



TO THE NATIONAL SECURITIES MARKET COMMISSION (CNMV)

Madrid, 25 May 2022

Reference: notice of call to the Annual General Meeting of Shareholders and proposed resolutions.

In pursuance of section 227 of the Securities Market Act, Ebro Foods, S.A. hereby notifies as

OTHER RELEVANT INFORMATION

that at a meeting held today, the Company's Board of Directors unanimously has resolved to call the Annual General Meeting of Shareholders of Ebro Foods, S.A. and approve the proposed resolutions, which, together with the notice of call, are transcribed and attached hereto.

The full text of the notice of call will be published in the newspaper Cinco Días, and on the Company's website together with the proposed resolutions adopted and some other documents relating to the business included on the agenda for the Annual General Meeting of Shareholders.

Yours faithfully,

Luis Peña Pazos
Secretary of the Board of Directors

EBRO FOODS, S.A.

NOTICE OF CALL TO THE ANNUAL GENERAL MEETING

Notice is hereby given of the Annual General Meeting of Shareholders of Ebro Foods, S.A. (the “**Company**”), to be held at **calle Rafael Calvo nº 39 – A, Madrid, AUDITORIUM RAFAEL DEL PINO**, at 12.30 on 29 June 2022 on first fall or, if the necessary quorum is not reached, at the same time and place on 30 June 2022, to discuss and resolve on the items included on the agenda set out below.

The Board of Directors has resolved to enable online attendance of the Annual General Meeting alongside onsite attendance, and the possibility of voting or granting proxies by means of remote communication prior to the meeting, thus permitting those shareholders who so wish to attend and participate in the General Meeting by real-time remote connection, in accordance with the Articles of Association, the Regulations of the General Meeting and this notice of call. The contents of this notice of call are supplemented for this purpose with the Rules on Online Attendance, Proxy and Remote Voting published on the corporate website www.ebrofoods.es at shareholders’ disposal.

AGENDA

One. 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.

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.

Two. Examination and approval, if appropriate, of the actions and management of corporate affairs by the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2021.

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.

Four. Approval, if appropriate, of the remuneration of Directors for their duties as such.

Five. Approval, if appropriate, of the alteration of the following articles of the Regulations of the General Meeting, voting separately and individually on each one:

5.1 Article 7 (“Right to attend and proxies”)

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

5.3 Article 14 (“Voting and resolutions”)

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.
- 6.2. Ratification of the appointment by cooptation of the Director Jordi Xuclà Costa.
- 6.3. Re-election of the Director Antonio Hernández Callejas.
- 6.4. Re-election of the Director Fernando Castelló Clemente.

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

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

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

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

Eleven. Information on the amendments to the Regulations of the Board resolved by the Board of Directors.

Twelve. Authorisation to put on record in a public instrument, execute, develop, rectify and implement the resolutions adopted at the Annual General Meeting.

SUPPLEMENT TO THE CALL AND PROPOSED RESOLUTIONS

In pursuance of section 519 of the Corporate Enterprises Act, shareholders representing at least three per cent (3%) of the capital may (i) request publication of a supplement to this notice of call, including one or several items on the agenda, provided the new items are accompanied by supporting documents or, as the case may be, a substantiated proposed resolution, and (ii) submit well-founded proposed resolutions on the items already included or which are to be included on the agenda. These rights shall be exercised by verifiable notification (which shall include the corresponding documents proving shareholder status), to be received at the company's registered office (Paseo de la Castellana no. 20, 28046 Madrid), for the attention of the Secretary of the Board, within five days after publication of this notice of call.

