

**RESOLUTIONS ADOPTED  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
30 JUNE 2021**

**RESOLUTIONS ADOPTED UNDER ITEM ONE ON THE AGENDA**

*1.1. Examination and approval, if appropriate, of the separate and consolidated annual accounts and the management report (including, as appropriate, the Consolidated Statement of Non-Financial Information and the Annual Corporate Governance Report) of Ebro Foods, S.A. for the year ended 31 December 2020.*

To approve the separate and consolidated annual accounts and management report (including, as appropriate, the Consolidated Non-Financial Statement and the Annual Corporate Governance Report) of Ebro Foods, S.A. for the year ended 31 December 2020.”

*1.2. Examination and approval, if appropriate, of the Non-Financial Statement of the consolidated Group included in the consolidated Management Report for the year ended 31 December 2020.*

“To approve the Non-Financial Statement of the Ebro Foods Group included in the consolidated Management Report for the year ended 31 December 2020.

**RESOLUTION ADOPTED UNDER ITEM TWO ON THE AGENDA**

*Examination and approval, if appropriate, of the management of corporate affairs by the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2020.*

To approve the management and actions of the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2020.

**RESOLUTION ADOPTED UNDER ITEM THREE ON THE AGENDA**

*Examination and approval, if appropriate, of the application of profit obtained during the year ended 31 December 2020, including the cash payment of an annual dividend of 0.57 euros per share.*

To approve the proposed application of profit of Ebro Foods, S.A. for the year ended 31 December 2020, as shown below and indicated in the notes to the separate annual accounts:

	Amount (€ 000)
<b><u>Basis for distribution</u></b>	
Unrestricted reserves	937,800
Balance of profit and loss account (profit)	34,461
	<u>972,961</u>

To approve the distribution of a cash dividend of 0.57 euros gross per share outstanding against the unrestricted reserves and the profit posted in 2020, payable over 2021 in three payments of 0.19 euros gross per share each, on 6 April, 30 June and 1 October 2021.

The dividend payments made on 6 April and today, 30 June 2021 are thus ratified.

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

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

To approve the following remuneration of the directors for their duties as such in 2020, in accordance with the current Article 22 of the Articles of Association:

- (i) Fixed remuneration of the directors for their duties as such: EUR 2,850 thousand.
- (ii) Attendance fees of EUR 1,600 for attending the company board meetings and EUR 800 for attending the different committee meetings.

#### **RESOLUTIONS ADOPTED UNDER ITEM FIVE ON THE AGENDA**

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

##### *5.1 Re-election of the director Belén Barreiro Pérez-Pardo*

To re-elect Belén Barreiro Pérez-Pardo as company director for the statutory term of four years. Belén Barreiro Pérez-Pardo is classified as an independent director.

##### *5.2 Re-election of the director Mercedes Costa García*

To re-elect Mercedes Costa García as company director for the statutory term of four years. Mercedes Costa García is classified as an independent director.

Pursuant to section 529 decies of the Corporate Enterprises Act on the appointment and re-election of directors, the resolutions laid before the shareholders under this item on the agenda are proposed by the Board of Directors following proposals submitted by the Nomination and Remuneration Committee, after issuance of the necessary reports by that Committee and the Board. Those proposals and reports are incorporated in the minutes of the General Meeting and, together with the information regarding the identity, curriculum and category of the directors, they have been published on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es) and available to shareholders since the date of publication of the notice of call to the General Meeting.

#### **RESOLUTIONS ADOPTED UNDER ITEM SIX ON THE AGENDA**

*Alteration, if appropriate, of the following articles of the Articles of Association, voting separately and individually on each one:*

**6.1. Alteration of Article 5 (“Registered office”) of Title I (Name, duration, objects, financial year and registered office) of the Articles of Association**

To approve the alteration of Article 5 (“Registered office”) of Title I (Name, duration, objects, financial year and registered office) of the Articles of Association, which will be reworded as follows:

**“Article 5: Registered office**

*The registered office of the company is at Paseo de la Castellana no. 20, floors 3 and 4, Madrid. The Board of Directors is authorised to move this registered office within the country.*

*The Board may resolve to open, move or close branches, agencies, delegations, representative offices or other offices of the company.”*

**6.2. Alteration of Article 13 (“Attendance”) of Chapter I (General Meeting) of Title III (Corporate Bodies) of the Articles of Association**

To approve the alteration of Article 13 (“Attendance”) of Chapter I (General Meeting) of Title III (Corporate Bodies) of the Articles of Association, which will be reworded as follows:

**“Article 13: Attendance**

*General meetings may be attended by all shareholders who have recorded their shares in the corresponding accounting record five days prior to the date of the meeting, evidenced as determined in the Regulations of the General Meeting and the notice of call.*

*The members of the board are obliged to attend general meetings.*

*The Chairman may authorise attendance by such other persons as he may deem fit, although this authorisation may be overturned by the general meeting.”*

**6.3. Alteration of Article 14 (“Proxies”) of Chapter I (General Meeting) of Title III (Corporate Bodies) of the Articles of Association**

To approve the alteration of Article 14 (“Proxies”) of Chapter I (General Meeting) of Title III (Corporate Bodies) of the Articles of Association, which will be reworded as follows:

**“Article 14: Proxies**

*Any shareholder entitled to attend may be represented at general meetings by another person, even if the latter is not a shareholder.*

*The appointment and revocation of proxies, notification to the company, formalities, contents and limitations on representation and conflicts of interest of the proxy shall be governed by the applicable legal provisions, these Articles of*

*Association, the Regulations of the General Meeting and any resolutions adopted by the Board.*

*This right to representation is without prejudice to the legal provisions established for family representation, general powers of attorney and proxy solicitations. In any case, no shareholder may have more than one proxy at any general meeting, although any intermediaries legitimately recognised as shareholders by virtue of the accounting record of their shares but acting on behalf of several final beneficiaries may delegate the votes to each of the final beneficiaries or to third parties designated by the latter, with no limit on the number of delegations that may be made.”*

**6.4. Alteration of Article 17 (“Presiding board. Information, discussion and voting. Postal and electronic vote and proxy”) of Chapter I (General Meeting) of Title III (Corporate Bodies) of the Articles of Association**

To approve the alteration of Article 17 (“Presiding board. Information, discussion and voting. Postal and electronic vote and proxy”) of Chapter I (General Meeting) of Title III (Corporate Bodies) of the Articles of Association, which will be reworded as follows:

***“Article 17: Presiding board. Information, discussion and voting. Postal and electronic vote and proxy prior to the General Meeting***

