive directors have sufficiently availability to perform their duties correctly.

And the regulations of the board should stipulate the maximum number of directorships that may be held by its directors.

Complies  Partial compliance  Explanation

Although the Regulations of the Board do not stipulate a maximum number of directorships that may be held by the Directors of Ebro Foods, S.A., it does impose on the Directors the obligation to dedicate to the Company such attention and time as may be necessary to guarantee the effective and adequate fulfilment of each and all of the duties corresponding to their position. Consequently, the maximum number of other directorships they may hold will be such as to ensure that they are able at all times to meet each and all of their obligations to the company (Article 32 of the Regulations of the Board, "General duties of Directors").

Moreover, the Policy for Selection of Directors and Diversity in the Composition of the Board of Directors stipulates within "Conditions to be met by candidates" that candidates must have sufficient availability to be able to duly perform their duties. This point is confirmed by the Committee with the candidates before submitting any proposal to the Board of Directors.

After studying this Recommendation, the Company considers that the principles pursued by the Code of Good Governance in this respect are met with the obligation regarding dedication imposed in Article 32 of the Regulations of the Board and the Policy for Selection of Directors and Diversity in the Composition of the Board of Directors. It considers this a complex issue and believes that it is not necessary to establish a maximum number of directorships that may be held by the Directors in order to achieve this.

26. The board should meet as often as may be necessary to secure efficient performance of its duties, and at least eight times a year, following the calendar and business established at the beginning of the year, although any director may individually propose additional items to be included on the agenda.

Complies  Partial compliance  Explanation

27. Non-attendance of board meetings should be limited to inevitable cases and stated in the Annual Corporate Governance Report. If a director is forced to miss a board meeting, a proxy should be granted with the appropriate instructions.

Complies  Partial compliance  Explanation

28. When the directors or the secretary express concern over a proposal, or, in the case of directors, the company's performance, and those concerns are not settled by the board, they should be put on record in the minutes, at the request of those expressing them.

Complies  Partial compliance  Explanation  Not applicable

29. The company should establish adequate channels for directors to obtain any counselling they may need to perform their duties, including, should circumstances so require, external counselling at the company's expense.

Complies  Partial compliance  Explanation

30. Regardless of the expertise required of directors to perform their duties, companies should also offer their directors refresher courses in the appropriate circumstances.

Complies  Explanation  Not applicable

31. The agenda for meetings should clearly indicate the items on which the board is called upon to adopt a decision or resolution, so that the directors can study or obtain in advance the information they may need.

In exceptional cases, for reasons of urgency, the chairman may submit decisions or resolutions not included on the agenda for approval by the board. The prior, express consent of most of the directors present will be necessary for this, leaving due record in the minutes.

Complies  Partial compliance  Explanation

32. Directors shall be regularly informed on any changes in the ownership of the company and the opinion held by the significant shareholders, investors and ratings agencies of the company and its group.

Complies  Partial compliance  Explanation

33. Being responsible for the efficient procedure of the board of directors, apart from performing the duties assigned by law and in the articles of association, the chairman should prepare and submit to the board a schedule of dates and business to be transacted; organise and coordinate the periodical assessment of the board and chief executive, if any, of the company; be responsible for managing the board and for its efficient operation; make sure sufficient time is allotted to the discussion of strategic issues; and resolve and review refresher programmes for each director whenever circumstances so require.

Complies  Partial compliance  Explanation

34. When there is a lead independent director, the articles of association or regulations of the board should assign the following powers, apart from those corresponding to them by law: preside over board meetings in the absence of the chairman and vice-chairmen, if any; echo the concerns of non-executive directors; hold contacts with investors and shareholders to find out their points of view and form an opinion on their concerns, particularly regarding the corporate governance of the company; and coordinate the plan for succession of the chairman.

Complies  Partial compliance  Explanation  Not applicable

Although the Articles of Association and Regulations of the Board do not expressly assign to the Lead Independent Director the powers contemplated in this Recommendation, said Director is entirely free to exercise them.

The Articles of Association and Regulations of the Board do not establish any limit on the exercise of those powers by the Lead Independent Director or any other Director.

After studying this Recommendation, the Company considers that the fact that any Director, not only the Lead Independent Director, may exercise the powers contemplated in this Recommendation, together with the ample majority on Non-Executive Directors on the Board of Directors, this is sufficient to counteract any concentration of powers in the Executive Chairman, which is the aim pursued by the Code of Good Governance.

35. The secretary of the board should especially ensure that the actions and decisions of the board follow the recommendations on good governance contained in the Code of Good Governance that are applicable to the company.

Complies  Explanation

36. The full board should assess once a year and, where necessary, adopt an action plan to correct any deficiencies detected in respect of:

- a) The quality and effectiveness of the board's actions.
- b) The procedure and composition of its committees.
- c) Diversity in the composition and powers of the board.
- d) The performance by the chairman of the board and chief executive officer of their respective duties.
- e) The performance and contribution of each director, paying special attention to the heads of the different board committees.

