



## **RULES FOR ONLINE ATTENDANCE, PROXY AND REMOTE VOTING AND ADOPTED BY THE BOARD OF DIRECTORS OF EBRO FOODS, S.A. FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2021**

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In pursuance of Articles 17 and 17.bis of the company's Articles of Association and Articles 13.bis and 13.ter of the Regulations of the General Meeting, the Board of Directors of Ebro Foods, S.A. ("**Ebro Foods**" or the "**Company**") has decided that, as from the date of publication of the notice of call, the following rules on online attendance, proxy and remote voting will apply for the forthcoming Extraordinary General Meeting, to be held exclusively online at 12.30 on 15 December 2021 on first call, or at the same time on 16 December 2021 on second call.

### **1. Remote voting prior to the General Meeting**

Any shareholders of Ebro Foods entitled to attend and vote may vote prior to the meeting on the items on the agenda for the Extraordinary General Meeting, on the terms set out in the Corporate Enterprises Act, Article 17 of the company's Articles of Association and Articles 13.bis of the Regulations of the General Meeting.

Shareholders may use any of the following means for remote voting prior to the General Meeting:

- a) **Delivery of the voting card at the company's offices.** Shareholders may exercise their voting right prior to the General Meeting by presenting at the company's offices (Paseo de la Castellana, 20, 3rd floor, 28046 Madrid) the voting card issued by the member of Iberclear at which they have deposited their shares, duly completed and signed.

If the card issued by the member of Iberclear does not include a "Remote Voting" section, or does not allow the incorporation of voting instructions when the shareholder wishes to give them, or in any other such circumstances, any shareholders wishing to vote by remote communication should download from the Ebro Foods website [www.ebrofoods.es](http://www.ebrofoods.es) and print the "Remote Voting Card". That card, duly completed and signed, must be delivered to the Company's offices together with the attendance card issued by the institution at which the shareholders have deposited their shares, duly signed (or any other documents proving their shareholder status) and the rest of the documents indicated in the notice of call and these Rules for online attendance, proxy and remote voting, where applicable.

Corporate shareholders must also present at the Company's offices the deed evidencing sufficient powers of attorney of the individual(s) signing the cards.

Any shareholders delivering the aforesaid documentation to the Iberclear member at which their shares are deposited must make sure that the institution in question will send the documents to Ebro Foods in due time and form.

**Any shareholders wishing to deliver their voting cards in person at the Company's offices are urged to make an appointment by calling the Shareholders' Office on telephone number +34 91 724 52 67, from 09.00 to 14.00 from Monday to Friday (business days only), or by e-mail to [oficinadelaccionista@ebrofoods.es](mailto:oficinadelaccionista@ebrofoods.es).**

**The Company might not be able to attend any shareholders who turn up without an appointment, in which case they would, whenever possible, be given an alternative time and date as soon as possible.**

**Furthermore, should it so deem fit in view of the circumstances, rules or medical recommendations in place at any time, the Company may suspend the personal delivery of cards at the office in order to avoid the physical presence of shareholders at the Company's offices. Shareholders will be informed whether this option is available when they contact the Shareholders' Office to make an appointment.**

- b) **Vote by post or equivalent courier service.** Shareholders may exercise their voting rights prior to the General Meeting by sending the voting card issued by the member of Iberclear at which they have deposited their shares, duly completed and signed, to the company's offices (Paseo de la Castellana, 20, 3<sup>a</sup> planta, 28046 Madrid) **by post or equivalent courier service**, marking the envelope "**Remote Voting – Extraordinary General Meeting 2021**".

If the card issued by the member of Iberclear does not include a "Remote Voting" section, or does not allow the incorporation of voting instructions when the shareholder wishes to give them, or in any other such circumstances, any shareholder wishing to vote by remote communication should download from the Ebro Foods website [www.ebrofoods.es](http://www.ebrofoods.es) and print the "Remote Voting Card". That card, duly completed and signed, must be sent to the Company **by post or equivalent courier service, together with the attendance card issued by the institution at which the shareholders have deposited their shares, duly signed (or any other documents proving their shareholder status) and the rest of the documentation indicated in the notice of call and these Rules for online attendance, proxy and remote voting, where applicable.**

Corporate shareholders must also send a copy of the deed evidencing sufficient powers of attorney of the individual(s) signing the cards.

