EBRO FOODS, S.A. GROUP

2020 MANAGEMENT REPORT (figures in thousands of euros)

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Management information and business performance

1. COMPANY SITUATION

Organizational structure and business model

The Ebro Foods Group (“Ebro Foods”, the “Group” or the "Ebro Group") is Spain's largest food group, the world's largest rice producer and its second-biggest producer of dry and fresh pasta. Through its network of 30 subsidiaries, it has a commanding presence in the main rice and pasta markets in Europe, North America and Southeast Asia, as well as a growing presence in other countries.

The Ebro Group's core mission is to research, create, produce and market value-adding food products that, in addition to satisfying its customers' nutritional needs, enhance their well-being and health, all of which framed by a transparent, efficient and sustainable business model.

The Group's model is multi-company, multi-country and multi-brand. Its culture is accordingly characterized by decentralization, giving each subsidiary autonomy in certain managerial areas such as sales and marketing, logistics, procurement, human resources and environmental management; each company's business focus is nuanced by country specifics in terms of idiosyncratic customs, culture, legislative context, etc. At the helm is the Parent, Ebro Foods, S.A., which is endowed with a light and dynamic structure and tasked with defining overall Group structure and management guidelines. Decision-making is spearheaded by the Parent's Board of Directors.

The Ebro Foods Group structures its management around business areas that combine business activities and their geographic location. The core business areas are:

a. Rice business: the production and distribution of rice and its culinary derivatives and accompaniments. It consists of industrial and branding activities; the Group pursues a multi-brand model. Its geographic footprint extends to Europe, the Mediterranean basin, the Southern Cone and Southeast Asia (via the Herba Group companies) and North and Central America, the Caribbean and Middle East (via the Riviana Group).

b. Pasta business: the production and marketing of dry and fresh pasta, sauces, semolina products, their culinary derivatives and accompaniments, carried out primarily by the Panzani Group (France, French-speaking markets and Italy, through the fresh pasta specialist, Bertagni) and the Garofalo Group (Italy and the rest of world).

c. Health and organic food: the activities carried out in the bio and organic health food areas.

As noted above, decision-making is spearheaded by the Board of Directors of the Group Parent (Ebro Foods, S.A.), which is ultimately responsible for defining the Group's general strategy and management guidelines. The Board of Directors delegates certain tasks in its Executive Committee, including, notably, oversight of delivery of the strategic and corporate development guidelines.

The Management Committee (on which the heads of the various business areas sit) is tasked with monitoring and preparing the managerial decisions taken by the various business areas. The Annual Corporate Governance Report contains detailed information about the Group's governance structure.

Production of the products sold by the Group relies heavily on the use of rice and durum wheat, although new grains such as pulses, quinoa and other 'ancient grains' are gradually being added to the mix.

Rice is the most widely-consumed grain in the world; however, as some of the world's largest producers consume more of this grain than they produce (China, Philippines and Indonesia), the global rice trade is smaller than that of other grains and cereals. The sources of the rice sold by Ebro vary depending on the type of grain and quality/abundance of rice harvests. Supply sources can be grouped into three major regions which produce different varieties of rice: the US, southern Europe and South East Asia; these sources have been boosted by the addition to the Group of La Loma Alimentos, S.A. in Argentina, an acquisition designed to reduce seasonality in the procurement of certain varieties and generate a significant source of organic rice.

Pasta is produced from a type of wheat that is high in protein called durum wheat. Durum wheat is produced in a far smaller geographic expanse and has a much smaller market than other varieties of wheat, essentially those used to make flour. Ebro mainly sources its durum wheat in the US, Canada and southern Europe (France, Spain and Italy).

It purchases this raw material from farmers, cooperatives and milling companies. Then at the Group's facilities it is milled and/or transformed as necessary. The productive processes differ depending on the product's end use and range from cleaning, milling, polishing and basic extrusion to more complex processes such as pre-cooking, cooking and freezing.

The Group's direct customers are: (i) the leading food retailers; (ii) the major food multinationals (which use our products as the basis for their prepared products); and (iii) a plethora of hospitality businesses. Despite the fact that they are not usually direct customers, consumers nevertheless play a prominent role in how the Group positions its business.

The Ebro Group operates a portfolio of more than 64 brands which it sells in 81 countries. It has a manufacturing and sales presence in 15 of those markets. In the remaining 66 it has a sales presence only. Its manufacturing operations encompass a total of 83 facilities, including factories, offices and warehouses. List of countries with a sales and manufacturing presence

Germany	France
Belgium	Netherlands
Cambodia	India
Canada	Italy
Denmark	Morocco
Portugal	UK
Spain	Thailand
US	

List of countries with a sales presence only

Angola	Estonia	Libya	Saint Lucia
Saudi Arabia	Finland	Lithuania	Senegal
Algeria	Gabon	Madagascar	South Africa
Austria	Ghana	Mauritius	Sweden
Bahamas	Greece	Mauritania	Switzerland
Bahrain	Guinea	Mexico	Taiwan
Barbados	Haiti	Mozambique	Trinidad and Tobago
Belize	Hungary	Nigeria	Tunisia
Benin	Indonesia	Oman	Turkey
Brazil	Ireland	Panama	Ukraine
Cambodia	Reunion Island	Peru	Yemen
Chile	Iceland	Poland	Djibouti
Colombia	Israel	Qatar	
South Korea	Jamaica	Republic of Congo	
Ivory Coast	Japan	Czech Republic	
Curacao	Jordan	Romania	
United Arab Emirates	Kuwait	Russia	
Slovakia	Lebanon	Saint Martin	

Note 6 of the consolidated financial statements (Segment reporting) overviews the key activities, brands and market shares of each business area.

Strategy and value creation

The Group's strategic objective is to be a benchmark player in the rice, pasta and healthy grains markets and in other cross-cutting segments of relevance to all areas defined as 'meal solutions'. Framed by this strategy, the Group's strategic objectives include:

- Building strong positioning in its core markets, keeping the door open to the introduction of related products.
- Cementing its position as a benchmark business group across its various businesses, leading the markets in which the Group identifies potential.
- Spearheading innovation in the geographies in which it is present.
- Positioning the Group as a responsible firm committed to social well-being, environmental equilibrium and economic progress.

In order to execute and fine-tune its strategy, the Group is pursuing a series of general lines of initiative and leveraging growth drivers in order to add value to the business and further the organization's commitment to sustainable development.

Governing principles

- Fostering ethical management based on good governance practices and fair play.

- Complying with prevailing legislation, at all times taking a preventive approach. We strive to minimize risks, not only economic risks but also social and environmental risks, including tax risks.

- Generating returns on our investments while guaranteeing the operational and financial solidity of our business activities. Nurturing our profitability as one of the bases for the ongoing sustainability of the organization and the multiple stakeholders that engage directly and indirectly with it.

- Generating a labor relations framework that is propitious to learning and personal and professional development, respects the equal opportunities principle and promotes diversity and a safe and healthy workplace.

- Rejecting any form of abuse or violation of the fundamental and universal rights, in keeping with international law and practices.

- Promoting a mutually beneficial relationship with the communities in which the Group is present, which means being sensitive to their culture, context and needs.

- Satisfying and anticipating the needs of our customers and of our end consumers by offering a broad portfolio of products under the premise of healthy and differentiated food options.

- Articulating the organization's processes, activities and decisions not only around profit generation but also environmental and community protection, responsible use of our natural resources and the preservation of biodiversity.

- Communicating responsibly, accurately and transparently with our stakeholders by establishing stable communication channels and providing them with thorough, accurate and relevant information about the Group's activities in a timely and transparent manner.

To achieve its strategic growth and sustainable leadership objectives and ensure compliance with the above guiding principles, the Group is pursuing the following lines of initiative:

1. Search for organic and M&A-led growth in markets with high consumption levels and/or high growth potential.

    - New markets and product categories with a strategic focus on new fresh products and new and more value-added ingredient ranges.

- Development of products that offer a fuller culinary experience by adding new formats, flavors and meal solutions

- Leadership in mature markets by focusing strategically on product quality-based differentiation. Expansion and leadership of the premium category by leveraging the huge potential implicit in our flagship brands.

- Expanded geographic footprint and rounding out of the product/country matrix:

  - Search for business opportunities in mature markets with business profiles similar to that of Spain and in niche markets that enable the Group take a qualitative step forward in its strategy of shifting away from its generalist positioning to positioning as a multi-specialist (individual solutions).

  - Expanded presence in new business segments in existing markets and in high-growth markets.

2. Product differentiation and innovation. The product development strategy is structured around two articulating lines of initiative:

   - Research and development (R&D): proprietary R&D centers. The organization's investment policy is designed to foster the crystallization of new ideas and consumer needs into tangible solutions for its customers and end consumers.

   - The Group aims to have the leading brands in their respective segments, underpinned by the required advertising budgets.

3. Low risk exposure. The Ebro Group's attitude towards shifts in its consumer and financial markets is marked by a strong commitment to continuous adaptation and long-term sustainability. To this end it seeks: (i) balanced sources of recurring income (markets, currencies); (ii) low leverage in order to withstand episodes of financial turbulence; (iii) new sources of supply; and (iv) the establishment of long-term relationships with its stakeholders (customers, suppliers, governments, employees, society).

4. Implementation of sustainability criteria throughout the entire supply chain ('from the fields to the table'), framed by a master sustainability plan dubbed *Heading for 2030* which is articulated around:

   - People. Development of plans and measures that improve our professionals' wellbeing at work by committing strategically to continuous learning and career development in order to retain talent and seeking out novel ways of achieving work-life balance, diversity and occupational health and safety. Support for initiatives that contribute to socio-economic progress and help reduce inequalities in our business communities.

- Health and wellbeing. Our contribution is what we do as a business: offering healthy, natural and enjoyable food solutions that facilitate our lifestyles. The R&D Department's work is guided by these aims. The way we engage with consumers encourages healthy habits and creative ways of eating thanks to recipes, blogs and advertising campaigns.

- Our planet. We strive to make sure the Group's operations have a low impact on the environment; we are working to mitigate and adapt for the effects of climate change and to ensure our raw materials are sustainably farmed. We are cooperating on initiatives targeted at farming practices, the elimination or reduction of non-degradable materials, energy efficiency, reduced water consumption in farming and factories and the verification of processes external to the value chain.

2. BUSINESS PERFORMANCE AND RESULTS

General backdrop

In 2020, the economy was marked by the pandemic induced by the COVID-19 virus, which emerged in China in December 2019 and by mid-April 2020 had engulfed nearly every country in the planet. Its rapid spread, mortality rate and the need for widespread lockdowns in order to contain it unleashed an economic crisis without precedent in terms of the speed of its onset and the velocity with which the world's authorities reacted, injecting massive amounts of liquidity into the system and providing the companies and professionals affected with direct and indirect assistance. The world's economies performed to the drum beat of the coronavirus and its successive waves throughout the year, with some countries relatively free of the virus by the second quarter (China), while others, including the US, Europe and South America, experiencing cycles marked by reopenings and closures of businesses and borders.

The impact on GDP has been uneven. The US economy contracted by 3.5%. The European economy was hit harder (Germany: -5%; Spain: -11%). China even registered slight growth (+2.2%), proving the exception among the widespread shrinkage (global GDP: -4.3%). The economy began to recover somewhat from the second quarter, albeit curtailed by the new waves of contagion in the euro economies, where the countries that are more dependent on services and tourism, such as Spain, have been hit harder.

As a result of the emergency unleashed by the pandemic, the other concerns that had been clouding the global economic outlook, such as Brexit (where a last-minute trade deal was struck), tensions with North Korea and growing protectionism faded to the background, with some seeming to get resolved via partial agreements or the election of a new US president.

The outlook remains uncertain and highly dependent on what happens with the pandemic and the effectiveness of the vaccine drive. Current baseline scenario forecasts point to global GDP growth of 4% in 2021, underpinned by broad and effective vaccination in the developed countries and the maintenance of very lax monetary policies with a significant impact on global debt.

Consumer trends

The crisis implied a sudden pause in international trade of goods and services, with the former faring better than the latter and the services requiring closer interpersonal contact suffering a tremendous impact. The various waves of the coronavirus and the successive lockdowns drove considerable growth in household consumption at the expense of other channels such as the food service channel, which was hit hard by long-running closure orders. During the first phase of the pandemic, consumers were wholly preoccupied with filling their pantries with basic products, paying little attention to product differentiation. As the pandemic dragged on and the fear of stockouts dissipated, they began to buy higher value-added products (supplanting the leisure time previously spent at restaurants) and consume in more normal quantities.

The pandemic also accelerated the change, so often heralded, in certain consumer patterns: online shopping registered exponential growth, generating new consumption experiences, and neighborhood supermarkets became the clearcut choice for physical shopping.

The general trends pivot around:

Personalization of the consumer experience, sustainability, health and pleasure

Consumer decision-making power has increased. Consumers have more information at their fingertips, more comparison tools and they are willing to pay to feel identified with products that satisfy their desires. This is translating into:

a. Demand for quality products, ease of preparation and immediate satisfaction of their desires.

b. Preference for natural, healthy and organic foods. Closely related to this sentiment is the growth in the consumption of fresh products and the importance being given to small producers and start-ups that make the consumer feel closer to nature.

c. Search for products that form part of the circular economy, are seen as sustainable and involve stakeholders in their design, production and sale.

d. Consumers want a wider range of choices. The higher-quality private-label brands have been making inroads in virtually every social strata and segment of the population.

Social changes

a. Population ageing, older people with more say. The 'baby boomers' have transformed this segment of the population, which currently has greater purchasing power and aspirations and needs (exercise and health) that are different from those traditionally associated with this age group.

b. Reduction in the number of household members and constant growth in single-person households; new formats and product and service personalization.

c. The new generations are paying more attention to their surroundings, sustainability and the environment.

d. Increased mobility and migration in many developed countries, which is introducing new tastes and ways of cooking.

New channels and services

a. Online shopping and connectivity (possibility of shopping with traditional players that can offer user-friendly service, short delivery times, etc.).

b. Growth in the use of neighborhood supermarkets, where consumers shop more frequently, and specifically the use of convenience stores (24-7, alliances with petrol stations and other places of transit).

c. Consolidation of new players (online players such as Amazon) in the retail market driven by emerging trends in the use of new technology.

d. New ways of cooking and eating (ordering in, vending machines, snacking instead of sitting down to eat, etc.).

At the time of writing, consumers are worried about the economic crisis and tired of the persistent abnormal health situation. In that scenario, brands have a prominent role to play by offering consumers the confidence, safety and peace of mind they are craving. We are also witnessing an intensification of competition, marked by price wars among the retailers and intense promotional activity in a bid to boost share of mind.

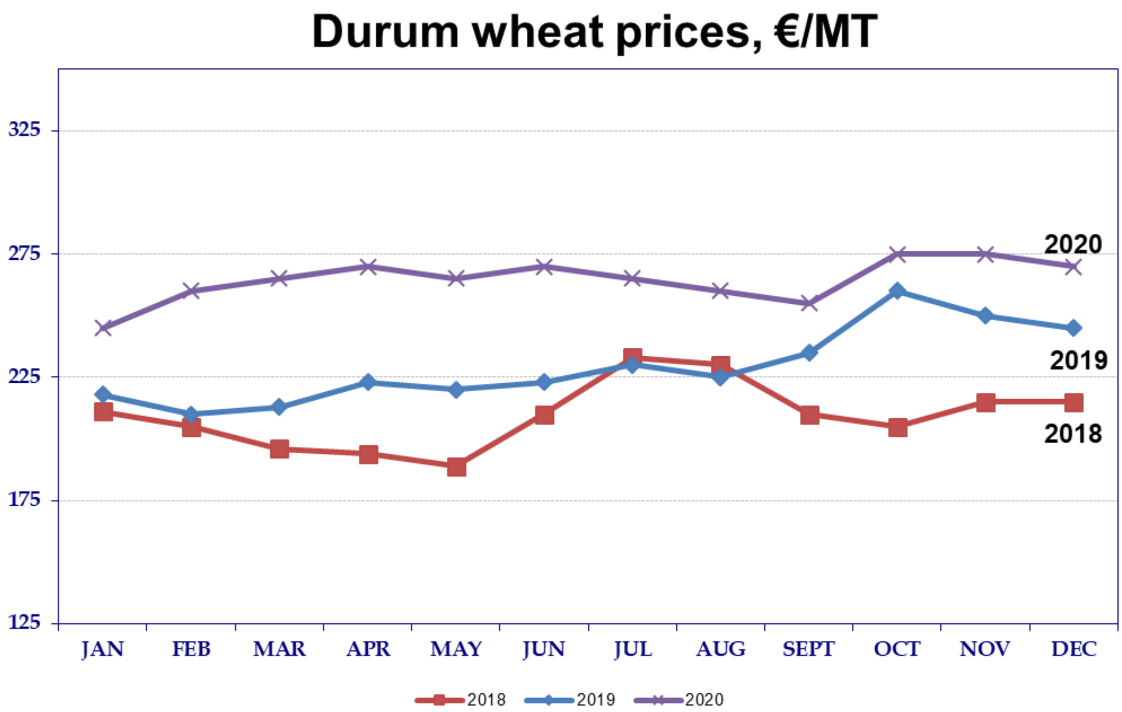
All those changes imply challenges for the retail sector and food producers: it is vital to elevate the point of sale, whether physical or digital, to the heart of strategy. Correct visibility and assortment are key success factors. Advertising investments are shifting to digital media, which now account for over 50% of the Group's campaigns and are characterized by their agility and the ability to generate constant consumer feedback in the run-up to product launches, shortening development times and enabling rapid responses. Lastly, the commitment to end-to-end sustainability is fundamental: Convenience + Health + Sustainability are the drivers of the innovation pursued.

Commodity markets

Commodity prices were, inevitably, marked by the path taken by the pandemic. Oil prices corrected by an average of 34% per barrel year-on-year, driven by a sharp contraction in demand, stemmed only by the production cuts agreed by the OPEC and the gradual improvement in activity from the northern-hemisphere summer on. Other commodities such as metals suffered a similar fate due to the drop in demand due at the onset of the pandemic, followed by a strong rebound in prices in the last third of the year, so that on average prices were largely flat year-on-year.

In contrast, food products registered average price increases of 4% as demand for staple goods rose during the first few months of the pandemic; there were even episodes of hoarding and short-term stockouts at the beginning.

Following the price increases observed during the second half of 2019, durum wheat prices remained high, underpinned mainly by sustained demand throughout the pandemic, coupled with the fact that the French harvest was 27% smaller than the 2015-19 average (due to a smaller sown area and a lower than average yield).

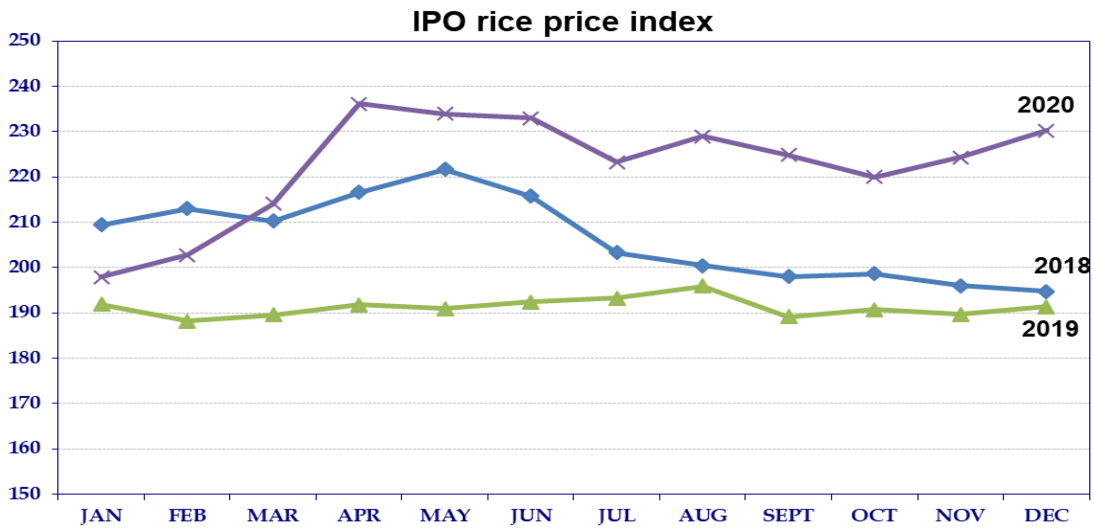


Source: Terre.net and Ebro data

The 2019/20 rice harvest was again strong. According to data published by the Food and Agriculture Organization (FAO), production was an estimated 501 million tonnes of white rice equivalent, which is approximately 1% below the previous harvest.

However prices trended higher due to initial uncertainty about the availability and ability to transport rice due to the pandemic; fears in Thailand and Vietnam over potentially reduced water supply during the second harvest; and the devaluation of the dollar, the currency to which all prices are benchmarked.

The chart below depicts the trend in the IPO international rice price index for the last three years, showing an average for the most popular varieties of this grain.



The price rally was widespread, with price trends in some of the world's largest exporting nations, including Thailand, Vietnam and Myanmar, having knock-on effects on global prices. The aromatic varieties were the only exception: their prices were stable or even slightly lower year-on-year.

COVID-19

As detailed in the section addressing the business environment, 2020 was marked by the pandemic that broke out in the first quarter. Although the Ebro Group escaped the adverse effects the crisis has had on other activities, management of the extraordinary circumstances has required a considerable effort.

The Group reacted swiftly to the initial shock, establishing safety measures in the workplace, concentrating production in the products in highest demand, establishing quotas on the basis of prior-year orders where capacity was overwhelmed and paring back promotions valueless in the new environment.

For months, strong consumption meant high factory capacity utilization levels, driving productivity and performance gains. In general, the dry products benefitted very significantly in terms of volumes ordered, with fresh products faring less well. The significant and sudden shifts in consumption patterns - in terms of the products sought and the manner of consumption - implied a major production and logistics management challenge.

Generally speaking, the Group has been protected by the fact that its business is concentrated in consumer staples with low unit prices. The pandemic has increased home eating at the expense of the food service channel in which the Group has a relatively smaller presence.

Uncertainty has become yet another variable to be managed until there is an effective treatment for the virus. That uncertainty is affecting, among many other aspects, planning, the returns on certain marketing initiatives, the execution timeframe for certain investments and capital markets expectations.

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The Group has taken many measures to mitigate the risks. The most visible are those related with workplace safety which in total accounted for direct expenditure of 15.5 million euros in 2020. Other measures rolled out include commercial changes to adapt supply to market needs; a massive logistics and productive effort; changes in systems related with remote working set-ups; measures to facilitate work-life balance in an ever-changing pandemic scenario, etc. In short, the Group has had to go to lengths to adapt and manage a shifting playing field.

Group earnings performance

The Group's key financial indicators are presented below:

PROFIT AND LOSS	2018	2019	2019/2018	2020	2020/2019	CAGR 2018-2020
Revenue	2,297,882	2,510,381	*9.2%*	2,897,589	*15.4%*	***12.3%***
Advertising	(72,931)	(77,564)	*-6.4%*	(88,605)	*14.2%*	***10.2%***
EBITDA-A	277,901	306,617	*10.3%*	364,224	*18.8%*	***14.5%***
EBIT-A	199,619	206,592	*3.5%*	252,022	*22.0%*	***12.4%***
Operating profit	196,796	191,142	*-2.9%*	242,623	*26.9%*	***11.0%***
Profit for the year from continuing operations	133,283	118,299	*-11.2%*	140,842	*19.1%*	***2.8%***
Profit after tax for from discontinued operations	16,028	31,989	*99.6%*	65,809	*105.7%*	***102.6%***
Profit attributable to equity holders of parent	141,589	141,752	*0.1%*	192,415	*35.7%*	***16.6%***

	31.12.18	31.12.19	2019/2018	31.12.20	2020/2019
Average working capital	588,403	643,139	*-9.3%*	643,970	*-0.1%*
Average capital employed	1,805,986	2,080,166	*-15.2%*	2,191,813	*-5.4%*
ROCE-A **(1)**	12.3	11.1		14.2	
Capex **(2)**	138,930	148,705	*7.0%*	117,600	*-20.9%*
Average headcount	7,153	7,522	*5.2%*	7,664	*1.9%*

STATEMENT OF FINANCIAL POSITION	31.12.18	31.12.19	2019/2018	31.12.20	2020/2019
Equity	2,162,334	2,262,203	*4.6%*	1,927,351	*-14.8%*
Net debt	704,621	999,849	*-41.9%*	950,870	*4.9%*
Average net debt	627,350	871,658	*-38.9%*	917,583	*-5.3%*
Leverage **(3)**	29.0%	38.5%		47.6%	
Total assets	3,834,069	4,381,004	*14.3%*	4,035,662	*-7.9%*

Stock market data	31.12.18	31.12.19	2019/2018	31.12.20	2020/2019
Number of shares	153,865,392	153,865,392	*0.0%*	153,865,392	*0.0%*
Market capitalisation at year-end	2,683,412	2,968,063	*10.6%*	2,914,211	*-1.8%*
Earnings per share (EPS)	0.92	0.92	*0.1%*	1.25	*35.7%*
Dividend per share (DPS)	0.57	0.57	*0.0%*	2.51	*340.4%*
Underlying carrying amount per share	14.05	14.70	*4.6%*	12.53	*-14.8%*

(1) ROCE-A = Average profit after D&A but before tax for the last 12 months
(excluding extraordinary/non-recurring items) divided by average capital employed
(2) Capex = Cash outflows for investment purposes
(3) Leverage = Ratio of average net interest-bearing debt to equity (excluding non-controlling interests)

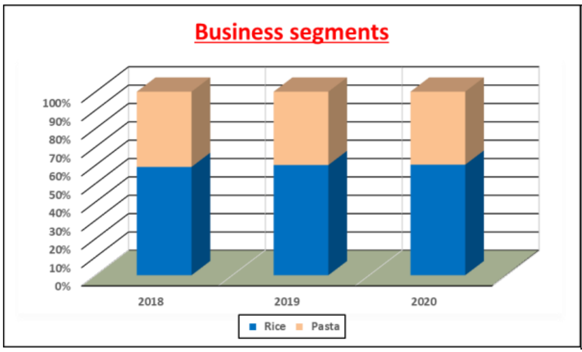
The Group's 2020 earnings, specifically those from discontinued activities, reflect the sale of the dry pasta assets in the US and Canada, as described in detail in notes 5 and 25 of the accompanying consolidated financial statements.

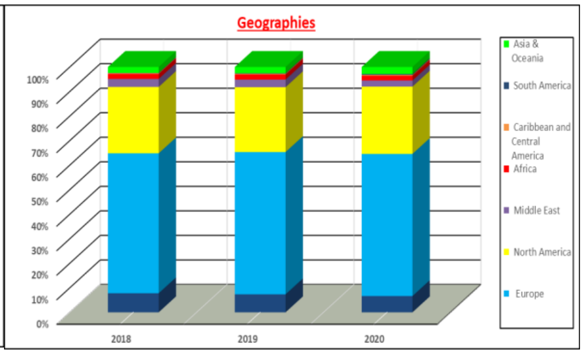
In keeping with the International Financial Reporting Standards, the results of the dry pasta business until the sale of that business closed and the net gain recognized on that sale have been presented within discontinued activities on the consolidated statement of profit or loss for the current and prior reporting periods. Likewise, the assets and liabilities associated with that business have been presented under a specific line item on the consolidated statement of financial position.

The information provided in this report reflects that development, unless expressly stated otherwise.

Group **revenue** was 15.4% higher year-on-year. Of that growth, the consolidation of the Tilda Group for the full year accounted for additional revenue of approximately 110 million euros. In March and during the start of the second quarter, sales sustained considerable growth, fueled by consumers' fear that certain staple products would become scarce on account of the pandemic. That impact varied depending on when the first wave hit the various countries and the surge in demand was also uneven (in some cases demand doubled that of a normal month). From June the situation began to revert: buffer stocks piled up were consumed during the summer and the situation by the end of the year was fairly normal.

The breakdown of revenue and the year-on-year trend by business line and geographic market is as follows:





The contribution by the European businesses to Group revenue increased slightly as a result of recent acquisitions in the region (Tilda, Bertagni). Meanwhile, the weight commanded by the rice business increased to 61% of the total (like-for-like figures, i.e. with the North American dry pasta business classified as a discontinued activity in both reporting periods).

EBITDA-A registered growth of 18.8% and the margin also widened compared to previous years. EBITDA-A, at 364.2 million euros, includes 3 million euros of negative exchange rate effects. The contribution by the Tilda Group for the full year added 24 million euros to EBITDA-A, while the direct costs derived from the pandemic amounted to 15 million euros.

Profitability increased on the back of higher sales volumes, high factory capacity utilization, the scaling pack of promotional activity during the worst of the pandemic and the strong growth at the Group's newest acquisitions: Bertagni and Tilda.

That earnings momentum took place in an environment of raw material price increases: the pandemic enabled the Group to absorb the steady increases in farm-gate rice and durum wheat prices.

Profit before tax increased by 9.6%, which is less than the growth in EBITDA-A due to the 35 million-euro impairment loss recognized against the goodwill allocated to the fresh pasta business in Canada (refer to note 15 of the accompanying consolidated financial statements) and a slight increase in finance costs on the back of higher average borrowings.

Profit after tax from discontinued operations includes the net profit of the activities classified as discontinued and in 2020 and 2019 the gains recognized on the sale of the dry pasta business in North America and of the Bio business, respectively, as explained in the accompanying consolidated financial statements.

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The **ROCE-A** increased significantly, to 14.25%, underpinned by the Group's earnings momentum.

Statement of financial position, net debt and capital employed metrics

The movements in debt and capital employed (for the definitions, refer to the APMs at end of the Management Report) are mainly attributable to:

a. The first-time consolidation of Bertagni and La Loma, which increased assets by a net 143 million euros in 2018, and of the Tilda Group in 2019, which boosted assets by 292 million euros.

b. Significant growth in capex in recent years.

c. The impact of the trend in the US dollar rate on the dollar balances of the subsidiaries exposed to this currency (the exchange rate went from €/$1.14 at year-end 2018 to 1.12 at year-end 2019 and 1.23 at year-end 2020).

d. The initial application of IFRS 16 *Leases* in 2019, prompting the recognition of right-of-use assets and financial liabilities of 88 and 90 million euros, respectively (refer to note 10 of the consolidated financial statements).

e. The sale in 2020 of the dry pasta business in the US and the payment of an extraordinary dividend in the amount of 298.5 million euros.

In order to properly understand the Group's working capital requirement and how it is funded, it is important to analyze the factor with the biggest impact on these headings: the volume and measurement of Group inventories. Inventory volumes are sharply cyclical, moving in tandem with rice and wheat harvests (particularly the rice harvest for which the inventory cycle is longest). More specifically, inventory volumes are at their lowest at the end of the rice season (end of summer) and at their highest at the end of each year and start of the next, after the various purchase contracts have been arranged for the new season.

That cyclicality makes it advisable to use 13-month moving averages to calculate certain alternative performance measures (APMs).

Rice business

PROFIT AND LOSS	2018	2019	2019/2018	2020	2020/2019	CAGR 2018-2020
Revenue	1,412,702	1,566,239	*10.9%*	1,817,679	*16.1%*	***13.4%***
Advertising	(26,969)	(33,010)	*-22.4%*	(36,789)	*11.4%*	***16.8%***
As a % of revenue	*-1.9%*	*-2.1%*		*-2.0%*		
EBITDA-A	162,065	192,264	*18.6%*	235,809	*22.6%*	***20.6%***
As a % of revenue	*11.5%*	*12.3%*		*13.0%*		
EBIT-A	123,990	143,061	*15.4%*	178,503	*24.8%*	***20.0%***
As a % of revenue	*8.8%*	*9.1%*		*9.8%*		
Capex	64,583	75,160	*16.4%*	69,345	*-7.7%*	***3.6%***

Prices in most source markets increased during the year, with long-grain rice prices in

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Southeast Asia (Vietnam, Thailand, Myanmar) rising in particular, due to fears of a water scarcity at the start of the year. The prices of the varieties grown in Spain also increased due to the now endemic salinity problem in the Guadalquivir basin.