RIGHT TO INFORMATION

In pursuance of sections 197, 272, 520, 529 novodecies and other related provisions of the Corporate Enterprises Act, shareholders are informed of their right, as from publication of this notice of call, to examine and obtain a copy, immediately and free of charge at the registered office of the company (Paseo de la Castellana no. 20, 28046 Madrid) or request the delivery and free remittance (on telephone +34 917245267 or by e-mail to oficinadelaccionista@ebrofoods.es) of the documents that are to be laid before the Annual General Meeting, including:

- a. This notice of call.
- b. The total number of shares and voting rights at the date of the notice of call.
- c. Full text of the resolutions proposed by the Board of Directors at the Annual General Meeting.
- d. The separate and consolidated annual accounts and management report for the year ended 31 December 2021 of Ebro Foods, S.A. and its consolidated Group, together with the auditors' reports on the separate and consolidated annual accounts, issued by the company and group auditors. The separate and consolidated management reports include: (i) the Annual Corporate Governance Report, together with the auditors' report on the disclosures regarding the internal control over the financial reporting system (ICFR disclosures); (ii) the Annual Report on Directors' Remuneration; and (iii) the consolidated Non-Financial Statement and the report on its audit.
- e. Report by the Board of Directors on the proposed amendment to the Regulations of the General Meeting (which includes the full text of the proposed amendment), which will be put to the vote under item Five on the agenda.
- f. Report by the Board of Directors (appending the prior report by the Nomination and Remuneration Committee), pursuant to section 529 decies of the Corporate Enterprises Act, on the proposals for ratification of the appointment by cooptation and re-election of Directors under item Six on the agenda and the information on the identity, curriculum and category of those Directors pursuant to section 518(e) of the Corporate Enterprises Act.
- g. Proposed amendment of the Directors' Remuneration Policy for 2022, 2023 and 2024, including: (i) the specific report by the Nomination and Remuneration Committee, (ii) the proposal and grounds stated by the Board, and (iii) the recast text of the Policy, to be put to the vote under item Seven on the agenda.
- h. Annual Report on Directors' Remuneration 20201, to be put to an advisory vote under item Eight on the agenda.
- i. Report by the Board of Directors on the alteration of the Regulations of the Board, on which the General Meeting of Shareholders is informed under item Eleven on the agenda, including the full text of the Regulations with the amendments.
- j. Report by the Audit and Compliance Committee on the independence of the external auditor in respect of the auditor's report on the accounts for the year ended 31 December 2021.
- k. Activity reports of the Audit and Compliance Committee and the Nomination and Remuneration Committee for the year ended 31 December 2021.
- l. Rules for onsite and online attendance and proxy and remote voting.
- m. Onsite and online attendance, proxy and remote voting cards.
- n. Regulations of the Electronic Shareholder Forum.

- o. Conditions for access, registration, use and operation of the Electronic Shareholder Forum.

In order to avoid crowds and facilitate assistance, any shareholders who wish to examine and obtain the documentation of the Annual General Meeting at the registered office are urged to request an appointment through the Shareholders' Office on telephone number +34 917245267, from 09:00 to 14:00 horas, from Monday to Friday (excluding holidays), or at oficinadelaccionista@ebrofoods.es.

The Company might not be able to attend any shareholders turning up without an appointment, in which case they would, whenever possible, be given an alternative time and date as soon as possible, complying with any restrictions or recommendations that the competent authorities may adopt after the publication of this notice of call.

In accordance with section 518 of the Corporate Enterprises Act, all the above-mentioned documents and any other relevant information related with the Annual General Meeting may be consulted on the company's website www.ebrofoods.es.

Up to the fifth day prior to the date of the general meeting, shareholders may request the Directors to provide such information or explanations as they may deem fit or submit in writing such questions as they may wish to raise regarding the items on the agenda, the publicly accessible information that the company has delivered to the National Securities Market Commission since the previous general meeting and the auditors' report. This information shall be requested by signed-for registered post sent to the company's offices (Paseo de la Castellana no. 20, 28046 Madrid) for the attention of the Secretary of the Board. In either case, any request for information shall be accompanied by a copy of documentation proving the shareholder status of the person requesting it, indicating an address to which the reply may be sent, if appropriate. For corporate shareholders, the request for information shall also be accompanied by a copy of the documents proving the powers of the individual exercising this right to information on the shareholder's behalf.

ATTENDANCE RIGHT AND PROXIES

The General Meeting may be attended by all shareholders who have registered their shares in the appropriate accounting record five days prior to the date of the meeting.