Any shareholders delivering the aforesaid documentation to the Iberclear member at which their shares are deposited must make sure that the institution in question will send the card to Ebro Foods in due time and form.

The Company accepts no responsibility for any difficulties or detriment suffered by shareholders as a result of restrictions or delays in the postal and courier services as a result of the restrictions, if any, that may be established in view of the current situation.

- c) **Voting through the electronic platform.** Shareholders may exercise their voting rights prior to the General Meeting by using the form enabled for this purpose on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es), in the section Extraordinary General Meeting 2021. For this purpose shareholders must have either a recognised digital signature based on a recognised, valid electronic certificate issued by the Spanish public certification authority (CERES) operating under the National Mint (*Fábrica Nacional de Moneda y Timbre*), or a valid electronic identity card (DNIe). During completion of the form shareholders will be given instructions of how to vote through this channel.

It is essential to prove shareholder status by attaching to the corresponding form a pdf copy of the card issued by the member of Iberclear at which they have deposited their shares, duly signed. In addition, corporate shareholders must attach to the form pdf copies of the documents evidencing the powers of attorney of the individuals voting on their behalf.

## 2. Proxies granted by remote communication prior to the General Meeting

Ebro Foods shareholders may grant proxies prior to the General Meeting, on the terms set out in the Corporate Enterprises Act, Article 17 of the company's Articles of Association and Article 13.bis of the Regulations of the General Meeting.

Shareholders may use any of the following means to grant proxies by remote communication prior to the General Meeting:

- a) **Delivery of the proxy card at the Company's offices.** Shareholders may grant proxies prior to the General Meeting by presenting at the Company's offices (Paseo de la Castellana, 20, 3ª planta, 28046 Madrid) the proxy card issued by the member of Iberclear at which they have deposited their shares, duly completed and signed.

If the card issued by the member of Iberclear does not include a "Proxy" section, or does not allow the incorporation of voting instructions when the shareholder wishes to give them, or in any other such circumstances, any shareholder wishing to grant a proxy should download from the Ebro Foods website [www.ebrofoods.es](http://www.ebrofoods.es) and print the "Proxy Card". That card, duly completed and signed, must be delivered to the Company's offices together with the attendance card issued by the institution at which the shareholders have deposited their shares, duly signed (or any other documents proving their shareholder status) and the rest of the documentation indicated in the notice of call and these Rules for online attendance, proxy and remote voting, where applicable.

Corporate shareholders must also present at the Company's offices the deed evidencing sufficient powers of attorney of the individual(s) signing the cards.

Any shareholders delivering the aforesaid documentation to the Iberclear member at which their shares are deposited must make sure that the institution in question will send the documents to Ebro Foods in due time and form.

**Any shareholders wishing to deliver their proxy cards in person at the Company's offices are urged to make an appointment by calling the Shareholders' Office on telephone number +34 91 724 52 67, from 09.00 to 14.00 from Monday to Friday (business days only), or by e-mail to [oficinadelaccionista@ebrofoods.es](mailto:oficinadelaccionista@ebrofoods.es).**

**The Company might not be able to attend any shareholders who turn up without an appointment, in which case they would, whenever possible, be given an alternative time and date as soon as possible.**

**Furthermore, should it so deem fit in view of the circumstances, rules or medical recommendations in place at any time, the Company may suspend the personal delivery of cards at the office in order to avoid the physical presence of shareholders at the Company's offices. Shareholders will be informed whether this option is available when they contact the Shareholders' Office to make an appointment.**

- b) **Proxy granted by post or equivalent courier service.** Shareholders may grant proxies prior to the General Meeting by sending the proxy card issued by the member of Iberclear at which they have deposited their shares, duly completed and signed, to the company's offices (Paseo de la Castellana, 20, 3ª planta, 28046 Madrid) **by post or equivalent courier service**, marking the envelope "**Remote Proxy – Extraordinary General Meeting 2021**".