In the US, long-grain prices rose ahead of the harvest due to a smaller sown area and the effects on yield of Hurricane Laura, among others.

US harvest prices (source: USDA)

August-July

$/cwt	20/21 (*)	19/20	18/19	17/18	16/17
Average price	13.68	13.5	12.6	12.9	10.4
Long grain	12.39	12	10.8	11.5	9.64
Medium grain	17.33	17.8	18.5	16.2	12.9

(*) Estimated range

Revenue in the rice business experienced strong growth (+16.1%). The Tilda Group was included for the full year for the first time, adding approximately 110 million euros to revenue. Huge demand during the initial months of the pandemic meant that orders at some of our subsidiaries doubled year-on-year, obliging them to prioritize the best-selling products and even cap orders as a function of historical orders and demand forecasts. That situation was handled successfully, making the very most of existing capacity and honoring the commitments assumed on time and without significant stockouts (despite issues in certain products at some points of the supply chain).

Sales increased in nearly all rice categories and distribution channels, with the exception of the food service channel, which suffered the effects of the closure of the hospitality sector for long spells of time on account of the pandemic. The Group is relatively less exposed to that channel than other distribution channels so that, other than the subsidiaries that produce frozen rice products and, only partially, those that make ingredients and niche products for the food service channel, all experienced considerable sales growth.

The growth trend in microwaveable rice continued, albeit curbed by the hoarding of more basic products in some countries. In Spain, for example, this product category registered growth of 2%, which is well below the growth posted by SOS-branded short-grain rice (volumes: +15%), a traditional product that benefitted from the surge in home-cooked meals. However, in the US, microwaveable rice products registered volume growth of 27%.

EBITDA-A increased by 22.6% year-on-year, with the Tilda Group contributing a significant 30 million euros. The negative impact of exchange rates was virtually all concentrated in this segment (3 million), given the discontinuation of the dry pasta business in North America.

Despite the tensions provoked by the pandemic, the restructuring of the factory in Freeport in prior years and the investments made at the factory in Memphis enabled uninterrupted service levels. EBITDA-A in this market registered double-digit growth with margins staying flat.

The breakdown of the contribution by the non-US rice business to the unit's EBITDA-A, excluding the Tilda Group, which generates most of its profits in the UK, was as follows:

2020 MANAGEMENT REPORT (figures in thousands of euros)

	2018	%	2019	%	2020	%
Spain	30,902	34.8%	25,471	28.7%	29,202	28.3%
Europe	47,779	53.8%	52,520	59.3%	58,934	57.2%
Other	10,143	11.4%	10,644	12.0%	14,916	14.5%
	88,824	**100.0%**	**88,635**	**100.0%**	**103,052**	**100.0%**

Similar geographic breakdown as in 2019, with the European business making a slightly smaller contribution as it is the region where the Group's food service businesses are concentrated.

The brilliant contribution by the Tilda Group in its first full year in the Group came about against a challenging backdrop, as the trade agreement post-Brexit didn't take shape until the end of the year, while the pandemic stoked demand for traditional grains (which in the UK includes the basmati rice in which Tilda specializes) over microwaveable formats, which account for roughly 30% of sales by value. Tilda also brings strong profitability (margin: 18% of revenue) and offers huge potential in the premium aromatic rice segment, having integrated its logistics and sales platforms within those of the Group.

The pattern in **operating profit** was similar to that in EBITDA-A, expect for a slight increase in depreciation charges on the back of the sizeable investments made in the past few years.

Capital expenditure remained high, evidencing the strategic commitment to the highest-growth segments (microwaveable formats) and productivity improvements (packaging, warehousing and logistics); however, the pandemic had the effect of slowing down the work at the new microwaveable cup factory in Spain, which is due completion in 2021.

Pasta business

PROFIT AND LOSS		2018	2019	*2019/2018*	2020	*2020/2019*	CAGR 2018-2020
Revenue		949,905	1,009,007	*6.2%*	1,162,471	*15.2%*	***10.6%***
Advertising		(46,605)	(46,490)	*0.2%*	(53,176)	*14.4%*	***6.8%***
	As a % of revenue	*-4.9%*	*-4.6%*		*-4.6%*		
EBITDA-A		123,589	126,307	*2.2%*	142,708	*13.0%*	***7.5%***
	As a % of revenue	*13.0%*	*12.5%*		*12.3%*		
EBIT-A		84,020	76,984	*-8.4%*	89,330	*16.0%*	***3.1%***
	As a % of revenue	*8.8%*	*7.6%*		*7.7%*		
Capex		73,946	71,772	*-2.9%*	47,474	*-33.9%*	***-19.9%***

The big news this year was the decision to exit the dry pasta business in North America, as described in notes 5 and 25 of the accompanying consolidated financial statements. The price agreed for the businesses sold imply valuation multiples equivalent to over 10 times EBITDA-A in a normal year. The exit decision fits with the Group's leadership strategy and the concentration of its efforts in high-growth products such as premium dry pasta products, market-leading brands and fresh pasta products. As already noted, all of the figures provided in this Management Report, unless expressly stated to the contrary, treat that business as a discontinued business.

Durum wheat prices sustained widespread increases, particularly ahead of the summer, marked by expectations for smaller harvests in Spain and France, due to lower sown areas and yields. After the summer, the market stabilized, helped by a strong harvest in Canada.

Revenue in the pasta business increased by 15.2%, fueled by the surge in demand at the onset of the pandemic. The Group's recent acquisitions continue to perform very well: Bertagni posted double-digit growth despite the fact that the pandemic did not have a significant impact on the fresh products it sells (shorter shelf life, initial frantic search for non-perishable essentials).

By market:

a. In France, the brand segments sustained double-digit growth, except for fresh pasta, where volumes grew by 5.9%. Panzani's share of the dry pasta market dipped slightly to 35.5%, but its share of the fresh pasta market increased to 45.1% (source: Nielsen 52-week tracker).

b. Garofalo registered continued growth in sales by value and volume. Its main brand recorded growth and increased its share (by volume) of the Italian premium pasta segment to 5.8% from 5.5% (Nielsen 52-week tracker). In Spain it continued to grow: sales volumes surged 43%, well above the market's overall growth (9.6%), with the brand already cementing itself as a benchmark in the premium pasta segment.

c. Bertagni also extended its double-digit growth (+22% by value), posting revenue of 124 million euros and consolidating its customer portfolio, which includes the most important retail chains in Europe and North America.

d. Fresh pasta in Canada. Market growth of 14.3% by volume and 11.7% by value. Olivieri lifted its leadership to a market share of 49.7% by volume and over 50% by value (Nielsen 52-week tracker).

EBITDA-A registered sharp growth (13% for the year; CAGR: 7.5%), driven above all by the contributions by Bertagni and Garofalo, of 25 and 29 million euros, respectively.

The French pasta business did better in all segments except for the Roland Monterrat subsidiary, whose core business is the production and sale of sandwiches, a segment that was particularly hard hit by the effects of the pandemic. The growth in volumes, the reallocation of promotional activities and a productivity plan amply offset the growth in raw material prices, which had the effect of increasing costs by 17 million euros, mostly due to the higher cost of French durum wheat.

The Canadian fresh pasta business moved out of loss-making territory, thanks to a tremendous effort to boost volumes and eke out productivity gains. It is worth highlighting the strong performance of the new gnocchi products, which continue to register sales growth, outperforming the other categories. Nevertheless, having agreed the sale of the dry pasta business in Canada, prompting its classification as a discontinued activity, the Group recognized a 35 million euro impairment loss on Olivieri's fresh pasta assets.

Both Bertagni and Garofalo had an exceptional year. Both companies are strongly committed to growth in the US market, which already accounts for a significant percentage of their sales mixes (31% and 26%, respectively); indeed, they are a crucial part of the growth strategy for that market now that the dry pasta assets have been sold.

The trend in **operating profit** was largely similar to that in EBITDA-A.

2020 MANAGEMENT REPORT (figures in thousands of euros)

Capex declined year-on-year, as the 2019 figures included the one-time acquisition of a logistics warehouse in France. The work underway to expand the Garofalo facilities continues. In 2020, the fresh pasta factory in Avio was fully refurbished, work set to finalize in 2021, enabling Bertagni to increase its productive capacity.

3. LIQUIDITY AND FINANCING

The Group's finance department strives to configure a capital structure that permits credit ratio stability while providing business flexibility in the short and long term.

The finance structure is articulated around long-term borrowings that fund the major investments. The rest of the Group's financing is arranged on a short-term basis and takes the form of credit facilities that cover shifting working capital requirements. All that financing is arranged in accordance with the Group's short- and long-term growth plans, which are crystallized in its annual budgets, budget revisions and multi-year business plans.

The breakdown of the Group's financial liabilities and the capital requirements embedded in certain long-term loan agreements are detailed in note 12 of the consolidated financial statements.

Investments | disposals

Acquisition-led growth (asset and business acquisitions)

The Group did not conclude any acquisitions in 2020. The main investment closed in 2019 was the acquisition of 100% of the companies and assets comprising the Tilda business worldwide from Hain Celestial for 292 million euros.

The most significant disposal concluded in 2020 was the exit from the dry pasta business in North America. The sale of some of the US business's assets to the investment fund Treehouse Foods Inc. for 242.5 million US dollars was closed and collected before the end of the year, while the sale of the Canadian assets to Barilla Spa. for 165 million Canadian dollars was pending completion at year-end (it ultimately closed on January 29, 2021).

Organic growth

The Group underpins its pursuit of growth and innovation with a capex policy that in recent years has entailed the overhaul of its instant rice and fresh pasta productive capacity and a significant effort to expand the market for its frozen cereal and rice products. Capex (cash outflows) during the past three years:

Year	Amount (thousands of euros)
2018	138,930
2019	148,705

2020 MANAGEMENT REPORT (figures in thousands of euros)

2020	117,600

Financial position

The Group's borrowing position remains satisfactory. Leverage has increased in recent years as a result of the Group's growth and its consolidation as a leader in its business segments.

NET DEBT (thousands of euros)	2018	2019	*2019/2018*	2020	*2020/2019*
Equity	2,162,334	2,262,203	*4.6%*	1,927,351	*-14.8%*
Net debt	704,621	999,849	*41.9%*	950,870	*-4.9%*
Average net debt	627,350	871,658	*38.9%*	917,583	*5.3%*
Leverage	32.6%	44.2%	*35.6%*	49.3%	*11.6%*
Leverage (average net debt) ***(1)***	29.0%	38.5%	*32.8%*	47.6%	*23.6%*
EBITDA-A	277,901	306,617	*10.3%*	364,224	*18.8%*
Coverage	2.54	3.26		2.61	

(1) Leverage = Ratio of average net interest-bearing debt to equity (excluding non-controlling interests)

The disposals concluded (partially collected at year-end) and the considerable growth in cash flows from operations during the year are not reflected in the Group's borrowings due to the payment of an extraordinary in the amount of 298.5 million euros.

Note that 191 million euros of borrowings relate to the recognition for accounting purposes of the put options over the outstanding interests in the Bertagni Group, Garofalo, Geovita, Santa Rita Harinas and Transimpex. For accounting purposes, those unexercised options are recognized as an increase in Group borrowings. The changes in borrowings (without factoring in the net debt assumed pursuant to acquisitions, that recognized in the process of accounting for the above put options, changes in the fair value of certain financial assets/liabilities and the impact of exchange rate movements) were shaped by the following sources and uses of cash:

FREE CASH FLOW (thousands of euros)	2018	2019	*2019/2018*	2020	*2020/2019*
Cash from operating activities	211,708	250,458	*18.3%*	369,863	*47.7%*
Cash used in investing activities	(216,872)	(356,692)	*64.5%*	104,998	*-129.4%*
Cash used in share-based transactions	(96,165)	(99,187)	*3.1%*	(398,019)	*301.3%*
Free cash flow	**(101,329)**	**(205,421)**		**76,842**	

Cash from operations increased in 2020 thanks to the growth in EBITDA and control over working capital.

The other major movements correspond to:

- Investing activities. Movements deriving from capex (as detailed above) and the sale and purchase of businesses and non-core assets (properties). In 2019, those outflows included payment for the acquisition of Tilda and in 2018, payment for the purchase of Bertagni. Proceeds from investing activities in 2020 included the collection of the North American dry pasta sale price.

- Share-based transactions. Distribution of dividends, including that paid to minority shareholders. In 2020 there were two dividends, the above-mentioned extraordinary dividend and the ordinary dividend (in the same amount as previous years).

4. RISK MANAGEMENT TARGETS AND POLICIES AND USE OF FINANCIAL INSTRUMENTS

The Risk Control and Management Policy is a core component of the corporate policies approved by the Board of Directors. It establishes the basic principles and general framework governing control and management of the business risks, including tax-related risks and the framework for internal control over financial reporting, faced by the Company and its Group companies.

That general framework is crystalized in a standardized enterprise risk control and management system which is inspired by the conceptual framework embodied in the Internal Control Integrated Framework of the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"); it is, accordingly, based on a business risk mapping process designed to identify, assess and score the Group's ability to manage its various risks, prioritizing them in terms of impact and probability of occurrence. The universe of risks is categorized into four main groups: compliance, operational, strategic and financial/reporting.

The risk categorization process assesses, dynamically, both inherent risks and residual risk after application of the internal controls and protocols put in place to mitigate them.

Within those controls, it is worth highlighting the existence of preventative measures, the adequate segregation of duties, well-defined clearance limits and specific policies and procedures.

The enterprise risk model is qualitative and quantitative: the impact of the identified risks on the Group's results can be measured, based on defined risk tolerance thresholds at the corporate level. A description of the risk management model and the risks that materialized during the reporting period can be found in the Annual Corporate Governance Report which is an integral part of this Management Report.

The key risks included in the Group's risk map were reviewed in 2020. As a result of that exercise, three new risk factors were added: climate change risks; risks related with cybersecurity; and social media reputational risk. That reassessment also detected an increase in perceived food safety related risks.

The Group's ongoing risk management effort in 2020 was very much marked by the work related with the pandemic induced by COVID-19 and its multiple internal facets (supply chain, workplace safety, remote-working security) and external ramifications (changing consumer habits, surge in demand, etc.).

The main risks addressed in the model are:

Operational risks:

- Food safety. Given the nature of its business, food safety matters are a critical issue to which the Group pays the utmost attention; those issues are governed by a host of regulations and laws in the numerous countries in which its products are made and sold.

  The Group's policy is underpinned by compliance with prevailing legislation and a pledge to upholding stringent food quality and safety standards.

  The food safety programs are based on oversight of protocols designed to ensure identification of certain critical points (called Hazard Analysis and Critical Control Points or HACCP) in order to minimize residual risk.

  The main control points are grouped as follows:

  - Physical points: controls to detect alien materials or the presence of metals.
  - Chemical points: detection of chemical substances or the presence of allergens.
  - Biological points: detection of the presence of salmonella and other pathogens.

  Most of our food handling processes have obtained certification under either the IFS (International Food Safety), SQF (Safe Quality Food) or the BRC (British Retail Consortium) food safety standards recognized by the Global Food Safety Initiative, as well as other local or product-specific standards (e.g., Kosher, Halal or gluten-free food).

  The Group companies have also defined, developed and implemented a quality, environmental and food safety model which has been certified in accordance with the UNE-EN-ISO 9001 (food safety management systems), UNE-EN-ISO 14001 (environmental management) and ISO 22000 (food safety management) standards.

- Raw material supply risk. The availability of raw materials in sufficient quantities and of the quality needed to satisfy the Group's commitments to its customers and continue to underpin brand positioning is a key business success factor.

  To mitigate that risk, the Group has opted to strategically diversify and lock in supply sources by means of: (i) agreements from season to season with some of the leading raw material suppliers (of rice and wheat durum); and (ii) the opening of subsidiaries or sales offices in some of the main rice exporting nations (e.g. India, Pakistan, Thailand and Cambodia) and countercyclical markets (Argentina).

- Risk associated with commodity price volatility. Unexpected changes in raw material supply prices can have a material adverse impact on the profitability of the Group's business via its manufacturing operations and it brand retailing efforts. This risk is concentrated in the prices of the various varieties of rice and durum wheat, although the Group is also exposed to variability in the prices of packaging materials and oil derivatives.

This risk is managed via:

a) Early identification of potential supply problems or gluts in certain grains or varieties which could expose stocks to price variability. The buyer departments track the markets continually and issue alerts to the managers of the various businesses to enable them to manage the related risks.

b) The Group locks in volumes at fixed medium-term prices when the market is propitious to these kinds of agreements and sales transactions can be negotiated that will generate stable margins throughout the corresponding periods.

c) It also attempts to reduce the number of intermediaries in the markets for local or exotic varieties, compressing the value chain.

d) Lastly, the Group strategically differentiates its finished products and this helps it pass volatility in raw material costs efficiently on to the end consumer.

- Customer concentration risk. This risk factor affects the industrial and retail segments alike (although in the latter instance the end consumer of the products made by the Group are the individuals who eat its foods, the retailers are concentrating - boosting their buying bargaining power - year after year).

  This concentration phenomenon can result in less favorable sales terms and conditions, heightened credit risk and even the loss of certain sales.

  The Group's geographic diversification helps to mitigate this risk factor as its customers vary by country and for now the retailers' attempts at international expansion have met with limited success.

  In parallel, each subgroup has a sales risk committee which allocates risk tolerance thresholds and a strategy for enforcing these thresholds. These levels in turn reflect overall business strategy.

- The risk of falling behind on technology development. One of the Group's most important tools when it comes to tackling the competition is to differentiate and update its products, a strategy underpinned by constant technological innovation and an unwavering effort to adapt its range to consumer demands and wishes.

  As described further on in this report, the Group's R&D strategy is a cornerstone of its business strategy. Its R&D departments work in close collaboration with the sales & marketing departments to mitigate this risk.

- Cybersecurity. This risk factor has been separated from the rest of the technology-related risks for the first time in 2020. The exponential growth in internet access exposes enterprises and users to attacks of different kinds: identify theft, malware, website attacks, zero-day attacks etc. In 2019, the Group conducted a security audit and rolled out an action plan which includes: (i) the provision of continuous staff training on these threats; (ii) the definition of appropriate network infrastructure (firewalls, WiFi access controls, network electronics, browsing permissions and the design of connected industrial networks); (iii) the correct definition of user points (anti-virus, mobile device management systems, permissions, updates); and (iv) data management and safekeeping programs (back-ups, use of the cloud, shared information, etc.). Moreover, in 2020 those actions focused in particular on the threats associated with remote working arrangements during the various lockdowns caused by the pandemic.

Risks related to the environment and strategy:

- Environmental and natural risks. The effects of droughts and floods in the rice- and wheat-growing countries from which the Group sources its raw materials can cause availability issues and price volatility. These natural risks can also affect consumers in affected areas and could even affect the Group's assets in these markets.

  Once again the key to mitigating these risks is to diversify raw material sourcing, as well as the markets the Group's products are targeted at. In addition, the Group has articulated a flexible manufacturing structure with facilities on four continents, minimizing the impact of potential local problems.

- Climate change. The effects of climate change pose a grave threat to the food industry. The rise in greenhouse gas emissions is damaging the environment and with it, its natural resources and biodiversity.

  Although this risk factor has been classified within the Group's operational risks, its impacts are multiple, affecting the four dimensions defined in the risk map (operational, financial/reporting, compliance and strategic). It has potential strategic impacts due to changes in consumer habits as well as the possible need to make specific investments to mitigate its effects.

  The industry has a key role to play in tackling climate change on account of its direct dependence and impact on natural resources like land and water and its contribution to economic activity and society at large. In particular, the effects of droughts, floods and adverse meteorological phenomena in the countries from which the Group sources its raw materials can cause availability issues and price volatility.

  The Group is therefore committing to sustainable production and consumption, efficient use of resources, energy sustainability, the reduction of food waste, eco-design and sustainable and efficient logistics operations. In short, it is a matter of helping deliver the international commitments assumed in the COP 21 Summit in Paris in 2016.

Against that backdrop, in December 2018, the Group approved a sustainability plan (dubbed *Heading for 2030*) in which it sets down a series of actions and challenges related with the environment and supply chain, including initiatives designed to rationalize the use of water and energy, enhance waste management, streamline and reuse packaging materials, measure (carbon footprint) and reduce emissions, assess suppliers using sustainability criteria and provide support for sustainable farming.

- Competition risk. The Group does most of its business in developed and mature markets in which it competes with other multinational enterprises and a good number of local players. In addition, in these markets the retailers have developed their own private label brands which exert extra pressure on the Group's products.

  This risk is managed by means of:

  a) Comprehensive analysis of competitor moves and the fine-tuning of pricing and promotional policy in response to the prevailing market situation.

  b) Product differentiation by innovating on formats, range and quality, all with a clear-cut customer focus.

  c) Repositioning in potential high growth potential categories by means of organic business development or acquisitions that fit with the Group's strategy.

- Reputation risk. The risk associated with a potential shift in opinion crystalizing in a negative perception of the Group, its brands or its products by customers, shareholders, suppliers, market analysts or other stakeholders with a potential adverse effect on the Group's ability to maintain its customary relations (commercial, financial, labor, etc.) with these stakeholders.

  To tackle this risk, the Group has established an internal Code of Conduct designed to guarantee ethical and responsible conduct throughout the organization by all its staff and the professionals or institutions it engages with in the course of its business activities.

  Its brands, along with its people, constitute the Group's most valuable intangible asset, and are accordingly subjected to constant assessment in which different management, marketing, food health and safety, compliance and IP protection considerations converge.

- Social media exposure. Having reviewed the risk map in 2020, the risk related with how the Group's brands or its general image are perceived on the social media has been carved out separately from the more generic 'reputation risk' factor'.

- Shifting lifestyles. New diets such as low-carb diets and other food habits could change how consumers perceive our products.

  The mitigating initiatives pursued entail assessment of consumer patterns, fine-tuning of the Group's product range in response to market trends, as well as active participation in forums propitious to disseminating the health virtues of its products.

- Country or market risk. The international nature of the Group's activities exposes its business operations to the political and economic circumstances prevailing in the various territories in which it does business, as well as other market variables, such as exchange rates, interest rates, production costs, etc. The fallout from the UK's withdrawal from the European Union (Brexit) falls under this category (refer to note 12 of the consolidated financial statements).

- Strategic planning and the assessment of strategic investment/divestment opportunities. This is the risk of making a mistake when selecting among alternatives and/or allocating resources to projects aimed at delivering the Group's strategic objectives. In the short term, this risk includes the need to align budgets with the medium- and long-term objectives set by the Group. This risk is mitigated by requiring that transactions above certain thresholds be approved at the Board level in addition to the customary due diligence performed when the Group makes significant acquisitions, all of which involving the coordinated intervention of senior executives and risk officers.

Compliance risk

- Sector regulations. The food manufacturing industry is subject to multiple regulations, which affect export and import quotas and tariffs, intervention prices, etc., all framed by the European Common Agricultural Policy (CAP). In addition, the Group's activities could be affected by regulatory changes in the countries from which it sources its raw materials or to which it sells its products.

  To address this risk, the Group is represented in, voices its views in and follows a number of legal and regulatory forums via a team of prestigious professionals who work to ensure enforcement and compliance.

  Within this category an area of growing relevance, and one that is related with other operational risks such as supply and food safety, relates to the increasingly stringent rules on the use of fungicides and pesticides on the crops which lie at the heart of the food industry. These rules are of particular importance to rice growing activities.

  To mitigate this risk, the Group has stepped up its quality and fungicide/pesticide detection controls, worked on selecting trustworthy suppliers that will be asked to embrace sustainability criteria and championed educational drives to encourage farmers to search for natural alternatives to these chemical products.

- General regulations. This category encompasses compliance risk with respect to civil law, company law, criminal law and good governance regulations and recommendations. In terms of the risk of white collar crime, the Group has a crime prevention model which is monitored and controlled by the Compliance Department.

  An important aspect within this category is the need to observe, uphold and enforce human rights and suitable standards of ethics, as is enshrined in the Group's Sustainability Plan and its Code of Conduct.

- Tax risk. Potential changes in tax legislation or its interpretation or application by the competent authorities across the Group's business markets could have an adverse effect on its performance.

  To mitigate this risk, the Group, through its tax managers, monitors regulatory developments and potential interpretations thereof, asking tax experts for reports in support of the positions it takes, at all times framed by the principle of prudence.

Financial risk

In the course of its ordinary business operations, the Group is exposed to certain financial risks associated with its financial assets and liabilities, particularly its bank loans, overdrafts, equity instruments, cash and cash equivalents. In addition, the Group has other financial assets and liabilities such as trade accounts receivable and payable.

These financial instruments expose it to market risk as a result of movements in interest rates (instruments carrying floating rates), exchange rates (those denominated in currencies other than the euro), changes in their fair value, liquidity risk (the inability to monetize assets within reasonable timeframes or at reasonable amounts) and credit risk (counterparty risk).

A description of these risks and the mitigating measures taken is provided in note 12 of the consolidated financial statements.

5. EVENTS AFTER THE REPORTING PERIOD

The only development worth noting relates to the sale of the dry pasta business in Canada, which closed on January 29, 2021, once the various closing conditions had been met. The agreed sale price has therefore been collected and the business delivered to the buyer. There have been no other significant events or developments between the end of the reporting period and the date of authorizing the accompanying consolidated financial statements for issue.

In addition, on March 24, 2021, the Board of Directors approved an offer from a third party for the sale of the Ronzoni brand and the Ronzoni Winchester dry pulp plant in the United States (non-current assets held for sale) as of December 31, 2020 of the discontinued sale as of December 31, 2020 of the discontinued dry pasta business - see note 25). The price of these assets, for the purposes of the potential transaction, has been set at 95 million U.S. dollars (subject to any working capital adjustment).

The signing of the agreement with the potential buyer is expected to take place in the next few days. The closing of the transaction would generate a net capital gain (after tax) in the Consolidated Financial Statements accounts of the Ebro Group for the year 2021, which is estimated at 25 million euros. The execution of the transaction would be subject to certain closing conditions and other formalities customary in this type of transaction.

No other significant subsequent events have occurred.

6. GROUP OUTLOOK

Recovery and uncertainty. Those are our keywords when we talk about next year. With the echoes of the last waves of the pandemic still resonating in our ears, the big question is when will we resume the craved 'normality' that will allow a solid economic recovery. The effectiveness of the vaccines and their widespread distribution are crucial for attaining the economic growth that all international forecasters are looking for in 2021.

In addition to the health aspect - key to the recovery - the role played by the various governments and central banks, which so far have opted for lax monetary policy and ambitious fiscal measures, is also an important factor. Against that backdrop, US President Joe Biden recently announced a massive stimulus package that will inject spending power into most US households. The pandemic has prompted households to set aside more savings. Liquidity injections have been considerable. It remains to be seen whether they will translate into an improvement in sentiment that paves the way for a recovery and the effects they will have on consumer purchasing decisions and inflation.

In terms of the commodity markets of importance to the Group, all signs point to price stability across most rice varieties and in durum wheat, at least until the next harvests.

The noise in Southeast Asia about a possible reduction in water availability or an increase in its salinity have kept prices in that region firm at the start of 2021. More important, however, is the news of a sharp rise, since the end of 2020, in container shipping prices on routes to Europe and the US as a result of the massive growth in freight shipping from Southeast Asia since the start of the pandemic, which is having a particular impact on final prices for fragrant varieties.

The last durum wheat harvest in Europe was small, exerting upward pressure on prices. However, quality was better than of late and the more recent strong harvest in Canada should keep prices flat until the summer. The outlook for the 2021/22 harvest is for growth in sown area, thanks to attractive prices relative to other crops, which should lead to some price easing after the summer (impact on the last quarter).

The outlook for sales is for demand to remain slightly above that of a non-pandemic year during the first half, but for the full-year volumes to fall back year-on-year. There is uncertainty as to the impact the crisis could have in some countries, specifically the possibility of aggressive retail strategies in the form of heightened promotional activity.

- **Rice business**

  In Europe, we expect to complete the new microwaveable rice factory in San José de la Rinconada, which, together with the expansion of the US factory, will enable the Group to cater to growing demand in this product category. Otherwise, volumes are expected to dip, competition to increase and margins to come under greater pressure.

  In the US we are expecting much of the same: lower volumes and a stronger promotional effort to support the market growth drivers: aromatic varieties and microwaveable rice.

- **Pasta business**

  The key targets are:

  - Managing the return to normality: defending profitability in the traditional dry products ranges and eking out continued growth in the premium segment, led by the Garofalo brand.

  - Holding on to Bertagni's customer base and developing new products for this brand leveraging the overhaul of the factory in Avio. Generally increasing productivity in the fresh pasta segment.

  - Driving growth in the US in both the fresh and premium pasta segments.

7. HEADCOUNT AND ENVIRONMENTAL DISCLOSURES

This information is provided in the Non-Financial Statement, which is part of this Management Report, and in note 24 of the consolidated financial statements.

8. R&D ACTIVITY

The Ebro Foods Group has always been a front-runner in terms of new consumer trends and an international benchmark in the research and development of products applied to the food sector. Aware that R&D is essential to the Group's quality and differentiation strategy, it remained unwaveringly committed to innovation in 2020.

In total, R&D expenditure totaled 5.5 million euros in 2020 (3 million euros of which funded internally and 2.5 million euros, externally).

Investment in R&D totaled 11 million in 2020 and mostly corresponded to payments made during the year to improve processes at the instant rice factory in the US and for new filled fresh pasta and gnocchi processes in France.

The Group has articulated its R&D engine around research centers located in France, the US, the Netherlands, Italy and Spain. These centers and their main projects in 2020 were:

1. The Panzani Group's R&D Center, with locations in Marseille and Lyon. This center focuses its research effort on developments in the durum wheat category: dry and fresh pasta, couscous, pulses, other grains and new food transformation technology applied to cereals. In 2020 it continued it work on (i) the production of instant-cook pasta; (ii) process improvements, particularly in terms of energy usage; (iii) multiple range expansions; and (iv) projects designed to ensure the absence of pesticides in all edible grains.

2. Bertagni R&D Center in Arcugnano. This facility focused on technology patented by Betagni for double-layer product sealing, novel and surprising ravioli formats and product development.

3. United States. The US research area focuses on developing new (and adapting existing) products, processes and technologies in that market. In 2020 its work focused on developing (i) a broad range of microwavable cup products adapted for American preferences and customs; and (ii) a new range of instant rice mixes.

4. Centers associated with the Herba Group in Moncada (Valencia), the San Juan de Aznalfarache plant, the ingredients facility in Wormer (Netherlands) and the Bruno plant (Italy), devoted to the development of new and/or improved product and technologies, the provision of technical assistance with rice and derivative product technology and the development of ingredients with cereal or pulse bases. The most important projects at those centers include: (i) the development of new microwavable cup products based on non-rice ingredients; (ii) the development of new industrial ingredients with a rice, pulse, quinoa or cereal base (free of antigens, the idea being to replace animal proteins); (iii) research into the physical/chemical characteristics of certain rice varieties and their choice depending on the intended use; and (iv) the development of new thermal treatments for rice husks for industrial application.

9. 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.