The different committees should be assessed based on the reports they submit to the Board and the Board will be assessed on the basis of the report it submits to the nomination committee.

Every three years, the board will be assisted in this assessment by an external consultant, whose independence shall be checked by the nomination committee.

The business relations that the consultant or any company in its group has with the company or any company in its group should be described in the Annual Corporate Governance Report.

The process and areas assessed should also be described in the Annual Corporate Governance Report.

Complies [  ]      Partial compliance [  ]      Explanation [  ]

37. When there is an executive committee, there should be at least two non-executive directors among the members, at least one of them being an independent director, and the secretary should be the secretary of the board.

Complies [  ]      Partial compliance [  ]      Explanation [  ]      Not applicable [  ]

38. The board should be informed at all times of the business transacted and decisions made by the executive committee and all board members should receive a copy of the minutes of executive committee meetings.

Complies [  ]      Partial compliance [  ]      Explanation [  ]      Not applicable [  ]

39. All the members of the audit committee, especially its chairman, should be appointed on account of their expertise and experience in accounting, auditing or the management of both financial and non-financial risks.

Complies [  ]      Partial compliance [  ]      Explanation [  ]

40. Under the supervision of the audit committee, there should be an internal audit unit to see that the internal control and reporting systems work properly. This unit should report to the non-executive chairman of the board or the chairman of the audit committee.

Complies [  ]      Partial compliance [  ]      Explanation [  ]

41. The head of the internal audit unit should submit its annual work programme to the audit committee for approval by that committee or the board, report directly on its implementation, mentioning any incidents or limitations on its scope encountered during its fulfilment, the results achieved and the extent to which its recommendations have been heeded, and submit to the committee an activity report at the end of each year.

Complies [  ]      Partial compliance [  ]      Explanation [  ]      Not applicable [  ]

42. The audit committee should have the following duties, in addition to those contemplated in law:

1. In connection with the internal control and reporting systems:

- a) Supervise and assess the preparation and integrity of the financial and non-financial reporting, control systems and management of financial and non-financial risks to which the company and, if appropriate, the group may be exposed - including operational, technological, legal, social, environmental, political and reputational risks or those related with corruption-, checking compliance with the legal requirements, adequate definition of the scope of consolidation and correct application of accounting principles.
- b) Oversee the independence of the internal audit unit; propose the selection, appointment and removal of the internal audit manager; propose the budget for this unit; approve or propose approval to the board of its approach and the annual internal audit work plans, making sure its activity focuses mainly on the material risks of the company (including reputational risks); receive regular information on its activities; and check that the top management heeds the conclusions and recommendations set out in its reports.

- c) Establish and supervise a mechanism through which employees, and other persons related with the company, such as directors, shareholders, suppliers, contractors or subcontractors, can report any potentially important irregularities (financial, accounting or of whatsoever nature) related with the company that they may observe within the company or its group. That mechanism should guarantee confidentiality and, in all cases, contemplate the possibility of making such communications anonymously, respecting the rights of both the reporting person and the person concerned.
- d) Ensure in general that the internal control policies and systems are applied effectively in practice.

2. In connection with the external auditors:

- a) Investigate the circumstances giving rise to resignation of any external auditor.
- b) Ensure that the remuneration of the external auditors for their work does not jeopardise their quality or independence.
- c) See that the company reports the change of auditor through the CNMV, attaching a declaration on the possible existence of disagreements with the outgoing auditor and the contents of those disagreements, if any.
- d) Make sure that the external auditors hold an annual meeting with the full board to inform on the work done and the evolution of the company's risks and accounting situation.
- e) Ensure that the company and external auditors respect the provisions in place on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, any other provisions regarding the independence of auditors.

Complies [ ]                      Partial compliance [ X ]                      Explanation [ ]

The Company complies with all of this Recommendation except for some of the aspects mentioned in paragraphs 1(c) and 2(d).

With regard to paragraph 1(c), although the Code of Conduct of the Ebro Group and the protocol regulating the procedure for the whistleblowing channel approved by the Audit and Compliance Committee do not contemplate the events in which the reports may be made anonymously, they do not rule out that possibility.

With regard to paragraph 2(d), the Audit and Compliance Committee is responsible for maintaining relations with the external auditors, receiving information and exchanging all the necessary communications with them. The external auditors attend Committee meetings whenever this is necessary in view of the business included on the agenda.

The Audit and Compliance Committee provides timely information to the Board on the contents of all the meetings held, including those attended by the external auditors. The Board is thus informed in a timely manner of all business transacted by the Committee, particularly the work done by the external auditors and the Company's relations with them.