If the card issued by the member of Iberclear does not include a "Proxy" section, or does not allow the incorporation of voting instructions when the shareholder wishes to give them, or in any other such circumstances, any shareholder wishing to grant a proxy by remote communication should download from the Ebro Foods website [www.ebrofoods.es](http://www.ebrofoods.es) and print the "Proxy Card". That card, duly completed and signed, must be sent to the Company **by post or equivalent courier service, together with the attendance card issued by the institution at which the shareholders have deposited their shares, duly signed (or any other documents proving their shareholder status) and the rest of the documentation indicated in the notice of call and these Rules for online attendance, proxy and remote voting, where applicable.**

Corporate shareholders must also send a copy of the deed evidencing sufficient powers of attorney of the individual(s) signing the cards.

Any shareholders delivering the aforesaid documentation to the Iberclear member at which their shares are deposited must make sure that the institution in question will send the card to Ebro Foods in due time and form.

The Company accepts no responsibility for any difficulties or detriment suffered by shareholders as a result of restrictions or delays in the postal and courier services as a result of the restrictions, if any, that may be established in view of the current situation.

- c) **Proxies granted through the electronic platform.** Shareholders may grant proxies prior to the General Meeting by using the form provided for this purpose on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es), in the section Extraordinary Annual Meeting 2021. For this purpose shareholders must have either a recognised digital signature based on a recognised, valid electronic certificate issued by the Spanish public certification authority (CERES) operating under the National Mint (*Fábrica Nacional de Moneda y Timbre*), or a valid electronic identity card (DNIe). During completion of the form shareholders will be given instructions of how to vote through this channel.

It is essential to prove shareholder status by attaching to the corresponding form a pdf copy of the card issued by the member of Iberclear at which they have deposited their shares, duly signed. In addition, corporate shareholders must attach to the form pdf copies of the documents evidencing the powers of attorney of the individuals granting the proxy on their behalf.

### **3. Basic rules on proxies and remote voting prior to the General Meeting**

#### **3.1 Period enabled for voting and proxies prior to the General Meeting through electronic platforms**

The application for voting and proxies prior to the General Meeting through the electronic platforms will be enabled on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es) from 08.00 on 28 November 2021 to 17.00 on the day before the Extraordinary General Meeting on first call (i.e. up to 17.00 on 14 December 2021).

#### **3.2 Deadline for receipt by the Company of proxies and remote voting prior to the General Meeting**

In order to be valid, in pursuance of the Regulations of the General Meeting, both proxies and votes cast as above must be received by the Company no later than 17.00 on the day before the Extraordinary General Meeting on first call (i.e. 17.00 on 14 December 2021). Otherwise the proxy will be deemed not granted and the vote not cast, unless subsequent receipt, in any cases prior to the General Meeting, does not hamper due checking and counting for the preparation and holding of the General Meeting.

#### **3.3 Rules of priority for proxy, remote voting and online attendance of the General Meeting**

##### **3.3.1 Priorities between online attendance and remote voting or proxies prior to the General Meeting**

- (i) Online attendance at the General Meeting by a shareholder who has previously granted a proxy or voted by remote communication will annul such proxy or vote.
- (ii) Similarly, remote voting will render void any proxy made by remote communication, whether earlier, in which case the proxy will be deemed revoked, or later, in which case it will be deemed not made.

### 3.3.2 Priorities between several proxies or several remote votes prior to the General Meeting

If one shareholder validly grants several proxies by remote communication prior to the General Meeting, the last one received by the Company will prevail.

Shareholders may validly vote by remote communication only once in respect of each share position. If one shareholder remits several remote votes prior to the General Meeting in respect of the same shares, the first vote received by the company will prevail and any received thereafter will be void. Remote votes prior to the General Meeting can only be revoked or changed by the shareholder's online attendance of the General Meeting.