10. OTHER RELEVANT DISCLOSURES

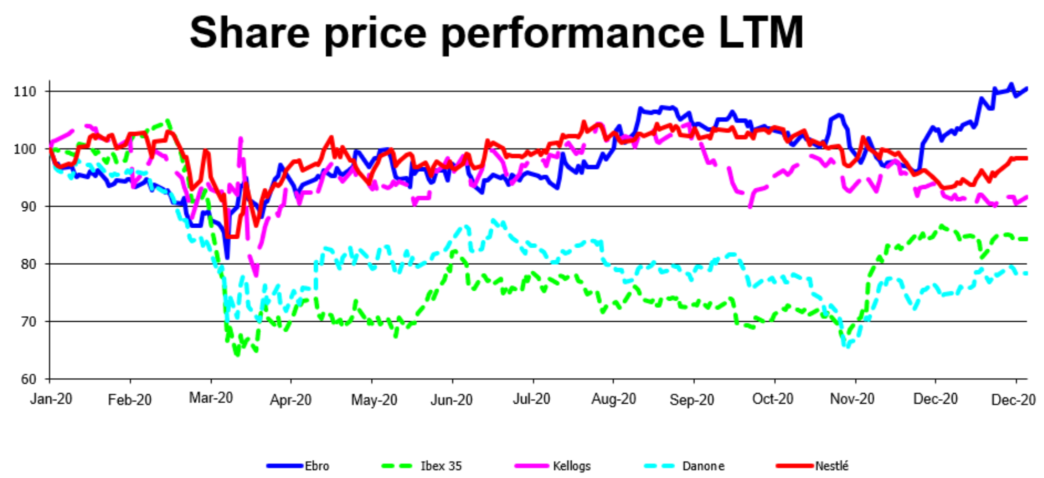
Average payment period

As required under the Spanish Corporate Enterprises Act, it is hereby noted that the average payment period of the companies domiciled in Spain was 23 days in 2020 and 30 in 2019. Calculations made in accordance with the ICAC (Spanish Accounting and Audit Institute) Resolution.

2020 MANAGEMENT REPORT (figures in thousands of euros)

	2020	2019
	Days	**Days**
Average supplier payment term	23.0	30.2
Paid transactions ratio	22.5	29.9
Outstanding transactions ratio	35.5	39.2
	Amount (thousands of euros)	**Amount (thousands of euros)**
Total payments made	369,824	313,733
Total payments outstanding	15,090	13,923

Share price performance



The Parent's share price clearly outperformed the market and even its peers in 2020. The markets saw the sector as a source of stability in the face of the volatility introduced by the pandemic and even after the initial uncertainty dissipated, the sector's multiples remained well above those of other sectors hit directly by the health crisis, such as the transport, tourism and even the banking and REIT sectors, which command a significant weight in Spain's benchmark Ibex-35 index.

Distribution of dividends

Ordinary dividend. At the Annual General Meeting held on June 29, 2020, the Company'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 (before withholding tax), 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. At an Extraordinary General Meeting held on December 16, 2020, 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.

2020 MANAGEMENT REPORT (figures in thousands of euros)

Alternative performance measures

In keeping with the guidelines provided by the European Securities and Markets Authority (ESMA), there follows a description of the main alternative performance measures used in this report.

These measures are used frequently and consistently by the Group to explain its business performance and their definitions have not changed.

EBITDA-A. Adjusted EBITDA. Earnings before interest, tax, depreciation and amortization and before earnings not related with the operations that generate the regular cash flows associated with the core business (essentially gains or losses deriving from transactions involving the Group's fixed assets, industrial restructuring charges, provisions for or settlements from lawsuits, etc.).

The reconciliation of EBITDA-A and operating profit is provided below:

	2018	2019	2019/2018	2020	2020/2019
EBITDA-A	**277,901**	**306,617**	**28,716**	**364,224**	**57,607**
Depreciation and amortization	(78,281)	(100,025)	(21,744)	(112,202)	(12,177)
EBIT-A	**199,619**	**206,592**	**6,973**	**252,022**	**45,430**
Non-recurring income	8,702	9,077	375	4,889	(4,188)
Non-recurring expenses	(11,526)	(24,527)	(13,001)	(14,288)	10,239
OPERATING PROFIT	**196,796**	**191,142**	**(5,654)**	**242,623**	**51,481**

EBIT-A. Adjusted EBIT, calculated by subtracting depreciation and amortization from EBITDA-A.

	31.12.18	31.12.19	31.12.20
(+) Non-current financial liabilities	533,612	826,725	570,267
(-) Other current financial liabilities	342,694	424,967	591,759
(+) Available-for-sale financial liabilities	0	0	113
(+) Loans to associates	0	0	(1,122)
(-) Deposits payable	(97)	(97)	(782)
(-) Cash and cash equivalents	(171,450)	(252,072)	(210,486)
(-) Derivatives – assets	(498)	(714)	(1,611)
(+) Derivatives – liabilities	360	1,040	2,732
TOTAL NET DEBT	**704,621**	**999,849**	**950,870**

Net debt. Interest-bearing financial liabilities, financial derivatives at fair value, the amount of shareholdings subject to put/call options qualifying as financial liabilities and dividends accrued and pending payment, if any, less cash and cash equivalents.

Average net debt. Net debt, as above, calculated on a 13-month moving average basis.

Capex. Payments for investments in productive fixed assets. Refer to the cash flow statement.

ROCE-A. A measure of the return on assets calculated as average earnings before interest, tax and non-recurring earnings for a given period divided by average capital employed during that period, that average in turn defined as the moving average for the prior 13 months. This metric was calculated in the same manner as in prior years.

Capital employed (average). The sum of intangible assets, property plant and equipment and working capital on a moving 13-month moving average basis. It is therefore not a simple arithmetic average or a calculation based solely on the financial information presented in the consolidated financial statements. It is not therefore possible to provide a direct reconciliation with headings, sub-totals or totals presented in the financial statements.

Working capital (average). The sum of inventories and trade and other receivables less trade and other payables on a 13-month moving average basis. As with capital employed, this metric not a simple arithmetic average or a calculation based solely on the financial information presented in the consolidated financial statements. It is not therefore possible to provide a direct reconciliation with headings, sub-totals or totals presented in the financial statements.

Leverage. A measure of creditworthiness calculated as the ratio of average net debt to equity.

Debt coverage ratio. A measure of the Group's ability to service its net debt from earnings measured as the ratio of net debt to EBITDA.

Non-Financial Statement

NON-FINANCIAL STATEMENTS

EBRO FOODS, S.A.

2020

CONTENTS

ANNEXES

Ebro

1. ABOUT THIS REPORT

This report (the "**Report**") contains the Non-Financial Statements of Ebro Foods, S.A. (the "**Company**") and is part of the Management Report in the Consolidated Annual Accounts of the Company, as parent of the Ebro multinational group (the "**Ebro Group**" or the "**Group**").

Reporting Period

2020

Reporting Framework

In this statement we report on the social, environmental and/or economic aspects that are important for the Ebro Group. The report has been prepared, in all material aspects, in accordance with the stipulations of prevailing commercial law and following the criteria of the selected GRI standards, as well as other criteria described according to the relevant provisions in the "Index of contents required by Act 11/2018 of 28 December on non-financial information and diversity".

Scope and Coverage of the Report

The report presents on a consolidated level the non-financial indicators of all the companies operating the core businesses of the Ebro Group and their respective industrial sites at year-end 2020 (see Annex 1), except the energy consumption of five of the twelve offices leased by the Ebro Group, as we do not have consistent quantitative data. The tenants of those offices are: Ebro Foods (Granada), Herba Ricemills Romania (Bucharest), La Loma Alimentos (Buenos Aires, Argentina) and two of Tilda (India and Dubai). The global consumption by all twelve offices represents less than 1% of the group's total energy consumption.

Changes in the reporting perimeter

The changes in respect of 2019 in the perimeter for consolidated reporting are:

1. The incorporation of Tilda Ltd., acquired on 28 August 2019, which completed its total integration within the Group (for the purpose of non-financial reporting) at the end of that year.

2. Inclusion of the environmental indicators of the three industrial plants of La Loma Alimentos, S.A. (Argentina). The other non-financial indicators were included in the 2019 Report.

Significant corporate operations during 2020

The Group announced divestments in the USA and Canada in October and November 2020.

Firstly, on 28/10/2020 the company announced the agreement reached with the Barilla Group for the sale of our dry pasta business "Catelli" in Canada, comprising the brands

Catelli®, Lancia® and Splendor® and the plant in Montreal (Quebec) for CAD 165 million. This divestment was concluded on 29/01/2021.

Secondly, on 5/11/2020 the Ebro Group announced the agreement reached with American Italian Pasta Company (owned by TreeHouse Foods, Inc.) for the sale of certain assets of our dry pasta and noodles business in the United States. The perimeter of the business sold comprises the brands Skinner®, Healthy Harvest®, American Beauty®, San Giorgio®, Splendor®, Lancia®, No Yolks® and Wacky Mac® and the St. Louis plant. The transaction was concluded on 11/12/2020 for USD 242.5 million.

All the non-financial indicators of both businesses have been included for the purpose of this Report. The financial figures are presented in accordance with the information reported in the Consolidated Annual Accounts.

Contact point for issues regarding the report or its contents

Ebro Foods, S.A.

Dirección de Comunicación y Responsabilidad Social Corporativa

Paseo de la Castellana, 20 – 3ª planta

28046 Madrid

Spain

E-mail: comunicacion@ebrofoods.es

2. RESPONSE BY THE EBRO GROUP TO COVID-19

The response by the Ebro Group to the needs of the company and its stakeholders during the pandemic has been fast and effective.

Our first responsibility was to protect our employees' health and keep close to our customers and consumers, guaranteeing an adequate supply of our products in all the markets in which we operate. Moreover, as a socially responsible enterprise, we have endeavoured to contribute towards mitigating the negative impacts of the pandemic.

Our international scope gave us the chance to observe the consequences of COVID-19 in other countries, so we started to prepare our contingency plan before the crisis really set in.

The main measures implemented within this plan were:

1. Protection of our plants, building up our stocks of spare parts for machinery and the different production lines.
2. Reorganisation and bolstering of production, giving priority to the products in greatest demand.
3. Buying in personal protection equipment (PPE) and medical supplies to guarantee the health and safety of our employees.
4. Stepping up the already stringent safety protocol at our plants, with specific measures for entry, exit and inside the facilities.
5. Establishment of flexible working hours, giving priority to home working for office staff ("home office").
6. Doing tests and overseeing employee health.

Overall, we have spent EUR 12.2 million on maintaining these health and safety measures.

Through this contingency plan, together with diversification of sourcing and the engagement of our team, we have been able to give a full response, in due time and form, to the disproportionate, unforeseeable surges in demand during the initial lockdown and the successive waves of COVID.

The Group has also maintained all jobs, without any redundancy plans (ERE) or temporary lay-off plans (ERTE) in any of our subsidiaries.

At the same time, the Ebro Foundation and the different subsidiaries of our Group embarked on a number of global social initiatives to combat the effects of the coronavirus. These measures have consisted mainly of buying medical supplies for nursing homes and hospitals and making donations of food. The overall value of these aids was EUR 5.7 million.

In addition, in view of the complicated economic context and in our desire to support our shareholders, the Group has also distributed an extraordinary dividend of EUR 298.5 million, which, together with the ordinary dividend of EUR 87 million, brings the total dividend to EUR 386 million.

3. BUSINESS MODEL

The Ebro Group is the leading food group in Spain, global leader in the rice sector and the second fresh and dry pasta producer worldwide. Through a network of 33 subsidiaries, it operates in the principal rice and pasta markets in Europe, North America and South-East Asia, with a growing presence in other countries.

The main mission of the Ebro Group is to research, create, produce and put on the market high value-added foods that satisfy people's nutritional needs while improving their health and well-being, endeavouring at the same time to secure a transparent, efficient, sustainable business model.

The Group has a multi-company, multi-country and multi-brand business model. It has a decentralised culture in each of its subsidiaries for certain management areas, such as Commercial and Marketing, Logistics, Procurements, Human Resources and Environment, with a clear focus on the business while taking account of the specific idiosyncrasies, laws, etc. of each country. At a higher level, the parent company (Ebro Foods, S.A.), with a light, dynamic structure, is responsible for defining the Group's overall strategy and management guidelines. Decision-making is prompted by the parent's board of directors.

The Ebro Foods Group is managed by business areas that combine the type of activity they perform and their geographical location. Our core business areas are:

- *Rice*: This covers the production and distribution of different rice varieties and their by-products and culinary supplements. The industrial and brand business follows a multi-brand model. It is present throughout Europe, the Mediterranean Arc, India and Thailand through companies in the Herba Group, and in North and Central America, the Caribbean and the Middle East through the Riviana Group.

- *Pasta*: This includes the production and marketing of dry and fresh pasta, sauces, semolina and their by-products and culinary supplements, through the Riviana Foods Canada Corporation Group (formerly Catelli Foods Corporation), the Panzani Group (France, French-speaking countries and Italy, through its fresh pasta specialist subsidiary Bertagni) and Garofalo (Italy and rest of world).

Global Presence

The Ebro Group operates worldwide through a portfolio of over 64 brands, in 81 countries, with industrial and commercial facilities in 15 of them. In the remaining 66 countries, we only engage in commercial activity. Our industrial park comprises some 83 sites, including production plants, offices and warehouses.

List of countries with commercial and industrial presence

Germany	France
Belgium	Netherlands
Cambodia	India
Canada	Italy
Denmark	Morocco
Portugal	UK
Spain	Thailand
USA	

List of countries with only commercial presence

Angola	Estonia	Libya	Saint Lucia
Saudi Arabia	Finland	Lithuania	Senegal
Algeria	Gabon	Madagascar	South Africa
Austria	Ghana	Mauritius	Sweden
Bahamas	Greece	Mauritania	Switzerland
Bahrein	Guinea	Mexico	Taiwan
Barbados	Haiti	Mozambique	Trinidad & Tobago
Belize	Hungary	Niger	Tunisia
Benin	Indonesia	Oman	Turkey
Brazil	Ireland	Panama	Ukraine
Cambodia	Reunion Island	Peru	Yemen
Chile	Iceland	Poland	Djibouti
Colombia	Israel	Qatar	
South Korea	Jamaica	DR Congo	
Ivory Coast	Japan	Czech Republic	
Curazao	Jordan	Romania	
United Arab Emirates	Kuwait	Russia	
Slovakia	Lebanon	Saint Martin	

Financial metrics

In 2020, the Ebro Group's net turnover grew by 15.4% year on year to EUR 2,897.5 million, boosted by the positive evolution of our businesses during the pandemic and an efficient organisation of production to meet peak demand. Its Adjusted EBITDA was EUR 364.2 million, up 18.8% on 2019. Net profit totalled EUR 192.4 million, up 35.7% year on year, while net debt was reduced by EUR 49 million to EUR 951 million.

At 31 December 2020, the company had a market capitalisation of EUR 2,914 million.

Environment and trends

2020 was a turning point in our recent history owing to the appearance of COVID-19, a virus that has shown us just how vulnerable our world is, causing a health and social-economic crisis that still continues one year later. The most direct effects of the pandemic on society are a severe economic crisis and a strong feeling of defencelessness, insecurity and uncertainty until an effective treatment is found.

In the food sector, the different COVID waves and successive lockdowns have led to a significant increase in home consumption to the detriment of the HORECA channel, which has been extremely hard hit by the continuous closures of the hospitality sector. In this context, in the first stage of the pandemic consumers were exceedingly concerned with stocking their pantries mainly with basic necessities, without paying much attention to differentiation. As the pandemic continued and the fear of shortages subsided, they started buying higher value-added products to make up for leisure time previously enjoyed in bars and restaurants and reverted to more normal quantities.

The pandemic has also accelerated the change that had been announced many times in certain consumption patterns, including an extraordinary growth in online shopping, new consumer experiences and consolidation of the consumer preference for local supermarkets for their in-person shopping.

Against this backdrop, the general trends are towards:

<u>Increased personal consumer experience, sustainability, health and pleasure</u>

Consumers now have greater decision-making capacity, more information and more shopping tools, and they are willing to pay more for products they can relate to. This is associated with:

a. Demand for quality products that are easy to prepare and immediately satisfy their wishes.

b. Preference for natural, healthy, organic products. The increased consumption of fresh products and the importance given to small companies and start-ups that make consumers feel in touch with nature are very much in tune with this sentiment.

c. Search for sustainable products corresponding to the circular economy that include different players in their preparation and sale.

d. Desire for a wider choice. Quality private label brands have broadened their customer base, spanning practically all social classes and segments of population.

<u>Social changes</u>

a. Ageing population, increased power of older generations. The baby boomers have transformed this segment of the population; their purchasing power has increased and their aspirations and needs (activity and health) differ from those traditionally associated with this social group.

b. Smaller families, with a constant growth in the number of single-member households; new formats and customised goods and services.

c. The younger generations are more concerned about social and environmental issues and sustainability.

d. Increased mobility and immigration in many developed countries, accompanied by new tastes and ways of preparing food.

New channels and services

a. On-line shopping and connectivity (possibility of shopping through traditional operators, who offer easy use, fast deliveries, etc.).

b. Growth of local supermarkets, with more frequent shopping and increased availability (24-hour opening, alliances with filling stations or other high-traffic points).

c. Consolidation of virtual stores (such as Amazon) on the distribution market along with the new consumer trends and use of technology.

d. New ways of cooking or consuming food (by order, through vending machines, snacks as meal substitutes, etc.).

At the date of closing this report, consumers are extremely concerned about the economic crisis, many of them struggling with unemployment and weary of the excessively drawn-out health situation. Brands will have to take on a highly significant role in this respect, bringing the confidence, security and calm that consumers need. We are also witnessing a recovery of competition, with price wars among distributors and intense promotion activity as rivals vie to be picked as consumers' first choice.

All these changes have brought new challenges for distributors and producers, making it essential to convert both physical and digital points of sale into strategic centres. Adequate visibility and range is key to success. Investments in advertising are shifting towards digital media, characterised by their agility, that currently account for over 50% of the Group's publicity actions. This includes permanent listening to consumers up to the launching of products, which shortens times and enables us to react swiftly. Finally, our commitment to sustainability throughout the value chain is fundamental for continuing to play an important role: Convenience + Health + Sustainability are the drivers of innovation.

Strategy

The Group's strategy focuses on becoming a major player in the rice, pasta and healthy grains markets, and in other cross categories defined as "meal solutions". Within that strategy, the Group has the following goals:

- Reach a global position open to the incorporation of related products (such as value-added pulses).
- Consolidate our status as a benchmark business group in our different business areas.

- Lead innovation in the geographical areas in which we are present.
- And establish ourselves as a responsible enterprise, committed to social well-being, environmental balance and economic progress.

To refine our strategy, the Group is underpinned by general principles of conduct and growth levers that are considered vital to raise the value of our business and step up our firm commitment to sustainable development.

Principles of conduct

- Foster ethical management based on good governance practices and fair competition.
- Comply with the laws in place, acting at all times with a view to preventing and minimising economic risks, including tax risks, as well as social and environmental risks.
- Seek a return on investment while guaranteeing the operational and financial soundness of its business activities. Uphold business profit as one of the bases for the future sustainability of the business and the large groups of agents directly and indirectly related with the Group.
- Generate a framework of labour relations that favours training and personal and professional development, respects the principles of equal opportunities and diversity and promotes a safe, healthy working environment.
- Reject any form of abuse or violation of the fundamental and universal rights, in accordance with international law and practice.
- Promote a relationship of mutual benefit with the communities in which the Group is present, proving ourselves sensitive to their cultures, contexts and needs.
- Satisfy and anticipate the needs of our customers and end consumers, offering a broad array of products and healthy, differentiated food.
- Steer our processes, activities and decisions not only to generate profits, but also to protect the environment, prevent and minimise environmental impact, optimise the use of natural resources and preserve biodiversity.
- Develop a framework of responsible, true, transparent dialogue and communication with stakeholders, establishing stable communication channels and providing stakeholders regularly and transparently with rigorous, accurate, important information on the Group's activities.

Growth levers

- Organic and inorganic growth in countries with high levels of consumption and expansion of business in developing countries with high growth potential.

- Move into new territories or categories, paying special attention to new fresh products (snacks, crisps, omelettes, sandwiches, pizzas, ready-to-serve meals) and new ranges of ingredients with greater value added.

- Develop products that offer a complete culinary experience, extending our catalogue with new formats (maxi cup, compact, etc.), flavours (fresh pasta, range of in-a-cup products, fresh-quality sauces) and ready-to-serve meals (rice and pastas in the pan, "Banzai" cups, etc.).

- Achieve leadership in mature markets, opting for differentiation based on product quality. Expand and lead the premium category with our brands Garofalo and Tilda.

- Broaden our geographical presence and complete our product/country matrix:

  - Seeking business opportunities in mature markets with a business profile similar to ours and in specialist market niches that allow us to shift our strategy from a generalist position to that of a multi-specialist (individual solutions).

  - Expanding into new business segments within markets in which we are already present: pasta in India, broadening the range of products in the Middle East or Eastern Europe.

- Significant positioning in the healthy and organic foods segment in all our brands, through new concepts based on ancient grains, organic, gluten free, quinoa, etc.

- Differentiation and innovation, investing in two aspects to enhance our product range:

  - Research, development (R&D) and innovation through our five research, development and innovation centres and an investment policy that enables us to convert new ideas and needs into reality for our customers and end consumers.

  - Focus on leading brands in their respective segments, together with a commitment to invest in advertising to promote their development.

- Low risk exposure. The Ebro Group deals with change in the consumer and financial markets and social change with a firm vocation to adaptation and permanence. To achieve this, it endeavours to secure: (i) balanced sources of recurring income (markets, currencies), (ii) low leverage so that it can grow without exposure to "financial turmoil", (iii) new supply channels and (iv) long-term relations with its stakeholders (customers, suppliers, authorities, employees and society).

- Implementation of sustainability throughout the entire value chain ("from the farm to the table") through a Sustainability Plan called RUMBO A 2030 ["Heading for 2030"], which focuses on:

- People. The development of plans and measures to enhance the well-being of our professionals at work, supporting continuous training and professional development to retain talent, seeking formulas to enhance their work-life balance, equality and diversity, health and safety at work. Driving initiatives that foster social and economic progress and help to reduce inequality in the communities in which we operate.

- Health and well-being. Our contribution is the core of our activity, offering natural, healthy food solutions that facilitate our lifestyle and provide pleasure for consumers. The R&D and innovation department works with these premises and the way we interact with consumers fosters healthy habits, encouraging creative ways of eating through recipes, blogs and advertising campaigns.

- Our planet. Our determination to minimise the environmental impact of the Group’s operations and work on mitigating and adapting to the effects of climate change and the sustainability of our raw and auxiliary materials. We endeavour to cooperate in the use, elimination or reduction of non-degradable materials in agricultural, increase energy efficiency, reduce water consumption for crops and in production plants, and oversee external processes in our value chain.

4. CORPORATE SOCIAL RESPONSIBILITY MODEL

The Ebro Group considers sustainable growth one of the basic pillars of its management strategy, to secure its consolidation as a benchmark business group in its areas of activity and position itself as a global, sound, innovative, responsible enterprise committed to social well-being, environmental balance and economic progress. Accordingly, it has incorporated environmental, social and ethical criteria in its decision-making processes, alongside the typical economic variables.

In this context, the Ebro Group views Corporate Social Responsibility (CSR) as the creation of a sustainable business model, which, as well as contributing value, profitability and competitiveness, contributes towards the progress of society, generates trust among our stakeholders and leads to the creation of shared value for all those who interact with us in our business activities.

The Group has followed a four-stage procedure to define and design this CSR model:

1. Diagnosis of the sustainability measures taken by the different companies in the Group.

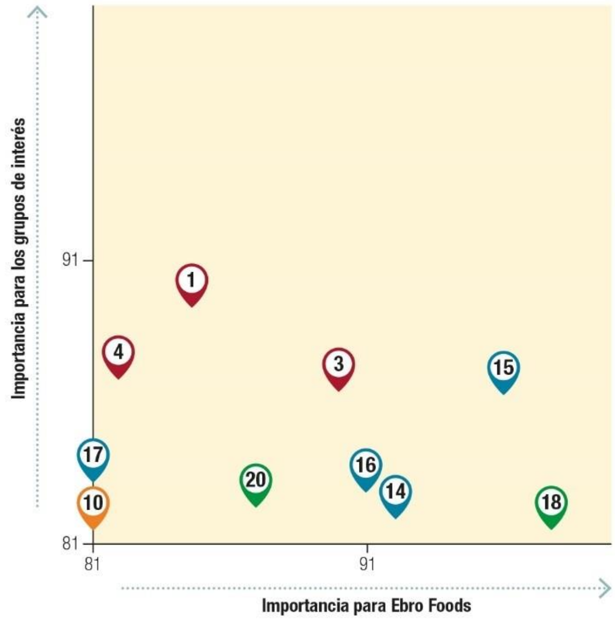
2. Detailed analysis of our value chain with a view to identifying the potential risks and impacts, both positive and negative, of our operations. Within this process we have identified three key areas, in which we can make the most valuable contributions to society, as they are inherent in our core business and present throughout the entire chain: (i) nutrition and health, (ii) agricultural development, by promoting and implementing sustainable agricultural practices, and (iii) environmental management.

3. Constant dialogue with our internal and external stakeholders, which has enabled us to identify their main concerns and incorporate their suggestions in the design and implementation of the Group's action plans.

4. Materiality analysis: In 2017 we updated our materiality analysis, assisted by Forética. That analysis collected the expectations of our stakeholders (authorities, customers, employees, investors, media, NGOs and suppliers) in Spain, North America, France, Italy, Netherlands, India and Morocco, and from our own corporate management, represented by the Audit and Compliance Committee.

After identifying the principal challenges and opportunities of the Group in respect of sustainability and benchmarking the positioning of other companies in the food sector, we established 23 important topics for consultation, classified into 8 different areas: (i) health and safety of direct and indirect workers, (ii) job quality, (iii) positive social and economic impact on society, (iv) driving force for innovation, (v) promotion of healthy food, (vi) maximising food safety and quality, (vii) implementation of environmental policies and (viii) good governance, integrity and transparency.

Matriz global de materialidad



Tres aspectos destacan por su relevancia para la organización y sus grupos de interés:

Maximizar la calidad y la seguridad alimentaria a lo largo de la cadena de valor.

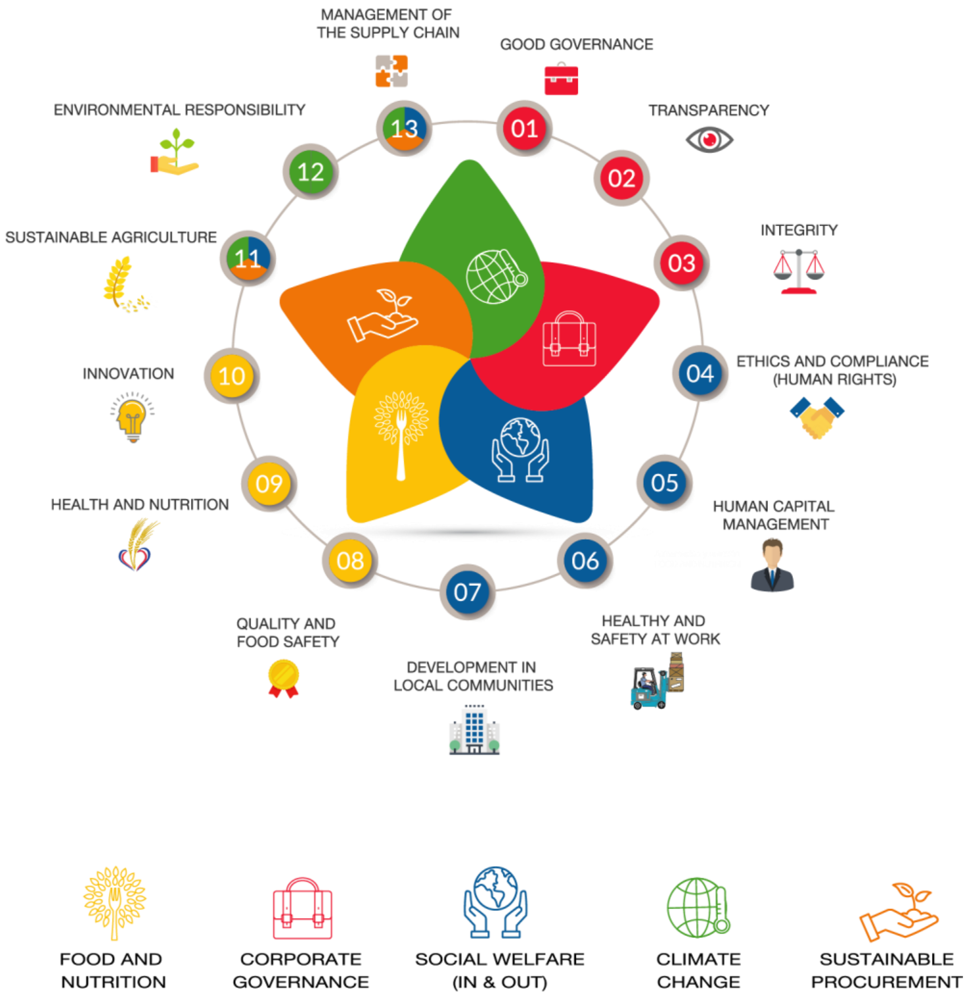
Prevenir y evitar accidentes y daños mejorando la seguridad del empleo directo e indirecto (fabricación y distribución)

Implementar políticas ambientales (sobre todo aquellas relacionadas con el cambio climático y el agua)

HEALTH AND SAFETY OF WORKERS (DIRECT AND INDIRECT)	
1	Prevent and avoid accidents and damage by improving the safety of direct and indirect jobs
3	Promote compliance with human rights throughout the supply chain
JOB QUALITY	
4	Manage human resources responsibly (equality, work-life balance, diversity)
DRIVING FORCE FOR INNOVATION	
10	Invest in developing better food solutions for society
PROMOTE HEALTHY, SUSTAINABLE FOOD	
14	Use raw materials based on environmental and social sustainable principles as ingredients for ready-to-serve dishes
15	Promote sustainable growing and production of the principal raw materials used
16	Foster sustainable good practices throughout the supply chain
MAXIMISE FOOD QUALITY AND SAFETY	
17	Promote the implementation of management systems and tools to maximise quality and information for consumers
IMPLEMENT ENVIRONMENTAL POLICIES	
18	Make the fight against climate change one of the organisation's focal points
20	Develop policies and make investments to reduce and optimise water consumption

Five strategic focal points have been identified through this procedure: **Our Team, Our Community, Our Public, Our Shareholders and Our Environment**, and five areas for action organised around the economic, environmental, social and governance pillars, namely: **Corporate Governance, In&Out Social Well-Being, Food and Nutrition, Sustainable Procurement and Climate Change**.

Thirteen principal working priorities are established around these focal points and areas for action to guarantee sustainability in each aspect of our business.



To make these 13 priorities effective, in 2019 we launched our Global Sustainability Plan (GSP) HEADING FOR 2030 [“RUMBO A 2030”], with the slogan **Caring for you and the Planet**. This Plan lays down the guidelines and action plans that the Ebro Group will implement up to 2030 to meet the demands and expectations expressed by our stakeholders in the materiality analysis, contribute towards achievement of the 2030 Agenda and minimise the negative impacts that our operations may have on the environment while maximising the positive effects of those activities.

The three main pillars of action of HEADING FOR 2030 are people, health through food and the planet.

With regard to people, the Plan promotes the well-being at work of our professionals, supporting ongoing training and professional development to retain talent, seeking ways to balance work and home life and ensuring equal opportunities, diversity and health and safety at work. It also continues to implement actions that contribute towards social and economic development in our areas of influence.