This notwithstanding, the external auditors attend Board meetings if this is considered appropriate by the Audit and Compliance Committee, the Board of Directors or any Board member.

The Company considers that the Audit and Compliance Committee makes sure that the Board receives all the necessary information regarding the work of and relations with the external auditors.

43. The audit committee may call any employee or executive of the company into its meetings, even ordering their appearance without the presence of any other senior officer.

Complies [ X ]                      Partial compliance [ ]                      Explanation [ ]

44. The audit committee should be informed on any corporate and structural operations that the company plans to make, so that it can analyse them and submit a preliminary report to the board on the economic terms and impact on accounts, and particularly on the exchange ratio proposed, if any.

Complies [ ]                      Partial compliance [ ]                      Explanation [ ]                      Not applicable [ X ]

45. The risk management and control policy should identify or determine at least:
- The different types of financial and non-financial risk (including operational, technological, legal, social, environmental, political and reputational, including those related with corruption) to which the company is exposed, including contingent liabilities and other off-balance-sheet risks among the financial or economic risks.
  - A risk management and control model based on different levels, including a committee specialising in risks whenever this is contemplated in the sector regulation and the company deems fit.
  - The risk level that the company considers acceptable.
  - The measures contemplated to mitigate the impact of the risks identified, should they materialise.
  - The internal control and reporting systems to be used to control and manage those risks, including contingent liabilities and other off-balance-sheet risks.

Complies [ ]                      Partial compliance [ X ]                      Explanation [ ]

The Company complies with all of this Recommendation except the inclusion in its risk management and control policy of risks related with corruption, contemplated in paragraph (a).

The Company has a specific policy dealing with corruption (Policy against Corruption and Bribery), which sets out and specifically and verifiably develops the principles, values and rules of action established in the Code of Conduct and implemented within the Ebro Group to fight against corruption and fraud.

This Policy provides guidelines to be followed in respect of: (i) bribery, illegal commissions, influence peddling and money laundering; (ii) acceptance and offering of gifts and courtesies; (iii) dealings with authorities, regulatory bodies and governments; and (iv) social action and/or sponsorship activities. The Policy also contains an illustrative indication of the conduct that is prohibited in these areas.

The Policy applies to all the Professionals of both Ebro Foods and the subsidiaries of the Ebro Group in all the countries in which the Group operates.

The Company considers that it complies with the principles behind this Recommendation, since the risks related with corruption and bribery: (i) form part of the corporate risk map and (ii) are analysed by the Risks Committee.

46. Under the direct supervision of the audit committee or, as the case may be, an ad hoc committee of the board, there should be an internal risk management and control role exercised by an internal unit or department of the company expressly having the following duties:

- See that the risk management and control systems work properly and, in particular, that all the major risks affecting the company are adequately identified, managed and quantified.
- Participate actively in the preparation of the risk strategy and in the major decisions on their management.
- See that the risk management and control systems adequately mitigate the risks within the policy defined by the board.

Complies [ X ]                      Partial compliance [ ]                      Explanation [ ]

47. Companies should ensure that the members of the nomination and remuneration committee -or the nomination committee and the remuneration committee, if they are separate- have adequate experience, skills and expertise for the duties they are to perform and that the majority of those members are independent directors

Complies [ X ]                      Partial compliance [ ]                      Explanation [ ]

48. Companies with a high level of capitalisation should have a separate nomination committee and remuneration committee.

Complies [  ]                      Explanation [  ]                      Not applicable [  ]

49. The nomination committee should consult the chairman of the board and the chief executive of the company, especially on matters referring to the executive directors.

And any director should be able to request the nomination committee to consider potential candidates to fill vacancies on the board, in case they were suitable in the committee's opinion.

Complies [  ]                      Partial compliance [  ]                      Explanation [  ]

50. The remuneration committee should perform its duties independently, having the following duties in addition to those assigned to it by law:

- a) Propose to the board the basic terms of contract of the senior executives
- b) See that the remuneration policy established by the company is observed
- c) Periodically review the remuneration policy applied to directors and senior executives, including the systems of payment with shares and their application, and ensure that their individual remuneration is in proportion to that paid to other directors and senior executives of the company
- d) Ensure that any conflicts of interest that may arise do not jeopardise the independence of the external counselling provided to the committee
- e) Check the information on the remuneration of directors and senior executives in the different corporate documents, including the annual report on directors' remuneration

Complies [  ]                      Partial compliance [  ]                      Explanation [  ]

51. The remuneration committee should consult the chairman of the board and the chief executive of the company, especially on matters referring to the executive directors and senior executives.