*1. The directors attending the general meeting shall form the Presiding Board. After drawing up the attendance list and declaring the meeting open, the Secretary shall read out the items on the agenda, which shall be duly debated. The Chairman shall speak first, followed by such persons as he may authorise, including the Chairs of the Board Committees whenever necessary or convenient in respect of the business on the agenda. The Chairman shall then grant the floor to such shareholders as may so request, directing the debate and ensuring that it stays within the confines of the agenda.*

*From the date of publication of the notice of call to the general meeting up to five days, inclusive, before the date scheduled for the general meeting on first call, shareholders may request in writing such information or explanations as they may deem necessary, or submit such written questions as they may deem fit, on the items on the agenda. Shareholders may also request, in writing within the same time, such explanations from the directors as they may deem fit on the information accessible to the public supplied by the company to the National Securities Market Commission (CNMV) since the last General Meeting and explanations regarding the auditors’ report. In these cases, the directors will be obliged to provide the information requested, in writing, up to the date of the General Meeting.*

*Valid requests for information, explanations or questions submitted in writing and the written answers given by the directors shall be published on the Company’s website.*

*Whenever the information contemplated in a specific question is already available to all shareholders clearly, expressly and directly on the company’s website in*

*question-answer format, the directors may simply refer the shareholders to that information.*

*During the General Meeting, shareholders may orally request such information or explanations as they may deem fit on the items on the agenda or the publicly accessible information supplied by the company to the National Securities Market Commission since the date of the last general meeting and on the auditors' report. If it is not possible to respond at that time, the directors shall provide the requested information in writing within seven days after the end of the General Meeting. Infringement of the right to information contemplated in this paragraph will not be considered a ground for challenging the validity of the general meeting, although shareholders will be entitled to demand fulfilment of the obligation to provide information and redress of any damages they may have suffered as a result of that infringement.*

*Directors will not be obliged to provide any information requested in the terms of the preceding paragraphs if that information is unnecessary to protect shareholders' rights or if there are objective reasons to consider that it could be used for non-corporate purposes or that disclosure of the details requested could be detrimental to the interests of the company or any of its related companies. The information may not be denied if the request is backed by shareholders representing at least one-quarter of the capital.*

*The Chairman shall close the debate when he considers the business sufficiently debated and shall then put the proposed resolutions to a vote.*

*As a rule, resolutions shall be carried with the votes of a simple majority of the shareholders present and represented at the general meeting, considering a resolution passed when it obtains more votes for than against from the capital present and represented.*

*For a resolution on the increase or reduction of the capital or any other alteration of the Articles of Association, the issuance of debentures, suppression or restriction of the right of pre-emption over new shares, the conversion, merger or division of the company, the global transfer of assets and liabilities or moving the registered office to another country, if more than fifty per cent of the capital is present and represented at the general meeting the resolution will be passed by absolute majority. However, if the meeting is attended on second call by shareholders representing twenty-five per cent or more of the subscribed capital with voting rights but less than fifty per cent, the favourable vote of two thirds of the capital present or represented at the general meeting will be required.*

*Unless another system is established by the Presiding Board for any particular vote, all shareholders present or represented who do not expressly declare their abstention, vote against or blank vote will be deemed to vote for the resolutions, approval of which shall be evidenced by recording the votes against, blank votes and abstentions. However, when voting on business not included on the agenda, all shareholders present or represented who do not expressly declare their abstention, vote in favour or blank vote shall be deemed to vote against the resolution in question.*

## *2. Postal and economic vote and proxies prior to the General Meeting*

- a) *Shareholders entitled to attend and vote may vote on the resolutions proposed under the agenda by post, electronic means or any other means of remote communication, on the terms stipulated in the Regulations of the General Meeting and any provisions passed by the Board in development of or supplementing those Regulations.*

*The Board is authorised to develop and supplement the regulation set forth in the Regulations of the General Meeting taking account of the technical and legal bases that make it possible and duly guarantee the identity of the person exercising their voting right. In this case the Board shall decide when shareholders may start casting postal or electronic votes, according to the state and security offered by the available technical means.*

*The company shall publish on its web site all rules and regulations and any amendment thereof passed by the Board in development of and supplementing the Regulations of the General Meeting, pursuant to this provision, and the time specified by the Board as from which shareholders may cast postal and electronic votes for General Meetings.*

*Shareholders entitled to attend General Meetings who send postal or electronic votes in pursuance of this article shall be counted as present for establishing the quorum of the relevant general meeting.*

- b) *The provisions of (a) above will also be applicable to the granting of proxies for General Meetings by post, electronic means or any other means of remote communication.*
- c) *Personal attendance of the General Meeting by a given shareholder will annul any postal or electronic vote cast by the same shareholder. Personal attendance by the represented shareholder will also revoke a proxy granted by postal, electronic or any other means of communication contemplated in the Regulations of the General Meeting.”*

### **6.5. Alteration of Article 17 bis (“Online attendance of General Meetings”) of Chapter I (General Meeting) of Title III (Corporate Bodies) of the Articles of Association**

To approve the alteration of Article 17 bis (“Online attendance of General Meetings”) of Chapter I (General Meeting) of Title III (Corporate Bodies) of the Articles of Association, which will be reworded as follows:

#### **“Article 17 bis: Online attendance of General Meetings**

1. *The company may enable the attendance of General Meetings by simultaneous and online means that duly guarantee the identity of the attendee, and electronic voting during the General Meeting, to the extent that this is technically possible and if so resolved by the Board of Directors. In this case, the dates, forms and manners of exercising the shareholders’ rights established by the Board of Directors to enable adequate procedure of the General Meeting shall be indicated in the notice of call.*



*In particular, the Board of Directors may decide that the anyone planning to attend the general meeting online, as permitted by law, shall send the Company before the general meeting is convened the text of any contributions and proposed resolutions they intend to make or submit.*

*In pursuance of the law, the Articles of Association and the Regulations of the General Meeting, the Board of Directors shall establish such procedures as it may deem fit for this form of attending general meetings.*

2. *Whenever so permitted by law, the General Meeting may be held exclusively online and, therefore, with no physical attendance by shareholders, their representatives or, where appropriate, Board members.*

*General Meetings held exclusively online shall comply with the applicable provisions of law and the articles of association, and the rules of procedure established in the Regulations of the General Meeting. It will be essential in all cases for the identity and legitimate rights of the shareholders and their representatives to be duly guaranteed. Moreover, it must be possible for all those attending to participate effectively in the meeting through the remote communication means indicated in the notice of call, both to exercise in real time their rights to speak, information, proposal and vote and to follow the contributions by others attending by those means, taking account of the state of technology and circumstances of the Company, all in accordance with the applicable legal provisions.”*

#### **6.6. Alteration of Article 22 (“Remuneration”) of Chapter II (Board of Directors) of Title III (Corporate Bodies) of the Articles of Association**