Our primary goals in caring for the planet are to guarantee the environmental efficiency of all the Group's operations, working to mitigate and adapt to the effects of climate change and the sustainability of our principal raw materials.

As for the third pillar, with the aim of securing the health and well-being of our consumers, in addition to its heavy investment in R&D and innovation to guarantee a broad range of safe, healthy products, the Group will continue to oversee the quality and food safety of those products while actively promoting healthy eating habits and lifestyles.

2019 was the starting point for this Plan and the definition of part of the indicators that will monitor the progress achieved in each of the goals up to 2030. We are able to report on the progress towards each goal as from 2020. During 2020, we also completed quantification of the goals yet to be determined within HEADING FOR 2030, essentially those referring to the environment. In addition, a specific microsite has been set up on the domain caringforyouandtheplanet.com as an information and monitoring tool for the Plan.

At the beginning of 2021 we began the process of reviewing our materiality to adapt the new expectations of our stakeholders to the post-COVID era. We are currently analysing the proposals submitted by different suppliers and expect to implement them in the second quarter of this year.

Impact of COVID-19 on our materiality during 2020

The coronavirus outbreak affected the priorities on which we based our Corporate Social Responsibility and Sustainability work during 2020.

Although we have made progress in the development of actions related with the GSP HEADING FOR 2030, since the beginning of lockdown most of our actions have focused largely on three broad areas: our employees, our customers/consumers and society.

As far as our team is concerned, we have endeavoured to protect their health and safety, investing heavily in risk prevention and taking steps to facilitate flexible working and home working for office staff.

Another of our major priorities as a food enterprise has been to meet the needs of customers, consumers and society at large, filling shelves in an effort to transmit security and calm, guaranteeing access to food and helping to mitigate the adverse effects of the pandemic through the global development of social initiatives.

Alliances with environmental and social entities and initiatives

The Ebro Group and its Foundation belong to or have established alliances with different organisations or multi-stakeholder platforms that encourage and channel companies' commitment to society and the environment. Through these alliances they can give greater scope to the actions developed within their CSR strategy. Some of the important organisations are:

	Signatory of the United Nations Global Compact www.pactomundial.org
	Member of the Redistribution Committee of the Spanish Commercial Coding Association (AECOC) project against food waste "Don't waste food, use it" http://www.alimentacionsindesperdicio.com/
	Member of the SERES Foundation http://www.fundacionseres.org/Paginas/Inicio.aspx
	Member of Forética http://www.foretica.org/
	Sustainable Agriculture Initiative (SAI) Platform http://www.saiplatform.org/
	Sustainable Rice Platform (SRP) http://www.sustainablerice.org/

	Sedex https://www.sedexglobal.com/es/
	Ecovadis https://www.ecovadis.com/es/
	Ceflex https://ceflex.eu/
	Waste Warrior Brands https://toogoodtogo.es/es

External assessments

Since 2015, Ebro Foods has been part of the FTSE4Good Index Series, an international sustainability index that includes companies that prove their commitment and leadership in environmental, social and corporate governance aspects. Our inclusion in this index verifies that we are a socially responsible investment vehicle.

Regulatory framework

In order to define the general guidelines of the Group and its associates, the Ebro Foods board approved in 2015 the following policies and principles of conduct:

1. Code of Conduct of the Ebro Group
2. Supplier Code of Conduct
3. Corporate Social Responsibility Policy
4. Social Policy
5. Risk Control and Management Policy
6. Corporate Governance Policy
7. Internal Code of Market Conduct
8. Policy for the Selection and Diversity of Directors

9. Senior Executive Remuneration Policy

10. Dividend Policy

11. Investment and Financing Policy

12. Treasury Stock Policy

13. Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors

In addition to the foregoing, in 2019 the Board of Directors of Ebro Foods approved the Group's Policy against Corruption and Bribery. And in 2020, with a view to stepping up our commitment to Sustainability and Good Governance, the Board of Directors approved a new *Policy on Sustainability, Environment and Corporate Social Responsibility* expanding on the previous policy, and a new *Policy on Communication of Financial, Non-Financial and Corporate Information*.

5. RISK MANAGEMENT

As one of the corporate policies approved by the board of directors, the Risk Control and Management Policy lays down the basic principles and general framework for control and management of our business risks, including tax risks, and internal control of financial reporting to which the Company and other Group companies are exposed.

Within this general framework, the integral, homogenous Risk Control and Management System is based on the preparation of a business risk map, where risks are identified and assessed and risk management capacity is graded to obtain a ranking of risks from greater to lesser impact for the Group and their probability of occurrence. The risk map also identifies the measures to mitigate or neutralise the risks identified. The risk universe is grouped into four main groups: compliance, operational, strategic and financial. The first three groups also include the principal non-financial risks related with the company's business:

Operational risks

1. Food safety. Given the nature of the business, aspects regarding food safety are a critical point to which the Group pays special attention, being bound by a large number of laws and standards in each of the countries in which our products are produced and sold.

   The Group's policy is based on the principles of compliance with the laws in force from time to time and guaranteeing food safety and quality.

   The food safety programmes are based on following protocols to identify and control certain critical points (Hazard Analysis and Critical Control Points – HACCP-), so that the residual risk is minimal.

   The main control points are grouped into:

   - Physical points: controls to detect foreign bodies or the presence of metals
   - Chemical points: detection of chemical elements or the presence of allergens
   - Biological points: presence of elements such as salmonella or any other kind of pathogens

   Most of our handling processes have obtained IFS (International Food Safety), SQF (Safe Quality Food) and/or BRC (British Retail Consortium) certificates, recognised by the Global Food Safety Initiative (GFSI) as food product certification standards, as well as local and special product certificates (Kosher, gluten-free or Halal foods).

   The Group has also defined, developed and implemented a quality, environment and food safety management system compliant with the requirements of the standards UNE-EN-ISO 9001 (Quality management), UNE-EN-ISO 14001 (Environmental management) and ISO 22000 (Food safety management).

2. Technological (trailing behind) risk. One of the most important tools for standing up to competition is differentiation and product alignment, which is based on constant technological innovation and the endeavour to adapt to consumer desires. The R&D and innovation strategy is a fundamental part of the Group's general strategy. The R&D and innovation departments, in close collaboration with the Commercial and Marketing departments, work on reducing this risk.

   This area also includes cyber security risks. The exponential growth of internet access exposes companies and users to different types of attack: identity theft, malware, attacks on websites, zero-day attacks, etc. Accordingly, the Group made an audit of its security and drew up an action plan that contemplated: (i) ongoing training of personnel on these threats, (ii) definition of an adequate network infrastructure (firewalls, Wi-Fi access, network electronics, browsing possibilities and design of connected industrial networks), (iii) correct definition of user points (antivirus, mobile device management systems, permissions, updates) and (iv) programme for data preservation and management (back-ups, use of the cloud, shared information).

Environmental and strategical risks

1. Environment and natural risks. Drought and flooding in the commodity-producing countries can cause problems of availability and price instability. These natural risks can also affect consumers in the affected regions or even the Group's assets in those locations.

   The best way of mitigating this type of risks is to diversify both the sourcing of raw materials and the countries in which our products are sold. The Group also makes sure it has flexible production capacity with plants in four continents, which minimises possible local problems. In addition, the Group has taken out insurance policies covering all its plants and sites, which would mitigate any disaster that could jeopardise their value.

2. Climate change. Global warming is a serious threat to the Group owing to our direct dependence and impact on natural resources such as land or water and their importance for the proper development of our business activities. Accordingly, we have set up a task force to study and classify the potential impacts that climate change may have on our organisation and assign to each one the appropriate mitigation and/or adaptation measures, based on a prior matrix of risks already identified*. Our sustainability plan HEADING FOR 2030 (caringforyouandtheplanet.com), started up in 2019, contemplates a number of actions and goals for these measures, such as: 1) making a more efficient consumption of water and energy; 2) reducing, recovering and re-using waste; 3) recycling packaging; 4) optimising logistics; and 5) using new sustainable agriculture models and technologies.

*Initial matrix of potential risks deriving from climate change

Types of risk	Risks	Impacts	Measures
Financial Operational Strategic	Extreme weather events: droughts, torrential rain, hurricanes…	1. Changes in the quality and quantity of harvests 2. Raw material price volatility 3. Production shutdown due to damage to own and/or external infrastructures 4. Rise in consumer prices	1. Geographical diversification for sourcing 2. Diversification of product portfolio 3. Anticipation of possible risks of weather perils when choosing workplace locations 4. Permanent innovation
Strategic Operational	Rising temperatures	1. Smaller consumption of seasonal products 2. Changes in consumer habits 3. Greater energy consumption 4. Changes in crop yields	1. Diversification of product portfolio 2. Innovation 3. Improvement of energy efficiency 4. Innovation in agricultural technology and seed varieties 5. Sustainable agriculture
Financial	Higher taxes and rates for energy, water or transport	Smaller profits, new investments to adapt to changing market circumstances	1. Improvement of energy efficiency 2. Optimisation and sustainability of logistics 3. Promotion of and incentive to improve sustainability in the company
Financial Compliance	Laws or Regulations imposing limits on emissions and fines for exceeding them	Financial, need for additional investments to adapt to the new laws/regulations	1. Anticipation of new legal requirements, analysing trends, participating in forums, etc. 2. Consistent internal regulation of the matter 3. Promotion of and incentive to improve

Types of risk	Risks	Impacts	Measures
			sustainability in the company
Reputational Strategic	Negative reputation for lack or breach of commitments regarding climate change	1. Brand image, reputation 2. Loss of business	1. Publication of the company's good environmental practices 2. Participation in sectoral forums and entities related with the environment
Reputational Financial	Withdrawal of investment funds/shareholders due to non-compliance with required ESG criteria	1. Image, reputation 2. Market instability	1. Consistent internal regulation of the matter 2. Publication of the company's good practices 3. Proactive communication attitude

3. Reputational risk. This risk is associated with possible changes of opinion, giving rise to a negative perception of the Group, its brands or products by customers, shareholders, suppliers, market analysts, etc., which could have an adverse effect on the Group's ability to maintain relations (commercial, financial, labour, etc.) with its environment.

   To deal with this risk, the Group has approved a Code of Conduct to guarantee ethical, responsible conduct by the organisation, its employees and all persons and institutions with which it interacts in the course of its business activities.

   In this context, we have included as a significant risk unfounded negative comments or opinions that can so easily be posted in the social networks, owing to the very limited possibilities of controlling them other than close monitoring and specific communication actions to reverse their impact.

   The Group's brands and employees are our most valuable intangible assets, so they are submitted to continuous assessment, considering different aspects, such as management, marketing, health and food safety, compliance and legal defence of intellectual property.

4. Changes in lifestyle. The proliferation of low carbohydrate diets and other food trends can have a bearing on consumers' perception of our products.

   These risks can be mitigated by assessing consumption patterns and adapting the offer of products to the alternatives on the market, while participating actively in social forums to encourage healthy habits that are compatible with our products.

Compliance risks

1. Sector regulation. The agro-industrial sector is subject to numerous regulations affecting export and import quotas, customs duties, intervention prices, etc., subject to the guidelines set down by the Common Agricultural Policy (CAP). The Group's activity may also be affected by changes in legislation in the countries where the Group sources raw material or sells its products.

   The Group deals with this risk by participating in or echoing the different legal and/or regulatory forums through a number of prestigious professionals who endeavour to secure adequacy and compliance.

   Within this group, the increasingly strict laws on the use of fungicides and pesticides on the basic crops for this industry, especially rice, are becoming more and more important and linked to other operational risks such as supply and food safety.

   To mitigate this risk, the Group has stepped up its quality controls and checks to detect this type of product, working on a selection of protection providers, who are going to be asked to incorporate sustainability criteria in their policies, and providing more education for growers to seek natural alternatives for these products.

2. General regulation. This includes compliance risks concerning civil, mercantile, criminal and governance laws and regulations. To help deal with criminal risks, the Group has a Crime Prevention Model, which is monitored and controlled by the Compliance Unit.

   One specific part concerns respect for and compliance with human rights and maintaining appropriate ethical standards, as contemplated in the Group's Sustainability Plan and Code of Conduct.

3. Tax laws. Any change in the tax laws or their interpretation or application by the competent authorities in the countries in which the Group operates could affect our earnings.

   To mitigate this risk, the Group, directed by those responsible for taxation, monitors the tax laws and possible interpretations thereof, requesting specific reports from specialists to support its stand, guided at all times by a principle of prudence in this matter.

In the process of classifying risks, a dynamic assessment is made of both inherent risk and the residual risk after applying the internal controls and protocols established to mitigate them. Those controls include preventive measures together with adequate segregation of duties, clear levels of authorisation and the definition of policies and procedures. These controls can in turn be grouped into manual and automatic, the latter being implemented by computer applications.

This model is both qualitative and quantitative and can be measured in the Group's earnings, so the risk level is considered acceptable or tolerable on a corporate level.

The Risk Control and Management System is dynamic, so the risks to be considered vary with the circumstances in which the Group operates.

The Risk Control and Management System, including tax risks and control of financial reporting, is based on the following structure:

- The Board of Directors, as the body ultimately responsible, determines the risk control and management policy, including tax risks and control of financial reporting.
- The Audit and Compliance Committee, through the Risks Committee, supervises and monitors the financial reporting and risk control systems, regularly informing the Board of any material aspects occurring in these areas. It is also responsible for supervising and overseeing internal control of the Group and the risk management systems, and for proposing to the Board the risk control and management policy and any measures for enhancing these areas.
- The Risks Committee, based on the policy established by the Board and supervised by and answering to the Audit Committee, is specifically responsible for coordinating and monitoring the risk control and management system, including the Group's financial reporting and tax risks. The analysis and assessment of risks associated with new investors also falls within the remit of the Risks Committee.
- The Management Committees of the different units, on which the Chairman of the Board and the Chief Operating Officer (COO) sit, assess the risks and determine the measures to be implemented.
- Risk officers in the different units. The Risks Committee appoints officers in the major subsidiaries to monitor the risk control and management system, including tax risks and financial information, and reporting to the Committee.
- Internal Audit Department. Within the internal audits made of the different subsidiaries, the company's Internal Audit Department checks that the financial reporting and risk management testing and control have been conducted adequately, complying with the indications of the Risks Committee.

NB: Further information on the description of risks and risk control and management system is available in section 4 of the Management Report and section E of the Annual Corporate Governance Report, both available on the corporate website.

6. HUMAN RIGHTS

Ensuring respect for Human Rights throughout our supply chain is one of the Group's priorities in Social Responsibility. We base our criteria in this respect on the Universal Declaration of Human Rights, the UN Guiding Principles on Business and Human Rights and the Fundamental Principles and Rights at Work of the International Labour Organization (ILO).

This commitment is set out in: (i) our Code of Conduct, which establishes the principles and values that must underlie the actions of all persons and companies in the Ebro Foods Group, and (ii) our Supplier Code of Conduct, which establishes the principles, standards and business practices to be met by our suppliers and service providers in their relations with the Group and its professionals.

The Group's commitment to Human Rights is set out in Section IV, point 9 of our Code of Conduct. Points 9.1, 9.3, 9.4, 9.5 and 9.6 lay down the guidelines for eliminating discrimination in employment and occupation, eliminating forced or compulsory labour, effectively abolishing child labour and exercising the rights of freedom of association, to join unions and collective bargaining, in accordance with the laws currently in place. The same commitments are set out in points 3.2, 3.3, 3.4 and 3.7 of the Supplier Code of Conduct. Both Codes can be consulted on the Ebro Foods corporate website (https://www.ebrofoods.es/en/csr/csr-in-ebro/codes-and-policy/).

Human Rights due diligence

To support our commitment to human rights, the Ebro Foods Group is exploring the implementation of a Due Diligence System to detect, prevent and mitigate existing and potential adverse effects of our operations and throughout our value chain. Working towards this, we have prepared a detailed Due Diligence Questionnaire, which will be taken as the basis for defining, identifying, assessing and measuring risks, thus generating opportunities for subsequent verification and control, adopting the necessary, proportionate measures to mitigate, reduce or remedy those risks, as the case may be.

The Questionnaire is at the discussion stage within the global sustainability working party set up within the Group in 2020, with a view to having the final document and implementing it in the second quarter of 2021.

Based on the conclusions drawn from the questionnaire, the parent company will promote ad hoc training in human rights within the different subsidiaries and stimulate awareness of the convenience of having a good Due Diligence System throughout the entire value chain.

Grievance and follow-up mechanisms

The main grievance mechanism is the reporting channel of the Code of Conduct (canaldedenuncias@ebrofoods.es), through which any persons bound by the Code may report any breach of the principles set out therein, under a guarantee of absolute confidentiality. Only the chair of the Audit and Compliance Commission of the Group parent has access to that e-mail account, which is protected with IT security systems to prevent any unauthorised access. The Committee Chair is responsible for prioritising, processing, investigating and solving grievances according to their importance and nature, assisted by the Compliance Unit.

In addition to the confidential reporting channel, the Human Resources Departments of the different companies in the Group can also process, investigate and solve any incidents that may arise within their respective companies.

No human rights grievances were reported in the Ebro Group in 2020. Four incidents were reported in the subsidiary Riviana Foods (USA) during the previous year.

External audits are conducted regularly in companies both within and outside the scope of consolidation of the Group as an additional tool for monitoring and control of human rights.

Audits made at Ebro Group workplaces

Company	Country	Workplace	Date	Type of audit	Auditors
Bertagni 1882	Italy	Avio	27/04/2020	WCA	Intertek Italy
		Arcugnano (Vicenza)	27/11/2020	SMETA	Intertek Italy
Boost Nutrition	Belgium	Plant A	23/09/2020	SMETA	SGS CBE Belgium
Gevovita Functional Ingredients	Italy	Bruno (AT)	14/02/2020	SMETA	SGS Italy
Herba Bangkok	Thailand	Nong Khae	29/10/2020	BSCI	SGS
Herba Ricemills	Spain	San Juan	17/12/2020	SMETA	Intertek Spain
			08/06/2020	WCA	Intertek Spain
		Algemesí	09/12/2020	SMETA	Intertek Spain
		Coria	09/11/2020	SMETA	Intertek Spain
Lassie	Netherlands	Wormer	30/09/2020	SMETA	SGS
Mundiriso	Italy	Vercelli	26/11/2020	SMETA	SGS
Pastificio Lucio Garofalo	Italy	Gragnano	15/05/2020	SA8000	DNV
			17/07/2020	SA8000	DNV

The audits made outside the Group perimeter are indicated in Chapter 10 of this Report "Supplier Management".

Training on human rights policies and procedures given during the year

Specific training on human rights was given in the following companies during the year:

	2020				2019			
Company	No. employees who received training	No. hours	Total employees	% of total employees	No. employees who received training	No. hours	Total employees	% of total employees
Boost Nutrition	10	10	103	9.71%	---	---	---	---
Ebro India	21	84	162	12.96%	151	302	151	100.00%
Herba Bangkok	75	225	220	34.09%	124	124	227	54.63%
Herba Cambodia	1	3	6	16.67%	6	3	6	100.00%
Herba Ingredients	27	27	96	28.13%	---	---	---	---
Lassie	---	---	---	---	71	71	71	100.00%
S&B Herba Foods	7	175	109	6.42%	4	4	106	3.77%
Transimpex	66	66	69	95.65%	64	64	64	100.00%

7. ANTI-CORRUPTION AND BRIBERY MEASURES

CORRUPTION AND BRIBERY

The Ebro Group has a global Code of Conduct, known to and binding on not only its workers and professionals, but also its customers, suppliers, shareholders and other stakeholders.

The Code of Conduct establishes the principal values that must underlie the Group's conduct, including those of transparency, honesty and strict compliance with the laws and regulations in place.

The Code of Conduct dedicates a specific section (29) to anti-corruption, bribery, illegal commissions, influence peddling and money laundering. It establishes the following general principles: (i) the obligation undertaken by the Group to eradicate any form of corruption and (ii) the absolute prohibition of any form of corruption or bribery. These principles are accompanied by specific rules of conduct designed to guarantee compliance with them.

All the Group's workers and professionals are informed of and accept the Code of Conduct as mandatory. They receive a copy of it when they join the Group (or after any amendment) and formally acknowledge receipt, knowledge thereof and their obligation to comply. This is backed up with a grievance channel through which any interested person may confidentially inform the parent company of any potential infringement of the Code.

The general regulation set out in the Code of Conduct is supplemented on a corporate level with the Policy against Corruption and Bribery approved by the parent's board of directors in April 2019. All the principles, values and rules for action established in the Code of Conduct for combating corruption and fraud are developed in the specific, verifiable terms of that Policy.

The global regulation of the Code of Conduct and the principles set out in the Policy against Corruption and Bribery are backed up locally in the different regions in which the Group operates.

- In the principal Spanish companies, the Ebro Group also has a crime prevention model that identifies the potential criminal risks deriving from its activities and the mitigation measures established to try to eliminate (or minimise as far as possible) the risk of committing criminal offences, which include corruption and bribery. The crime prevention model identifies the measures implemented to mitigate the risk of committing offences of corruption, bribery, influence peddling and money laundering. Its effectiveness and application are monitored and checked regularly by the Compliance Unit, within the reporting system of the current crime prevention model. During 2020 the Group revised and updated its criminal risk map and crime prevention model, with counselling from external specialists. In fact, the reporting for the second half of 2020 within the crime prevention model was based on the revised model. Along with the revision and updating and with counselling from the same external specialists, The Group started to design an employee training plan, which is expected to be implemented during 2021.

- In pursuance of local legislation (Legislative Decree of 8 June 2001) on companies' liability for certain types of offence (including corruption), the Italian companies in the Group have established organisation and management models that include measures to preclude the risk of committing those offences.

- The Group's North American subsidiaries have specific policies and measures to control and mitigate the risk of committing this type of offence. In particular, and in pursuance of the special requirements under local laws, the North American companies have the Anti-Corruption, Bribery and Compliance Policy, adapted to US (FCPA) and Canadian (CFPOA) laws on corruption. That policy establishes an Anti-Bribery Compliance Officer, who is responsible for ensuring compliance with the policy and making sure that all workers and executives are aware of and comply with it. Training and refresher courses are provided regularly for this purpose.

- The Group's Indian subsidiary has a Vigil Mechanism/Whistleblower Policy, adapted to the applicable local laws (section 177(9) of the Companies Act and Rule 7 of the Companies Rules), through which a communication channel is made available to all employees to report to the company any conduct that infringes the Code of Conduct (in addition to the Group's reporting channel). Through that channel, any possible indication of unlawful conduct (including, therefore, any that may be considered acts of corruption) must be reported to the Vigilance and Ethics Officer of the company for investigation and adoption of whatever measures may be necessary. All new hires in the Group's Indian subsidiary receive specific information within their inception training on combating corruption, including the general rules established in the Code of Conduct, the specific rules of the Vigil Mechanism and the hierarchical structure for reporting suspicious conduct. Also, within that policy, due diligence is conducted on potential overseas customers and they are required to certify that they do not participate and have not participated in any acts of corruption or bribery.

- In France, in pursuance of the local laws (SAPIN 2 Act of 10 December 2016), the Panzani Group implemented a Code of Conduct to combat and prevent corruption as of 1 January 2020. The aim of that Code of Conduct is to make employees aware of the prohibited conduct and the best practices for dealing with potentially hazardous situations within their professional activity. The Code was defined and implemented based on the corruption risk map drawn up by Panzani with specialist external counselling. The regulation contained in that Code is supplemented with the Guide for Use of the "Ethical Alert device" (*dispositif d'alerte Professionnelle "Alerte Ethique"*), an internal channel within Panzani through which any employee in that group can confidentially report any indication of infringement of the Code of Conduct, with guaranteed protection from reprisals.

In the same context, just as in 2019, the companies Riviana Foods, Catelli Foods Corporation, Ebro India, Lassie (Netherlands) and Herba Bangkok (Thailand) provided anti-corruption training for their employees in 2020. That ongoing training is included in regular training plans, thus ensuring that employee knowledge on the matter is constantly updated. Other subsidiaries that have also provided training during the year are Herba Cambodia, Herba Ingredients and Panzani.

	2020			2019		
Company	No. Employees	Employees receiving anti-corruption training	% employees receiving training	No. Employees	Employees receiving anti-corruption training	% employees receiving training
Catelli	377	377	100.00%	369	369	100.00%
Ebro India	162	20	12.35%	151	151	100.00%
Herba Bangkok	220	217	98.64%	227	124	54.63%
Herba Cambodia	6	6	100.00%	---	---	---
Herba Ingredients	96	13	13.54%	---	---	---
Lassie	82	14	17.07%	71	71	100.00%
Panzani	775	9	1.16%	---	---	---
Riviana Arroz	1,225	1,225	100.00%	1,214	1,214	100.00%
S&B Herba Foods	---	---	---	106	106	100.00%
	2,943	**1,881**	**63.91%**	**2,138**	**2,035**	**95.18%**

No cases of corruption have been reported in any companies of the Ebro Group. Nor have any of the Group's business partners reported any cases of this nature.

MONEY LAUNDERING

The Ebro Group has established: (i) payment and collection processes and (ii) a structure of attorneys for bank transactions, through whom it guarantees adequate control and monitoring of money movements in all its transactions.

The Ebro Group uses bank transfers and nominative payment instruments for payments and collections as they guarantee full traceability of any money movement. It also has strict rules for cash management, which allow the different companies to hold only negligible amounts of cash and regulate in detail any drawings against the cash balances, requiring in all cases justification of cash requests and proof of use of those funds.

The reimbursement of expenses incurred by employees in the course of their work is also strictly controlled, requiring proof of the expense and the reason and justification for it prior to any reimbursement. Drawings made using a company bank card (by employees who have a card, by virtue of their category) are subject to the same requirements of proof and justification of use, such that if any use of the card is not justified and proved, the corresponding sums are withheld from payments to be made by the relevant company to the employee.

According to the Group's power of attorney structure, in order to draw funds from bank accounts, a prior decision by must be adopted by the competent corporate body and, as a rule, joint signatures are required, except for negligible amounts compared to the volume of transactions of the company in question.

8. VALUE CREATION MODEL

The Ebro Group makes a significant contribution to the social and economic development of the communities in which it operates. Its business activities generate wealth through the creation of jobs, payment of salaries, tax contribution, purchase of goods and services from suppliers, distribution of dividends, implementation of welfare programmes, development of environmental initiatives, commitment to the value chain and investment in R&D and innovation.

SOCIAL CASH FLOW

	2020	2019
Economic value generated		
Net turnover	2,897,589	2,510,381
Other income	32,811	12,302
Interest income	41,977	24,692
Share of profits of associates	5.448	5,243
	2,977,825	**2,552,618**
Economic value distributed		
Consumption & other external expenses	(1,626,299)	(1,370,397)
Employee benefits	(386,861)	(347,208)
Other operating expenses	(556,669)	(511,177)
Interest expense	(60,249)	(39,711)
Corporate income tax	(53,853)	(59,383)
Net income from discontinued operations	65.809	31,989
Contribution to not-for-profit entities	(5,746)	(2,734)
Dividends(*)	(397,375)	(98,588)
	(3,021,243)	**(2,397,209)**
Economic value retained	**(43,418)**	155,409

(*) Dividends paid in the corresponding year

TAX INFORMATION

With a view to guaranteeing responsible compliance with the tax laws in place in the jurisdictions in which it operates, the Ebro Group has developed several procedures to secure transparent, honest tax management and payment of taxes.

The Ebro Group does not use opaque structures consisting of interposing base companies in low-tax or non-tax countries and/or territories not cooperating with the tax authorities. Nor does it engage in any business in any of the jurisdictions listed as tax havens in Supplementary Provision 1 of the Spanish Tax Fraud Prevention Measures Act 36/2006, as amended by Final Provision 2 of Act 26/2014 of 27 November.

In 2020, the Ebro Group directly paid EUR 81.6 million to the tax authorities in the different countries in which it operates. This was more than the tax paid in the previous year, mainly due to the increase in taxable income throughout the Group as a result of the significant increase in sales and the incorporation of Tilda.

Breakdown of tax payments

EUR thousand

Income tax paid

2020	2019
71,463	53,506

Taxes paid by country

	2020		2019	
	Net IT	**Other Taxes**	**Net IT**	**Other Taxes**
Spain	2,716	438	2,734	445
Rest Europe	32,517	6,352	21,431	6,003
America	35,172	3,428	28,550	3,939
Asia	419	0	219	0
Africa	639	0	572	0
Total	**71,463**	**10,218**	**53,506**	**10,387**

Most significant countries

	IT	**Other Taxes**	**IT**	**Other Taxes**
Spain	2,716	438	2,734	445
France	17,041	6,202	12,629	5,853
Italy	6,172	150	4,164	150
USA	31,812	2,946	26,502	3,371
UK	5,650	0	2,651	0

Pre-tax profit, by countries

EUR thousand

	2020 Pre-tax profit*	2019 Pre-tax profit*
Spain	13,221	(801)
Rest Europe	144,703	91,333
America	133,011	106,682
Asia	6,281	2,133
Africa	1,244	(869)
Total	**298,460**	**198,478**

Most significant countries

	2020 Pre-tax profit*	2019 Pre-tax profit*
Spain	13,221	(801)
France	50,071	46,943
Italy	43,826	20,321
USA Unidos	156,416	103,891

* Pre-tax profit in continuing operations

Public grants received

EUR thousand	2020	2019
Capital grants received	5,059	6,375
Operating grants received	456	427

COMMITMENT TO THE DEVELOPMENT OF LOCAL COMMUNITIES

One of the main pillars of social responsibility action within the Ebro Group is ensuring the well-being and socio-economic development of the local communities directly related with our business activities.

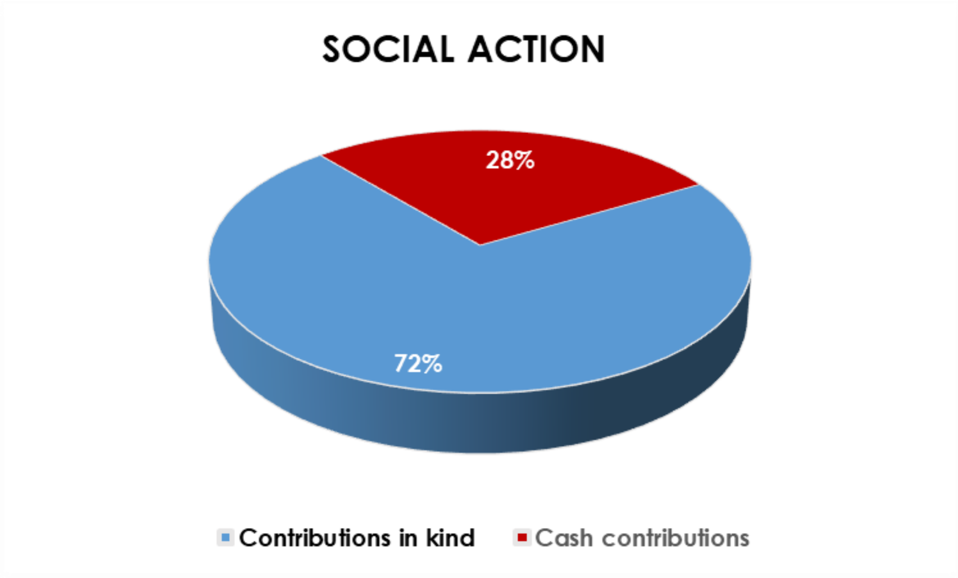
During 2020 that commitment was taken further, and the Group has made an extra effort to promote different initiatives to help combat the effects of COVID-19.