For onsite attendance, shareholders must provide evidence of the foregoing when registering their entrance to the meeting with the corresponding attendance, proxy or remote voting card issued by members of the Securities Recording, Clearing and Settlement Systems Management Company (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*) (Iberclear).

Any individuals representing corporate shareholders must also prove that they have adequate powers of attorney.

Any shareholder may be represented at the general meeting by a proxy. The proxy, which must be expressly or tacitly accepted by the person to whom it is issued, shall be made in writing especially for each general meeting. For this purpose, the shareholder may (i) complete and sign the proxy card issued by the member of Sociedad de Gestión de los

Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which their shares are deposited, or (ii) download, complete and sign the proxy card provided for shareholders on the company's website www.ebrofoods.es. In the latter case, that card shall be accompanied by the card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which the shareholder has deposited their shares. Corporate shareholders shall also submit a copy of the powers of attorney of the individual granting the proxy on the shareholder's behalf. The proxy shall submit the aforesaid documents, together with proof of identity and proxy, either on entry to the General Meeting (if attending onsite) or when registering on the electronic platform (for online attendance). Shareholders may also grant proxies by means of remote communication, as indicated below.

Proxies shall be annulled by the attendance of the represented shareholder at the general meeting.

The right to representation is governed by the laws in place from time to time, the Articles of Association, the Regulations of the General Meeting and the provisions of this notice of call and the Rules for onsite and online attendance and proxy and remote voting approved by the Board of Directors.

VOTING AND PROXY BY MEANS OF REMOTE COMMUNICATION PRIOR TO THE ANNUAL GENERAL MEETING

Any shareholders who so require may grant a proxy or exercise their voting right by means of remote communication prior to the date of the general meeting by any of the following means:

- (i) **Delivery by hand at the company's offices.** Prior to the date of the general meeting, shareholders may deliver at the company's offices (Paseo de la Castellana no. 20, 28046 Madrid) the attendance, proxy and remote voting card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which their shares are deposited, duly completed in the corresponding section and signed by the shareholder. Shareholders may also use the onsite and online attendance and proxy and remote voting cards available on the company's website www.ebrofoods.es, which should be delivered together with the attendance card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which their shares are deposited. For corporate shareholders, the card must be accompanied by proof of the powers of attorney of the individual exercising the proxy or remote voting on behalf of the shareholder.

Any shareholders wishing to use this option of personal delivery of the card at the offices of the Company are urged to request an appointment through the Shareholders' Office on telephone number +34 917245267 from 09:00 to 14:00 horas from Monday to Friday (except holidays), or writing to oficinadelaccionista@ebrofoods.es.

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

restrictions or recommendations that the competent authorities may adopt after the publication of this notice of call.

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 its offices in order to avoid the physical presence there of shareholders. Shareholders will be informed whether this option is available when they contact the Shareholders' Office to request an appointment.

- (ii) **By post or courier service.** For postal votes or proxies, shareholders shall send to the company's offices (Paseo de la Castellana no. 20, 28046 Madrid), the onsite and online attendance and proxy and remote voting card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which their shares are deposited, duly completed in the corresponding section and signed by the shareholder. Shareholders may also use the online and onsite attendance, proxy and remote voting cards available on the company's website www.ebrofoods.es, which should be delivered together with the card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which their shares are deposited. For corporate shareholders, the card must be accompanied by proof of the powers of attorney of the individual exercising proxy or remote voting on behalf of the shareholder. The envelope shall be marked "Proxy and remote voting-AGM 2022".

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.

- (iii) **Electronically.** For electronic votes or proxies, shareholders shall access the "Electronic vote and proxy" platform enabled within the AGM 2022 page on the company's website www.ebrofoods.es, prove their shareholder status and complete the corresponding forms following the instructions indicated. 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.

The remote electronic vote and proxy option will be enabled for use from 08.00 on 1 June 2022 to 17.00 on the day before the date of the General Meeting on first call (i.e. up to 17.00 on 28 June 2022).

Common rules on votes and proxies by means of remote communication prior to the annual general meeting.

