

PROPOSED RESOLUTIONS DRAWN UP BY THE BOARD OF DIRECTORS AND SUBMITTED FOR APPROVAL AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EBRO FOODS, S.A.

RESOLUTION PROPOSED UNDER ITEM ONE ON THE AGENDA

1.1. Examination and approval, if appropriate, of the separate and consolidated annual accounts and the management reports (including, as appropriate, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration and the Consolidated Non-Financial Statement) of Ebro Foods, S.A. for the year ended 31 December 2021.

To approve the separate and consolidated annual accounts and management report (including, as appropriate, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration and the Consolidated Non-Financial Statement) of Ebro Foods, S.A. for the year ended 31 December 2021.

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 2021.

To approve the Non-Financial Statement of the Ebro Foods Group included in the consolidated Management Report for the year ended 31 December 2021.

RESOLUTION PROPOSED 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 2021.

To approve the management and actions of the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2021.

RESOLUTION PROPOSED UNDER ITEM THREE ON THE AGENDA

Three. Examination and approval, if appropriate, of the application of profit obtained during the year ended 31 December 2021, including the cash payment of an annual dividend of 0.57 euros gross per share.

To approve the proposed application of profit of Ebro Foods, S.A. for the year ended 31 December 2021, as shown below and indicated in the notes to the separate annual accounts:

	Amount (€ 000)
<u>Basis for distribution</u>	
Unrestricted reserves	796,856
Balance of profit and loss account (profit)	327,145
	1,124,001

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 2021, payable in cash over 2022 in three payments of 0.19 euros gross per share each, on 1 April, 30 June and 3 October 2022.

The dividend payment made on 1 April is thus ratified.

RESOLUTION PROPOSED 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 2021, in accordance with the current Article 22 of the Articles of Association:

(i) Fixed remuneration for all the Directors for their duties as such: EUR 2,850 thousand gross.

(ii) Attendance fees of EUR 1,600 gross for attending the Company Board meetings and EUR 800 gross for attending the different committee meetings.

RESOLUTION PROPOSED UNDER ITEM FIVE ON THE AGENDA

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

5.1 Alteration of Article 7 (“Right to attend and proxies”) of the Regulations of the General Meeting.

To approve the alteration of Article 7 (“Right to attend and proxies”) 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, 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 by 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. Board members 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 they 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.

Shareholders may appoint proxies and notify the Company of their appointment in writing or in any form of remote communication. 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 the 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.

If the delegating shareholder does not expressly name their proxy or if there is any uncertainty as to whom is appointed proxy, the proxy will be deemed made in favour of the Chairman of the General Meeting (or such person as they may delegate). If the proxy appointed is affected by a conflict of interest and the proxy form does not include specific voting instructions, the proxy will be deemed granted to the Secretary of the General Meeting.

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 in each case according to the instructions issued by the respective shareholders.

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 the represented shareholder has not been advised 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 a 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 of the General Meeting, whether physical or online, 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 grant proxies for voting in favour of each of the final beneficiaries or to third parties designated by the latter, with no limit on the number of proxies.

5. In cases of proxy solicitations, the document containing the powers of attorney shall contain or annex the agenda, request for voting instructions and indications of how the proxy is to vote when no other 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, unless the represented shareholder has expressly stated in the proxy form that the proxy is not extended to issues not included on the agenda, in which case that shareholder will be deemed to abstain in the votes on such issues.

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 decisions concerning:

- 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.”

5.2. Alteration of Article 13 bis (“Voting and proxies by remote communication prior to the General Meeting”) of the Regulations of the General Meeting.

To approve the alteration of Article 13 bis (“Voting and proxies by remote communication prior to the General Meeting”), which will be reworded as follows:

“Article 13 bis: Voting and proxies by remote communication 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 form of remote communication whenever so indicated in the notice of call.

The remote voting card issued by the Company will include the possibility for shareholders to grant a proxy to the Chairman of the General Meeting (or such person as they may delegate) for proposed resolutions on items that might be transacted at a general meeting, being so permitted by law, even if they are not included on the agenda in the notice of call. Should the shareholder so decide, the provisions established in these Regulations on proxy voting will be applicable to the proxy for those issues not included on the agenda. If the remote voting shareholder does not grant a proxy to the Chairman of the General Meeting (or such person as they may delegate) for issues not included on the agenda, that shareholder will be deemed to abstain in the voting thereon.

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 vote by remote communication 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 remote voting. The Board shall also decide when shareholders may start remote voting, according to the state of 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 commence remote voting.

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 votes sent by postal or electronic correspondence.

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 foregoing provisions will also be applicable to proxies granted by shareholders for General Meetings by post, electronic communication or any other form 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 any proxy granted by electronic correspondence or any other form of remote communication contemplated in the notice of call."

5.3. Alteration of Article 14 ("Voting and resolutions") of the Regulations of the General Meeting.

To approve the alteration of Article 14 (“Voting and resolutions”), 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. For proposed resolutions 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 in any of the forms of remote communication contemplated in Article 13 bis of these Regulations.

4.2. For proposed resolutions 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 participated in the General Meeting by remote communication and have not availed themselves of the possibility of granting a proxy when voting by remote communication.

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. 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 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 25 May 2022. That report, which contains the full text of the proposed alterations, has been published on the Company’s website www.ebrofoods.es and made available to shareholders since the date of publication of the notice of call to the General Meeting.