In Spain, on 30 March, the company announced extraordinary funding of one million euros to buy critical medical equipment for different hospitals in the region of Madrid and develop solidarity actions together with other entities and welfare organisations, for example participating in the food trucks of the Ifema provisional hospital in Madrid and donating food to welfare organisations, resident associations, soup kitchens, etc. The Group's principal companies have also participated in work of this nature in their respective countries.

Apart from the extraordinary COVID-related social action, the Ebro Foundation and the Group have, as in previous years, participated in projects created by different not-for-profit organisations and promoted and developed motu proprio several initiatives of social and environmental interest.

Within this context, the global amount spent on social action during 2020 was EUR 5.7 million.

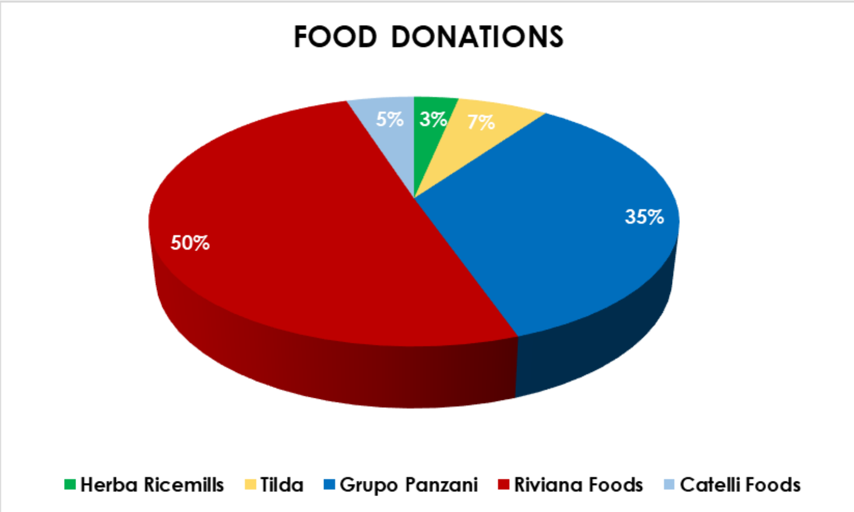
Social Action	Amount (EUR)
Food donations	4,143,363
COVID-related activities in Spain	1,005,714
Other welfare activities	596,543
Total	**5,745,620**



Details of Food Donations

Owing to the pandemic, donations by Group companies in Spain, France, UK, USA and Canada doubled in 2020 in respect of the previous year, totalling EUR 4.1 million, i.e. more than 2 million kg of food was donated.

Companies	Amount (EUR)
Herba Ricemills	134,918
Tilda	274,203
Grupo Panzani	1,441,266
Riviana Foods	2,088,112
Catelli Foods	204,864
Total	**4,143,363**

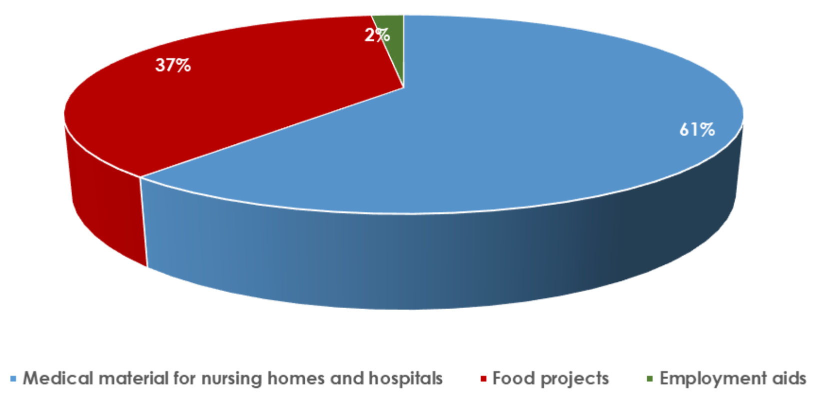


Details of COVID-related actions in Spain

The total amount spent on developing actions to combat the effects of the coronavirus in Spain was EUR 1,005,713, distributed as follows:

	Number
Beneficiaries	204,500
Projects	177
Entities	109

DETAILS OF ACTIONS



Other Welfare Programmes

Apart from the actions developed in connection with the pandemic and in their determination to contribute to sustainable development of the communities in which we operate, the Ebro Group and the Foundation have continued working to set up social initiatives in the following areas:

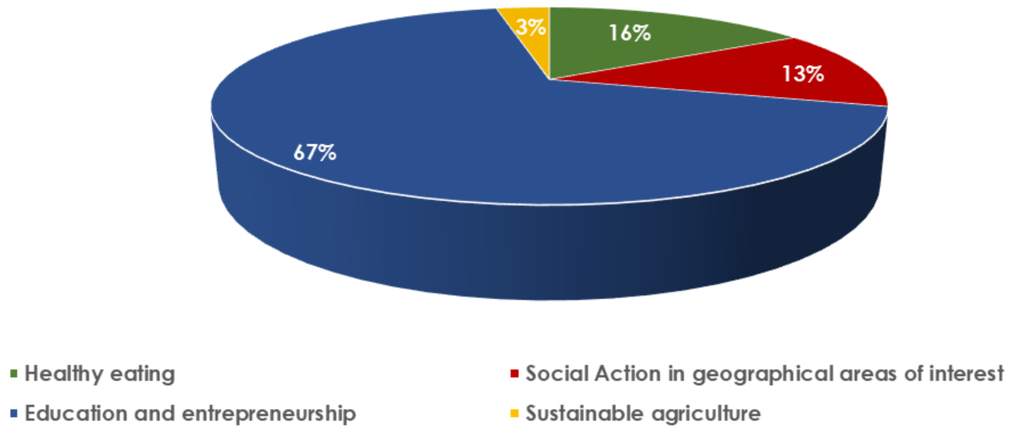
- Food and nutrition
- Education and employment
- Sustainable agriculture
- Social welfare in regions of interest

A very large proportion of these actions are carried out by the Ebro Foundation.

Principal activities in 2020

Investment (EUR)	596,543
No. Beneficiaries	6,901
No. Projects	40
No. Entities	25
No. Countries	3

DETAILS OF ACTIONS



1. Welfare programmes in food, nutrition and health

Participation in programmes that combine food and health, food and social development, and food and environmental sustainability.

The global investment made in this area in 2020 was EUR 97,246.

2. Education, entrepreneurship and employment

In this working area, which traditionally comprises support for education through scholarships, research projects, educational programmes, entrepreneurship and job promotion initiatives, this year the Group and the Foundation have focused especially on a significant problem that has come to light during the pandemic, namely the digital gap. Accordingly, actions have been developed in Madrid and Andalucía consisting of the donation of 1,000 laptops in each of these regions.

The total investment in this area of action was EUR 401,515.

3. Sustainable agriculture

The Foundation also supported in 2020 the sustainable agriculture strategy put into practice by the Ebro Group. In this regard, it has continued promoting EKTA, a programme developed with a view to implementing crop standards that are sustainable from a social and environmental standpoint in India. In 2020, the Foundation invested EUR 19,608 in this area, since most of the items were implemented directly by Group companies.

NB: Information on all our sustainable agriculture projects is set out in the chapter "Commitment to the Environment" in this Report.

4. Welfare action in regions of interest

Contributing towards the socio-economic development of the communities in which the Group operates is another important goal within Ebro's commitment to society. Therefore, the Foundation endeavours especially to support projects that are designed to improve the quality of life and equal opportunities of groups at risk of social exclusion who live near its plants.

This welfare action is implemented mainly through the financing of projects organised by local entities, which have a first-hand knowledge of the needs of each area and use all their resources to start up those initiatives.

During 2020, the Foundation allocated EUR 78,173 to supporting different entities in Seville, Madrid, Valencia, India and Morocco.

To conclude this chapter, we should mention that the Ebro Group has not received any complaints or claims regarding possible negative impacts in the local communities in which we operate.

9. OUR PROFESSIONALS

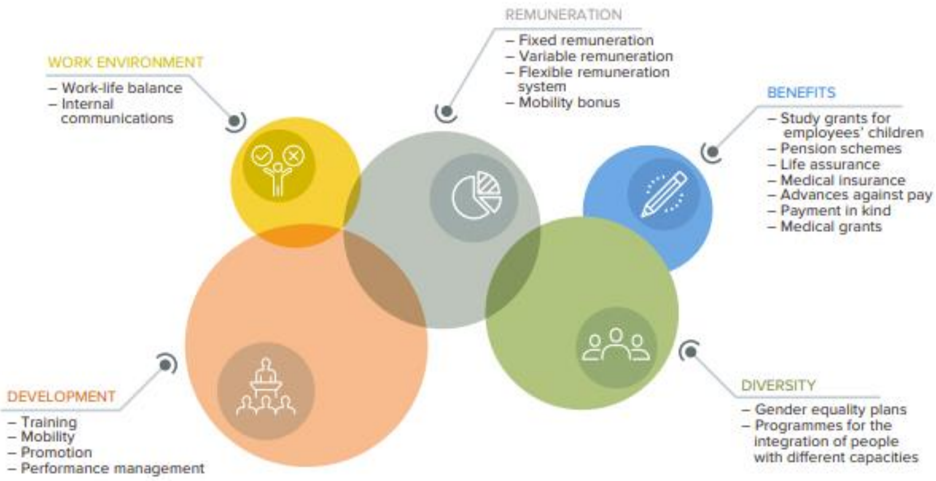
One of the main sources of value generation in the Ebro Group lies in its **7,834 professionals, 6,462 direct employees of the company and 1,372 contracted** through different external agencies. A very close-knit team of professionals with enormous talent potential aligned with the organisation's strategy. Through the human resources departments of the different subsidiaries, the Ebro Group endeavours to motivate these professionals by offering a high quality job while at the same time strengthening their skills, powers and personal and professional leadership.

The Ebro Group's personnel management policy is designed to secure a high level of knowledge and contact with the workforce through a decentralised structure formed by the human resources managers in all the major companies of the Group and the implementation of bespoke policies in each one (in addition to the provisions of labour laws), taking account of the specific features of the countries in which they operate. These policies include not only general guidelines regulating company/employee relationships, but also specific guidelines on Occupational Health & Safety, Training & Education, Diversity and Equal Opportunities and Equal Pay for Men and Women. Companies with a small personnel structure (essentially commercial companies with fewer than 10 employees) are governed exclusively by the labour laws in place in the countries in which they operate.

Above all of them and without prejudice to the provisions of the specific policies mentioned above, the Ebro Group has a Code of Conduct, which not only secures ethical, responsible conduct by the professionals in all the Group companies in the performance of their duties, but also serves as a reference to define the minimum objectives of the employment policy and guarantees, namely:

1. Occupational health and safety
2. Training and career development of all employees
3. Non-discrimination, diversity and equal opportunities in access to employment (including gender equality, the integration of people with different abilities and promotion of a multi-cultural workforce)
4. Right to form and join unions
5. Compliance with collective rights

In view of the contents of the different programmes launched by the most important business units in the Ebro Group, the management of Human Resources of the Ebro Group can be grouped into five pillars, indicating the different working areas within each one, for each company of the Ebro Group.



Our main priority throughout 2020 was to protect the health of our employees, for which we took the following actions:

1. We reinforced all our health and safety protocols, installed protective elements in our workplaces, reorganised shifts in factories to respect the social distancing measures, carried out virus detection testing and health monitoring, bought PPE, face masks and other medical materials, etc.
2. We prioritised home working: 66% of our office staff were provided with the necessary IT equipment and worked from home during the pandemic. They are gradually returning to the office, with all the necessary safety guarantees and different measures to help employees balance their work and home life, such as flexible or shorter working hours.

Explanatory note regarding this report

During 2020 we established common classification criteria for the categories in all the Group subsidiaries, recalculating the 2019 indicators according to the new categories, so some differences may be observed in respect of the information reported last year.

A. EMPLOYMENT

The employee numbers indicated in the following tables refer to the average workforce of the Ebro Group during 2020.

Total number and distribution of employees by gender

Gender	2020 Total	2020 % of total Group headcount	2019 Total	2019 % of total Group headcount
Men	4,541	70.27%	4,315	70.54%
Women	1,921	29.73%	1,802	29.46%
Total Employees	**6,462**		**6,117**	

NB: The gap between men and women is largely due to the nature of the Group, which is predominantly factory-based, as factory work has traditionally been done by men. Almost 70% of the personnel employed within the Ebro Group overall are men, 80% of whom are factory employees.

Breakdown of employees by age group

Age Group	2020 Total	2020 % of total Group headcount	2019 Total	2019 % of total Group headcount
<=30	981	15.18%	1,015	16.59%
30 - 50	3,283	50.80%	3,112	50.87%
>= 50	2,198	34.01%	1,990	32.53%
Total employees	**6,462**		**6,117**	

Breakdown of employees by country

Country	2020 Total employees	2020 % of total employees country	2019 Total employees	2019 % of total employees country
Argentina	125	1.93%	93	1.52%
Belgium	103	1.59%	97	1.59%
Cambodia	6	0.09%	6	0.10%
Canada	377	5.83%	369	6.03%
Denmark	48	0.74%	50	0.82%
France	1,588	24.57%	1,575	25.75%
Germany	159	2.46%	166	2.71%
Hungary	5	0.08%	5	0.08%
India	162	2.51%	151	2.47%
Italy	676	10.46%	649	10.61%
Morocco	219	3.39%	258	4.22%
Netherlands	178	2.75%	136	2.22%

Country	2020 Total employees	2020 % of total employees country	2019 Total employees	2019 % of total employees country
Portugal	70	1.08%	67	1.10%
Romania	11	0.17%	11	0.18%
Spain	898	13.90%	920	15.04%
Thailand	220	3.40%	227	3.71%
UK	392	6.07%	123	2.01%
USA	1,225	18.96%	1,214	19.85%
Total employees	**6.462**		**6.117**	

Breakdown of employees by professional category

Professional category	2020 Total employees	2020 % of total employees	2019 Total employees	2019 % of total employees
Executives	447	6.92%	426	6.96%
Technical staff & middle management	1,259	19.48%	1,150	18.80%
Administrative & auxiliary staff	848	13.12%	831	13.59%
Factory employees	3,721	57.58%	3,652	59.70%
Others	187	2.89%	58	0.95%
Total employees	**6,462**		**6,117**	

Total number of employment contracts and breakdown by type

This table shows the total number of contracts at 31 December 2020:

Type of contract	2020	2019
Permanent	4,409	4,018
Temporary	509	429
At Will	1,496	1,567
Total number of contracts	**6,414**	**6,014**

Annual average contracts by gender

	2020			2019		
	Men	Women	Total	Men	Women	Total
Average permanent contracts	4,191	1,727	**5,918**	3,931	1,591	**5,523**
Average temporary contracts	364	173	**537**	371	199	**570**
Average part-time contracts	78	117	**194**	60	103	**163**

NB:

(i) The At Will contracts are included in permanent contracts.
(ii) The average number of part-time contracts is also included in the average number of permanent and temporary contracts.

Annual average contracts by age group

	2020			2019		
	<= 30	30 - 50	>= 50	<= 30	30 - 50	>= 50
Average permanent contracts	781	3,035	2,102	703	2,838	1,981
Average temporary contracts	195	261	81	252	258	60
Average part-time contracts	23	60	111	22	59	82

NB:

(i) The At Will contracts are included in permanent contracts.
(ii) The average number of part-time contracts is also included in the average number of permanent and temporary contracts.

Annual average contracts by professional category

Professional category	2020	2019
Executives	446	414
Technical staff & middle management	1,206	1,116
Administrative & auxiliary staff	772	708
Factory employees	3,397	3,228
Others	97	57
Average permanent contracts	**5,918**	**5,523**

NB:

(i) The At Will contracts are included in permanent contracts.
(ii) The average number of part-time contracts is also included in the average number of permanent and temporary contracts.

Professional category	2020	2019
Executives	5	9
Technical staff & middle management	44	48
Administrative & auxiliary staff	89	89
Factory employees	296	419
Others	103	5
Average temporary contracts	**537**	**570**

NB: This average includes both full-time and part-time temporary contracts.

Professional category	2020	2019
Executives	13	11
Technical staff & middle management	34	30
Administrative & auxiliary staff	59	50
Factory employees	70	59
Others	19	12
Average part-time contracts	**195**	**163**

NB: This average includes both permanent and temporary part-time contracts.

Number of dismissals by gender, age and professional category

	2020							2019						
	Men			Women			TOTAL	Men			Women			TOTAL
Professional category	<= 30	30 - 50	>= 50	<= 30	30 - 50	>= 50		<= 30	30 - 50	>= 50	<= 30	30 - 50	>= 50	
Executives	0	4	4	1	4	5	**18**	0	1	1	0	0	0	**2**
Technical staff & middle management	2	10	24	2	13	4	**55**	0	9	7	1	3	0	**20**
Administrative & auxiliary staff	1	6	2	6	3	2	**20**	4	12	2	1	3	6	**28**
Factory employees	63	89	47	19	24	9	**251**	35	40	14	9	18	5	**121**
Others	0	1	0	0	0	0	**1**	0	0	0	0	1	0	**1**
Total employees dismissed	**66**	**110**	**77**	**28**	**44**	**20**	**345**	**39**	**62**	**24**	**11**	**25**	**11**	**172**

B. ORGANISATION OF WORK

Organisation of working time

The organisation of working time varies in the different countries in which the Group's subsidiaries operate. Working hours may thus vary between 35 and 48 hours a week, distributed over 5 or 6 days a week. The total weeks worked a year ranges between 47 (offices) and 52 (some production plants).

Absenteeism

Group companies recorded a total of 452,655 hours of absenteeism in 2020, compared to 442,208 hours in 2019, a 2.36% increase year on year. This increase was mainly due to COVID-19.

These hours of absenteeism correspond to the Group's own employees and include grounds such as injury, occupational disease, sick leave and doctor's appointments, etc. However, they exclude authorised absence such as for parental, holiday or study leave.

Welfare benefits for employees

The following table shows, by company, the benefits provided for employees:

Company	Welfare benefits	Type of employee
Agromeruan	Parental leave	All employees
	Disability/invalidity cover	All employees
	Medical insurance	Full-time employees
Arrozeiras Mundiarroz	Parental leave	All employees
	Disability/invalidity cover	All employees
	Medical insurance	Full-time employees
Bertagni 1882	Parental leave	All employees
	Disability/invalidity cover	All employees
	Pension fund	All employees
	Payment in kind	All employees
	Life insurance	All employees
	Medical insurance	All employees
Boost Nutrition	Parental leave	All employees
	Disability/invalidity cover	All employees
	Pension fund	All employees
	Life insurance	All employees
	Medical insurance	All employees
Catelli	Shares	Full-time employees
	Parental leave	Full-time employees
	Disability/invalidity cover	Full-time employees
	Pension fund	Full-time employees
	Life insurance	Full-time employees
	Medical insurance	Full-time employees

Company	Welfare benefits	Type of employee
Ebro Foods	Parental leave	All employees
	Disability/invalidity cover	All employees
	Life insurance	All employees
	Medical insurance	All employees
	Reimbursement children's education and medical expenses	All employees
Ebro India	Parental leave	All employees
	Pension fund	All employees
	Life insurance	All employees
	Medical insurance	All employees
Garofalo	Parental leave	All employees
	Disability/invalidity cover	All employees
	Pension fund	All employees
	Life insurance	All employees
	Medical insurance	All employees
Geovita	Food Healthcare Fund	All employees
Herba Bangkok	Parental leave	All employees
	Disability/invalidity cover	Full-time employees
	Dental	Full-time employees
	Pension fund	Full-time employees
	Life insurance	Full-time employees
	Medical insurance	Full-time employees
Herba Ingredients	Parental leave	All employees
	Disability/invalidity cover	All employees
	Pension fund	All employees
	Life insurance	All employees
	Medical insurance	All employees
Herba Ricemills	Shares	All employees
	Parental leave	All employees
	Disability/invalidity cover	All employees
	Life insurance	All employees
	Medical insurance	All employees
Herba Ricemills Romania	Parental leave	Full-time employees
	Disability/invalidity cover	Full-time employees
	Life insurance	Full-time employees
	Medical insurance	Full-time employees
Lassie	Parental leave	All employees
	Disability/invalidity cover	All employees
	Pension fund	All employees
Lustucru	Parental leave	All employees
	Disability/invalidity cover	All employees
	Pension fund	All employees
	Life insurance	All employees
	Medical insurance	All employees

Company	Welfare benefits	Type of employee
Mundi Riso	Parental leave	All employees
	Disability/invalidity cover	All employees
	Pension fund	All employees
	Life insurance	All employees
	Medical insurance	All employees
Mundi Riz	Parental leave	All employees
	Disability/invalidity cover	All employees
	Medical insurance	Full-time employees
Panzani	Parental leave	All employees
	Disability/invalidity cover	All employees
	Pension fund	All employees
	Life insurance	All employees
	Medical insurance	All employees
Riviana Arroz	Parental leave	Full-time employees
	Disability/invalidity cover	Full-time employees
	Pension fund	All employees
	Life insurance	Full-time employees
	Medical insurance	Full-time employees
Roland Monterrat	Parental leave	All employees
	Disability/invalidity cover	All employees
	Pension fund	All employees
	Life insurance	All employees
	Medical insurance	All employees
S&B Herba Foods	Parental leave	All employees
	Disability/invalidity cover	All employees
	Pension fund	All employees
	Life insurance	All employees
	Medical insurance	All employees
Tilda	Parental leave	All employees
	Life insurance	All employees
	Medical insurance	Full-time employees
	Restaurant vouchers	All employees
	Medical grants	All employees
Transimpex	Parental leave	All employees
	Medical insurance	All employees

NB: "All employees" includes both full-time and part-time employees.

Work-life balance

The Group continues to seek ways of improving its employees' work-life balance, developing measures that give them greater flexibility to cope with their personal circumstances, such as parental leave or compassionate leave (to look after sick relatives, childcare, etc.).

One of the measures contemplated in the Sustainability Plan HEADING FOR 2030 in this regard is the progressive introduction of homeworking in the jobs in which this is possible. Although this option is already available for specific days in most of our companies, to enable employees to cope with certain needs, in some companies the first steps were taken in 2019 to implement this alternative as a regulated procedure.

During 2020, as mentioned at the beginning of this chapter, home-working was one of our priorities to guarantee the safety of our office staff.

Employees home-working during the COVID-19 pandemic

Professional category	Men	Women	Total employees homeworking	Total employees per category	% of total category
Executives	202	145	347	447	77.63%
Technical staff & middle management	360	381	741	1.259	58.86%
Administrative & auxiliary staff	247	350	597	848	70.40%
Factory employees	17	1	18	3.721	0.48%
Others	3	4	7	187	3.74%
TOTAL	**829**	**881**	**1,710**	**6.462**	**26.46%**

% of employees working from home
66%

Apart from the extraordinary nature of this year, further progress has been made towards the implementation of regulated home office work.

Employees home-working according to a regulated procedure

	2020			2019		
Professional category	**Men**	**Women**	**Total**	**Men**	**Women**	**Total**
Executives	60	67	**127**	24	35	**59**
Technical staff & middle management	104	156	**260**	30	49	**79**
Administrative & auxiliary staff	24	57	**81**	2	6	**8**
Factory employees	1	0	**1**	0	0	**0**
Others	2	0	**2**	0	0	**0**
Total employees working from home	**191**	**280**	**471**	**56**	**90**	**146**

Parental leave

	2020			2019		
	Men	Women	Total	Men	Women	Total
Employees who took leave / employees entitled to leave (%)	97.92%	100.00%	**98.96%**	92.19%	100.00%	**96.35%**

Only two Group companies -Panzani and Lustucru- have implemented disconnection policies within their Quality of Working Life Action Plan.

C. HEALTH AND SAFETY

All the Group companies and their respective plants have occupational hazard prevention and management systems in place. This system is implemented using both internal resources and external firms. In addition, 87% of the workforce is represented on the Health and Safety Committees in the different companies, compared to 91% in 2019.

Health and safety aspects covered in formal agreements with unions

The health and safety aspects covered by formal agreements with unions are:

- Global agreements: in accordance with ILO principles, organisational structures for problem-solving, commitments regarding target performance or the level of practice to apply.
- Local agreements: personal protection equipment, mixed health and safety committees, participation of workers' representatives in health and safety audits, inspections and investigations, training and education and right to refuse unsafe work.

In addition to the investments made regularly in our companies for the purchase of personal protection equipment, machinery protection, regular inspections of safety equipment, first aid training and materials and medical examinations, additional efforts have been made to develop protective measures against COVID-19.

Workplace safety

All our employees are covered by occupational hazard prevention measures, provided with both internal resources and through external firms.

The following figures correspond to employees on the Group's payroll:

	2020		2019	
	Men	Women	Men	Women
No. lost-day injuries	155	33	162	36
Frequency rate	20.54	10.91	22.88	13.43
Severity rate	0.63	0.43	0.66	0.52
No. employees with occupational disease	4	12	11	6

NB:

(i) The rates were calculated using the following formulas:

- *Frequency rate = (total no. lost time injuries/total no. hours worked) x1000000*
- *Severity rate = (no. lost days due to injury/total no. hours worked) x1000*

(ii) Occupational disease is work-related ill health.

There are no jobs within the Group with a high risk of occupational disease.

There were no work-related fatalities within the Group in 2020.

D. LABOUR RELATIONS

Employees covered by collective bargaining agreements

66% of the employees of the Ebro Group are covered by the collective bargaining agreements of their respective business areas or another kind of collective agreement.

The remainder are top executives of the Ebro Group, the professionals of the North American companies (since these agreements have not been used there for over 20 years), those of Herba Bangkok, Herba Cambodia, Mundiriz, Agromeruan and Ebro India, where they are not used either, and those of Herba Ricemills Romania and Riceland Magyarorzag, since they have fewer employees than the number required by law for these collective agreements. In those cases, all the professionals are protected by the national labour laws in place in their respective countries, their respective personnel policies and the guidelines of the Ebro Group's Code of Conduct. External ethical audits are conducted regularly in all of them.

Country	% of employees covered by collective agreement or other arrangements
Argentina	92.00%
Belgium	100.00%
Cambodia	0.00%
Canada	62.33%
Denmark	100%
France	100.00%
Germany	0.00%
Hungary	0.00%
India	0.00%
Italy	100.00%
Morocco	0.00%
Netherlands	42.70%
Portugal	100.00%
Romania	0.00%
Spain	100.00%
Thailand	0.00%
UK	6.12%
USA	36.82%

E. TRAINING

The Ebro Group encourages its employees to improve their skills and abilities, offering training to give them the technical qualifications they need to perform their duties while fostering the enhancement of attitudes and skills for their professional and personal development. This commitment is set out in section IV, point 11 of the company's Code of Conduct.

During 2020, despite the pandemic and consequent home office time, 148,654 hours of training were given, 2.45% more than in the previous year. 64% of our employees participated in the training schemes put in place in the different companies.

Total hours training of our employees by professional category

	2020		2019	
	Men	Women	Men	Women
Executives	2,465	1,566	3,686	2,081
Technical staff & middle management	10,213	4,604	11,587	5,545
Administrative & auxiliary staff	3,413	4,290	6,833	6,776
Factory employees	95,238	26,488	84,139	24,103
Others	165	211	261	85
Total hours training	**111,495**	**37,159**	**106,505**	**38,590**

F. EQUALITY

The Ebro Foods Code of Conduct specifies in section IV, point 9.5 that the Group promotes and upholds the principle of equal treatment and equal opportunities for all its professionals, regardless of their race, colour, nationality, ethnic origin, religion, sex, political or sexual inclination, civil status, age, disability or family responsibilities, as a principle behind all human resources policies and applicable in the recruitment of professionals, training, career opportunities, pay levels and all other aspects of relationships with professionals.

In addition and even though some of the companies in the Group have their own equality plans or guidelines, work began in 2019 on drafting the Corporate Equality Plan, which we expect to be completed by 2021.

Diversity in governing bodies and workforce

	2020		2019	
Diversity in Board of Directors	Total	Men / Total (%)	Total	Men / Total (%)
Men	9	64.29%	8	61.54%
Women	5	35.71%	5	38.46%

	2020		2019	
Diversity Employees	Total	% of Total employees Group	Total	% of Total employees Group
Men	4,541	70.27%	4,315	70.54%
Women	1,921	29.73%	1,802	29.46%
Total Employees	**6,462**		**6,117**	

Employees with different abilities

2020		2019	
Men	Women	Men	Women
88	37	81	33

During 2020, the Ebro Group promoted several actions in Spain related with the socio-occupational integration of persons with different abilities, through the contracting of certain services with special employment centres (CEE).

Centre	Services	Amount
C.E.E. CADEMADRID	Printing	2,057
C.E.E. INSERCIÓN PERSONAL DISCAPACITADOS " IPD"	Cleaning head office in Madrid	82,328
	TOTAL	**84,385**

With regard to the universal accessibility and integration of persons with different abilities in physical environments, some Group companies have already made the necessary adaptations to eliminate architectural barriers.

Remunerations

The basic salary is identical for men and women in all the companies of the Ebro Group.

- Average remuneration by professional category

	2020		2019	
Professional category	Men	Women	Men	Women
Executives	99,467	75,073	95,659	77,622
Technical staff & middle management	49,685	44,933	50,908	42,392
Administrative & auxiliary staff	39,946	35,481	45,105	33,678
Factory employees	28,735	26,384	27,323	23,341
Others	22,770	16,008	32,656	24,711

NB:

(i) The calculation of this average remuneration is based on the average annual gross salaries of the employees (men and women) in each category.

The gross salary includes the sum of the basic salary plus bonuses, such as seniority, cash bonuses and bonuses in kind (e.g. shares), overtime and any other work-related benefit, such as transport, housing benefits, child benefits, etc.

Average remuneration by age group

2020			2019		
<= 30	30 - 50	>= 50	<= 30	30 - 50	>= 50
30,413	45,956	55,175	32,870	45,673	57,476

NB:

(i) The calculation of this average remuneration is based on the average annual gross salaries of the employees (men and women) in each age group.

Average remuneration by gender and pay gap

2020			2019		
Men	Women	Pay gap	Men	Women	Pay gap
48,121	39,576	0.18	50,330	40,349	0.20

NB:

(i) The calculation of this average remuneration is based on the average annual gross salaries of the employees, which include the basic salary plus bonuses, such as seniority, cash bonuses and any other welfare benefit.

(ii) The pay gap was calculated using the following formula: (average remuneration men - average remuneration women)/ average remuneration men.

Average remuneration of directors, by gender

	2020		2019	
	Men	Women	Men	Women
Average remuneration directors *(EUR thousand)*	251	183	270	179

** NB: The 2020 remuneration of directors for their duties as such was taken, excluding the remuneration received by the Executive Chairman for his executive duties. The Chairman is the only executive director who performs executive duties and receives remuneration for them. The directors' remuneration for their duties as such is stated individually for each one in the Annual Report on Directors' Remuneration 2020, published on the website of the CNMV (www.cnmv.es) and the corporate website (www.ebrofoods.es). The remuneration of directors for their duties as such is established with no consideration for the gender of the person holding office.*

10. CUSTOMERS AND CONSUMERS

Customers and consumers are two of the driving forces for development, evolution and growth of the company. The Ebro Group uses a wide variety of tools to:

1. Offer them a broad portfolio of healthy, differentiated products.
2. Anticipate and meet their needs for consumption.
3. Guarantee top quality in its products and services, meeting not only the quality standards and requirements stipulated in law, but also any stricter standards to guarantee that top quality.
4. Watch out for their health and safety, meeting the strictest food safety standards.

In this exceptional year with the pandemic, the Group's commitment to both these groups has been more visible and patent than ever. The outbreak of the coronavirus in March caused significant spikes in demand, peaking at above 100% at certain times in both our core businesses. The increased demand continued throughout the rest of the year, with fluctuations that coincided in time with the different lockdowns. To be able to serve all our customers adequately, we reorganised our plants to increase productivity and reduced the number of products in our portfolio, adapting production to the products in greatest demand, to the detriment of the categories with higher value added in the Group. All this enabled us to deliver a high service level.