Complies [  ]                      Partial compliance [  ]                      Explanation [  ]

52. The rules of composition and procedure of the supervision and control committees should be included in the regulations of the board and be coherent with those applicable to the committees required by law according to the foregoing recommendations, including the following:

- a) The members should be exclusively non-executive directors, the majority independent directors.
- b) They should be chaired by independent directors.
- c) The board should appoint the members of these committees on account of the expertise, skills and experience of the directors and the duties of each committee, and discuss their proposals and reports; and the committees should report on their activities at the first board meeting following their meetings, answering for the work done.
- d) The committees should be able to obtain external counselling whenever they may consider it necessary to perform their duties.
- e) Minutes should be issued of their meetings and made available to all directors.

Complies [  ]                      Partial compliance [  ]                      Explanation [  ]                      Not applicable [  ]

53. The supervision of compliance with the company’s environmental, social and corporate governance policies and rules, and with the internal codes of conduct, should be assigned to one or distributed among several committees of the board, which may be the audit committee, the nomination committee, a committee specialising in sustainability or corporate social responsibility, or any ad hoc committee that the board may decide to set up, exercising its powers of self-organisation. And that committee should be made up exclusively of non-executive directors, most of them independent, specifically having the minimum duties indicated in the following recommendation.

Complies [ X ]                      Partial compliance [   ]                      Explanation [   ]

54. The minimum duties mentioned in the preceding recommendation are:

- a) Oversight of compliance with the company’s corporate governance rules and internal codes of conduct, ensuring that the corporate culture is aligned with its mission and values.
- b) Supervision of the application of the general policy on communication of the economic & financial, non-financial and corporate information and communication with shareholders, investors, proxy advisors and other stakeholders. Oversight also of how the company communicates and relates with small and medium-sized shareholders.
- c) Periodical assessment and review of the company’s corporate governance system and environmental and social policy to ensure that it fulfils its mission of promoting corporate interests and takes account of the legitimate interests of the other stakeholders, where appropriate.
- d) Supervision that the company’s environmental and social practices are aligned with the relevant strategy and policy.
- e) Supervision and assessment of the processes of relations with different stakeholders.

Complies [ X ]                      Partial compliance [   ]                      Explanation [   ]

55. The sustainability policies on environmental and social issues should identify and define at least the following:

- a) The principles, commitments, objectives and strategy regarding shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax liability, respect for human rights and prevention of corruption and other unlawful conduct.
- b) The methods or systems for monitoring compliance with the policies, the associated risks and management thereof.
- c) The mechanisms for supervising non-financial risks, including those related with ethics and business conduct.
- d) The channels for communication, participation and dialogue with stakeholders.
- e) Responsible communication practices to avoid manipulation of information and protect integrity and honour.

Complies [ X ]                      Partial compliance [   ]                      Explanation [   ]

56. The remuneration of directors should be high enough to attract and retain directors with the desired profiles and remunerate the dedication, qualification and responsibility required by their office, but not so high as to jeopardise the independence of non-executive directors.

Complies [ X ]                      Explanation [   ]

57. Variable remuneration linked to the company's yield and personal performance and the remuneration paid in shares, stock options, rights over shares or instruments indexed to the value of the share, and long-term savings systems such as pension plans, retirement schemes or other welfare systems, should be limited to executive directors.

The delivery of shares as remuneration to non-executive directors may be contemplated when it is conditional upon holding those shares until they retire from the board. This will not be applicable to any shares that the director may need to sell to pay the costs incurred in their acquisition.

Complies [ X ]      Partial compliance [ ]      Explanation [ ]

58. For variable remunerations, the remuneration policies should establish the limits and technical precautions required to make sure those remunerations are linked to the professional performance of their beneficiaries and do not merely derive from general trends on the markets or in the company's sector of business or other similar circumstances.

In particular, the variable components of the remuneration should:

- a) Be linked to predetermined, measurable yield criteria, which consider the risk assumed to obtain a result.
- b) Promote the company's sustainability and include non-financial criteria that are adequate for the creation of long-term value, such as compliance with the internal rules and procedures of the company and its policies for the control and management of risks.
- c) Be based on a balance between meeting short, medium and long-term goals, permitting the remuneration of yield achieved through continuous performance over a sufficient period of time to appreciate their contribution to the sustainable creation of value, such that the elements for measuring that yield are not related only with one-off, occasional or extraordinary events.

Complies [ ]      Partial compliance [ X ]      Explanation [ ]      Not applicable [ ]

The company complies with all the sections of this Recommendation except (b).

At present, the remuneration of the Executive Chairman (the only director with executive duties) does not include any non-financial criteria tied to the creation of long-term value, as he is a major shareholder.

This notwithstanding, in view of the imminent transposition of EU laws on the remuneration of directors, the Nomination and Remuneration Committee of the Company is assessing the possibility of including non-financial criteria in the variable remuneration scheme of the Executive Chairman, with a view to implementing those criteria when the transposition becomes effective.

59. Payment of the variable components of remuneration should be subject to an adequate verification that the performance or other pre-established conditions have actually been met. The companies should include in their annual reports on directors' remuneration the time and methods required to make that verification, according to the nature and characteristics of each variable component.