To approve the alteration of Article 22 (“Remuneration”) of Chapter II (“Board of Directors) of Title III (Corporate Bodies) of the Articles of Association, which will be reworded as follows:

##### **“Article 22: Remuneration**

*Remuneration of all the board members for their duties as such (that is, for their supervisory and other non-executive duties) shall comprise: (i) a fixed annual allocation; and (ii) fees for attending meetings of the company’s corporate bodies. Both the fixed annual allocation for the board as a whole and the amount of attendance fees will be determined by the general meeting and will remain in force until a resolution is passed to change them. The board of directors, subject to a report by the Nomination and Remuneration Committee, shall set the individual remuneration of each director for their duties as such, taking into account the positions held by the directors on the board, their membership of board committees and any other objective circumstances that the board may consider appropriate, within the confines of the articles of association and the remuneration policy. The board shall also decide on the timing of payments.*

*The directors’ remuneration shall in any case be reasonably aligned with the importance of the company, its economic situation from time to time and the market standards of comparable companies. The remuneration system established shall*

*focus on promoting the long-term yield and sustainability of the company and shall contemplate such precautions as may be necessary to avoid excessive exposure to risk or rewarding unfavourable results.*

*The remuneration policy for directors shall comply with all applicable provisions on the remuneration system in the articles of association and shall be approved by the general meeting as a separate item on the agenda, applicable for a period of up to three years. This notwithstanding, a proposal for a new Directors' remuneration policy shall be submitted to the General Meeting of Shareholders prior to the end of the last year of application of the previous policy, and the General Meeting may decide that the new policy will be applicable from the date of its approval and for the following three years. Any amendment or replacement of the policy during that time will require prior approval by the General Meeting in accordance with the procedure established for its approval.*

*In addition, regardless of the nature of their legal relationship with the Company, directors with executive duties in the Company will be entitled to remuneration for the performance of those duties. That remuneration will consist of one or several of the following items: (i) fixed annual allocation; (ii) variable remunerations linked to different indicators, both financial and non-financial; (iii) benefits from pension or welfare systems; and (iv) indemnity in the event of removal or any other form of termination of their legal relationship with the Company not due to any breach by the director, exclusivity agreements, post-contract no competition agreements or similar. The Board shall determine the individual remuneration of each director for the performance of any executive duties they may have within the confines of the remuneration policy and in accordance with the terms of their contracts, subject to a report by the Nomination and Remuneration Committee.*

*The relationship between the Company and its executive directors shall be set down in a contract, which must be approved by the Board in the manner and with the majorities stipulated in law.*

*In addition and independently of the remuneration contemplated in the preceding paragraphs, directors may receive remuneration in the form of shares, stock options or any other system of remuneration indexed to the price of the Company's shares or those of any other companies in its Group. Nevertheless, the use of those remuneration systems shall be decided by the General Meeting, in the form and on the terms and conditions stipulated in law.*

*If the executive directors waive the remuneration to which they are entitled for their duties as directors (that is, for their supervisory and other non-executive duties), the fixed remuneration that would correspond to them will not be distributed among the remaining directors.*

*The company shall also take out liability insurance for its directors”*

**6.7. Alteration of Article 28 (“Executive Committee, Audit and Compliance Committee, Nomination and Remuneration Committee and other Committees”) of Chapter II (Board of Directors) of Title III (Corporate Bodies) of the Articles of Association**



To approve the alteration of Article 28 (“Executive Committee, Audit and Compliance Committee, Nomination and Remuneration Committee and other Committees”) of Chapter II (Board of Directors) of Title III (Corporate Bodies) of the Articles of Association, which will be reworded as follows:

***“Article 28: Executive Committee, Audit and Compliance Committee, Nomination and Remuneration Committee and other Committees***

*1. The Executive Committee shall have no fewer than three nor more than seven members, including the Chair.*

*The Executive Committee shall be presided by the Chairman of the Board, assisted by the Secretary of the Board. The rules of substitution established for the Board shall also be applicable to the Chair and Secretary of the Executive Committee.*

*2. An Audit and Compliance Committee shall be set up within the Board, with no fewer than three nor more than five members appointed by the Board. All the members of this Committee shall be non-executive directors, at least the majority shall be independent directors and one of whom will be appointed on the basis of their experience and expertise in accounting, auditing or both. Moreover, between them the Committee members shall have the necessary technical expertise on the business sector in which the company operates.*

*The Board shall appoint one of the independent directors on the Audit and Compliance Committee to chair that committee. The Committee Chair shall be replaced every four years and will become eligible for re-election one year after their retirement as such. In the event of absence or temporary unavailability of the Chair, they shall be substituted by a member of the Committee provisionally so nominated by the Board, or otherwise by the oldest Committee member.*

*The Audit and Compliance Committee shall meet with the frequency stipulated in the Regulations of the Board, as and when called by its Chair, whenever so decided by at least two of its members or at the request of the Board. Committee meetings shall be held at the registered office or wheresoever else may be decided by the Chair and indicated in the notice of call, and shall be quorate when attended, in person or by proxy, by the majority of its members. Resolutions shall be carried with the votes in favour of the majority of members attending the meeting. In the event of a tie, the Chair, or acting Chair, shall have the casting vote. The Secretary of the Committee shall be appointed by the Board and shall issue minutes of the resolutions adopted, which shall be reported to the Board.*

*The Audit and Compliance Committee shall have the powers assigned to it by law, the Articles of Association and the Regulations of the Board. The Regulations of the Board may develop and complete the Committee’s powers and the rules for its organisation and procedure, in accordance with the relevant provisions of law and the Articles of Association*

*3. A Nomination and Remuneration Committee shall also be set up within the Board, with no fewer than three nor more than five members appointed by the*

*Board. All the members of this Committee shall be non-executive directors and at least two of them shall be independent directors.*

*The Board shall appoint one of the independent directors on the Nomination and Remuneration to chair that committee. In the event of absence or temporary unavailability of the Chair, they shall be substituted by a member of the Committee provisionally so nominated by the Board, or otherwise by the Committee member designated by the Committee for the specific meeting.*

*The Nomination and Remuneration Committee shall meet with the frequency stipulated in the Regulations of the Board, as and when called by its Chair, whenever so decided by at least two of its members or at the request of the Board. Committee meetings shall be held at the registered office or wheresoever else may be decided by the Chair and indicated in the notice of call, and shall be quorate when attended, in person or by proxy, by the majority of its members. Resolutions shall be carried with the votes in favour of the majority of members attending the meeting. In the event of a tie, the Chair, or acting Chair, shall have the casting vote. The Secretary of the Committee shall be appointed by the Board and shall issue minutes of the resolutions adopted, which shall be reported to the Board.*