Our main tools

1. R&D and innovation

This is what distinguishes us from our rivals, enabling us to develop unique products and technologies to meet the needs of our customers and consumers and provide them with a differentiated range of products delivering value added.

Approximately one-third of the Ebro Group's total investment budget is set aside each year for innovation.

2. Quality Control and Food Safety Systems

i. **Good Manufacturing Practices (GMP):** contemplating good practices for the handling, packaging, storage and carriage of fresh products.

ii. **Hazard Analysis and Critical Control Point (HACCP):** a system for identification and control of any problems that may come to light during the design and production processes.

iii. **Quality Assurance Standards,** such as:

- The standards established by the International Organisation for Standardization (ISO 9001:2000, ISO 9001:2008 and ISO 22000).

- The International Food Standards (IFS), which, structured in line with ISO 9001:2000, are among the highest distinctions in Food Safety in all distribution sectors in Europe.

- The BRC (British Retail Consortium) certification, one of the internationally most widespread models for distributors and large retail outlets to rate their brand product suppliers.

- The Danish DS standards (Danish HACCP Code), for developing a HACCP system in the food industry and in the manufacturing of packing and packaging for food products.

In this context, all the Ebro Group plants have been certified for quality and food safety, having a total of 180 certifications between them (Annex 2).

During 2020, Arrozeiras Mundiarroz (Portugal), Boost Nutrition (Belgium), Harinas Santa Rita (Spain), Herba Bangkok (Thailand), Herba Cambodia (Cambodia), Lassie (Netherlands), Lustucru (France), Riviana Foods (USA) and Roland Monterrat (France) made regular assessments of their products with a view to promoting safety and improving them.

Product and Service Labelling

All our companies comply with the national laws and regulations applicable in each country.

Customer and consumer services

Information on the nutritional properties of all Ebro Group products is provided on the packaging, along with the physical address of the company and, where appropriate, its website, e-mail and telephone number.

The different customer services departments collect data and generate information for the quality system. Grievances are answered by telephone or e-mail, according to the details given by the customer. A case file is opened for each incident and reported internally to the Quality Department, which checks and monitors the relevant quality system in case of error and takes the necessary measures to offer a solution.

As a rule, the companies follow up all grievances by telephone to check consumer satisfaction.

Statistical monitoring is regularly conducted of all incidents and proposals for improvement made by consumers, which are discussed at the different Management Committee meetings held every month within each company.

The communication channels used with consumers in the different companies are indicated below:

Company	Country	Communication channels with customers
Arrozeiras Mundiarroz	Portugal	Telephone, e-mail, post and social media
Bertagni 1882	Italy	Telephone, e-mail, website and social media
Boost Nutrition	Belgium	Telephone, e-mail, website and social media
Catelli Foods Corporation	Canada	Telephone, e-mail, website and social media
Ebro India	India	Telephone and e-mail
Euryza	Germany	Telephone, e-mail, website and social media
Herba Ricemills	Spain	Telephone and e-mail
Lassie	Netherlands	Telephone, e-mail, website and social media
Lustucru Frais	France	Telephone and post
Panzani	France	Telephone, e-mail, post and social media
Pastificio Lucio Garofalo	Italy	Telephone, e-mail, website and social media
Riceland Magyarorszag	Hungary	Telephone, e-mail and website
Risella	Finland	Telephone
Riviana Foods	USA	Telephone, e-mail, website and social media
Tilda	UK	E-mail and social media

Incidents during the year

Incidents registered with large customers

Overall, 15 incidents were registered in 2020, 6 of which corresponded to Geovita (Italy), 2 to Herba Ingredients (Netherlands), 2 to Herba Ricemills (Spain), 1 to Riviana Foods (USA) and the remaining 4 to Roland Monterrat (France). Of those, 12 were related with product health and safety and 3 to information and labelling.

Claims from end consumers

The following table shows the number of claims (packaging defects, requests for information, sensory properties, etc.) handled during 2020, by company.

Company	Country	No. incidents 2020	No. incidents 2019

Arrozeiras Mundiarroz	Portugal	268	109
Bertagni 1882	Italy	322	245
Boost Nutrition	Belgium	178	219
Catelli Foods Corporation	Canada	2,422	2,129
Ebro India	India	70	---
Euryza	Germany	628	457
Herba Ricemills	Spain	388	474
Lassie	Netherlands	266	264
Lustucru Frais	France	2,074	1,443
Panzani	France	4,187	5,952
Pastificio Lucio Garofalo	Italy	916	617
Riceland Magyarorszag	Hungary	33	60
Risella	Finland	472	352
Riviana Food	USA	14,034 (pasta)	14,386
		18,617 (rice)	11,624
Tilda	Portugal	1,602	---

No claims were received in 2020 in any company related with privacy and customers' personal data leaks.

Promotion of healthy food and healthy lifestyles

The Ebro Group is investing heavily to complete all its brands on a global scale with a new category of products targeting health, putting new healthy products on the market based on concepts such as ancient grains, gluten free, quinoa, whole grain, high fibre, vitamins, minerals, etc., focusing increasingly on everything to do with organic and natural foods.

In addition, the Ebro Group has created the blog Sentirsebiensenota.com (.es) [lit.: 'when you feel good, it shows'], an informative space in which nutritionists, researchers and professionals of the sector post articles, recipes and advice for the public promoting healthy eating habits and maintaining an active lifestyle.

11. SUPPLIER MANAGEMENT

Description of the supply chain

The suppliers of the Ebro Group are classified into four categories:

1. Rice or durum wheat suppliers
2. Other raw material suppliers
3. Packaging suppliers
4. Service providers

Approximately 40% of the rice and durum wheat suppliers are in Europe, 30% in North America and 30% distributed among India, Pakistan, South America and South East Asia, corresponding to the location of our subsidiaries Ebro India, Herba Bangkok, La Loma Alimentos and Herba Cambodia.

Supplier management model

Since the Group has decentralised certain management areas, such as the Procurements Area, to its respective companies, each subsidiary has in the past had its own procurement policies and criteria, in keeping with the laws and characteristics of the countries in which they operate. Above them all, the Supplier Code of Conduct of Ebro Foods regulates the minimum criteria and rules of conduct in labour and environmental aspects that must be met by the Group's suppliers.

With a view to establishing globally the integral management of the supply chain, in 2019 we embarked on a work plan to: 1) make sure that all our suppliers comply with the Group's Supplier Code of Conduct and 2) require them to complete a questionnaire on ethics. The replies to this questionnaire will enable us to identify the critical issues and risks we need to address in order to guarantee the sustainability of our supply chain, designing, together with our companies, a roadmap to achieve the goal set in our Global Sustainability Plan HEADING FOR 2030, that 100% of our suppliers and service providers will have signed the Group's Supplier Code of Conduct (COC) by 2030 or incorporated ESG criteria in their policies

In this context, during 2020, 6.5% of our suppliers andservice providers signed the Supplier COC and completed the ethics questionnaire. Around half of them supply raw materials.

In addition, have another two corporate tools we can use to guarantee the sustainability of our supply chain: 1) visits and meetings of the Procurement Departments of the different subsidiaries with their suppliers, and 2) our corporate account in the Sedex Platform, to which all the Group companies and the suppliers of our subsidiaries are gradually signing up, and who are in turn audited by an independent external firm.

In this area, we made 12 SMETA audits in 2020 on suppliers in Pakistan, Thailand, Turkey, Greece, Italy, Germany, France and USA.

Country	Date	Auditors
PAKISTAN	08/10/2020	ALGI Pakistan
THAILAND	07/10/2020	SGS Thailand
TURKEY	21/07/2020	SGS Turkey
GREECE	24/07/2020	Intertek Bulgaria
ITALY	20/01/2020	Intertek Italy
ITALY	06/11/2020	Bureau Veritas - EMEA
ITALY	08/09/2020	SGS Italy
GERMANY	26/05/2020	SGS Germany
GERMANY	21/10/2020	Intertek Germany
GERMANY	08/10/2020	Intertek Germany
FRANCE	03/03/2020	SGS France
USA	05/03/2020	Intertek Peru

In the area of agricultural raw materials, more specifically in rice production, Herba Bangkok, Herba Ricemills, Mundiriso and Riviana are developing programmes to assess and verify the sustainability of the crop using the FSA standard of the SAI Platform (Sustainable Agriculture Initiative) and the SRP standard of the Sustainable Rice Platform.

Panzani is implementing the NATURE project in durum wheat and tomatoes, with the aim of achieving zero pesticide waste in both these commodities.

In 2020, Herba Bangkok identified two suppliers at risk of violating their employees' right to freedom of association and collective bargaining. In both cases, corrective measures were taken, setting up a social committee with free elections to guarantee employee participation.

We have not identified any adverse environmental impacts in our supply chain. We highlight in this regard the sustainable agriculture projects that we are developing in some of our principal sourcing areas, one of the principal goals of which is to work with our agricultural suppliers to minimise environmental impact.

12. OUR COMMITMENT TO THE ENVIRONMENT

Scope of Reporting

The information set out below corresponds to 78 of the 83 production plants and offices that the Ebro Group has through its different companies.

The comparison of 2020 and 2019 is distorted by the changes in the perimeter for consolidated reporting in respect of 2019, as mentioned at the beginning of this report.

In 2020 we developed a new procedure for calculating energy consumption and making an inventory of greenhouse gas (GHG) emissions in all the Group companies under ISO 14064-1:2019. ISO 14064 – Greenhouse Gases is an international standard, according to which GHG emission reports are voluntarily verified to ensure clarity and coherence for the quantification, monitoring, reporting and validation or verification of GHG inventories and projects.

To enable comparison with 2020, the 2019 energy values (indicator GRI 302) and GHG emissions (indicator GRI 305) have been recalculated according to this new procedure. The greatest impact was from the use of Location emission factors for Scope 2.

All the emission factors, low calorific values (LCV) and global warming effect used are set out in Annex 3.

Environmental management

The main goals of the Ebro Group's environmental commitment are defined in our Policy on Sustainability, Environment and Corporate Social Responsibility: "Steer the company's processes, activities and decisions to protect our environment, prevent and minimise environmental impact, optimise the use of natural resources and preserve biodiversity."

Under this declaration, Ebro Foods upholds protection of the environment as one of the basic principles of our activities and implements the necessary tools, measures and means in its companies to guarantee that protection. The Ebro Group takes measures to:

- Ensure that our companies comply with the environmental laws applicable to their respective activities by implementing internal management systems and monitoring the applicable laws and regulations.

- Minimise the environmental impact of our activity by seeking eco-friendly solutions and continually embarking on initiatives to reduce our emissions and waste generation and optimise our consumption of water, energy and packaging material.

- Manage all our waste adequately and safely, encouraging recycling and reuse. Use recycled raw materials and/or those respectful of the environment, whenever possible.

- Organise environmental awareness and training programmes for employees.

- Promote the use of sustainable crop techniques among our agricultural suppliers.

With regard to our operations, the processes used at Ebro Group's production plants in both the rice and pasta divisions are relatively simple agri-food processes that do not generate any major environmental impacts and entail a minimal risk of accidental pollution. The most significant environmental risks relating to the Ebro Group can be classified as follows:

- Air emissions: Mainly emissions of particles during the handling of cereals (rice and wheat) and greenhouse gas (GHG) emissions related to the consumption of fossil fuels and electricity. The most widely used fuel is natural gas.

- Noise emissions: Noise emissions are produced during the operation of engines, compressors, sleeve filters and other manufacturing equipment. All our plants comply with the environmental standards and the noise levels are monitored regularly, taking measures wherever necessary. This was the case in the new compressor room with acoustic insulation set up at Herba Ricemills.

- Light pollution: No impact has been detected in the company.

- Production processes: Essentially mechanical and hydrothermal, requiring the use of very few chemical products and in very small quantities. Most of these products are used to clean the equipment and cleanse the raw materials and are relatively harmless for the environment.

- Water consumption: The amount of water used in our processes is negligible (the vast majority of our products are dry) so the volume of effluent generated is also small. Moreover, the little effluent produced has a low level of contamination since the water consumed is basically used to produce steam, for cooling or as an ingredient in the finished products.

- Waste generation and management: The Ebro Group generates minimal amounts of waste, both non-hazardous (mainly packaging of ingredients and ancillary materials) and hazardous (maintenance operations) and it is managed through authorised waste disposal contractors.

Precautionary principle

The guidelines on which the precautionary principle is based are set out in the Group's Code of Conduct and Policy on Sustainability, Environment and Corporate Social

Responsibility. In both texts, Ebro Foods declares its firm commitment to respect the environment and preserve biodiversity. It also sees that its companies comply with the environmental laws applicable to their operations and any additional commitments assumed voluntarily, and applies environmental sustainability programmes in specific matters.

GRI 301: Materials

This indicator is reported under standard GRI 301 (2016).

- Raw Materials [301-1]

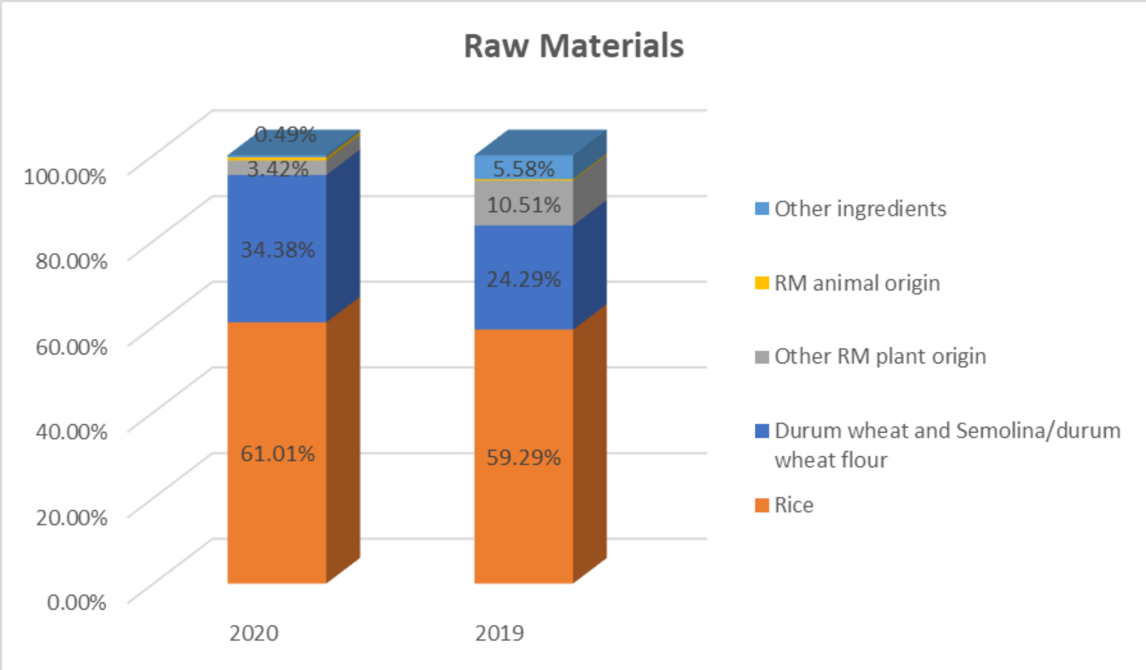
The raw materials used are divided into two major categories, those used in the preparation of finished goods and the packaging materials.

The raw materials used in finished goods are divided into five categories:

- Rice
- Durum wheat and semolina/durum wheat flour
- Other raw materials of plant origin: quinoa, pulses, other cereals, other flours/semolinas, fruit and vegetables, soya/soybean oil and palm oil
- Raw materials of animal origin: dairy, meat and eggs
- Other ingredients: e.g. spices and flavourings used mainly in precooked food.

Raw materials (t)	2020	2019
Rice	2,005,107	2,015,838
Durum wheat and Semolina/durum wheat flour	1,129,796	825,858
Other RM plant origin	112,503	357,342
RM animal origin	23,207	11,168
Other ingredients	16,002	189,598
Total	**3,286,615**	**3,399,804**

NB: None of our production plants have reported any consumption of palm oil.



Although only minimal quantities of raw materials of animal origin (eggs, meat, dairy) are used in our products, the Ebro Group has undertaken to use exclusively ingredients from cage-free eggs in the production of any foods requiring that raw material as from 2025. This undertaking is extended to all the Group's companies in Spain and has also been adopted by Panzani in France. In 2020, the use of ingredients from cage-free eggs was already up to 82% in Spain and 16% in France.

- Packaging materials [301-1]

The packaging materials for finished products are mainly paper, cardboard and plastic.

Input materials for packaging (t)	2020	2019
Paper	23,349	20,938
Cardboard	48,322	44,099
Plastic	57,122	45,641
Glass	52	54,39
Metal	12	7,769
Others	1,692	1,469
Total	**130,549**	**112,209**

Recycled input materials [301-2]

Based on the information received from the suppliers of packaging materials regarding the composition of their materials, we have calculated the recycled fibre content of the different types of packaging we use.

Recycled fibre content in packaging materials (t)	2020	2019
Recycled paper	2,131	3,201
Recycled cardboard	31,890	31,280
Recycled plastic	1,116	100
Recycled glass	0	0
Recycled metal	0	0
Other recycled inputs	0	0
Total	**35,137**	**34,581**

GRI 302: Energy

This indicator is reported under standard GRI 303 (2016).

Energy consumption within the organisation [302-1]

We separate energy consumption within the organisation into Scope 1 (direct consumption) and Scope 2 (indirect consumption).

To calculate the Scope 1 energy consumption, we take into account:

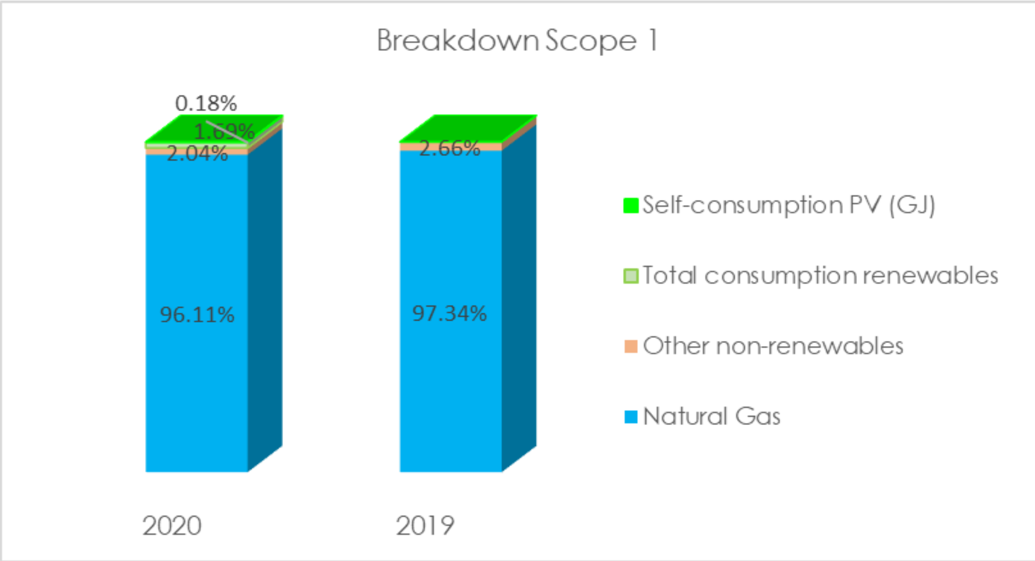
- ✓ Consumption of non-renewable fuels in stationary and mobile sources
- ✓ Consumption of renewable fuel:
  - Rice husk, a by-product of our industrial processes, used by Ebro India, Herba Ricemills and Mundiriso
  - Wood chips used by Ebro Frost
  - Charcoal used by Ebro India
- ✓ Self-generated energy in photovoltaic and cogeneration facilities
- ✓ Self-generated energy sold from photovoltaic and cogeneration facilities

Direct consumption (Scope 1)

Non-renewable fuel consumed (GJ)	2020		2019	
Natural Gas	3,689,626	96.11%	3,493,689	97.34%
Other non-renewable fuel	78,459	2.04%	95,308	2.66%
Total non-renewable fuel consumed	**3,768,085**	**98.15%**	**3,588,996**	**100.00%**
Renewable fuel consumed (GJ)	**2020**		**2019**	
Biomasa/Carbón	64,843	1.69%	101	0.00%
Total renewable fuel consumed	**64,843**	**1.69%**	**101**	**0.00%**
Self-generated energy (GJ)	**2020**		**2019**	
Photovoltaic panels	6,810	0.18%		0.00%
Stationary combustion/Cogeneration	91,271	2.38%		0.00%
Total autogeneración	**98,082**	**2.55%**	**0**	**0.00%**
Self-generated energy sold (GJ)	**2020**		**2019**	
Photovoltaic panels	0	0.00%		0.00%
Cogeneration	637	0.02%		0.00%
Total Self-generation Sold	**637**	**0.02%**	**0**	**0.00%**
º	**2020**		**2019**	
Self-consumption PV (GJ)	**6,810**	**0.18%**	**0**	**0.00%**
Total Scope 1	**3,839,101**	**100.00%**	**3,589,097**	**100.00%**

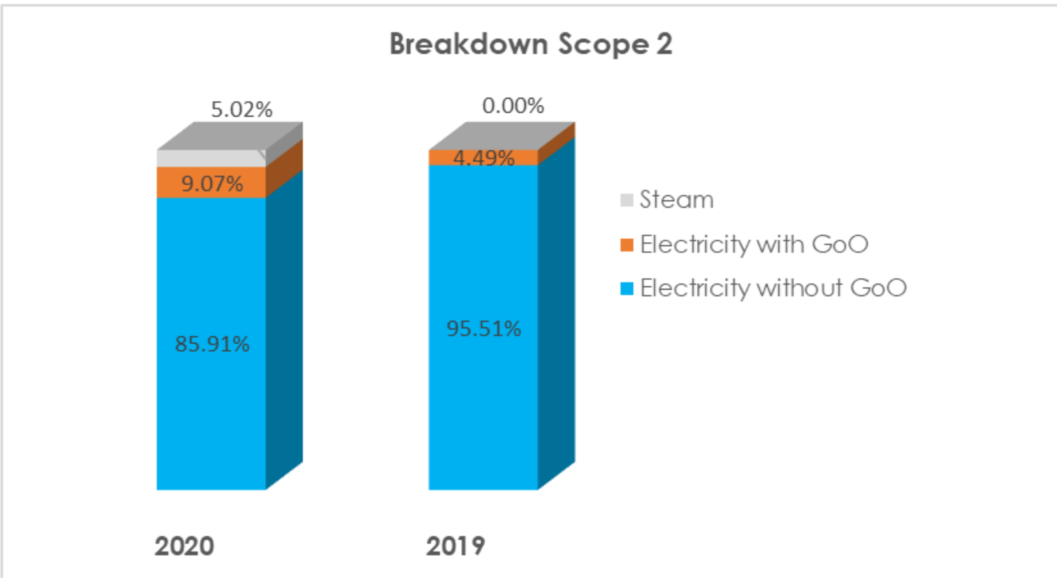
2.6% of the Scope 1 energy is self-generated by our facilities in photovoltaic or cogeneration plants:

- Photovoltaic facilities of Bertagni, Garofalo, Geovita and Mundiriso
- Cogeneration facilities of Ebro Frost Germany and Garofalo.

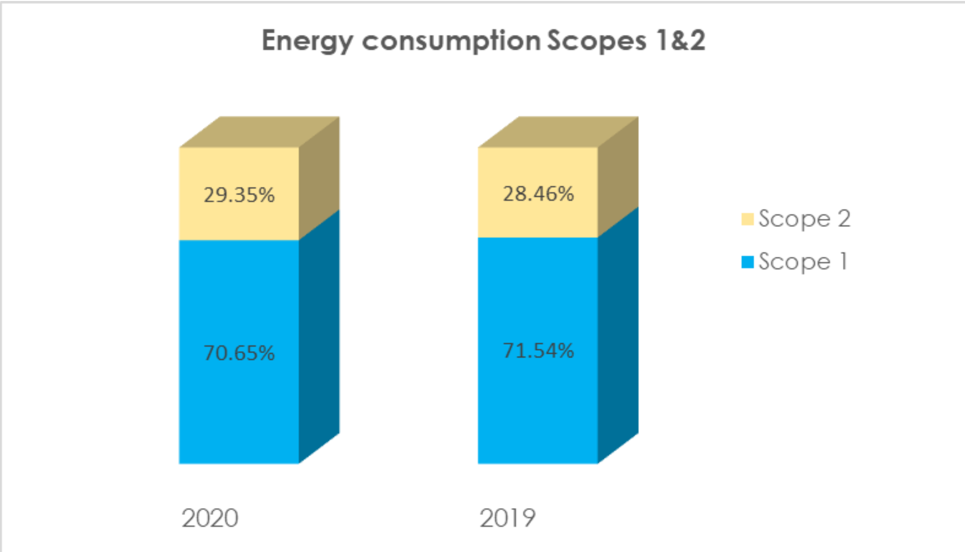


Indirect consumption (Scope 2)

Consumption Scope 2 (GJ)	2020		2019	
Electricity without GoO	1,369,897	85.91%	1,363,502	95.51%
Electricity with GoO	144,585	9.07%	64,135	4.49%
Steam	80,107	5.02%	0	0.00%
Heat	0	0.00%	0	0.00%
Cooling	0	0.00%	0	0.00%
Total	**1,594,589**	**100%**	**1,427,637**	**100.00%**



Total energy consumption (GJ)	2020		2019	
Scope 1	3,839,101	70.65%	3,589,097	71.54%
Scope 2	1,594,589	29.35%	1,427,637	28.46%
Total Scopes 1&2 (GJ)	**5,433,690**	**100.00%**	**5,016,734**	**100.00%**

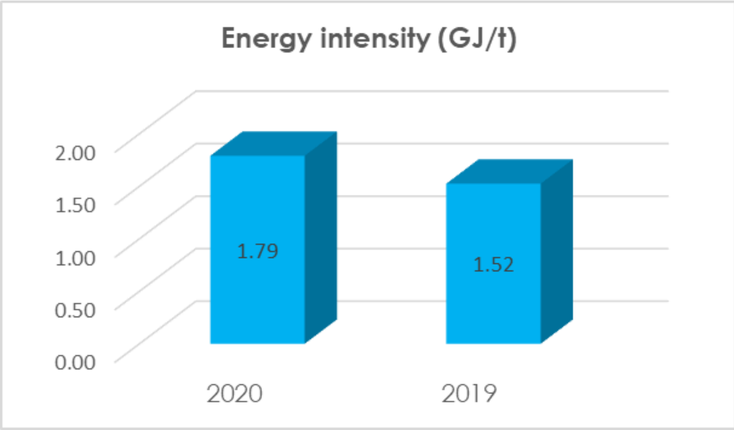


Energy consumption outside of the organisation [302-2]

We do not have the metodologies or activity data to calculate energy consumption outside of the organisation.

Energy intensity [302-3]

Energy intensity (GJ/t product)	2020	2019
Total produced (t)	3,035,468	3,290,565
Total energy consumed (GJ)	5,433,690	5,016,734
Energy intensity (GJ/t product)	**1.79**	**1.52**



Reduction of energy consumption [302-4]

Five companies in the Ebro Group have reported different initiatives to reduce their energy consumption, by a total of EUR 708,155.

COMPANY	PLANT	INITIATIVE	COST (€)
Mundi Riso	Vercelli	New photovoltaic plant	342,920
Roland Monterrat	Feillens	Installation heat pump	320,000
Catelli	Delta	Economiser	17,532
Harinas Santa Rita	Loranca de Tajuña	Enhanced process efficiency	24,000
Boost Nutrition	Schoten	LED lighting	2,000
Arroceiras Mundiarroz	Coruche	LED lighting	1,703
		TOTAL	**708,155**

NB: This amount is included in Resources allocated to environmental risk prevention

GRI 303: Water and Effluents

This indicator is reported under standard GRI 303 (2018).

- Interactions with water [303-1]

Water consumption in Ebro includes water consumed in offices and in the manufacturing process. The production processes of pasta and precooked food are more water-intensive than the dry rice production process.

- Management of water discharge-related impacts [303-2]

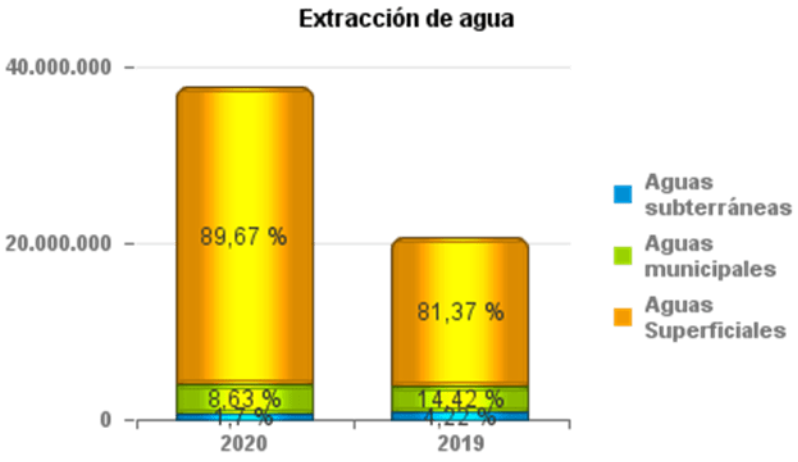
All effluent is discharged to the sewage networks, except from the Herba Ricemills Algemesí plant, which discharges its effluent into the Real del Júcar irrigation system, and Ebro India.

- Water withdrawal [303-3]

The water withdrawn and used by Mundi Riz for its rice crop in Morocco represents 90% of the total consumption by the group. The remaining water withdrawal is from the municipal water supply (third-party water) (84%) and groundwater (16%).

Water withdrawal (m3)	2020	%	2019	%
Third-party water	3,255,054	8.63%	2,981,480	14.42%
Groundwater	642,301	1.70%	871,575	4.22%
Total industrial processes	**3,897,355**	**10.33%**	**3,853,055**	**18.63%**
Inland surface freshwater	33,840,000	89.67%	16,824,000	81.37%
Inland surface salt water	0	0.00%	0	0.00%
Total water withdrawn	**37,737,355**		**20,677,055**	
Total Extracción agua dulce (SS<1000 mg/l)	37,737,355		20,677,055	
Total Extracción otras aguas (SS>1000 mg/l)	0		0	

NB: Surface water is not consumed in our industrial processes, but in the agricultural activity performed by the Mundiriz Group in Morocco.



Water withdrawal

Groundwater

Third-party water

Surface water

Water withdrawal by areas of water stress

Using the World Resources Institute (WRI) classification of water stress areas, the group's water withdrawal by areas of water stress is as follows:

Water withdrawal by areas of Water Stress (m3)	2020	2019
Low	0.38%	0.88%
Low-medium	4.54%	7.55%
Medium-high	2.86%	5.44%
High	92.19%	85.88%
Extremely high	0.04%	0.24%
Total water withdrawn (m3)	**100%**	**100%**

NB: 97% of the water withdrawn in areas of high water stress corresponds to the agricultural activities of Mundi Riz.