In addition, the companies should consider including a malus clause based on the deferral for a sufficient time of the payment of part of the variable components, whereby the entitlement to all or part of them would be lost if anything occurs before the scheduled payment date that make this advisable.

Complies [ X ]      Partial compliance [ ]      Explanation [ ]      Not applicable [ ]

60. Earnings-linked remuneration should take account of any qualifications made in the report by the external auditors that may reduce those earnings.

Complies [  ]      Partial compliance [  ]      Explanation [  ]      Not applicable [  X ]

61. A significant percentage of the variable remuneration of executive directors should be linked to the delivery of shares or financial instruments indexed to their value.

Complies [  ]      Partial compliance [  ]      Explanation [  X ]      Not applicable [  ]

Of the two Executive Directors, only the Chairman of the Board of Directors, Antonio Hernández Callejas, receives remuneration for his executive duties. Herculanz Investing Group, S.L. does not receive any such remuneration, for the reasons explained elsewhere in this Report.

The current variable remuneration systems of the Executive Director are described in the Annual Report on Directors' Remuneration 2020 and are linked to the achievement of pre-established measurable, quantifiable objectives related with financial factors that promote profitability and the creation of sustainable value in the Company and Group in the long term.

Although Article 22 of the Articles of Association contemplates the possibility that Directors may receive remuneration in the form of shares, stock options or any other system of remuneration indexed to the price of the shares, the Board of Directors has not so far submitted this form of remuneration to approval by the General Meeting, taking account of the fact that the executive director is a major shareholder and considering that the systems of variable remuneration of the Executive Director currently used are most appropriate for stimulating his motivation and personal performance, and his commitment to and relationship with the Group's interests.

62. Once the shares, stock options or financial instruments corresponding to the remuneration systems have been allotted, the executive directors may not transfer the ownership thereof or exercise them until at least three years have passed.

This will not be applicable if, at the date of transfer or exercise, the director has a net economic exposure to the price variation of the shares with a market value equivalent to at least twice the amount of their annual fixed remuneration, through the holding of shares, stock options or other financial instruments.

The foregoing will not be applicable to any shares that the director may need to sell to pay the costs incurred in their acquisition or, subject to the favourable opinion of the nomination and remuneration committee, to meet the costs of any extraordinary situations that may arise.

Complies [  ]      Partial compliance [  ]      Explanation [  ]      Not applicable [  X ]

63. Contracts should include a clawback clause whereby the company may to claim repayment of the variable components of remuneration when the amounts paid do not correspond to fulfilment of the conditions regarding yield or when paid on the basis of data subsequently proved to be misstated.

Complies [  X ]      Partial compliance [  ]      Explanation [  ]      Not applicable [  ]

64. Termination benefits should not exceed an amount equivalent to two years' total annual remuneration and should not be paid until the company has confirmed that the director has met the performance requirements established above.

For the purpose of this recommendation, termination benefits (i.e. payments upon termination or expiry of contract) shall include any amounts that accrue or become payable as a result of or in connection with the termination or expiry of the contractual relationship between the director and the company, including any amounts not previously vested in long-term saving schemes and the sums payable under post-contract no competition clauses.

Complies [  ]      Partial compliance [  ]      Explanation [  ]      Not applicable [  X ]

## **H. OTHER INFORMATION OF INTEREST**

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1. If you consider there to be any important aspects regarding the corporate governance practices applied by your company or other companies in the group that have not been mentioned in this report, but which should be included to obtain more complete, reasoned information on the corporate governance practices and structure in the company or group, describe them below and give a brief explanation.
2. This section may be used to include any other information, clarification or qualification relating to the previous sections of the report, provided it is relevant and not repetitive.

In particular, state whether the company is subject to any laws other than the laws of Spain on corporate governance and, if this is the case, include whatever information the company may be obliged to supply that differs from the information included in this report.

3. The company may also state whether it has voluntarily applied any international, sector-based or other codes of ethical principles or good practices. If so, it should name the code in question and the date of its accession. Particular mention shall be made of whether the company has acceded to the Code of Good Tax Practices of 20 July 2010.

### EXPLANATORY NOTE ONE, ON SECTION C

A) The name of the audit committee in the company is "Audit and Compliance Committee" and the name of the nomination and remuneration committee is "Nomination and Remuneration Committee".

B) All the members of the Audit and Compliance Committee were appointed on account of their accounting and audit experience and expertise, including Grupo Tradifin, S.L., which was elected on account of the expertise in these areas of its representative, Blanca Hernández Rodríguez.

### EXPLANATORY NOTE TWO, ON SECTION C.1.10

This note is included to indicate the positions held by Félix Hernández Callejas in the subsidiaries of the Ebro Foods Group.