### 3.4 Other provisions

- (i) Both proxies and remote voting prior to the General Meeting will be rendered void by any sale or disposal of the shares conferring the right to attend, of which the Company may be aware.
- (ii) If the shareholder is a legal person, the Company will assume that the powers of attorney evidenced by the individual signing the documents on behalf of that shareholder are currently in force and have not been revoked, unless the corporate shareholder has formally notified it otherwise. Ebro Foods accepts no responsibility until such notification has been made.
- (iii) Proxies must be accepted by the representative (proxy). For this purpose, proxies will be deemed to accept the delegation if they exercise it through online attendance of the General Meeting, evidencing their identity and the proxy granted in their favour. If the proxy is granted in favour of the Chairman of the General Meeting or a Director, it will be deemed accepted by the proxy provided it has been received by the Company within the time stipulated in paragraph 3.2 above.
- (iv) If the voting intentions or instructions to the proxy are not expressly issued in the remote voting or proxy card prior to the General Meeting, the shareholder will be deemed to vote for, or to instruct their proxy to vote for, the resolutions proposed by the board.
- (v) If the proxy card does not name the proxy, it will be deemed made in favour of the Chairman of the General Meeting or such person as the Chairman may delegate. When the representation of the shareholder corresponds to the Chairman of the General Meeting or a director, by express or tacit designation, and the proxy card does not contain specific voting instructions, if the proxy is in a conflict of interest in respect of one or several of the items on the agenda, the proxy will be deemed granted, for that item or items, to the Secretary of the General Meeting, unless otherwise indicated by the shareholder in the proxy card.
- (vi) Save otherwise indicated by the shareholder in the proxy card (in which case the shareholder will be deemed to instruct their proxy to abstain), the proxy will be extended to any items that may be put to the vote at the General Meeting, even if they are not included on the agenda. In this case the proxy will vote howsoever they

may uphold to be in the best interests of their principal, the provisions of the preceding paragraph being applicable in the event of any conflict of interest.

- (vii) The validity of the vote or proxy prior to the General Meeting will be conditional upon confirmation of shareholder status, checking that the information on title and number of shares provided by the shareholder voting or granting a proxy coincides with the records kept by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear). In the event of any discrepancy, the information in the records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) will prevail.
- (viii) Possible conflicts of interest between proxies and their principals, and the internal relationships between them, will be governed by the relevant provisions of the Corporate Enterprises Act and the Company may not be held responsible for any failure by proxies to comply with agreements or instructions received from their principal.
- (ix) In the event of jointly held shares, for the purposes contemplated in section 126 of the Corporate Enterprises Act the joint holder voting or granting a proxy by remote communication will be presumed designated by the other joint holders to exercise the rights corresponding to the shares.

#### **4. Online attendance**

In pursuance of Article 17.bis of the Articles of Association and Article 13.ter of the Regulations of the General Meeting, shareholders and their representatives may attend the Annual General Meeting exclusively online

##### **4.1 Registration, accreditation and attendance**

To enable adequate management of the online attendance systems, any shareholder or representative wishing to attend the Annual General Meeting online must complete the following actions:

##### **4.1.1 Registration and accreditation**

Register via the “Online attendance” link enabled on the company's website [www.ebrofoods.es](http://www.ebrofoods.es), providing proof of identity (and, where appropriate, their representation) between 08.00 on 28 November 2021 and 23.59 on 14 December 2021 by any of the following means: (i) electronic identity card (DNIe); or (ii) a recognised electronic user certificate, valid and in force, issued by the Spanish public certification authority (CERES) operating under the National Mint (*Fábrica Nacional de Moneda y Timbre*) in pursuance of the applicable laws and regulations.

When registering, it is essential to prove shareholder status and, if appropriate, also that of shareholder's representative by attaching to the corresponding form a copy, in pdf format, of the duly signed attendance card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which the shareholder's shares are deposited. Corporate shareholders must also attach to the form a copy in pdf format of the documentation proving the

powers of attorney of their representative. The shareholder's representative must also attach a copy of the document granting those powers.

Any shareholders wishing to use the model "Online Attendance Card" issued by the Company must download from the Ebro Foods website ([www.ebrofoods.es](http://www.ebrofoods.es)) and print the "Online Attendance Card". That card, duly completed and signed, must be attached during registration, together with the attendance card issued by the institution at which the shareholders have deposited their shares, duly signed (or any other documents proving their shareholder status) and the rest of the documentation indicated in the notice of call and these Rules for online attendance, proxy and remote voting, where applicable.

Any registration made outside the times and dates indicated above or that does not meet the accreditation requirements set out in this paragraph 4.1.1 will not be accepted.

The Company reserves the right to ask shareholders and/or representatives for such additional proof of identity as it may deem fit to confirm their shareholder status or the adequacy of the powers granted.

#### *4.1.2 Attendance (connection on the date of the General Meeting)*

After due registration and accreditation pursuant to paragraph 4.1.1 above, the shareholder or representative must connect online by clicking on the "Online attendance" link on the website [www.ebrofoods.es](http://www.ebrofoods.es) between 08.00 and 12:15 on 15 December 2021, using the means indicated in the first paragraph of 4.1.1 above (DNIe or electronic certificate).