- Water discharge [303-4]

Destination of discharge (m3)	2020	2019
Third party water (Sewage network, treatment plants)	2,638,117	2,012,624
Inland water	25,093	27,056
Seawater	0	0
Total	**2,663,210**	**2,039,680**

Discharge treatment (m3)	2020
No treatment	1,852,999
Primary/secondary treatment	805,614
Tertiary treatment	4,597
Total	**2,663,210**

Type of discharge (m3)	2020
Freshwater (SS<1000 mg/l)	2,663,210
Other water (SS>1000 mg/l)	0
Total	**2,663,210**

Discharge by areas of Water Stress (m3)	2020	
	Freshwater discharged (SS<1000 mg/l)	Other Water discharged (SS>1000 mg/l)
Low	108,435	0
Low-medium	1,017,703	0
Medium-high	728,892	0
High	803,582	0
Extremely high	4,597	0
Total discharge (m3)	**2,663,210**	**0**

NB: Discharge details not available for 2019

No accidental discharge occurred in 2019.

- Water consumption [303-5]

Water Consumption (m3)	2020	2019
Water withdrawal	37,737,355	20,677,055
Water discharge	2,663,210	2,199,031
Water sold	3,168	0
Total Water Consumption (m3)	**35,070,977**	**18,478,024**

NB: The volume of water used in the rice crop has not been considered discharge

Discharge by areas of Water Stress (m3)	2020	2019
Low	34,708	52,774
Low-medium	695,059	546,883
Medium-high	345,851	708,296
High	33,984,691	17,146,889
Extremely high	10,668	23,181
Total Discharge	**35,070,977**	**18,478,024**

GRI 304: Biodiversity

This indicator is reported under standard GRI 304 (2016).

- Operational sites in or adjacent to protected areas and areas of high biodiversity value outside protected areas [304-1]

The Riviana plant in Freeport, Texas (USA) is adjacent to a protected area of wetland, Brazos River.

Tilda has a jetty on the River Thames (UK).

- Significant impacts of activities, products, and services on biodiversity [304-2]

There have been no impacts in any areas considered of high biodiversity value.

- Habitats protected or restored [304-3]

No restoration measures have been implemented in protected habitats.

Climate Change and protection of Biodiversity

Global warming is a serious threat to the planet and to our Group, owing to our direct dependence and impact on natural resources such as land or water and its importance for the correct development of our business activities. Accordingly, we have set up a work group to investigate and classify the potential impacts that climate change may have on our organisation and establish the appropriate mitigation and/or adaptation measures for each one, based on a prior matrix of identified risks (see Chapter 5 of this Report).

Apart from the specific measures we take to mitigate impacts and adapt the Ebro Group to climate change, our sustainability plan HEADING FOR 2030 (caringforyouandtheplanet.com), put into place in 2019, contemplates a number of actions and goals, such as: 1) increasing efficiency in water and energy consumption, 2) recovery and reduction of waste, 3) recycling packaging, 4) optimising logistics and 5) application of new technologies and sustainable agriculture models designed to care for the planet and preserve biodiversity.

On this point, the Ebro Group takes an active approach to the promotion and investigation of environmentally sustainable growing techniques for application in the production of its principal agricultural raw materials (rice, durum wheat and tomatoes) and to contribute towards greater preservation of the environment, biodiversity and mitigation of climate change by applying growing techniques to reduce crop emissions. This work is done through own initiatives and specific collaborations with stakeholders and sectoral associations, particularly the Sustainable Agriculture Initiative Platform (SAI Platform) and the Sustainable Rice Platform.

In durum wheat and tomatoes, the French subsidiary Panzani continues its “Nature” programme with a view to changing the growing practices of the suppliers in its supply chain so that their raw materials are free from pesticide residues by 2025.

With regard to rice, the Group has continued working in collaboration with other stakeholders on the development of projects to enhance environmental sustainability and preserve biodiversity in different production areas. The most representative examples of this work are:

- Thailand: Sustainable Aromatic Rice Initiative of Thailand (SARI-T):

  Joint project with Mars, GIZ and the Thai Rice Department to enhance the economic viability of 1,200 rice growers in the province of Roi Et and the sustainable production of high quality Hom Mali aromatic rice.
  The project organises numerous activities, such as teaching farmers about the Sustainable Rice Platform (SRP) standard and agronomic technologies, providing access to high quality seeds, improving growers’ skills and enhancing gender equity for reasons of food security and quality.
  The programme completed its third year of rice production in 2020.

- Spain: Oryzonte Programme: developed at the Guadalquivir Marshes (Seville) together with Mars Food and Danone.

  This project, which began in 2018, seeks to improve the sustainability of the rice crop in the province of Seville (Andalusia, Spain), focusing on three key areas: water, GHG emissions and biodiversity.

  - With regard to water, the programme has assessed the potential of different practices to reduce the use of water in the rice fields in the Seville area. We have been working with a rice irrigation association to monitor salinity in different parts of their water circuit with a view to defining actions to improve water management and salinity over the coming years. In addition, in cooperation with the Institute of Sustainable Agriculture of the National National Council for Scientific Research (CSIC), Oryzonte has developed a water and salinity model to assess the potential to implement field-proven practices at the farm level. This model highlights the importance of working with irrigation associaitons to improve water management in the area.

- With regard to GHG emissions, the project has sampled and analysed GHG emissions from rice fields under different models of water management, both during cultivation and in fallow periods. This work has enabled us to check whether the implementation of specific practices aligned with the guidelines of the Intergovernmental Panel on Climate Change (IPCC), such as Alternate Wetting and Drying (AWD) techniques, actually reduce GHG emissions from the Sevillian rice fields. The GHG emissions were measured by the Institute of Agrifood Research and Technology (IRTA).
- In the area of biodiversity, after an initial assessment of possible measures to support biodiversity in the area, the project has installed vertical structures and nests for bats and birds of prey of special interest, such as the barn owl or the lesser kestrel. Predatory bird rining schemes have also been run in collaboration with members of different conservation organisations. These actions are designed to increase the presence in the area of birds of prey and bats, which do not have an adverse impact on the crop.

- India: During 2020, our subsidiary Ebro India continued developing three projects providing training for growers and technical assistance for the entire process, from sowing to harvesting.

  - EKTA: A training programme for growers in their everyday farming activities, educating them in the latest agricultural practices and the optimum use of pesticides and fertilizers, and helping them to increase the yield from their crops and lower costs.
  - Control Farming: One of the greatest challenges in India is compliance with the MRL (maximum residue limits) permitted in the European Union. Through the control farming programme we work closely with the growers, monitoring all the agricultural practices they use from sowing to harvesting and educating them in the correct use of pesticides and fungicides in terms of quantity, quality and timing.
  - Organic farming: We work with around 830 growers for the production of organic basmati and non-basmati rice.

In 2019 we set up a collaboration framework with the Royal Academy of Engineering (Spain) to carry out a research project on GHG emissions in the Spanish food and agriculture sector with a view to identifying measures to reduce GHG emissions. The conclusions of this project were presented in 2020 with the publication of the report “Greenhouse gas emissions in the agrifood system and carbon footprint of food in Spain”. The study covers the entire food chain, includes emission factor refinements adapted to the Mediterranean climate conditions and adds emission sources in the agricultural systems that had not been contemplated previously, thus supplementing the bases on which the official national inventories that calculate the emissions of the Spanish agricultural sector build. The basic methodology used in this work is the Life Cycle Analysis (LCA) and unlike other studies, this one is based on farm-level data specifically pertinent to Spain, which have been harmonised with those of the aggregate national statistics. The study adds a historic perspective to the calculation of the current situation, with which it is possible to modulate the partly positive evolution of recent decades when compared also with earlier pre-industrial agriculture periods; these, in turn, can provide clues for mitigation, with regard to tillage reduction, fertilization or the circular economy in agriculture. With the results obtained, we have been able to identify emission hotpoints throughout the chain and determine the responsibility for mitigation actions not only in production and marketing, but also in the diet and consumption options of each consumer. The Report can be consulted at: http://www.raing.es/es/publicaciones/libros/emisiones-de-gases-efecto-invernadero-en-el-sistema-agroalimentario-y-huella-de

Furthermore, in order to address the challenges of climate change and follow any changes in law in this area, the Ebro Group is a member of the Climate Change Cluster promoted by Forética (www.foretica.org). In that Cluster, a group of large companies work together to lead the strategic positioning addressing climate change in the business agenda, discuss and exchange views and good practices, participate in the global debate and become key players in the decisions made at the administrative level.

GRI 305: Emissions

This indicator is reported under standard GRI 305 (2016).

The methodology employed under ISO 14064-1:2019 is of calculation, using the activity data of each company/plant and emission factors taken from official sources (Annex 3), applied to all the group's plants. All the gases are included in the calculation: CO2, CH4, N2O, HFC, PFC, SF6, NF3.

Ebro's GHG emissions are consolidated under the operational control approach, including: (a) direct GHG emissions and (b) indirect GHG emissions for imported energy.

Direct (Scope 1) GHG emissions [305-1]

The sources of direct (Scope 1) GHG emissions are:

- ✓ Emissions of CO2, CH4 and N2O from fossil fuel consumption by stationary sources
- ✓ Emissions of CO2 from fossil fuel consumption by mobile sources (vehicle fleet and machinery)
- ✓ Leaks of cooling gases (HFC) from HCAV equipment
- ✓ Emissions of CH4 from the rice crop
- ✓ Emissions of N2O from elimination of nutrients in water treatment
- ✓ Direct emissions of CH4 and N2O from Biomass (rice husk, wood and charcoal)

In accordance with the IPPC guidelines, direct emissions of CH4 and N20 from the consumption of fossil fuels in mobile sources are not included in scope 1 as they are negligible.

Indirect (Scope 2) GHG emissions 305-2

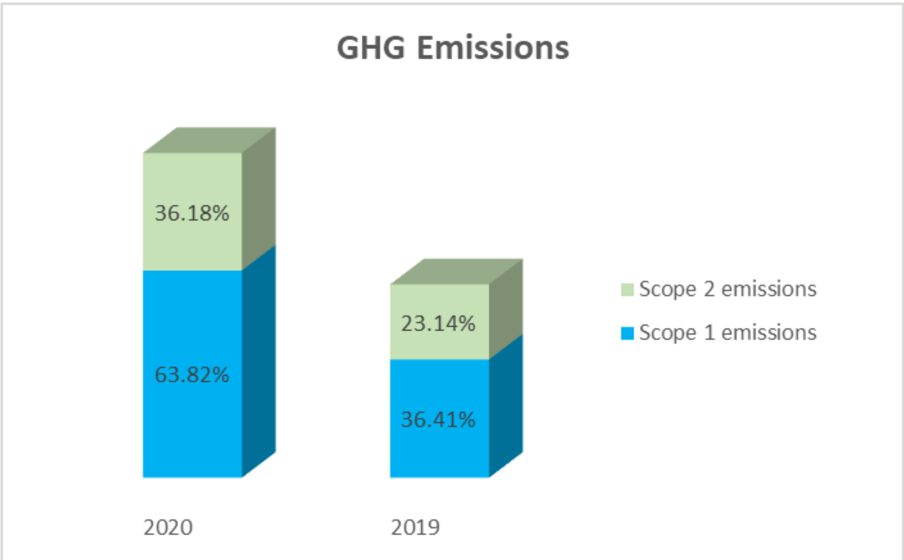
The sources of indirect (Scope 2) GHG emissions are:

- ✓ Emissions of CO_2 from energy consumption (electricity, heat, steam and cold) in installations and processes.

We calculate the Scope 2 emissions according to the location, using specific emission factors of each country.

GHG emissions (t CO_2e)	2020	2019
Scope 1 emissions	234,016	202,411
Scope 2 emissions	132,647	128,642
Total emissions	**366,662**	**331,053**

The Mundi Riz rice crop in Morocco accounts for 6% of the scope 1 emissions and 4% of the total emissions of the Group.



Other indirect (Scope 3) GHG emissions [305-3]

Biogenic CO_2 emissions

Biogenic CO_2 emissions are produced in the combustion of renewable fuels, in our case rice husk, wood chips and charcoal.

Biogenic CO_2 Emissions	2020	2019
Biogenic CO_2 (t CO_2)	**6,885**	**10,051**

Emissions from maritime logistics

In 2015, the Group's rice division contracted its main shipping logistics provider, EccoFreight, to calculate the carbon footprint of shipping our raw materials and other products.

This is calculated with the Eccoprint tool developed by EccoFreight and includes the transport (by rail and/or road) from the source plant to the port of departure and from the port of arrival to our plants.

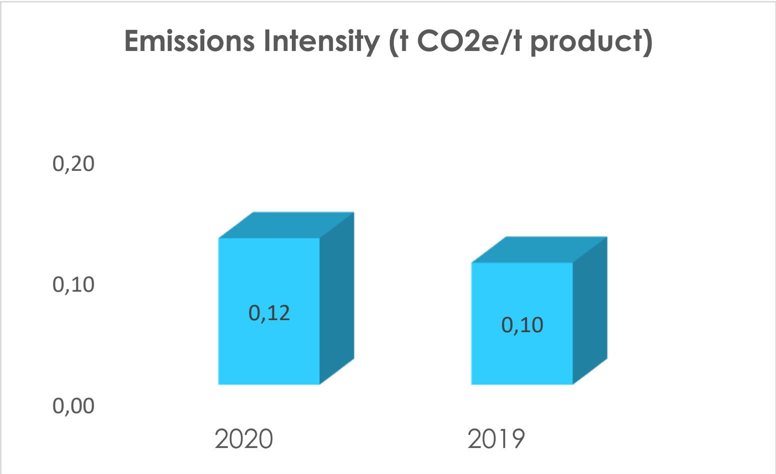
In 2020, EccoFreight handled approximately 47% of the shipments of the entire rice division, with 319,211 tonnes shipped and GHG emissions of 110,001 tonnes of CO2e.

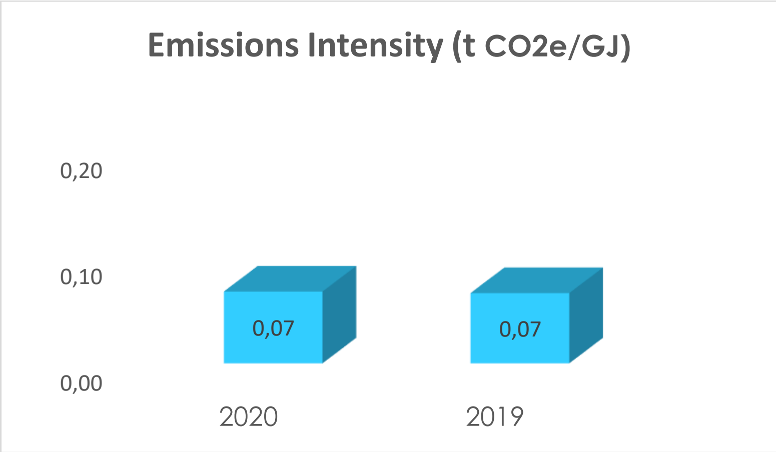
By choosing more efficient routes instead of other alternative routes available with larger carbon footprints, we avoided the emission of 89,074 t CO2e, which is a 13.64% reduction of our Scope 3 emissions.

Moreover, Ebro Foods is participating in the AECOC Lean & Green Programme to calculate the carbon footprint of its domestic overland logistics.

- GHG emissions intensity [305-4]

	2020	2019
Total produced (t)	3,035.468	3,290,565
Total GHG emissions (t CO2e)	366,662	331,053
GHG emissions intensity (t CO2e /t product)	0.12	0.10
GHG emissions intensity (t CO2e /GJ)	0.07	0.07





Reduction of GHG emissions [305-5]

We take 2020 as the base year for the comparison of GHG emissions.

All the initiatives to reduce energy consumption described in section 302-4 reduce GHG emissions, although we do not have any direct measurements.

Emissions of ozone-depleting substances (ODS) [305-6]

Thanks to the development of specific laws (on an international, European and national level) and the efforts of the sectors affected, ODS production and consumption have been practically phased out. Ebro's activities are not included in any of the main sectors that use or used ODS, so in our opinion this indicator is not material and is not calculated.

NOx, SOx and other significant air emissions [305-7]

We calculate the emissions of air pollutants associated with the stationary and mobile combustion processes, as they are the most significant. The NOx, SOx, etc. emissions are obtained by multiplying the GJ by a specific emissions factor for each type of pollutant.

In accordance with the applicable environmental laws and regulations, regular inspections and measurements are made by an external company to check compliance. No non-compliance was detected during the year.

NOx, SOx & other emissions (t)	NOX	CO	COV	SOx	PM10	PM2.5	PM	Total
Stationary combustion	287	146	106	4	12	12	0	567
Mobile combustion	6	10	2	0	0	0	0	18
Total Pollutants (t)	**293**	**156**	**107**	**4**	**12**	**12**	**0**	**585**

NB: We have no calculations for 2019

Greenhouse gas reduction goals

In order to define emissions reduction goals in line with the recommendations of the scientific community, during 2020 we developed the Greenhouse Gas Emissions Inventory procedure for all Group companies under ISO 14064-1:2019.
2020 is taken as the base year, against which to compare our performance in future years, once the reduction targets have been defined.

GRI 306: Waste

This indicator is reported under standard GRI 306 (2020).

- Waste generation [306-1]

Most of the waste generated by our business is classified as non-hazardous waste. There is also a small proportion of hazardous waste generation, mainly waste from the packaging of chemical products used in maintenance work at our facilities.

- Management of significant waste-related impacts [306-2]

All waste of whatever type is separated by kind and taken to authorised waste disposal contractors for treatment according to the laws in place in each geographical area, giving priority to recycling and reuse wherever possible.

Circularity measures

To guarantee meeting the reduction, recycling and re-use targets defined in the Packaging and Packaging Waste Act 11/97 of 24 April, our Spanish subsidiary Herba has joined Ecoembalajes España, S.A. (Ecoembes), which has the mission of designing and developing systems for selective collection and recovery of used packaging and packaging waste. Ecoembes uses the “Green Dot” (symbol that appears on the packaging) to show that the packager of the product has paid a sum of money for each package put on the market.

Both the European rice companies and the head offices of Ebro Foods have signed agreements with companies similar to Ecoembes for the destruction of paper and other data carriers. With these agreements, apart from complying with the Data Protection Act, they guarantee a sustainable management of the documentation through the undertaking by these companies to recycle the material.

In addition, within our commitment to making our packaging recyclable and specifically with the aim of finding sustainable alternatives for our flexible packaging, in 2019 we joined CEFLEX (https://ceflex.eu/), a European consortium of companies, associations and organisations that represent the entire flexible packaging value chain and collaborate to enhance the contribution of flexible packaging to the circular economy in Europe, by designing innovative solutions.

As in previous years and in keeping with the circular economy goals set for our packaging, we have continued striving to increase the recyclability of our packaging by changing to paper packaging certain formats that have traditionally been sold in polypropylene flexible packaging. During 2020, two of our dry rice brands, La Fallera (Spain) and Risella (Finland), replaced their biaxially oriented polypropylene (BOPP) film with 100% recyclable paper, thus avoiding putting on the market 73 tonnes a year of non-recyclable plastic that would have ended up in a landfill.

In this process, we are collaborating with other subsidiaries from Spain in changing from plastic to paper packaging, not only for rice products, but also for dry pasta.

Another significant landmark was the redesigning of a very significant item in our product portfolio, La Cigala, in which we eliminated the primary packaging component, consisting of a complex layer of two different polymers, replacing it with a virgin solid board packet, so that it is 100% recyclable.

To make further progress towards our goal of increasing the recyclability of our packaging, we need the market to provide technical solutions for greaseproof paper. This would enable the use of this material in the packaging of certain rice varieties, such as parboiled rice which, as it includes a greasy component, would end up staining any traditional paper packaging.

In line with the maxim that “the best waste is no waste”, we are validating new films with a lower calibre and weight for sealing our microwave rice cups. The new specifications will represent a reduction of approximately 26% in the annual quantity of this material sold.

We have also taken the first steps to validate a doypack manufactured with multi-polymer sterilisable, high-barrier complexes, namely polypropylene, to replace complex structures in which the coexistence of different polymeric chains make mechanical recycling impossible. At the end of 2020, we received the first proposals and confirmation of technical specifications and we expect to start testing in the first half of 2021.

Actions to combat food waste

The main internal policy for food surplus within the Group (defining surplus as products suitable for consumption but which, for different reasons -such as packaging defects, being close to their use-by date, etc.- are not suitable for sale to consumers) is donation to food banks.

The Ebro Group also participates actively in the programme “Don’t waste food”, a collaborative initiative to reduce food waste, led by AECOC, the association of large consumer companies.

The three principal objectives of the project are to:

- Establish prevention and efficiency practices throughout the food chain to reduce waste

- Maximise use of the surplus produced in different stages of the value chain (redistribution, reuse and recycling)
- Make society aware of this problem and the need to reduce food waste.

The initiative is supported by over 350 manufacturers and distributors in the large consumer sector, logistics and haulage operators, business associations, consumer organisations and institutions and is coordinated by AECOC.

The programme aims to inform people about the efforts being made by companies to prevent food waste and promote enhanced collaboration to gradually reduce the problem. Every year some 7.7 million tonnes of food is wasted in Spain. Therefore, the *"Don't waste food"* programme aims to make consumers throughout the world aware of the problems of food waste and get them to participate in the initiative, encouraging them to collaborate in order to reduce the waste generated by each person.

During 2021, in a move to step up its commitment in this area, Ebro Foods joined Waste Warrior Brands, an initiative promoted and coordinated by Too Good To Go (TGTG), an international platform bringing together major brands from the food and hospitality sectors to fight food waste. In this context, Ebro undertakes to work jointly with TGTG on developing different external and internal actions and initiatives to avoid food waste, and on jointly creating campaigns and actions to raise awareness in this regard among the general public and our own employees.

Within this joint collaboration, both entities launched a social awareness initiative in December aiming to reduce food waste over Christmas, encouraging people to reuse leftovers to prepare new menus, using recipes crated and published on a website (www.eldiaese.es) designed for this purpose.

Measures for waste prevention, recycling, reuse and other forms of recovery and elimination

All the companies in our Group have contracted the management of hazardous and non-hazardous waste to authorised waste disposal contractors.

Some of the Group's rice companies use the husk from their manufacturing processes as a source of renewable energy. During 2020, Ebro India, Mundi Riso and Herba Ricemills reported the use of rice husk as a renewable fuel to obtain thermal energy.

- Waste generados [306-3]

Waste (t)	2020	2019
Hazardous	55	45
Non-hazardous	30,860	28,267
Total Waste	**30,915**	**28,313**

- Waste diverted from disposal [306-4]

Non-hazardous waste (t)	2020	2019
Recycled	4,025	4,889
Composted	2,011	3,252
Reused	1,746	730
Other recovery operations	3,042	0
Total Recovery	**10,824**	**8,872**

Hazardous waste (t)	2020	2019
Recycled	8	16
Composted	1	0
Reused	0	0
Other recovery operations	15	0
Total Recovery	**24**	**16**

- Waste directed to disposal [306-5]

Non-hazardous waste (t)	2020	2019
Landfilling	15,629	10,876
Incineration	3,511	900
Other disposal operations	897	7,619
Total Disposal	**20,036**	**19,395**

Hazardous waste (t)	2020	2019
Landfilling	11	1
Incineration	4	10
Other disposal operations	16	18
Total Disposal	**31**	**30**

GRI 307 Environmental Compliance

- Non-compliance with environmental laws and regulations [307-1]

In 2020, 3 plants reported minor non-compliance with environmental laws and regulations. One of them led to a small fine.

COMPANY	PLANTA	ENVIRONMENTAL NON-COMPLIANCE	FINE (€)	REMEDIAL ACTION
Catelli	Delta	Non-compliace landfill permit	0	Factory visit to review remedial actions
Catelli	Hamilton	Non-compliace landfill permit	0	Virtual visit to review remedial actions
Riviana Arroz	Freeport	Overstepping the annual assignment for the use of solvents. Exceeding the loading performance of trains and lorries	5,502	

Provisions and guarantees for environmental risks

All the Group companies have taken out third party liability insurance covering any damage caused by sudden, unintentional, accidental pollution; that insurance is considered to cover any possible risks of this nature. To date there have been no significant claims for environmental issues, favourable outcomes of audits and inspections, and no allegations in the processing of Integrated Environmental Authorisations, etc.

Environmental assessment and certification procedures

Total compliance with the laws and regulations applicable to its activities is a basic principle and goal in the Ebro Group environmental management. All the production plants of the Ebro Group operate under the applicable certifications, specifications and authorisations in their respective geographical areas and internally manage their environmental aspects accordingly.

The following workplaces have an environmental management system certified under UNE-EN-ISO 14001:

- Panzani Gennevilliers
- Panzani Littoral
- Panzani Saint Just
- Garofalo Gragnano

Resources dedicated to environmental risk prevention

Eighteen of the 32 companies covered by this report have reported investments in measures to reduce / optimise energy consumption, water consumption and GHG emissions:

- Pastificio Lucio Garofalo
- Herba Ricemills
- Riviana Arroz

- Catelli
- Ebro Frost UK
- Mundiriso
- Panzani
- Arrozeiras Mundiarroz
- Bertagni
- Boost Nutrition
- Ebro India
- Harinas Santa Rita
- Herba Bangkok
- Herba Cambodia
- Lassie
- Roland Monterrat
- S&B Herba Foods
- Tilda

	2020 (€)	2019 (€)
Cost of management and control	1,193,472	785,390
Investment to minimise impact	3,338,893	1,320,098
Total:	**4,532,366**	**2,105,488**

NB: The 2019 figure is updated in the light of an error detected and corrected in the CSR 2019 Report published after the Non-Financial Statements.

The investments reported here include measures to reduce energy consumption, water consumption and emissions, as well as the cost of waste management, inspection of equipment, measurements and analyses. They also include initiatives to adapt to climate change, such as the Oryzonte project, which aims to reduce water consumption and GHG emissions, and FSA assessments in Italy.

The principal investments were:

- New photovoltaic installation in Mundiriso (Italy)
- New chiller using a coolant with a lower global warming potential and new sourdproofed compressor room in Herba Ricemills
- New boiler burner in Garofalo to reduce NOx emissions
- Installation of heat pump in Roland Monterral
- New economiser in Catelli
- Improvements to the dust collector filters and effluent plant in Riviana
- New effluent treatment plant in Ebro Frost UK
- Improvement of the effluent plant and measures to reduce noise in Panzani.

Ebro

ANNEX 1

List of subsidiaries of the Ebro Group in 2020

Company	Country	Business Area
AGROMERUAN, S.R.A.L AU	MOROCCO	Rice
ARROZEIRAS MUNDIARROZ, S.A.	PORTUGAL	Rice
AROTZ FOODS, S.A.	SPAIN	Others
BERTAGNI 1882, S.P.A.	ITALY	Pasta
BOOST NUTRITION, C.V.	BELGIUM	Rice
CATELLI FOODS CORPORATION	CANADA	Pasta
EBRO FOODS, S.A.	SPAIN	Parent (Holding)
EBROFROST HOLDING, GMBH	GERMANY, DENMARK AND UK	Rice, pasta and frozen food
EBRO INDIA, PRIVATE LTD.	INDIA	Rice
EURYZA, GMBH	GERMANY	Rice
GEOVITA FUNCTIONAL INGREDIENTS, S.R.L.	ITALY	Ingredients
HERBA BANGKOK, S.L.	THAILAND	Rice
HERBA CAMBODIA CO. LTD	CAMBODIA	Rice
HERBA INGREDIENTS, B.V.	NETHERLANDS AND BELGIUM	Ingredients
HERBA RICEMILLS, S.L.U.	SPAIN	Rice
HERBA RICEMILLS ROM, S.R.L.	ROMANIA	Rice
LASSIE, B.V.	NETHERLANDS	Rice
LA LOMA ALIMENTOS, S.A.	ARGENTINA	Rice
LUSTUCRU FRAIS, S.A.S.	FRANCE	Rice and pasta
MUNDI RISO, S.R.L.	ITALY	Rice
MUNDI RIZ, S.A.	MOROCCO	Rice
NEOFARMS BIO, S.A.	ARGENTINA	Rice
PANZANI, S.A.S.	FRANCE	Pasta
PASTIFICIO LUCIO GAROFALO, SPA	ITALY	Pasta
RICELAND MAGYARORZAG, KFT	HUNGARY	Rice
RIVIANA FOODS, INC.	USA	Rice and pasta
ROLAND MONTERRAT, SA. S	FRANCE	Fresh food
SANTA RITA HARINAS, S.L.U.	SPAIN	Others
S&B HERBA FOODS, LTD.	UK	Rice
TILDA, LTD.	UK	Rice
TRANSIMPEX, GMBH	GERMANY	Rice

List of industrial facilities (production plants and warehouses) and offices of the Ebro Group in 2020

Company	Country	Workplace	Type of facility
AROTZ FOOD	SPAIN	Navaleno	Industrial
ARROZEIRAS MUNDIARROZ	PORTUGAL	Coruche	Industrial
		Lisbon Office	Office (lease)
BERTAGNI 1882	ITALY	Vicenza	Industrial
		Avio	Industrial
		Warehouses Avio & Arcugnano	Warehouse
BOOST NUTRITION	BELGIUM	Merksem	Industrial
CATELLI FOODS CORPORATION	CANADA	Montreal	Industrial
		Delta	Industrial
		Hamilton	Industrial
EBRO FOODS HOLDING	SPAIN	Madrid	Office (lease)
		Barcelona	Office (lease)
		Granada	Office (lease)
EBRO INDIA	INDIA	Taraori	Industrial
EBROFROST DENMARK	DENMARK	Orbaek	Industrial
EBROFROST GERMANY	GERMANY	Offingen	Industrial
EBROFROST UK	UK	Beckley	Industrial
EURYZA	GERMANY	Hamburg Office	Office (lease)
GEOVITA FUNCTIONAL INGREDIENTS	ITALY	Bruno	Industrial
		Nizza Monferrato	Industrial
		Verona	Industrial
		Villanova Monferrato	Industrial
HERBA BANGKOK	THAILAND	Nong Khae	Industrial
HERBA CAMBODIA	CAMBODIA	Phnom Phen	Industrial
HERBA INGREDIENTS	BELGIUM	Schoten (4 plants)	Industrial
		Beernen Office	Office (lease)
	NETHERLANDS	Wormer	Industrial
HERBA RICEMILLS	SPAIN	San Juan de Aznalfarache	Industrial
		Jerez de la Frontera	Industrial
		Coria del Río	Industrial
		Isla Mayor	Industrial
		Silla	Industrial
		Algemesí	Industrial
		L'Aldea	Industrial
		La Rinconada	Industrial
		Los Palacios	Industrial
		Warehouses (Cotemsa, Raza & Ecorub)	Almacén
HERBA RICEMILLS ROM	ROMANIA	Herba Ricemills Romania	Office (lease)

LASSIE	NETHERLANDS	Wormer	Industrial
LA LOMA ALIMENTOS	ARGENTINA	Los Charrúas	Industrial
		Chajarí	Industrial
		Los Conquistadores	Industrial
		Buenos Aires Office	Office (lease)
LUSTUCRU FRAIS	FRANCE	St Genis Laval	Industrial
		Lorette	Industrial
		Communay	Industrial
MUNDI RIZ	MOROCCO	Larache	Industrial
MUNDI RISO	ITALY	Vercelli	Industrial
NEOFARM BIO	ARGENTINA	Concordia Office	Office (lease)
PANZANI	FRANCE	Saint Just (Bellevue)	Industrial
		Littoral	Industrial
		Gennevilliers	Industrial
		Nanterre	Industrial
		La Montre	Industrial
		Vitrolles	Industrial
		Lyon Office	Office (owned)
		Warehouses (Les Mureaux & Berre)	Warehouse
PASTIFICIO LUCIO GAROFALO	ITALY	Gragnano	Industrial
RICELAND MAGYARORZAG	HUNGARY	Commercial office	Office (lease)
RIVIANA	USA	Memphis	Industrial
		Carlisle	Industrial
		Brinkley	Industrial
		Hazen	Industrial
		Clearbrook	Industrial
		Freeport	Industrial
		Alvin	Industrial
		Winchester	Industrial
		Fresno	Industrial
		St Louis	Industrial
ROLAND MONTERRAT	FRANCE	Feillens	Industrial
S&B HERBA FOODS	UK	Cambridge	Industrial
		Liverpool	Industrial
		Orpington Office	Office (lease)
SANTA RITA HARINAS	SPAIN	Loranca de Tajuña	Industrial
TILDA	UK	Classic	Industrial
		Jazz	Industrial
	INDIA	India Office	Office (lease)
	UAE	Dubai Office	Office (lease)
TRANSIMPEX	GERMANY	Lambsheim Plant	Industrial
		Lambsheim Office	Office (owned)