*The Nomination and Remuneration Committee shall have the powers assigned to it by law, the Articles of Association and the Regulations of the Board. The Regulations of the Board may develop and complete the Committee's powers and the rules for its organisation and procedure, in accordance with the relevant provisions of law and the Articles of Association.*

*4. The Regulations of the Board shall also contemplate the existence of a Strategy and Investment Committee, on which any director may sit."*

#### **6.8. Alteration of Article 34 ("Approval of the Accounts. Application of Profit/Loss") of Title IV (Annual Accounts) of the Articles of Association**

To approve the alteration of Article 34 ("Approval of the Accounts. Application of Profit/Loss") of Title IV (Annual Accounts) of the Articles of Association, which will be reworded as follows:

##### ***"Article 34: Approval of the Accounts. Application of Profit/Loss***

*The annual accounts shall be approved by the General Meeting of Shareholders.*

*Once the general meeting has been called, any shareholder may obtain from the company, forthwith and free of charge, a copy of the documents that are to be laid before the general meeting for approval, and of the management report and auditors' report, if appropriate. This right shall be stated in the notice of call.*

*The general meeting shall resolve on the application of the profit for the year, as shown on the approved balance sheet and in pursuance of prevailing legislation.*

*The general meeting may decide on the distribution in cash or in kind of dividends against profits or, as the case may be, against the share premium or other*

*unrestricted reserves. In the event of a distribution in kind, the assets or securities to be distributed shall be homogenous and have adequate liquidity.*

*This regulation will also be applicable to the refund of contributions in a reduction of capital.*

*The Board may also distribute interim dividends, both in cash and in kind, on the terms established in this article and in the law.”*

The alterations of the above articles are resolved in view of a written report by the Directors justifying those alterations, approved at the Board meeting held on 24 May 2021, in pursuance of section 286 of the Corporate Enterprises Act. That report, which contains the full text of the proposed alterations, has been published on the Company’s website [www.ebrofoods.es](http://www.ebrofoods.es) and available to shareholders since the date of publication of the notice of call to the General Meeting.

## **RESOLUTIONS ADOPTED UNDER ITEM SEVEN ON THE AGENDA**

*Alteration, if appropriate, of the following articles of the Regulations of the General Meeting, voting separately and individually on each one:*

### ***7.1. Alteration of Article 5 (“Information on the notice of call to General Meetings on the Company’s website”) of Chapter II (Notice of Call and Information) of the Regulations of the General Meeting***

To approve the alteration of Article 5 (“Information on the notice of call to General Meetings on the Company’s website”) of Chapter II (Notice of Call and Information) of the Regulations of the General Meeting, which will be reworded as follows:

#### ***“Article 5: Information on the Company’s website on the notice of call to General Meetings***

*1. The Company’s website shall include the notice of call, the agenda and documents at the disposal of shareholders. Mention shall also be made of the shareholders’ right to request the delivery or remittance of such documents, free of charge, providing information on the rules for attending the meeting and the procedures for obtaining an attendance card or certificate from one of the institutions authorised by law to issue them and for granting proxies. Shareholders shall also be informed of any other aspects of interest for the meeting, such as the provision or otherwise of simultaneous interpreting services or the foreseeable audio-visual broadcasting of the general meeting.*

*2. As from the date of publication of the notice of call to the general meeting, the Company shall publish on its website the text of all proposed resolutions that the Board has resolved to lay before the general meeting or that have been submitted by the shareholders requesting the general meeting, subject to the form and requisites stipulated in law.*

*3. The stipulations of the preceding two paragraphs are without prejudice to any other information that the company may be obliged to publish on its website under prevailing laws and regulations.*

4. *The Company shall send a notice to its shareholders, either directly or indirectly through the third parties designated by those shareholders, the central securities depository or the intermediary institution, indicating where they can find the necessary information to exercise the rights deriving from their shares, on the terms stipulated in the applicable legal provisions.”*

**7.2. Alteration of Article 6 (“Shareholders’ right to information”) of Chapter II (Notice of Call and Information) of the Regulations of the General Meeting**

To approve the alteration of Article 6 (“Shareholders’ right to information”) of Chapter II (Notice of Call and Information) of the Regulations of the General Meeting, which will be reworded as follows:

**“Article 6: Shareholders’ right to information**

1. *Once the Annual General Meeting has been called, any shareholder may obtain from the Company, immediately and free of charge, copies of all the documents that are to be laid before the general meeting for approval, together with the management report and auditors’ report, if any. The Annual Corporate Governance Report and the Report on Directors’ Remuneration shall also be made available to shareholders for and at the Annual General Meeting, as well as any other documentation or information required by the laws and regulations in place or which the Board may consider appropriate.*

2. *Similarly, once an Annual or Extraordinary General Meeting has been called, shareholders may examine at the registered office the proposed resolutions, reports and such other documents as the Company may be obliged by law or the Articles of Association to make available, as well as the text of any other proposed resolutions that the Board may have approved by that date or, as the case may be, which have been submitted by the shareholders requesting the General Meeting, in the form and pursuant to the requisites stipulated in law. Shareholders may also, in the cases indicated in law, request the free delivery or remittance of the full text of all documents put at their disposal at the registered office.*

3. *Furthermore, as from the date of calling the Annual or Extraordinary General Meeting, shareholders shall have access through the company’s website to the proposed resolutions, reports and other documents to be made available on the website in pursuance of the law, the Articles of Association and these Regulations.*

4. *From the date of publication of the notice of call to the General Meeting up to five days, inclusive, before the date on which it is to be held on first call, shareholders may request in writing such reports or explanations as they may deem necessary, or submit such written questions as they may deem fit, regarding the business included on the agenda. Within the same time and in the same form, shareholders may request reports or explanations or submit written questions on the publicly accessible information supplied by the company to the National Securities Market Commission (CNMV) since the last General Meeting and on the auditors’ report.*

*These requests for information may be delivered to the company's registered office by hand or sent by post or, as the case may be, by any other means of remote communication specified in the corresponding notice of call.*

*Regardless of the means used for submitting requests for information, shareholders' requests shall include their names and surnames and proof of the shares held, so that these details can be checked against the list of shareholders and the number of shares recorded against their name supplied by the Management Company of the Securities Registration, Clearing and Settlement Services (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.) for the relevant General Meeting. It will be up to the shareholders to prove that they have sent their request to the company in due time and form. The necessary explanations for shareholders to exercise their right to information shall be given on the company's website, in pursuance of applicable laws and regulations.*

*During the General Meeting, any shareholders physically attending the General Meeting may orally request such information or explanations as they may deem fit on the items on the agenda or the publicly accessible information supplied by the company to the National Securities Market Commission since the date of the last general meeting and on the auditors' report. Shareholders attending online may request such information or explanations as they may deem fit on these items, in the form indicated in the notice of call.*