As indicated elsewhere in this report, it should be borne in mind that Félix Hernández Callejas represents the corporate director Heralianz Investing Group, S.L. on the Board of Directors of Ebro Foods, S.A. and that said director is classified as an executive director by virtue of the fact that its representative is an executive and director in several Group subsidiaries.

- Anglo Australian Rice, LTD. Director. Executive duties
- Arrozeiras Mundiarroz, S.A. Director. Executive duties
- Boost Nutrition, CV. Director. Executive duties
- Española de I+D, S.A. Joint and Several Director. Executive duties
- Eurodairy, S.L.U. Joint and Several Director. Executive duties
- Formalac, S.L.U. Joint and Several Director. Executive duties
- Fallera Nutrición, S.L.U. Joint and Several Director. Executive duties
- Herba Foods, S.L.U. Joint and Several Director. Executive duties
- Herba Ingredients Belgium B, BVBA. Director. Executive duties
- Herba Nutrición, S.L.U. Joint and Several Director. Executive duties
- Herba Trading, S.L.U. Joint and Several Director. Executive duties
- Joseph Heap & Sons, Ltd. Director. Executive duties
- Nuratri, S.L.U. Joint and Several Director. Executive duties
- Nutramas, S.L.U. Joint and Several Director. Executive duties
- Nutrial, S.L.U. Joint and Several Director. Executive duties
- Panzani, S.A.S. Director. No executive duties
- Pronatur, S.L.U. Joint and Several Director. Executive duties
- Risella, OY. Chairman and CEO. Executive duties
- Riviana Foods, Inc. Director. No executive duties
- S&B Herba Foods, Ltd. Director. Executive duties
- Santa Rita Harinas, S.L. Chairman. No executive duties
- Vitasan, S.L.U. Joint and Several Director. Executive duties
- Vogan, Ltd. Director. Executive duties
- Yofres, S.L.U. Joint and Several Director. Executive duties
- Herba Ingredients Belgium F, BV. Director. Executive duties

EXPLANATORY NOTE THREE, ON SECTION E.3

The main risks that could have a bearing on achievement of the company's business goals listed in section E.3 of this Report.

**A. OPERATIONAL RISKS:**

- Food safety. Owing to the nature of the Group's business, aspects regarding food safety are a critical point to which the Group pays the utmost attention, as we are bound by a large number of laws and standards in each of the countries in which the Group's products are put on the market. One point that is becoming increasingly important is the detection and use of fungicides and pesticides by producers.
- Commodity supply risk. The availability of commodities in the quantity and quality required to meet our commitments to customers and the requirements of our brands is a key factor for our business both nationally (Spanish paddy rice) and internationally (semi-processed rice for the Group subsidiaries), wheat and semolina for the production of quality pasta.
- Market risk (prices). Unexpected variations in the prices of our commodity supplies may affect the profitability of our commercial transactions, in both the industrial and brand-based segments. The main risk lies in the prices of the different rice varieties and durum wheat, although it extends also to other materials consumed, such as packaging material and oil derivatives and, especially so recently, sea and inland transportation.
- Customer concentration risk. The concentration of customers, which can occur in both the industrial and brand segments, may lead to less favourable commercial terms for our sales and affect our credit risk.
- Technological risk. In the sector in which the Group operates, one of the most important tools for competing with our rivals is constant technological innovation and constant adaptation to consumers' desires. Consequently, "technological lag" is considered a possible risk.
- Cybersecurity. Traditionally considered part of 'technological risk', the risks relating to the security of the IT systems and data (cybersecurity) have been considered a separate risk in the 2020 revision of the management risk map.

**B. RISKS RELATED WITH THE ENVIRONMENT AND STRATEGY:**

- Environmental risk. Respect for the environment is another critical point for the Group, considering our industrial activity, with a large number of plants distributed internationally. We aim to adopt a set of good practices, complying scrupulously with the law.
- Climate change. The effects of droughts, flooding and other weather perils in the countries where we source our supplies can cause problems of availability and unstable commodity prices, in both rice and durum wheat. Other strategic and operational risks are also assessed, such as possible changes in consumer habits as a result of alterations in the temperature, or the need to make specific investments.
- Competition risk. In general, pressure from white label brands is the main threat for maintaining the market shares of the Group's brands.
- Reputational risk. This is the risk associated with changes of opinion resulting in a negative perception of the Group, its brands or products by customers, shareholders, suppliers, market analysts, employees, institutions, etc., as they may adversely affect the Group's ability to maintain its commercial and financial relations or its interaction with social partners.
- Exposure to social networks. After the revision of the management risk map in 2020, this risk (perception of the Group's brands or its general image in social networks) has been separated from the more generic "reputational risk).
- Changes in lifestyle. The proliferation of low carbohydrate diets or other food habits could alter consumers' perception of our products.
- Country or market risk. Owing to the international nature of the Group's activities, political and economic circumstances in the different countries in which we operate and other market variables, such as exchange rates, interest rates, costs of production, etc. may affect our business.
- Natural disasters, fires. As an industrial group, a significant part of the assets on the Group's balance sheet corresponds to its factories, so any natural incidents (earthquakes, fires, etc.) that may affect the integrity of the Group's plants are a business risk.
- Strategic planning and assessment of strategic opportunities for investment or divestment. Risk deriving from the possibility of making a mistake in the selection of alternatives and/or assignment of resources to reach the Group's strategic goals. In the short term, this includes aligning the budget with the goals defined for the medium and long term.