ANNEX 2

List of Food Safety and Quality certifications of the Group's subsidiaries in 2020

Company	Country	Workplace	Certification
AROTZ FOOD	SPAIN	NAVALENO	IFS
ARROZEIRAS MUNDIARROZ	PORTUGAL	CORUCHE	ISO 9001
			ISO 22000
			FOOD PRODUCT CERTIFICATION
			IFS
BERTAGNI 1882	ITALY	AVIO	BRC
			IFS
		VICENZA	BIOS - ORGANIC CERTIFICATION
			BRC
			IFS
BOOST NUTRITION	BELGIUM	MERKSEM	IFS
			KOSHER
			ORGANIC CERTIFICATION
CATELLI FOODS CORPORATION	CANADA	MONTREAL	KOSHER
			SQF
		DELTA	BRC
		HAMILTON	BRC
EBROFROST DENMARK	DENMARK	ORBAEK	BRC
			KOSHER
			ORGANIC CERTIFICATION
EBROFROST GERMANY	GERMANY	OFFINGEN	BRC
			HALAL
			KAT
			ORGANIC CERTIFICATION
EBROFROST UK	UK	BECKLEY	BRC
EBROFROST NORTHAMERICA	USA	MEMPHIS	SQF
EBRO INDIA	INDIA	TARAORI	ISO 22000
			ORGANIC CERTIFICATION

Company	Country	Workplace	Certification
			BRC
			IPQC
			PPQS
			KOSHER
GEOVITA FUNCTIONAL INGREDIENTS	ITALY	BRUNO	BCR
			ORGANIC CERTIFICATION
			KOSHER
			IFS
			HALAL
		NIZZA MONFERRATO	FSSC 22000
			ORGANIC
		VILLANOVA MONFERRATO	BRC
			IFS
			HALAL
			ORGANIC CERTIFICATION
HERBA BANGKOK	THAILAND	SARABURI	ISO 9001
			BRC
			ORGANIC CERTIFICATION
			HALAL
			KOSHER
			GMP & HACCP
			GLUTEN FREE CERTIFICATION
HERBA CAMBODIA	CAMBODIA	PHNOM PENH	ISO 9001
			ORGANIC CERTIFICATION (EU)
			ORGANIC CERTIFICATION (NOP)
			KOSHER
			GMP & HACCP
HERBA INGREDIENTS	BELGIUM	SCHOTEN	ORGANIC CERTIFICATION
	BELGIUM	SCHOTEN	IFS
			KOSHER
			GMP
	BELGIUM	SCHOTEN	IFS
			KOSHER

Company	Country	Workplace	Certification
			GMP
			ECOLOGICAL CERTIFICATION
	NETHERLANDS	WORMER	IFS
			GMP
			KOSHER
			HALAL
			ORGANIC CERTIFICATION
			CHINESE ORGANIC
	NETHERLANDS	WORMER	IFS
			GMP
			ORGANIC CERTIFICATION
HERBA RICEMILLS	SPAIN	CORIA DEL RÍO	IFS
			ISO 9001
			ECOLOGICAL CERTIFICATION
			KOSHER
		SAN JUAN DE AZNALFARACHE (Ready foods plant and Rice plant)	ISO 9001
			BRC
			IFS
			ECOLOGICAL CERTIFICATION
			KOSHER
		JEREZ DE LA FRONTERA (Ready foods plant)	ISO 9001
			BRC
			IFS
		SILLA	KOSHER
			ISO 9001
			BRC
			IFS
		ALGEMESÍ (Ready foods plant)	KOSHER
			ISO 9001
			IFS
			BRC
		ALGEMESÍ (Rice plant)	ISO 9001
			KOSHER

Company	Country	Workplace	Certification
		ALGEMESÍ (Flour mill)	IFS
			KOSHER
		LA RINCONADA	IFS
			ECOLOGICAL CERTIFICATION
			KOSHER
		LOS PALACIOS	IFS
			ISO 9001
			ECOLOGICAL CERTIFICATION
			KOSHER
LASSIE	NETHERLANDS	WORMER	ECOLOGICAL CERTIFICATION
			IFS
			GMP
LA LOMA ALIMENTOS	ARGENTINA	LOS CHARRÚAS	HACCP
			GLUTEN FREE CERTIFICATION
			KOSHER
		CHAJARÍ	KOSHER
			GLUTEN FREE CERTIFICATION
LUSTUCRU FRAIS	FRANCE	SAINT GENIS LAVAL (Fresh pasta plant)	IFS
		LORETTE (Fresh pasta plant)	IFS
		COMMUNAY (Fresh pasta plant)	IFS
MUNDI RISO	ITALY	VERCELLI	IFS
			BRC
			ISO 22000
			ECOLOGICAL CERTIFICATION
			KOSHER
MUNDI RIZ	MOROCCO	LARACHE	ISO 22000
PANZANI	FRANCE	LA MONTRE	FSSC 22000
			IFS
		GENNEVILLIERS	IFS
			GMP+

Company	Country	Workplace	Certification
			KOSHER
		NANTERRE	IFS
			FSSC 22000
		LITTORAL	GMP+
			HALAL
			IFS
		SAINT JUST	GMP+
			ECOLOGICAL CERTIFICATION
			IFS
		VITROLLES	SQF
			FSSC 22000
			KOSHER
			GLUTEN FREE CERTIFICATION
			ECOLOGICAL CERTIFICATION
		LYON	HALAL
			ECOLOGICAL CERTIFICATION
PASTIFICIO LUCIO GAROFALO	ITALY	GRAGNANO	BRC
			IFS
			KOSHER
			HALAL
			ORGANIC PASTA
			NO-GMO
			IFS
RIVIANA FOOD (RICE BUSINESS)	USA	MEMPHIS	KOSHER
			SQF
			GLUTEN FREE CERTIFICATION
		BRINKLEY	SQF
			KOSHER
			ECOLOGICAL CERTIFICATION
		CLEARBROOK	KOSHER
			SQF
		ALVIN	KOSHER
			SQF

Company	Country	Workplace	Certification
			ECOLOGICAL CERTIFICATION
		CARLISLE	KOSHER
			SQF
		FREEPORT	KOSHER
			SQF
RIVIANA FOOD (PASTA BUSINESS)	USA	SAINT LOUIS	SQF
			KOSHER
			ECOLOGICAL CERTIFICATION
		WINCHESTER	SQF
			KOSHER
		FRESNO	SQF
			KOSHER
ROLAND MONTERRAT	FRANCE	FEILLENS	IFS
S&B HERBA FOODS	UK	CAMBRIDGE	BRC
			KOSHER
		LIVERPOOL	BRC
			KOSHER
TILDA	UK	RAINHAM (Classic Site (Mill & Packaging))	BRC
			KOSHER
		RAINHAM (Jack Site (Doy-pack))	BRC
TRANSIMPEX	GERMANY	LAMBSHEIM	IFS
			ORGANIC
			ORGANIC NATURLAND

ANNEX 3

Calorific power of fuels, emission factors and water stress classification

Table 1. Net calorific value (NCV) of Fuels

Fuel in Stationary Sources	NCV	Unit NCV	Source NCV
Natural Gas	0.03822	GJ/m3N	National GHG Inventory of Spain (Annex 7), based on 2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Liquefied Petroleum Gas (LPG)	0.0473	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Propane	0.0462	GJ/kg	Version 15, June 2020 of the EF document of the Ministry for Ecological Transition and Demographic Challenge (MITERD), based on 2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Liquefied Natural Gas (LNG)	0.0442	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Butane	0.04478	GJ/kg	Version 15, June 2020 of the EF document of the MITERD, based on 2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Gasoline	0.0443	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Diesel	0.043	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Charcoal	0.0295	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Biomass (wood chip)	0.0156	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 & 2)
Biomass (rice husk)	0.0116	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 & 2)

Fuel in Mobile Sources			
Liquefied Natural Gas (LNG)	0.0442	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 & 3)
Liquefied Petroleum Gas (LPG)	0.0473	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 & 3)
Gasoline	0.0443	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 & 3)
Diesel	0.043	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 & 3)

Table 2. Emission Factors of fuels and activities

Fuel in Stationary Sources	EF CO2 (kgCO2/GJNCV)	EF CH4 (kgCH4/GJNCV)	EF N2O (kgN2O/GJNCV)	Unit EF	Source NCV
Natural Gas	56.1	0.001	0.0001	kg CO2/GJNCV	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Liquefied Petroleum Gas (LPG)	63.1	0.001	0.0001	kg CO2/GJNCV	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Propane	63.6	0	0	kg CO2/GJNCV	Version 15, June 2020 of the EF document of the MITERD, based on 2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Liquefied Natural Gas (LNG)	64.2	0.003	0.0006	kg CO2/GJNCV	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Butane	66.2	0	0	kg CO2/GJNCV	Version 15, June 2020 of the EF document of the MITERD, based on 2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Gasoline	69.3	0.003	0.0006	kg CO2/GJNCV	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Diesel	74.1	0.003	0.0006	kg CO2/GJNCV	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Charcoal	0	0.2	0.004	kg CO2/GJNCV	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch. 1 & 2)
Biomass (wood chips)	0	0.03	0.004	kg CO2/GJNCV	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch. 1 & 2)
Biomass (rice husk)	0	0.03	0.004	kg CO2/GJNCV	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch. 1 & 2)

Fuel in Mobile Sources					
Liquefied Natural Gas (LNG)	56.1	0	0	kg CO2/GJ$_{NCV}$	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 & 3)
Liquefied Petroleum Gas (LPG)	63.1	0	0	kg CO2/GJ$_{NCV}$	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 & 3)
Gasoline	69.3	0	0	kg CO2/GJ$_{NCV}$	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 & 3)
Diesel	74.1	0	0	kg CO2/GJ$_{NCV}$	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 & 3)
Other data on Activity					
Rice crop	0	1.3	0	kg CO2/GJ$_{NCV}$	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.4, ch.5) IPCC for fields not flooded for less than 180 days prior to growth, permanently flooded during growth and without organic fertiliser
Elimination of N			0.005	kg CO2/GJ$_{NCV}$	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.5, ch.6)

Table 3. Emission Factor of biogenic CO2

Fuel	EF	Unit EF
Charcoal	112	kg CO2e/GJ
Biomass (wood chips)	112	kg CO2e/GJ
Biomass (rice husk)	100	kg CO2e/GJ

Source: 2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch. 1 & 2)

Table 4. Global Warming Potential of GHG

GHG	GWP	Source GWP
CO2	1	IPPC fourth assessment report
CH4	28	IPPC fourth assessment report
N2O	265	IPPC fourth assessment report

Tabla 5. Emission Factor Electricity (based on location)

Country	EF	Unit EF	Source EF
GERMANY	0.461	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
ARGENTINA	0.367	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
BELGIUM	0.22	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
CAMBODIA	0.804	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
CANADA	0.186	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
DENMARK	0.36	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
UAE	0.598	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency

Country	EF	Unit EF	Source EF
SPAIN	0.31	kgCO2e/kWh	Emission Factors, Register of Carbon Footprints, Compensation and CO2 Absorption Projects. MITERD. June 2020, version 15
FRANCE	0.085	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME
HUNGARY	0.317	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
INDIA	0.912	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
ITALY	0.406	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
MOROCCO	0.718	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
NETHERLANDS	0.415	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency

Country	EF	Unit EF	Source EF
PORTUGAL	0.255	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
ROMANIA	0.499	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
THAILAND	0.513	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
UK	0.2556	kgCO2e/kWh	UK Government GHG Conversion Factors for Company Reporting. DEFRA 2019
USA	0.522	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency

Table 6. Emission Factors of Coolants

Coolants	EF
Carbon dioxide	1
Methane	28
Nitrous oxide	265
HFC-23	14800
HFC-32	675
HFC-41	92
HFC-125	3500
HFC-134	1100
HFC-134a	1430
HFC-143	353
HFC-143a	4470
HFC-152a	124
HFC-227ea	3220
HFC-236fa	9810
HFC-245fa	1030
HFC-43-l0mee	1640
Perfluoromethane (PFC-14)	7390
Perfluoroethane (PFC-116)	12200
Perfluoropropane (PFC-218)	8830
Perfluorocyclobutane (PFC-318)	10300
Perfluorobutane (PFC-3-1-10)	8860
Perfluoropentane (PFC-4-1-12)	9160
Perfluorohexane (PFC-5-1-14)	9300
Sulphur hexafluoride (SF6)	22800
HFC-152	53
HFC-161	12
HFC-236cb	1340
HFC-236ea	1370
HFC-245ca	693
HFC-365mfc	794
R717 (ammonia)	0
R448A	1387
R410A	1890
HFC-1234ze (R1234ze)	7
R717 (ammonia)	0
R404A	3922
R407A	2107
R407C	1774
R407F	1825

Coolants	EF
R408A	3152
R410A	2088
R507A	3985
R508B	13396
R403A	3124
R407B	2804
R410B	2229
R413A	2053
R-417A	2346
R-417B	3026
R-422A	3143
R-422D	2729
R-424A	2440
R-426A	1508
R-427A	2138
R-428A	3607
R-434A	3245
R-437A	1805
R-438A	2264
R-442A	1888
R-449A	1396
R-452A	2140
R-453A	1765

Unit EF: kg CO2e/kg coolant
Source: IPCC Fourth Assessment Report

Table 7. Emission Factors of Pollutants NOx, CO, SOx, COV, PM

	STATIONARY COMBUSTION		
GJ Pollutant	Natural Gas+LNG+LPG+Butane+Propane FC (g/GJ)	Gasoline+Diesel FC (g/GJ)	Rice husk +Wood chips +Charcoal FC (g/GJ)
NOX	74	513	91
CO	29	66	570
COV	23	25	300
SOx	0.67	47	11
PM10	0.78	20	143
PM2.5	0.78	20	140

	MOBILE COMBUSTION			
GJ Contaminante	Gasoline FC (g/GJ)	Diesel FC (g/GJ)	LPG FC (g/GJ)	LNG FC (g/GJ)
CO	1,911.964	77.442	1,790.698	128.959
COV	226.862	16.279	288.372	5.882
NOX	197.065	301.395	321.353	294.118
PM	0.677	25.581		49.774

Source: European Environment Agency (EMEP)
https://www.eea.europa.eu/publications/emep-eea-guidebook-2019/part-b-sectoral-guidance-chapters [eea.europa.eu]

Ebro

Table 8. Water stress classification (World Resources Institute)

Country	Water Stress Classification (World Resources Institute)
GERMANY	Medium-High
ARGENTINA	Low-Medium
BELGIUM	High
CAMBODIA	Low
CANADA	Low
DENMARK	Medium-High
UAE	Extremely High
SPAIN	High
FRANCE	Medium-High
HUNGARY	Low
INDIA	Extremely High
ITALY	High
MOROCCO	High
NETHERLANDS	Low-Medium
PORTUGAL	High
ROMANIA	Low-Medium
THAILAND	Medium-High
UK	Low-Medium
USA	Low-Medium

ANNEX4

Index of contents required by Act 11/2018 of 28 December amending the Commercial Code, the recast Corporate Enterprises Act approved by Legislative Royal Decree 1/2010 of 2 July, and the Audit Act 22/2015 of 20 July, regarding the disclosure of non-financial and diversity information

General areas

Area		Reporting framework	Reference	Comments / Reason for omission
Business model	Description of the business model: – Business environment – Organisation and structure – Markets in which it operates – Objectives and strategies – Principal factors and trends that may affect its future evolution	102-2, 102-7, 102-3, 102-4, 102-6, 102-15	P.5-11	
General	Mention in the report of the national, European or international **reporting framework** used to select the key non-financial performance indicators included in each section. If the company complies with the non-financial reporting act by issuing a **separate report**, it must expressly state that said information forms part of the management report.	102-54	P.2	
Management focus	**Description of the policies** applied by the group in respect of these matters, including the due diligence procedures applied for the identification, assessment, prevention and mitigation of material risks and impacts and those of verification and control, including the measures implemented.	103-1 103-2	P.12-18	
	The **results of those policies,** including the relevant key non-financial performance indicators enabling the monitoring and assessment of progress and favouring comparison between companies and sectors, according to the national, European or international frameworks used.	103-2 103-3	P.14-15	
	The main risks related with those issues linked to the group's activities, including, where necessary and proportional, its commercial relations, products or services that may have an adverse effect on those areas and how the company manages those risks, explaining the procedures followed to detect and assess them in accordance with the national, European or international frameworks for each	102-15	P.19-25	

	area. This should include information on the impacts detected, giving a breakdown, particularly regarding the main risks in the short, medium and long term.			

Environmental aspects

Area		Reporting framework	Reference	Comments / Reason for omission
Management focus				
Environmental management	**Existing and foreseeable effects** of the company's activities	Internal framework: internal procedures, Code of Conduct, GRI 307-1	P.65-67, 88	
	Environmental **certification or assessment procedures**	ISO 14001	P.88	
	Resources employed for preventing environmental risks	Internal framework: Accounting	P.89-90	
	Application of the **precautionary principle**	GRI 102-11	P.67	
	Quantity of **provisions and guarantees** for environmental risks	Internal framework: Insurance policy for third-party liability and accidental pollution damage	P.88	
Pollution	**Measures** to prevent, reduce or remedy carbon emissions (including noise and light pollution)	Internal framework: CSR internal reporting tool, 305-5	P.65-66, 83	
Circular economy and waste management and prevention	**Measures** for waste prevention, recycling, reuse and other forms of recovery and elimination	GRI 301-2, 306-1, 306-2	P.69, 84-86	
	Actions to combat food waste	Internal framework: 1) CSR internal reporting tool 2) Donations to food banks	P.84-86, 36-37	
Sustainable use of resources	**Water consumption** and water supply within local limits	GRI 303	P.73-76	
	Consumption of raw materials	GRI 301-1	P.67-69	
	Measures taken to make the use of water more efficient	GRI 302-4	P.73	
	Direct and indirect energy **consumption**	GRI 302-1, 302-2, 302-3, 302-4	P.69-73	
	Measures implemented to enhance energy efficiency	GRI 302-4	P.73	
	Use of renewable energies	GRI 302-1	P.69-71	
Climate change	Important **elements** of the GHG emissions generated	GRI 305-1, 305-2, 305-3, 305-4, 305-5, 305-6, 305-7	P.80-83	
	Measures taken to adapt to the consequences of climate change	Internal framework: 1) Sustainable agriculture projects 2) Climate change risk matrix	P. 77-79, 22-22	
	Reduction **goals** established voluntarily	GRI 305-5 Internal framework: marine logistics emissions	P.81-83	

Protection of biodiversity	**Measures** taken to preserve or restore biodiversity	Internal framework: CSR internal reporting tool	P.77-79	
	Impacts caused by activities or operations in protected areas	GRI 304-1, 304-2, 304-3 Internal framework: CSR internal reporting tool	P.76	

Social and labour aspects

Area		Reporting framework	Reference	Comments / Reason for omission
Management focus				
Employment	Total **number** and distribution of employees by gender, age, country and professional category	GRI 405-1	P.42-44	
	Total **number** and distribution of types of employment contract	GRI 401-1	P.44	
	Annual **average** of permanent, temporary and part-time contracts by gender, age and professional category	GRI 401-1, 405-1	P.44-46	
	Number of dismissals by gender, age and professional category	GRI 401-1	P.46	
	Pay gap	GRI 405-2	P.56	
	Average **remuneration** by gender, age and professional category	GRI 405-2	P-55-56	
	Average **remuneration** of directors by gender	GRI 102-35	P.56	
	Average **remuneration** of executives by gender	GRI 102-35	P.55	
	Implementation of **policies** on disconnection from work	Internal framework: CSR internal reporting tool	P.51	
	Employees with disability	GRI 405-1	P.55	
Organisation of work	**Organisation** of working time	Internal framework: CSR internal reporting tool	P.47	
	Number of hours absenteeism	Internal framework: Quantitative description of number of hours absenteeism	P.47	
	Measures to facilitate work-life balance and responsible joint exercise of those measures by both parents	Internal framework: Quantitative and qualitative description of the measures to help balance work and home life	P.51	
Health and safety	**Conditions** of health and safety at work	Internal framework: CSR internal reporting tool	P.51	
	Number of occupational injuries and disease by gender, frequency rate and severity by gender	Internal framework: CSR internal reporting tool	P.52	
Labour relations	**Organisation** of social dialogue	GRI 403-1, 403-4	P.52	
	Percentage of employees covered by collective agreements by country	GRI 102-41	P.52-53	

	Balance of collective agreements, particularly in the area of health and safety at work	GRI 102-41, 403-4	P.51-52	
Training	**Policies** implemented in the training area	Internal framework: 1) Corporate Code of Conduct 2) CSR internal reporting tool	P.53	
	Total **hours** training by professional category	GRI 404-1	P.54	
Universal accessibility by persons with disability		Internal framework: Qualitative description of the universal accessibility measures for persons with disability	P.55	
Equality	**Measures** implemented to promote equal treatment and opportunities between women and men	Internal framework: 1) Corporate Code of Conduct 2) CSR internal reporting tool	P.54	
	Equality plans Measures taken to promote employment, protocols against sexual and gender-related harassment	Internal framework: 1) Corporate Code of Conduct 2) CSR internal reporting tool	P.54	
	Integration and universal accessibility of persons with different abilities	Internal framework: Qualitative description of integration & accessibility by persons with disability	P.55	
	Policy against all forms of discrimination and, where appropriate, diversity management	Internal framework: 1) Corporate Code of Conduct 2) CSR internal reporting tool	P.54-55	

Information on respect for human rights

Area	Reporting framework	Reference	Comments / Reason for omission
Management focus			
Application of due diligence procedures in respect of human rights	GRI 103-2, 412-2	P.26-28	
Prevention of the risks of violating human rights and, where necessary, **measures** to mitigate, manage and redress possible abuse committed	GRI 412-2	P.26-28	
Complaints of violation of human rights	GRI 406-1	P.27	
Promotion and compliance with the ILO fundamental conventions related with respect for the freedom of association and right to collective bargaining, elimination of discrimination in employment and occupation, elimination of forced or mandatory labour and effective abolition of child labour	Internal framework: Corporate Code of Conduct	P.26	

Information on anti-corruption and bribery

Area	Reporting framework	Reference	Comments / Reason for omission
Management focus			
Anti-corruption and bribery **measures**	GRI 205-1, 205-2	P.29-31	
Anti-money laundering **measures**	GRI 205-2	P.32	
Contributions to foundations and not-for-profit entities	GRI 201-1	P.35-40	

Information on the company

Area		Reporting framework	Reference	Comments / Reason for omission
Management focus				
Company's commitments to sustainable development	**Impact** of the company's activities on local development and employment	Internal framework: Qualitative description of the company's impact on employment and local development	P.35-40	
	Impact of the company's activities on local populations and region	Internal framework: CSR internal reporting tool	P.35-40	
	Relations with local communities and forms of dialogue with them	Internal framework: Qualitative description of the relations with local communities	P.35-40	
	Association or sponsorship **actions**	GRI 102-12, 102-13	P.35-40	
Outsourcing and suppliers	**Inclusion** in the procurement policy of social, gender equality and environmental issues	Internal framework: Supplier Code of Conduct CSR internal reporting tool	P.63-64	
	Consideration in relations with suppliers and subcontractors of their social and environmental responsibility	Internal framework: Supplier Code of Conduct CSR internal reporting tool	P.63-64	
	Supervision and audit **systems** and results	Internal framework: CSR internal reporting tool	P.64	
Consumers	**Measures** to guarantee consumer health and safety	Internal framework: Qualitative description of the measures for consumer health and safety	P.58-59 ANNEX 2	
	Grievance **systems**	GRI 418-1	P.59-60	
	Complaints received and solution provided	GRI 103-2, 416-2	P.60-61	
Tax information	**Profit** obtained, country by country	Internal framework: Tax and Finance Departments	P.35	
	Corporate income **tax** paid	Internal framework: Tax and Finance Departments	P.34	
	Government **grants** received	Internal framework: Tax and Finance Departments	P.35	

Ebro

Independent Limited Assurance Report of the Non-Financial Statement for the year ended December 31, 2020

EBRO FOODS, S.A. AND SUBSIDIARIES

Ernst & Young, S.L.
Calle de Raimundo Fernández Villaverde, 65
28003 Madrid

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Translation of a report originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails.

INDEPENDENT LIMITED ASSURANCE REPORT OF THE CONSOLIDATED NON-FINANCIAL STATEMENT

To the Shareholders of Ebro Foods, S.A.:

Pursuant to article 49 of the Code of Commerce we have performed a verification, with a limited assurance scope, of the accompanying Consolidated Non-Financial Statement (hereinafter NFS) for the year ended December 31, 2020, of EBRO Foods S.A. and subsidiaries (hereinafter, the Group), which is part of the 2020 Director's Report of the Group.

The content of the NFS includes information additional to that required by current mercantile regulations regarding non-financial information that has not been the object of our verification work. In this sense, our work has been limited exclusively to the verification of the information identified in the Annex 4 "Index of contents required under Law 11/2018" included in the attached NFS.

Responsibility of the Directors

The Board of Directors of EBRO FOODS, S.A. is responsible for the approval and content of the NFS included in the Groups´s consolidated Management Report. The NFS has been prepared in accordance with the content established in prevailing mercantile regulations and the criteria of the selected GRI standards, as well as other criteria described in accordance with that indicated for each subject in the Annex 4: "Table of contents required under Law 11/2018 of December 28 on disclosure of nonfinancial and diversity information", included in the aforementioned Statement.

The directors are also responsible for the design, implementation and maintenance of such internal control as they determine is necessary to enable the preparation of the NFS that is free from material misstatement, whether due to fraud or error.

EBRO FOODS, S.A. administrators are further responsible for defining, implementing, adapting and maintaining the management systems from which the information necessary for the preparation of the NFS is obtained.

Our independence and quality control procedures

We have complied with the independence and other Code of Ethics requirements for accounting professionals issued by the International Ethics Standards Board for Accountants (IESBA), which is based on the fundamental principles of integrity, objectivity, professional competence, diligence, confidentiality and professionalism.

Our Firm complies with the International Standard on Quality Control No. 1 and thus maintains a global quality control system that includes documented policies and procedures related to compliance with ethical requirements, professional standards, as well as applicable legal provisions and regulations.

The engagement team consisted of experts in the review of Non-Financial Information and, specifically, in information about economic, social and environmental performance.

Domicilio Social: C/ Raimundo Fernández Villaverde, 65. 28003 Madrid - Inscrita en el Registro Mercantil de Madrid, tomo 9.364 general, 8.130 de la sección 3ª del Libro de Sociedades, folio 68, hoja nº 87.690-1, inscripción 1ª. Madrid 9 de Marzo de 1.989. A member firm of Ernst & Young Global Limited.

Our responsibility

Our responsibility is to express our conclusions in an independent limited assurance report based on the work performed, that refers exclusively to 2020. Our review has been performed in accordance with the requirements established in prevailing International Standard on Assurance Engagements 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" (ISAE 3000) issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC) and the Guide for Non-Financial Statement verification engagements, issued by the Spanish Institute of Chartered accountants.

The procedures carried out in a limited assurance engagement vary in nature and timing and are smaller in scope than reasonable assurance engagements, and therefore, the level of assurance provided is likewise lower.

Our work consisted in requesting information from Management and the various Group units participating in the preparation of the NFS, reviewing the process for gathering and validating the information included in the NFS, and applying certain analytical procedures and sampling review tests as described below:

- Meeting with Group personnel to know the business model, policies and management approaches applied, the main risks related to these matters and obtain the necessary information for our external review

- Analyzing the scope, relevance and integrity of the content included in the 2020 NFS based on the materiality analysis made by the Group and described in the section "Social Responsibility Model", considering the content required by prevailing mercantile regulations.

- Analyzing the processes for gathering and validating the data included in the 2020 Non-Financial Statement.

- Reviewing the information on the risks, policies and management approaches applied in relation to the material aspects included in the 2020 NFS.

- Checking, through tests, based on a selection of a sample, the information related to the content of the 2020 NFS and its correct compilation from the data provided.

- Obtaining a representation letter from the Directors and Management

Conclusion

Based on the procedures performed in our verification and the evidence obtained, no matter came to our attention that would lead us to believe that the 2020 NFS of the Group has not been prepared, in all material respects, in accordance with the content established in prevailing mercantile regulations and the criteria of the selected GRI standards, as well as other criteria described in accordance with that indicated for each subject in the Annex 4: "Table of contents required under Law 11/2018 of December 28 on disclosure of non-financial and diversity information", included in the aforementioned Statement.

Use and distribution

This report has been prepared as required by prevailing mercantile regulations in Spain and may not be suitable for any other purpose or jurisdiction.

ERNST & YOUNG, S.L.

(Signature on the original in Spanish)

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Alberto Castilla Vida

April 9th, 2021

Annual Corporate Governance Report

ANNUAL CORPORATE GOVERNANCE REPORT
OF LISTED COMPANIES

DETAILS OF ISSUER

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 may be transferred 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 Hercalianz 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 Hercalianz 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.

Hercalianz Investing Group, S.L., Grupo Tradifín, 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

[√] 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:

	Details of attendance				
Date of general meeting	% in person	% by proxy	% distance voting		Total
			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.
-

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

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.

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 Hercalianz 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	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.
Executive Committee	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.

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

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 and on the company's corporate website 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

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). The Regulations of the Board are also published and available for consultation on the website of the National Securities Market Commission (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 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 Tradifín, S.L. and Hercalianz 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 Hercalianz Investing Grupo, S.L. (Director), although they should also be considered related with the Director Grupo Tradifín, 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 Hercalianz 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

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 lastest 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)

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 servicers, 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 [X]   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 [X]

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 [X]   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 [X]   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 [X] 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 [X] 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 [X]

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 [X]

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 [X] 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 [X]

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 [X]

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 [X] 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 [X] 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 [X] 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 [X]

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 [X] 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 [X] 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 [X] 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 [X] 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 [X]   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 [X]   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 [X]   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 [X] 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 [X] 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 [X] 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 [X] 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 [X] 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 [X] 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:

a) 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.

b) 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.

c) The risk level that the company considers acceptable.

d) The measures contemplated to mitigate the impact of the risks identified, should they materialise.

e) 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:

a) 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.

b) Participate actively in the preparation of the risk strategy and in the major decisions on their management.

c) 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 [X]

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 [X] 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 [X] 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 [X] 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 [X]

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. Hercalianz 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

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 Tradifín, 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 Hercalianz 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

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 effect ive functioning of the ICFR system adopted by the Company in respect of is 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)

Ramón Masip López

March 23, 2021

Next, the Spanish original version of the Consolidated Financial Statements 2020 of Ebro Foods, S.A. and Subsidiaries 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.

Luis Peña Pazos
Secretary of the Board

Ebro

Antonio Hernández Callejas
Chairman

Demetrio Carceller Arce
Vice-Chairman

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)

Hercalianz Investing Group, S.L.
(Félix Hernández Callejas)

Pedro Antonio Zorrero Camas