Only the shareholders and representatives who have previously registered pursuant to 4.1.1 above may connect for online attendance of the General Meeting.

Only the shareholders and representatives who have connected on the date and within the times indicated above will be able to vote and/or participate.

If the General Meeting is inquorate on first call on 15 December 2021, the shareholders and representatives who have connected via the "Online attendance" link on first call must connect again within the same times (08.00 – 12:15) on 16 December 2021 in order to be registered as attending the General Meeting on second call.

**As indicated in the notice of call, the meeting will foreseeably be held on first call (i.e. on 15 December 2021).**

#### *4.2 Exercising the rights of participation, information and proposal*

Any shareholders and representatives who, exercising their rights, wish to attend the General Meeting online and, as the case may be, request information or explanations in connection with items on the agenda or the publicly accessible information that the Company has delivered to the National Securities Market Commission (CNMV) since the date of the last General Meeting, or make proposals allowed by law, must submit their



requests, questions or proposals in writing by sending an electronic communication containing (or attaching) their requests, questions or proposals via the “Online attendance” link enabled on the Company’s website. These rights may be exercised from the time of their connection as online attendee at the general meeting up to the time when the Chairman of the General Meeting declares it quorate.

Any online attendees who wish to have their contributions included in the minutes of the General Meeting must state this clearly and expressly within the text of their request, question or proposal.

The contributions of online attendees will be answered orally during the General Meeting or in writing within seven days thereafter, in accordance with the Corporate Enterprises Act.

#### 4.3 Voting

Shareholders may participate in online voting on the motions tabled under the items on the agenda using the form available on the “Online attendance” link enabled on the website [www.ebrofoods.es](http://www.ebrofoods.es) from the time of their connection as online attendee on the date of the General Meeting indicated in paragraph 4.1.2 above up to the time when the Chairman of the General Meeting declares the conclusion of voting during the General Meeting.

For resolutions proposed on business not included in the agenda in the cases permitted by law, online attendees may vote using the form available on the “Online attendance” link enabled on the website [www.ebrofoods.es](http://www.ebrofoods.es) from the time when the Secretary of the General Meeting reads out those proposals to proceed to voting thereon up to the time when the Chairman of the General Meeting declares the conclusion of voting during the general meeting.

The rules on counting of votes set out in the Articles of Association and the Regulations of the General Meeting will be applicable for online voting.

#### 4.4 Other issues

Online attendance by shareholders will prevail over any votes and/or proxies by remote communication.

Shareholders (or their representatives) are exclusively responsible for safekeeping of the means of identification required to access and use the online attendance platform.

### **5. Split votes and proxies**

Any intermediaries legitimately recognised as shareholders by virtue of the accounting record of the 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.

Similarly, the intermediaries may grant proxies in favour of each of the final beneficiaries or to third parties designated by the latter, with no limit on the number of proxies that may be granted.



For this purpose they may use as many voting or proxy cards of Ebro Foods, S.A. as may be necessary to split the vote or grant the corresponding proxies, accompanied in all cases by the cards issued by the depositaries.

If one proxy represents more than one shareholder, they may vote differently according to the instructions issued by each shareholder.

## **6. Technical failures**

Ebro Foods will not be liable for any detriment to shareholders caused by malfunctioning of the postal service or any similar means used by shareholders or representatives to send the Company the documentation corresponding to the remote vote or proxy.

Ebro Foods will not be liable either for any difficulties or losses that the shareholders or their representatives may suffer as a result of occasional unavailability of the Company's website, or faults, overload, fallen lines, connection faults or whatsoever other similar incidents beyond the Company's control, although the necessary measures will be taken in each situation, including possibly suspending or extending the general meeting should this be necessary to guarantee full exercise by shareholders or their representatives of their rights.

## **7. General recommendations**

Without prejudice to the online attendance of the Annual General Meeting on the terms set out in section 4 above, the Company recommends all shareholders who plan to exercise their voting and proxy rights by remote communication prior to the General Meeting to do so through the electronic platforms enabled or, if this is not possible, by post or equivalent courier service.

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**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.**