*The directors shall provide the information requested in the form within the times stipulated in law, (i) unless the request for information or explanations does not refer to business contemplated on the agenda or publicly accessible information supplied by the company to the National Securities Market Commission (CNMV) since the last General Meeting, or to the auditors' report; or (ii) unless, in the opinion of the Chairman, disclosure of the details requested could be detrimental to the company or its related companies, unnecessary for the protection of shareholders' rights or if there are objective reasons to consider that it might be used for non-corporate purposes. The exception contemplated in (ii) will not be valid when the request is backed by shareholders representing at least one-quarter of the capital.*

*Valid requests for information, explanations or questions submitted in writing and the written answers given by the directors shall be published on the company's website.*

*Whenever the information contemplated in a specific question is already available to all shareholders clearly, expressly and directly on the company's website in question-answer format, the directors may simply refer shareholders to that information.*

*Infringement of the right to information exercised orally during the General Meeting will not be considered a ground for challenging the validity of the General Meeting, without prejudice to the right corresponding by law to any shareholders who have filed such challenge.*



*In the event of abusive or detrimental use of the information requested, the shareholder responsible will be liable for any damage caused.”*

### **7.3. Alteration of Article 7 (“Right to attend and proxies”) of Chapter III (Right to attend. Organisation and Quorum) of the Regulations of the General Meeting**

To approve the alteration of Article 7 (“Right to attend and proxies”) of Chapter III (Right to attend. Organisation and Quorum) of the Regulations of the General Meeting, which will be reworded as follows:

#### **“Article 7: Right to attend and proxies**

*1. General meetings may be attended by all shareholders who have recorded their shares in the corresponding accounting record within the time indicated in the Articles of Association.*

*In addition, the shareholders attending the General Meeting shall prove their shareholder status with the appropriate attendance card or certificate issued by one of the entities legally authorised to do so or in any other form acceptable by law. In the case of online attendance, they must also comply with the relevant indications in the notice of call to the meeting.*

*Attendance cards shall be personal, issued at the request of the interested party either directly by the Company on proof of shareholder status, or through the institutions keeping the accounting records. These cards may be used by the shareholders as proxy documents for the relevant general meeting.*

*The Company may propose the format of the attendance card to be issued to shareholders by such institutions, to ensure that the attendance cards thus issued are uniform and incorporate a bar code or other system enabling electronic reading to facilitate the computerised counting of shareholders attending the meeting, indicating also the formula of that document for proxies.*

*2. The members of the board are obliged to attend general meetings, although non-attendance by one or several directors will not affect the validity of the General Meeting.*

*The Chairman may authorise attendance by such other persons as he may deem fit, although this authorisation may be overturned by the general meeting.*

*3. Any shareholder entitled to attend may be represented at general meetings by another person as stipulated in the law and articles of association.*

*Proxies shall be granted specifically for each general meeting.*

*The shareholder may appoint a proxy and notify the company of this appointment in writing or by remote communication means. In the case of electronic communication, the company shall establish a system for the electronic notification of proxy appointments, with such formal requirements as may be necessary and sufficient to guarantee identification of the shareholder and the proxy or proxies appointed, as well as the security of electronic communications, including clear,*



*precise information on this option in the notice of call. The provisions of this paragraph will also be applicable for the revocation of proxies.*

*Regardless of whether the representation is voluntary or required by law, no shareholder may be represented by more than one proxy at any general meeting, without prejudice to the provisions of section 4 of this article.*

*A proxy may represent more than one shareholder, with no limitation on the number of shareholders represented. When a proxy represents several shareholders, they may vote differently according to the instructions issued by each shareholder.*

*In any case, the number of shares represented shall be counted for calculation of the quorum.*

*Prior to appointment, the proxy shall inform the shareholder in detail of any possible conflict of interest. If the conflict arises after their appointment and they have not advised the represented shareholder of its possible existence, the proxy shall inform the shareholder immediately. In both cases, if new specific voting instructions are not received for each of the issues in which the proxy may have to vote on behalf of the shareholder, the proxy shall abstain from voting.*

*There may be a conflict of interest for the purposes of this article, in particular, when the proxy is in any of the following situations:*

- a) If the proxy is a controlling shareholder of the Company or an undertaking controlled by that controlling shareholder.*
- b) If the proxy is member of the board, management or supervisory bodies of the company, controlling shareholder or an undertaking controlled by the latter. If the proxy is a director, the provisions of section 526 of the Corporate Enterprises Act will apply.*
- c) If the proxy is an employee or auditor of the company, controlling shareholder or an undertaking controlled by the latter.*
- d) If the proxy is an individual related party to the foregoing. Related individuals shall be: the spouse or someone who has been the spouse in the previous two years, or the common-law partner or someone who has been living with the proxy in the previous two years, and the ascendants, descendants, siblings and their respective spouses.*

*If the represented shareholder has issued instructions, the proxy shall vote in accordance with those instructions and shall keep those instructions for one year after the corresponding general meeting. Proxies may be revoked at any time. Personal attendance, physical or online, at the General Meeting by the represented shareholder will have the effect of revoking the proxy.*

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

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

*5. In cases of proxy solicitations, the document containing the power of attorney shall contain or annex the agenda, request for voting instructions and indications of how the proxy is to vote when no specific instructions have been issued. A proxy solicitation shall be deemed to exist whenever any one person represents more than three shareholders.*

*The proxy may also include any items which, although not included on the agenda for the General Meeting, may lawfully be transacted thereat.*

*If there are no voting instructions because the General Meeting is going to resolve on issues which, by law, do not need to be included on the agenda, the proxy shall vote howsoever they may consider to be in the best interests of their principal.*

*If the represented shareholder has issued instructions, the proxy may only vote otherwise in circumstances of which the shareholder was unaware at the time of issuing the instructions and when the represented shareholder's interests are in jeopardy.*

*In the last two cases, the proxy shall inform the represented shareholder forthwith in writing, explaining the reasons for their vote.*

*In proxy solicitations, the director receiving such proxy may not exercise the voting right in respect of any items on the agenda in which they may be in conflict of interest, unless they have received specific voting instructions from the principal for each of those items, as stipulated in law. The director will, in any case, be considered to be in a conflict of interest in respect of the following decisions:*

- a) their appointment, re-election or ratification as director;*
- b) their dismissal, removal or cessation as director;*
- c) any corporate action brought against them for liability;*
- d) approval or ratification, as appropriate, of company transactions with the director in question or companies that they control or represent, or persons acting on their behalf.*

*6. The Presiding Board of the General Meeting shall have the fullest powers possible in law to accept the validity of the document or means evidencing the proxy and shall only consider invalid any which fail to meet the minimum essential requisites, provided such deficiencies cannot be remedied."*