**C. COMPLIANCE RISKS:**

- Sectoral regulatory risk. The food industry is a sector subject to numerous regulations affecting export and import quotas, customs duties, intervention prices, etc., subject to the directives laid down in the Common Agricultural Policy (CAP). The Group's activity may also be affected by changes in legislation in the countries in which it sources raw materials or sells its products.
- General regulatory risk. These include risks of compliance with civil, commercial, criminal and good governance provisions.

In the area of criminal risks, the Group has a Crime Prevention Model, monitored and controlled by the Compliance Unit, a committee independent from the Risks Committee, which is responsible for monitoring overall compliance by the Group, under direct supervision by the Audit and Compliance Committee. During 2020, the Compliance Unit conducted a revision and update of its criminal risk map and mechanisms for mitigating those risks, assisted by an external expert.

After completion of that work, the Compliance Unit issued its six-monthly report on monitoring of the Crime Prevention Model using the revised, updated Model.

- Tax risks. Any changes in the tax laws or the interpretation or application thereof by the competent authorities in the countries in which the Group operates could affect its earnings.

**D. FINANCIAL RISK:**

This category includes foreign exchange, interest rate, liquidity and credit risks. The foreign exchange risk is particularly significant because the functional currency of the Group is the euro, but a considerable part of its commodity supply transactions are in US dollars and a very large part of the Group's investments are also in that currency.

The current management risk map does not identify within the top 25 risks any that might be considered to derive from corruption and bribery, even though the questionnaire used for general monitoring of management risks includes questions on these possible forms of malpractice. This notwithstanding, the Group's position of total rejection of all forms of corruption and bribery is expressly included both in its Code of Conduct and Policy against Corporate Corruption and Bribery (on a global level), and in the Crime Prevention Model and other local mechanisms of the different business units, as described in greater detail in the Statement of Non-Financial Information contained in the Group's Consolidated Directors' Report.

**EXPLANATORY NOTE FOUR, ON SECTION G**

**- RECOMMENDATION 11**

The Company has a Policy on Attendance Fees for General Meetings, which establishes the principle that those fees will not be cash payments, but the delivery of a gift related with the products of Ebro Group and/or its brands.

**- RECOMMENDATION 51**

The "senior executives" contemplated in this recommendation include the Chief Operating Officer (COO), the Company Secretary and Secretary of the Board and the heads of the principal business units of the Ebro Foods Group, even though they do not all have a special senior management relationship.

**ETHICAL PRINCIPLES AND CODES VOLUNTARILY APPLIED BY EBRO FOODS, S.A.:**

- United Nations Global Compact. 2001
- Project of the Spanish Commercial Coding Association (AECOC) against food waste, "Don't waste food, use it". 2012
- Member of the Advisory Committee of the United Nations Sustainable Development Goals Fund (SDGF) to boost the Sustainable Development Goals (SDG) - 2015
- Sustainable Agriculture Initiative (SAI) Platform. 2015
- SERES Foundation. 2015
- Sustainable Rice Platform. 2016
- Forética. 2017

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This Annual Corporate Governance Report was approved by the Board of Directors of the Company on:

24/03/2021

State whether any directors voted against approval of this Report or abstained in the corresponding vote.

[ ] Yes  
[  ] No

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

**EBRO FOODS, S.A.**

**Audit Report on the "2020 Disclosures Regarding the Internal Control over Financial Reporting (ICFR) System"**

Translation of a report originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

AUDIT REPORT ON THE "DISCLOSURES REGARDING THE INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR) SYSTEM" OF EBRO FOODS, S.A.

To the Board of Directors of Ebro Foods S.A.,

As per the request of the Board of Directors of EBRO FOODS, S.A. (hereinafter, the Company) and our proposal letter of December 20, 2020, we have applied certain procedures in relation to the accompanying "ICFR disclosures" of EBRO FOODS, S.A. for 2020, which summarize the Company's internal control procedures in respect of its annual reporting exercise.

The Board of Directors is responsible for taking the opportune measures to reasonably assure the implementation, maintenance and supervision of an adequate internal control system, making improvements to this system and preparing the contents of the ICFR disclosures required for the accompanying Annual Corporate Governance Report (ACGR).