The vote or proxy by means of remote communication prior to the Annual General Meeting must be received by the company on the terms indicated above by 17.00 on the day before the general meeting is scheduled on first call (i.e. up to 17.00 on 28 June 2022). Otherwise the vote will be considered not cast or the proxy not granted.

Onsite or online attendance of the general meeting by a shareholder who has previously issued a vote or proxy by means of remote communication will annul such postal or electronic vote or proxy.

If the voting intentions or instructions are not expressly stated in the proxy or remote voting, shareholders will be deemed to vote for, or to instruct their proxy to vote for, the resolutions proposed by the Board.

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 he 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, should the proxy be 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. For this purpose and without prejudice to other cases that may arise, it is expressly put on record that any of the Directors whose ratification or re-election is proposed on the Agenda and who has been named proxy by a shareholder will be in a conflict of interest in their ratification or re-election as Director (item Six on the agenda). In this situation, unless the represented shareholder has otherwise expressly stated, they shall be deemed to have issued specific instructions to their proxy to vote for the proxy's ratification or re-election as Director, pursuant to section 526 of the Corporate Enterprises Act.

Save otherwise indicated by the shareholder in the proxy card (in which case the shareholder will be deemed to instruct his proxy to abstain), the proxy will be extended to any items which, although not included on the agenda, may be put to the vote at the general meeting. In this case the proxy will vote however 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.

The validity of the remote vote or proxy will be conditional upon confirmation of shareholder status, the information on the holder and number of shares provided by the shareholder voting or granting a proxy and, where appropriate, the documentation referring to the individual authorised to represent a corporate shareholder.

The company will not be liable for any difficulties or loss endured by the shareholders owing to faults, defects, errors or malfunctioning of the computer, courier or postal services that may prevent or hamper use of the afore-mentioned proxy and remote voting channels prior to the General Meeting.

The rules adopted by the Board on proxies and remote voting are available on the company's website, www.ebrofoods.es.

Without prejudice to the possibility of onsite or online attendance of the Annual General Meeting on the terms set out hereinbelow, all shareholders wishing to exercise their voting and proxy rights by means of remote communication prior to the Annual General Meeting are recommended to do so by post or courier service or through the electronic platform enabled for this purpose on the company's website www.ebrofoods.es.

ONLINE ATTENDANCE OF THE ANNUAL GENERAL MEETING

The Board of Directors has resolved to enable online attendance of the AGM through the “Online attendance” electronic platform enabled for this purpose on the corporate website www.ebrofoods.es, on the terms indicated in this notice of call.

1. Prior registration, accreditation and online attendance:

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

- (a) Register via the “Online attendance” link enabled for this purpose on the company's website www.ebrofoods.es, providing proof of identity (and, where appropriate, their representation) between 08.00 on 1 June 2022 and 23.59 on 28 June 2022 by any of the following means: (i) electronic identity card; 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 regulation.

When registering in advance, 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 shall also attach to the form a copy in PDF format of the documentation proving the powers of attorney of the person signing it. The shareholder's representative shall also attach a copy of the document granting those powers.

Any registration made outside the times and dates indicated above or that does not meet the accreditation requirements set out in this paragraph (a) 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.

- (b) After prior registration as above, the shareholder or representative must connect online by clicking on the “Online attendance” link on the website www.ebrofoods.es on 29 June 2022 between 08.00 and 12.15, using the means indicated in (a) above. Once the general meeting has begun, 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 29 June 2022, the shareholders and representatives who have connected via the “Online attendance” link on first call must connect again within the same times (between 08.00 and 12.15) on 30 June 2022 to be registered as attending the General Meeting on second call.

2. Exercising the rights of participation, information and proposal:

Any shareholders and representatives who attend online and, exercising their rights, wish to participate through that channel and who, as the case may be, request information or explanations in connection with items on the agenda, on 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 on the auditor's report, or make proposals allowed by law, must submit their requests or proposals in writing by sending an electronic communication containing (or attaching) their requests 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 participant at the general meeting (on the date and within the times indicated in paragraph 1(b) above) 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 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.