**7.4. Alteration of Article 11 ("Beginning of the meeting and shareholders' requests to speak") of Chapter IV (Procedure at General Meetings) of the Regulations of the General Meeting**

To approve the alteration of Article 11 (“Beginning of the meeting and shareholders’ requests to speak”) of Chapter IV (Procedure at General Meetings) of the Regulations of the General Meeting, which will be reworded as follows:

***“Article 11: Beginning of the meeting and shareholders’ requests to speak***

*1. After the attendance list has been drawn up, the Chairman shall announce the number of shareholders with voting rights attending in person and by proxy, indicating their shares in the capital, and declare the general meeting quorate.*

*If the presence of a notary has been requested to issue minutes of the General Meeting, the Chairman will then grant the floor to that Notary to ask those attending whether they have any reservations or protests regarding the details thus announced or the valid holding of the general meeting, pointing out that anyone wishing to make such protests or express such reservations must do so by declaring them to the Notary, for due record in the minutes.*

*2. The Secretary will then read out the items on the agenda, as included in the notice of call, and the Chairman will invite any shareholders physically present at the General Meeting who wish to request information or make any other declaration whatsoever to so inform the scrutineers assisting the Presiding Board, or the Notary, as the case may be, producing their attendance card or corresponding certificate to evidence their particulars and the number of shares they hold and/or represent, as the case may be. Those attending online may ask to participate on the terms indicated in the notice of call.”*

***7.5. Alteration of Article 12 (“Participation of shareholders”) of Chapter IV (Procedure at General Meetings) of the Regulations of the General Meeting***

To approve the alteration of Article 12 (“Participation of shareholders”) of Chapter IV (Procedure at General Meetings) of the Regulations of the General Meeting, which will be reworded as follows:

***“Article 12: Participation of shareholders***

*1. After the procedure contemplated in the preceding article, the Chairman of the General Meeting and such other persons as he may authorise, including the Chairmen of the Committees of the Board whenever the agenda so requires, shall address those attending to give their respective reports.*

*The Chairman shall then grant the floor to any shareholders who have asked to speak, in the order determined by the Secretary.*

*2. Each shareholder will initially be assigned ten minutes to speak, although this time may be extended by the Chairman of the General Meeting.*

*3. During the time assigned for their contributions, shareholders may request such information or explanations as they may consider necessary and make such declarations as they may deem fit, all in connection with the matters contemplated in Article 6 of these Regulations. The Chairman shall provide the information requested, in the terms established in law, or, whenever he considers this*

*appropriate in view of the nature of the information, he may commission the Chair of the corresponding Committee, any member of the Presiding Board or such expert as he may deem fit to give the information. If the information requested is not available at the meeting, it shall be made available to shareholders at the registered office of the Company within seven days after the General Meeting.*

*4. During their contributions, shareholders may propose the adoption of resolutions on any issues that the general meeting is authorised to discuss and decide on even though they are not included on the agenda, in accordance with the applicable legal provisions.*

*5. Any shareholders physically attending the General Meeting who wish to put on record the full contents of their contributions shall expressly so request and deliver the written text thereof to the Presiding Board or the Notary, as the case may be, before speaking, to allow collation and subsequent insertion in the original of the minutes.”*

#### **7.6. Alteration of Article 13 bis (“Postal and electronic vote and proxy”) of Chapter IV (Procedure at General Meetings) of the Regulations of the General Meeting**

To approve the alteration of Article 13 bis (“Postal and electronic vote and proxy”) of Chapter IV (Procedure at General Meetings) of the Regulations of the General Meeting, which will be reworded as follows:

##### **“Article 13 bis: Postal and electronic vote and proxy prior to the General Meeting**

*1. Shareholders entitled to attend and vote may vote by post or electronic means on the motions relating to the agenda, as stipulated in the Articles of Association, these Regulations and any provisions passed by the Board in development of or supplementing those Regulations. They may also vote by any other means of remote communication whenever so indicated in the notice of call.*

*Postal votes may be cast by sending the Company the attendance card issued by the company or by any of the institutions responsible for keeping the records of shares issued in book-entry form, without prejudice to any other conditions and requirements established by the Board in pursuance of section 2 of this article.*

*Electronic votes shall be sent with a recognised electronic signature and/or any other form of guarantee considered adequate by the Board to ensure the authenticity and identification of the voting shareholder, without prejudice to any other conditions and requirements established by the Board in pursuance of section 2 of this article.*

*Votes cast by either of the means contemplated in this section 1 must be received by the company 24 hours prior to the time at which the General Meeting is scheduled on first call. Otherwise they shall be deemed not cast.*

*Shareholders entitled to attend General Meetings who send postal or electronic votes in pursuance of this section 1 shall be counted as present for establishing the quorum of the relevant general meeting.*

2. *The Board is authorised to develop the provisions of section 1 above, establishing rules, means and procedures in accordance with the prevailing state of technology and such forms, conditions, limits and requirements as it may deem fit to supplement the regulation provided herein for postal and electronic voting. The Board shall also decide when shareholders may start electronic voting, according to the state and security offered by the available technical means.*

*The Board shall publish provisions on the company's website developing and supplementing those of the Regulations of the General Meeting and the date as from which shareholders may cast postal or electronic votes.*

3. *In particular, the Board may regulate the use of guarantees other than the electronic signature for electronic voting, in order to preserve the authenticity or identification of shareholders thus exercising their voting rights, and may extend the deadline established in section 1 above for receipt by the company of postal and electronic votes.*

*In any case, the Board shall take whatever measures may be necessary to avoid duplicated votes and ensure that persons sending postal or electronic votes are duly authorised to do so pursuant to Article 13 of the Articles of Association.*

4. *The provisions of the preceding sections will also be applicable to proxies granted by shareholders for General Meetings by post, electronic communication or any other means of remote communication.*

5. *According to the provisions of the Articles of Association, physical or online personal attendance of the General Meeting by a given shareholder will annul any postal or electronic vote cast by the same shareholder. Similarly, physical or online personal attendance by the represented shareholder will be deemed to revoke the proxy granted by electronic or other means of remote communication contemplated in the notice of call."*

#### **7.7. Alteration of Article 13 ter ("Online attendance of General Meetings") of Chapter IV (Procedure at General Meetings) of the Regulations of the General Meeting**

To approve the alteration of Article 13 ter ("Online attendance of General Meetings") of Chapter IV (Procedure at General Meetings) of the Regulations of the General Meeting, which will be reworded as follows:

##### ***"Article 13.ter. Online attendance of General Meetings***

1. *The company may enable the attendance of general meetings by simultaneous and online means that duly guarantee the identity of the attendee, and electronic voting during the general meeting, to the extent that this is technically possible and if so resolved by the Board of Directors. In this case, the dates, forms and manners of exercising the shareholders' rights established by the Board of Directors to enable adequate procedure of the general meeting shall be indicated in the notice of call.*