Against this backdrop, it is important to note that, regardless of the quality of design and effective functioning of the ICFR system adopted by the Company in respect of its annual financial reporting effort, the system can only provide reasonable but not absolute assurance regarding the objectives pursued, due to the limitations intrinsic to any internal control system.

In the course of our financial statement audit work and in keeping with Spain's Technical Auditing Standards, the sole purpose of our assessment of the Company's internal controls was to enable us to establish the scope, nature and timing of the Company's financial statement audit procedures. Accordingly, our internal control assessment, performed in connection with the financial statement audit, was not sufficiently broad in scope to enable us to issue a specific opinion on the effectiveness of the internal controls over the annual financial disclosures that the Company is required to present.

For the purpose of issuing this report, we have only carried out the specific procedures described below, as indicated in the *Procedures for external audit reviews* of an entity's ICFR disclosures contained in the *Internal Control over Financial Reporting in Listed Companies* report published by Spain's securities market regulator, the CNMV (and available on its website), which establishes the procedures to be performed, the scope thereof and the contents of this report. Given that the product resulting from these procedures is at any rate limited in scope and substantially more limited than an audit or review of the internal control system, we do not express any opinion on the effectiveness of the system or on its design or effective functioning in respect of the Company's 2020 financial disclosures, as described in the accompanying ICFR disclosures. Consequently, had we performed additional procedures to those stipulated in the above-mentioned CNMV report or had we performed an audit or review of the internal controls over the annual financial disclosures that the Company is required to present, other matters might have come to our attention that would have been reported to you.

Furthermore, given that this special assignment neither constitutes a financial statement audit nor is subject to the Consolidated Text of Spain's Financial Statement Audit Act, we do not express an opinion in the terms provided for in that piece of legislation.

The procedures performed are itemized below:

1. Reading and understanding the information prepared by the Company in relation to the ICFR System - which is disclosed in the Management Report - and assessing whether this information meets all the minimum reporting requirements needed to fill out section F on the ICFR system in the Annual Corporate Governance Report template established in CNMV Circular No. 5/2013 (of June 12, 2013), as amended most recently by Circular No. 1/ 2020 (of October 6, 2020) (hereinafter, the CNMV Circulars).
2. Questioning of the personnel responsible for drawing up the information detailed in item 1 above: (i) to obtain an understanding of the process that goes into drawing up the information; (ii) to obtain information that permits an evaluation of whether the terminology used complies with the framework definitions; and (iii) to obtain information on whether the control procedures described are in place and functioning.
3. Reviewing the explanatory documents supporting the information detailed in item 1, including documents directly made available to those responsible for describing ICFR system. The documentation to be reviewed may include reports prepared for the audit committee by internal audit, senior management and other internal or external experts.
4. Comparing the information detailed in item 1 above with our knowledge of the Company's ICFR System obtained through the external audit procedures applied during the annual audit.
5. Reading of the minutes taken at meetings of the board of directors, audit committee and other committees of the Company to evaluate the consistency between the ICFR business transacted and the information detailed in item 1 above.
6. Obtaining a management representation letter in connection with the work performed, signed by those responsible for preparing and formulating the information detailed in item 1 above.

The specific procedures carried out in respect of the Company's ICFR disclosures did not reveal any inconsistencies or incidents that could affect such disclosures.

This report was prepared exclusively within the framework of the requirements stipulated in article 540 of the Consolidated Text of Spain's Corporate Enterprises Act and the CNMV Circulars related to the description of the ICFR System in the Annual Corporate Governance Report.

ERNST & YOUNG, S.L.

(Signed on the original in Spanish)

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Ramón Masip López

March 23, 2021



Next, the Spanish original version of Ebro Foods' Financial Statements 2020 incorporates the signatures certificate issued by the Secretary of the Board, which was signed by each and every one of the Directors, in person or by the representative, against their names and surnames on the following page.

Madrid, 24 March, 2021.

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Luis Peña Pazos  
Secretary of the Board

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Antonio Hernández Callejas  
Chairman

---

Demetrio Carceller Arce  
Vice-Chairman

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Alimentos y Aceites, S.A.  
(María Jesús Garrido Solís)

---

Belén Barreiro Pérez-Pardo

---

María Carceller Arce

---

Fernando Castelló Clemente

---

José Ignacio Comenge Sánchez-Real

---

Mercedes Costa García  
Lead Independent Director

---

Empresas Comerciales e  
Industriales Valencianas, S.L.  
(Javier Gómez-Trenor Vergés)

---

Corporación Financiera Alba, S.A.  
(Tomás Hevia Armengol)

---

Javier Fernández Alonso

---

Grupo Tradifín, S.L.  
(Blanca Hernández Rodríguez)

---

Hercalanz Investing Group, S.L.  
(Félix Hernández Callejas)

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Pedro Antonio Zorrero Camas