3. Voting:

Anyone attending the General Meeting online may vote 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 from the time of their connection as online participant on the date of the general meeting indicated in paragraph 1(b) above up to the time when the Chairman of the General Meeting declares the conclusion of voting during the general meeting.

For resolutions on business not included in the agenda proposed 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 from the time when the Secretary of the General Meeting reads those proposals and those are included on the "Online attendance" link in order to proceed to voting thereon 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. Other issues:

Online attendance by shareholders will prevail over any votes and/or proxies by means of remote communication prior to the General Meeting and any powers of attorney granted prior to the date of the General Meeting.

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

The Company will not be liable 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.

The rules for online attendance of the General Meeting adopted by the Board of Directors may be consulted by shareholders on the Company's website www.ebrofoods.es.

LIVE STREAMING OF THE ANNUAL GENERAL MEETING

The General Meeting will be live streamed through the Company's website www.ebrofoods.es.

SHAREHOLDERS' ELECTRONIC FORUM

An electronic shareholders' forum is enabled for this general meeting on the company's website www.ebrofoods.es. Access to the forum is permitted, with due guarantees, to both individual shareholders and any voluntary pooling that may be created in accordance with the applicable laws and regulations. The purpose of this forum is to facilitate communication among them prior to the general meeting. The regulations of the Shareholders' Forum are available on the company's website www.ebrofoods.es.

ATTENDANCE BY NOTARY

Shareholders are informed that the Board has agreed to request the presence of a Notary, who will attend the general meeting and issue the corresponding notarial certificate thereof, in accordance with section 203 of the Corporate Enterprises Act and other applicable provisions.

FORESEEABLE HOLDING OF THE GENERAL MEETING ON FIRST CALL

<p>This General Meeting will foreseeably be held on <u>FIRST CALL, AT 12.30 ON 29 June 2022.</u></p>

PERSONAL DATA PROTECTION

Controller: Ebro Foods, S.A. (tax no. A47412333, registered office at Paseo de la Castellana, no. 20, 28046 Madrid) is the controller of the personal data (including identification, contact details, digital signature, access credentials, shareholder status, status as representative and, where appropriate, image and/or voice) collected or generated in connection with the General Meeting to be held in accordance with this notice, either directly from the shareholders and representatives or from the entities at which their shares are deposited.

Purpose of processing and legal basis: The aforesaid personal data will be processed in accordance with the General Data Protection Regulation and any other laws and regulations applicable for the following purposes: (i) manage the exercise and control of shareholders' rights (including verification of the identity and status of the shareholder or representative, manage registration for and access to the electronic voting and proxy

platforms, shareholders' forum and onsite or online attendance); (ii) send any information related with the General Meeting requested by shareholders; (iii) manage the calling and holding of the General Meeting of shareholders; (iv) send the gift for participation in the General Meeting to any shareholders who so request; and (v) ensure the transparency and publication of the General Meeting of shareholders on the company's website www.ebrofoods.es. The processing of personal data is necessary for those purposes and is performed within and as part of the relationship between the shareholder and the company and compliance with the legal obligations incumbent on Ebro Foods, S.A. as a corporate enterprise, and based on the company's legitimate interest in recording and streaming the General Meeting.

Recipients of personal data: The personal data will be sent: (i) to the service provider responsible for the software applications for management of the general meeting and electronic platforms; (ii) to the courier service provider for delivery, where appropriate, of the requested gifts for participation; and (iii) the notary, exclusively for the purpose of issuing minutes of the General Meeting. They may also be transferred to duly authorised third parties exercising their right to information contemplated in the applicable laws and regulations.

Security of processing and storage time: The personal data will be processed with adequate security measures and technical means to prevent any loss, misuse or unauthorised access, and will be stored throughout the duration of the relationship between the shareholder and the company and for six years after termination of that relationship or such longer time as may correspond to the time-barring of any legal or contractual actions applicable thereto.