RESOLUTION PROPOSED UNDER ITEM SIX ON THE AGENDA

Six. Ratification and re-election of Directors, voting separately and individually on each one.

6.1. Ratification of the appointment by cooptation of the Director Marc Thomas Murtra Millar.

To ratify the appointment by cooptation of the Director Marc Thomas Murtra Millar, resolved by the Board on 31 January 2022 to fill the vacancy on the Board of Directors of Ebro produced by the resignation tendered by the Director Pedro Antonio Zorrero Camas. Marc Thomas Murtra Millar is classified as an independent Director.

6.2. Ratification of the appointment by cooptation of the Director Jordi Xuclà Costa

To ratify the appointment by cooptation of the Director Jordi Xuclà Costa, resolved by the Board on 30 March 2022 to fill the vacancy on the Board of Directors of Ebro

produced by the resignation tendered by the Director Alimentos y Aceites, S.A. Jordi Xuclà Costa is classified as a proprietary Director.

6.3. Re-election of the Director Antonio Hernández Callejas

To re-elect Antonio Hernández Callejas as Director of the Company for the statutory term of four years. Antonio Hernández Callejas is classified as an executive Director.

6.4. Re-election of the Director Fernando Castelló Clemente

To re-elect Fernando Castelló Clemente as Director of the Company for the statutory term of four years. Fernando Castelló Clemente 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 and available to shareholders since the date of publication of the notice of call to the General Meeting.

RESOLUTION PROPOSED UNDER ITEM SEVEN ON THE AGENDA

Approval, if appropriate, of the amendment to the Directors' Remuneration Policy for 2022, 2023 and 2024.

To approve the amendment to 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 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 and available to shareholders since the date of publication of the notice of call to the General Meeting.

RESOLUTION PROPOSED UNDER ITEM EIGHT ON THE AGENDA

Advisory vote on the Annual Report on Directors' Remuneration for 2021.

In an advisory vote, to approve the Annual Report on the Remuneration of Directors for 2021.

RESOLUTION PROPOSED UNDER ITEM NINE 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 PROPOSED UNDER ITEM TEN 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.

RESOLUTION PROPOSED UNDER ITEM ELEVEN 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 15 December 2021 after the Extraordinary General Meeting of Shareholders held on the same date.

The purpose of that amendment of the Regulations of the Board was to adapt them to the Corporate Enterprises Act, as amended by Act 5/2021 of 12 April on encouraging the long-term involvement of shareholders in listed companies. 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:

A. Modifications adapting the text to Act 5/2021:

- Article 8 (Powers of the Board), paragraph 2, to adapt the Board's power to approve related party transactions within its remit, pursuant to section 529 ter.1(h) Corporate Enterprises Act.
- Article 24 (Audit and Compliance Committee) to adapt the wording to section 529 quaterdecies.4(g).

- Article 25 (Nomination and Remuneration Committee) to adapt the power regarding the report to be issued by the Nomination and Remuneration Committee to the Board on the individual amount of the remuneration for each Director for their duties as such and regarding the individual determination of the remuneration of each Director for the performance of any executive duties assigned to them pursuant to sections 529 septdecies.3 Corporate Enterprises Act and 529 octodecies.3 Corporate Enterprises Act, respectively, all in coordination also with Article 22 of the Articles of Association (following their alteration as resolved at the Annual General Meeting on 30 June 2021).

- Article 32 (General duties of Directors) to supplement the provisions on the duty of loyalty with the addition of: “*subordinating in all cases their private interests to the interests of the Company*”, pursuant to section 225.1 Corporate Enterprises Act.

. Article 37 (Conflicts of interest. Related party transactions) to adapt the regulations on related party transactions (paragraphs 3 et seq) to the terms of Title XIV, Chapter VII bis, Corporate Enterprises Act.

- Article 41 (Remuneration) to adapt it to section 529 septdecies.3, novodecies.1 and octodecies.3 Corporate Enterprises Act and expressly incorporate a reference to the third party liability insurance of Directors, all in turn in coordination with the wording of Article 22 of the current Articles of Association (following their alteration as resolved at the Annual General Meeting on 30 June 2021).

B. Other modifications for coordination and technical improvement:

- Article 6 (Qualitative Criteria of the composition of the Board)

- Article 7 (General duties of the Board)

- Article 8 (Powers of the Board)

- Article 9 (Specific duties regarding certain matters)

- Article 11 (Chairman of the Board)

- Article 15 (Secretary of the Board and Vice-Secretary)

- Article 17 (Board meetings)

- Article 18 (Notice of call)

- Article 20 (Proxies)

- Article 22 (General provisions for Committees of the Board)

- Article 24 (Audit and Compliance Committee)

C. Finally, in order to correct three minor errata:

- Article 3 (Modification)

- Article 23 (Executive Committee)

- Article 31 (Retirement of Directors)

It is put on record that the Regulations of the Board were amended following the corresponding explanatory report by the Board, as required by the Article 3.3 of 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 25 May 2022. That report, which contains the full text of the agreed amendments, has been published on the Company's website www.ebrofoods.es and available to shareholders since the date of publication of the notice of call to the General Meeting.

The consolidated text of the Regulations of the Board was entered in the Madrid Trade Register on 24 February 2022 and is published on the website of the National Securities Market Commission www.cnmv.es and on the corporate website of the Company www.ebrofoods.es.

RESOLUTION PROPOSED UNDER ITEM TWELVE 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.

<p>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.</p>
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