*In particular, the Board of Directors may decide that the text of any contributions and proposals for resolutions intended to be made by anyone planning to attend the*



*General Meeting online, as permitted by law, should be sent to the Company before the General Meeting commences. Any online attendees who wish to have their contributions included in the minutes of the General Meeting shall send their contributions in writing in the time and form established by the Board for this purpose, which shall be indicated in the notice of call, clearly and expressly stating their wish that the text be transcribed in the minutes of the meeting.*

*In pursuance of the law, the Articles of Association and the Regulations of the General Meeting, the Board of Directors shall establish such procedures as it may deem fit for this form of attending general meetings, such as times and dates for registration, connection to the meeting, submission of contributions and proposed resolutions and voting during the meeting. All this shall be published, where appropriate, on the company's website.*

*Just like physical attendance, online personal attendance of the General Meeting will revoke any postal or electronic vote or proxy made previously.*

*2. Provided they are compatible with the law, the above provisions will also be applicable when, pursuant to Article 17 bis of the Articles of Association and the applicable legal provisions, the notice of call contemplates holding the General Meeting exclusively online and, therefore, with no physical attendance by shareholders or their representatives, or Board members where appropriate. The applicable provisions in this regard will be indicated in the notice of call."*

#### **7.8. Alteration of Article 14 ("Voting and resolutions") of Chapter IV (Procedure at General Meetings) of the Regulations of the General Meeting**

To approve the alteration of Article 14 ("Voting and resolutions") of Chapter IV (Procedure at General Meetings) of the Regulations of the General Meeting, which will be reworded as follows:

##### ***"Article 14. Voting and resolutions***

*1. Resolutions shall be carried with the votes in favour of the simple majority of voting capital present and represented at the general meeting, without prejudice to the quorums and voting majorities established in law for special resolutions.*

*Resolutions shall be adopted in accordance with the procedure and rules established below.*

*2. After due debate, the proposed resolutions shall be put to a vote.*

*The voting of resolutions shall follow the agenda set out in the notice of call, and if any motions have been submitted on issues that the general meeting is authorised to resolve without including them on the agenda, they shall be put to a vote after the proposals corresponding to the items on the agenda.*

*3. Once they have been read out by the Secretary, which formality may be omitted provided no shareholder objects, the General Meeting shall vote first on the resolutions, if any, proposed by the Board and, otherwise, on any put forward by others, following the order established for this purpose by the Chairman.*



*Once a proposed resolution has been approved, all other motions on the same issue that are incompatible with that resolution will automatically be struck off the voting list.*

*4. Resolutions shall be adopted with the following voting system:*

*4.1. When voting on business included on the agenda, the votes corresponding to all shares present or represented at the general meeting shall be deemed to vote for the proposal in question, except (a) the votes corresponding to shares whose holders or representatives notify the scrutineers and other assistants of the Presiding Board or the Notary, as the case may be, in a written communication or personal declaration, of their vote against, blank vote or abstention, and (b) the votes, if any, corresponding to shares whose holders have voted against, cast a blank vote or abstained by the postal or electronic means contemplated in Article 13 bis of these Regulations.*

*4.2. When voting on business not included on the agenda, the votes corresponding to all shares present or represented at the general meeting shall be deemed to vote against the proposal in question, except (a) the votes corresponding to shares whose holders or representatives notify the scrutineers and other assistants of the Presiding Board or the Notary, as the case may be, in a written communication or personal declaration, of their vote for, blank vote or abstention, and (b) the votes corresponding to shareholders who have voted at the General Meeting by remote communication means.*

*4.3. For the purposes contemplated in 4.1 and 4.2 above, the shares attending the meeting shall be all those included on the attendance list, deducting those whose holders or representatives leave the meeting before the vote and who have declared this circumstance to the notary. For voting on decisions contemplated in section 526 of the Corporate Enterprises Act, the shares corresponding to directors who may not vote pursuant to that provision will not be considered shares attending.*

*5. The above notwithstanding, the Presiding Board may, if so required by prevailing circumstances, establish any other system of voting that allows confirmation of the necessary votes in favour required to adopt the resolutions and a record of the voting results in the minutes.*

*6. Regardless of the system used to count the votes, the Presiding Board shall check that sufficient votes in favour have been cast to meet the majority stipulated in each case, enabling the Chairman to declare the corresponding resolution carried.*

*7. For each resolution put to the vote, at least the number of shares in respect of which the valid votes were cast, the proportion of capital represented by those votes, the total number of valid votes, the number of votes for and against each resolution and the number of abstentions, if any, shall be specified.*

*8. For electronic votes, the Company shall send the voting shareholder electronic confirmation of receipt of their vote.*

*However, within one month from the date of the General Meeting, the shareholder or their representative and final beneficiary may request confirmation from the Company that the votes corresponding to their shares were correctly recorded and counted by the Company, unless they already have that information. The Company shall send that confirmation within the time stipulated in the applicable legal provisions.”*

“The alterations of the above articles are resolved in view of a written report by the Directors justifying those alterations, approved at the Board meeting held on 24 May 2021. That report, which contains the full text of the proposed alterations, has been published on the Company’s website [www.ebrofoods.es](http://www.ebrofoods.es) and available to shareholders since the date of publication of the notice to call of the General Meeting.”

#### **RESOLUTION ADOPTED UNDER ITEM EIGHT ON THE AGENDA**

*Approval, if appropriate, of the amendments to the Directors’ Remuneration Policy for 2019, 2020 and 2021*

To approve the amendment to the Directors’ Remuneration Policy for 2019, 2020 and 2021 according to the reasoned proposal issued by the Board of Directors, accompanied by the specific report by the Nomination and Remuneration Committee.

Pursuant to section 529 novodecies of the Corporate Enterprises Act, the amendment to the Directors’ Remuneration Policy laid before the General Meeting for approval under this item on the agenda was contemplated in the reasoned proposal by the Board, which includes: (i) the specific report issued by the Nomination and Remuneration Committee; and (ii) the recast text of the amended Policy. Those documents have been published on the Company’s website [www.ebrofoods.es](http://www.ebrofoods.es) and available to shareholders since the date of publication of the notice of call to the General Meeting.

#### **RESOLUTION ADOPTED UNDER ITEM NINE ON THE AGENDA**

*Approval, if appropriate, of the Directors’ Remuneration Policy for 2022, 2023 and 2024*

To approve the Directors’ Remuneration Policy for 2022, 2023 and 2024 according to the reasoned proposal issued by the Board of Directors, accompanied by the specific report by the Nomination and Remuneration Committee.