Exercise of data protection rights: Data subjects may exercise the rights of access, rectification, objection, erasure, portability, restriction of processing and any other rights to which they may be entitled pursuant to the applicable data protection laws and regulations by writing to Ebro, enclosing proof of identity, in a letter sent by post or courier service to Paseo de la Castellana no. 20, 28046 Madrid, marking the envelope "Personal Data Protection", or by e-mail to protecciondedatos@ebrofoods.es. They may also lodge a complaint at any time with the Spanish Data Protection Agency.

Other aspects: The shareholder will be solely and exclusively liable for any false, inaccurate, incomplete or out-of-date information given on the forms. If the shareholder includes the personal data of any other individuals in the documentation remitted or if a third party attends the general meeting as representative of the shareholder, the shareholder must inform them of the details of this notice of call regarding the processing of personal data. The company is not obliged to take any further action in terms of information or legitimation in respect of the data subjects.

GIFT FOR PARTICIPATION

In accordance with the company's Policy on Attendance Fees, the company intends to follow the tradition of presenting a gift to all shareholders who participate in the Annual General Meeting.

With a view to expediting the management and organisation of the Annual General Meeting, this year there will be no physical delivery of gifts to the shareholders at the Company's offices prior to the Annual General Meeting or at the venue on the date of the AGM.

As has become the norm in recent years, gifts will be sent free of charge to all shareholders who so request when they exercise their voting or proxy rights by means of remote communication prior to the General Meeting or attend the meeting onsite or online, provided they give the company the necessary contact details.

The company will take all reasonable actions necessary, after the Annual General Meeting, to send the gift to the postal address indicated by the shareholder. Considering the date for which the meeting is scheduled, the shareholders requesting gifts will probably receive them in September 2022.

However if, in the opinion of the Board, prevailing circumstances regarding health or public order so recommend, it may establish such restrictions as may be deemed necessary or even suspend or cancel the sending of gifts.

GENERAL INFORMATION

In anticipation that certain legal restrictions or health recommendations in place at the date of the AGM might affect travel or onsite attendance by shareholders, the Board of Directors has resolved: (i) not to recommend onsite attendance of the General Meeting; and (ii) to recommend participation in the General Meeting by proxy, remote voting or online attendance, which guarantee the shareholders' voting rights and avoid the physical presence of shareholders and their representatives.

The Company will take adequate hygiene and prevention measures, to the extent they may be permitted by the legal provisions or recommendations in place, according to the health situation existing at the date of the General Meeting, and any that may be imposed at the venue of the AGM, with a view to protecting people's general interests and health and will, if necessary, update accordingly the information contained in this notice of call.

If the legal provisions or recommendations for holding events that are in place at the date of the AGM require social distancing measures that limit the capacity of the venue at which the AGM is to be held, entry will be allowed in strict order of arrival of the shareholders or their representatives in order to respect the equal treatment of shareholders. In this regard, shareholders are reminded that the Board of Directors recommends participation in the General Meeting by proxy or remote voting prior to the General Meeting or online attendance, on the terms described herein.

Shareholders will be informed in due course of any other measures that may be necessary, according to the circumstances, rules and recommendations in place from time to time. Any notifications that must be published for this purpose will be posted on the Company's website www.ebrofoods.es and/or by such means as may be deemed appropriate in view of the extent of the measures.



Shareholders are advised that any shareholder or shareholder's representative wishing to attend onsite at the venue of the AGM must comply with the applicable measures or restrictions in place at the date of the General Meeting.

For any further information, shareholders may contact the Shareholders' Office on telephone no. +34 917245267 from 09.00 to 14.00, from Monday to Friday (except holidays) or by writing to oficinadelaccionista@ebrofoods.es.

Pursuant to section 11 quater Corporate Enterprises Act, communications from shareholders sent to the company through electronic means may be answered by the company by the same means unless otherwise specified by the shareholders in their communication (in which case they must indicate a postal address to which the requested information should be sent).

Madrid, 25 May 2022

The Secretary of the Board - Luis Peña Pazos

**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.**

**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
	<u>1,124,001</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 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.

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In the event of any discrepancy between the Spanish and English versions
of this document, the Spanish version will prevail.**