Pursuant to section 529 novodecies of the Corporate Enterprises Act, the Directors’ Remuneration Policy laid before the General Meeting for approval under this item on the agenda was proposed by the Nomination and Remuneration Committee to the Board of Directors, for the latter to lay before the General Meeting, and is accompanied by the reasoned proposal by the Board and the specific report issued by the Nomination and Remuneration Committee. Those documents have been published on the Company’s website [www.ebrofoods.es](http://www.ebrofoods.es) and available to shareholders since the date of publication of the notice of call to the General Meeting.

#### **RESOLUTION ADOPTED UNDER ITEM TEN ON THE AGENDA**

*Advisory vote on the Annual Report on Directors’ Remuneration for 2020*

In an advisory vote, to approve the Annual Report on the Remuneration of Directors for 2020.

## **RESOLUTIONS ADOPTED UNDER ITEM ELEVEN ON THE AGENDA**

*Authorisation of the Board of Directors of Ebro Foods, S.A. to increase the capital on one or several occasions over a period of five years, up to the maximum amount stipulated in law, by means of monetary contributions in such amounts as may be decided by the Board on each occasion up to the legal limit. Capital increases shall be made by issuing new voting or non-voting, ordinary or preference shares, including redeemable shares or shares of any other nature permitted by law, contemplating the possibility of incomplete subscription. Authorisation also to exclude preferential subscription rights in those share issues, in pursuance of section 506 of the Corporate Enterprises Act, in which case the power to increase the capital would be limited to 20% of the capital, as stipulated in the aforesaid legal provision*

To approve the authorisation of the Board of Directors, as extensively as may be required by law, to increase the capital in accordance with section 297.1(b) of the Corporate Enterprises Act, over a period of five years from the date of this General Meeting, by a sum not exceeding 50% of the Company's capital as at the date of this authorisation. The capital may be increased on one or several occasions by such amount as the Board may decide, through the issuance of new voting or non-voting, ordinary or preference shares, including redeemable shares, or shares of any other nature permitted by law, with or without share premium, paid up in cash. The Board may establish the terms and conditions of the capital increase, determining, among other aspects, the par value of the shares to be issued, their features and any privileges they may confer, establishment of the right to redemption and conditions thereof, and exercise of that right by the Company.

To approve the authorisation of the Board of Directors, as extensively as may be required by law, to exclude preferential subscription rights and expressly authorise it in this regard, pursuant to Article 506 of the Corporate Enterprises Act, with regard to the shares issued in execution of this resolution. If the power to exclude preferential subscription rights is exercised, the authorisation to increase the capital shall be limited to 20% of the Company's capital as at the date of this authorisation, in pursuance of section 506 of the Corporate Entities Act.

To further authorise the Board to freely offer any shares not subscribed within the preferential subscription period or periods, whenever such periods are established, and to determine that in the event of incomplete subscription, the capital will be increased by the amount of the subscriptions made, in pursuance of sections 311 and 507 of the Corporate Enterprises Act, altering accordingly Article 6 ("Capital") and Article 7 ("Shares") of the Articles of Association.

Upon making each capital increase, to apply for admission to listing of the shares issued under this resolution on the stock exchanges on which the Company's shares are quoted, subject to meeting the applicable legal requirements. The Board of Directors will be authorised, with express power to delegate one or several Board members, to issue such documents and take such actions as may be required for this purpose, including any actions, declarations or formalities with any other competent authority.

To authorise the Board also to delegate the foregoing powers conferred upon it by the General Meeting in connection with the foregoing resolutions to one or several Board members.

This resolution is adopted in view of a written report by the Directors justifying the proposed resolution, approved at the Board meeting held on 24 May 2021, in pursuance of sections 286 and 506 of the Corporate Enterprises Act. That report has been published on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es) and available to shareholders since the date of publication of the notice of call to the General Meeting.

#### **RESOLUTION ADOPTED UNDER ITEM TWELVE ON THE AGENDA**

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

To expressly authorise the Board, with the fullest powers necessary and the power of delegation, to make one or several contributions over the forthcoming years to the Ebro Foods Foundation, up to a maximum of EUR 600,000.

This authorisation is granted without prejudice to the authorisations to fund the Ebro Foods Foundation granted to the Board of Directors by the General Meeting of Shareholders of Ebro Foods, S.A. in earlier years.

#### **RESOLUTION ADOPTED UNDER ITEM THIRTEEN ON THE AGENDA**

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

To approve the calling extraordinary general meetings of the company at least fifteen (15) days in advance, provided that the company offers shareholders the real possibility of voting by electronic means available to all of them. Pursuant to section 515 of the Corporate Enterprises Act, this resolution to shorten the time for calling meetings will remain in force until the date of the next AGM.

#### **ITEM FOURTEEN ON THE AGENDA**

*Information on the amendments to the Regulations of the Board resolved by the Board of Directors*

It is put on record that the General Meeting has been informed of the amendment of the Regulations of the Board approved by that body at a meeting held on 16 December 2020 after the Extraordinary General Meeting of Shareholders held on the same date.

The sole purpose of that amendment of the Regulations of the Board was to adapt it to the current Good Governance Code, following its revision made and published by the National Securities Market Committee ("CNMV") in June 2020. And, as the entire Regulations were being reviewed and revised for that purpose, the opportunity was taken to enhance the wording and include technical improvements.

The articles of the Regulations of the Board amended by the Board are:

- Article 22.10, regarding the possibility that the Chairman of the Board may attend meetings of the Board Committees.
- Article 24.4(j), on who the Chief Audit Officer reports to.
- Article 42.5, on the immediate disclosure to the CNMV of corporate information.
- Article 23.2, on the requirements for appointment of the members of the Executive Committee to adapt them to Recommendation 37 of the Good Governance Code.
- Article 24.1, regarding the qualitative composition of the Audit and Compliance Committee, to adapt it to Recommendation 39 of the Good Governance Code.
- Article 24.4 regulating the specific powers of the Audit and Compliance Committee, to adapt them to Recommendation 41 y 42 of the Good Governance Code.
- Article 31 regulating the retirement of directors, to adapt it to Recommendations 22 and 24 of the Good Governance Code.

It is put on record that the Regulations of the Board were amended following the corresponding explanatory report by the Board and report by the Audit and Compliance Committee (regarding the contents of the amendment), as required by the Regulations.

The General Meeting is informed of the amendments to the Regulations of the Board in view of a written report by the Directors approved at the Board meeting held on 24 May 2021. That report, which contains the full text of the agreed amendments, has been published on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es) and available to shareholders since the date of publication of the notice of call to the General Meeting.

#### **RESOLUTION ADOPTED UNDER ITEM FIFTEEN ON THE AGENDA**

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

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

**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.**

