



**Proxy card**

**ANNUAL GENERAL MEETING 2023**

The Board of Directors of EBRO FOODS, S.A. has called the Annual General Meeting of shareholders, **which will be held at 12.30 on 6 June 2023 on first call, or at the same time on the following day, 7 June 2023, on second call.**

Shareholders are advised that **THE GENERAL MEETING WILL FORESEEABLY BE HELD ON FIRST CALL, i.e. AT 12.30 ON 6 JUNE.**

**IDENTIFICATION OF THE SHAREHOLDER:**

Shareholder(s):	Address

Number of shares	Securities Account Code

**IMPORTANT: This model card has been issued by the Company and will only be valid if, apart from being correctly completed, it is accompanied by the attendance card issued by the institution at which the shareholder has deposited their shares, duly signed (or any other document proving their shareholder status) and, where appropriate, the other documents indicated in the notice of call and the rules for onsite and online attendance and proxy and remote voting which can be consulted on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es)**

Signature of shareholder:

.....

Madrid, on ..... de 2023



**APPOINTMENT OF PROXY**

I, the shareholder, grant a proxy to represent me at the General Meeting in favour of: *(Mark only one of the following boxes. If you mark the second or fourth boxes, you should name the proxy. In order for this proxy to be valid, you must sign in the appropriate space below).*

- The Chairman of the General Meeting
- The Director Mr / Ms .....
- The Secretary of the General Meeting
- Mr / Ms ....., with national ID no. ....

If none of the foregoing boxes is marked or the name of the proxy is not indicated where appropriate, or in the event of any doubts in this regard, the proxy will be deemed granted in favour of the Chairman of the General Meeting (or whoever is acting in their stead), as indicated in the notice of call.

**VOTING INSTRUCTIONS FOR THE PROPOSED RESOLUTIONS INCLUDED IN THE AGENDA**

In order to indicate your voting instructions to the proxy, put an X in the corresponding box below. If no boxes are marked, you will be considered to have issued specific instructions to the proxy to vote for the resolution as proposed by the Board of Directors.

VOTE	ITEMS														
	1.1	1.2	1.3	2	3	4	5	6	7	8	9	10	11	12	13
For															
Against															
Blank															
Abstain															

**NB:** Item 12 is informative and not subject to voting

**EXTENSION OF THE PROXY FOR BUSINESS NOT INCLUDED IN THE AGENDA**

Unless you indicate otherwise by marking “NO” below (in which case your proxy will be deemed instructed to abstain), the proxy is extended to any business which, although not included on the agenda for the meeting, may be put to a vote at the General Meeting. In this case, the proxy will vote however they consider to be in your best interests.

- NO to the extension

**SUBSTITUTION OF THE PROXY IN CONFLICTS OF INTEREST**

If the proxy is affected by a conflict of interest in respect of any of the proposals put to the vote at the General Meeting, on or off the agenda, the proxy will be deemed granted in favour of the Secretary of the General Meeting for those votes, unless you name another person below:

Mr/Ms ....., with national ID no. ....

If you do not wish to substitute your proxy, mark “NO” below, in which case you will be deemed to abstain:

- NO to substitution of the proxy.

As established in the notice of call to the AGM, when proxies are granted to the Chairman of the General Meeting or a Director, if the proxy is in a conflict of interest in respect of one or several of the issues laid before the General Meeting, the proxy will be deemed granted, for the specific issue(s) in question, to the Secretary of the General Meeting, unless the shareholder has (i) named another person in the blank space above, or (ii) marked “NO” to substitution of the proxy above. In this respect, without prejudice to other cases that may arise, it is expressly put on record that the director whose 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 re-election as director (item Five on the agenda), in which case you will be considered to have instructed your proxy to vote for the aforesaid proposal, unless you have expressly marked one of the boxes “Against”, “Blank” or “Abstention” in the table set out above.

**EXERCISING THE PROXY, OR REMOTE PROXY**

This card, **duly signed and accompanied by the attendance card issued by the institution where you have deposited your shares (or any other document evidencing your shareholder status)**, must be:

- a) sent to the company in advance by any of the means and within the times indicated in the notice of call and in the rules on remote proxies and voting and online attendance published on the company’s website ([www.ebrofoods.es](http://www.ebrofoods.es)); or
- b) presented by you or your proxy during registration and accreditation for onsite or online attendance of the meeting, within the times indicated in the notice of call and in the rules on remote proxies and voting and online attendance published on the company’s website ([www.ebrofoods.es](http://www.ebrofoods.es)).

Signature of the shareholder

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## AGENDA

- One.** 1.1. Examination and approval, if appropriate, of the separate and consolidated annual accounts of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2022.
- 1.2. Examination and approval, if appropriate, of the separate and consolidated management reports of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2022, including, as appropriate, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration and the Consolidated Non-Financial Statement.
- 1.3. 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 2022. 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 2022.
- 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 2022.
- Three.** Examination and approval, if appropriate, of the application of profit obtained during the year ended 31 December 2022, 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.** Re-election of the Director Marc Thomas Murtra Millar.
- Six.** Alteration, if appropriate, of Article 28 ("Executive Committee, Audit and Compliance Committee, Nomination and Remuneration Committee and other Committees") of the Articles of Association.
- 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 2022.
- Nine.** Reappointment of Ernst & Young, S.L. as auditors of Ebro Foods, S.A. and its consolidated Group for the year ending 31 December 2023.
- Ten.** Authorisation of the Board of Directors to make a financial contribution to the Ebro Foods Foundation.
- Eleven.** Approval, if appropriate, of the shorter time for calling extraordinary general meetings, pursuant to section 515 of the Corporate Enterprises Act.
- Twelve.** Information on the modification of the Regulations of the Board resolved by the Board of Directors.
- Thirteen.** Delegation of powers to put on record in a public instrument, execute, develop, rectify and implement the resolutions adopted at the Annual General Meeting.

## OTHER INFORMATION

### PROXIES FOR SPLIT VOTES

Any intermediaries legitimately recognised as shareholders by virtue of the accounting record of the shares but acting on behalf of several final beneficiaries may grant proxies for voting in favour of each of the final beneficiaries or third parties designated by the latter, with no limit on the number of proxies that may be granted. For this purpose, they may use as many proxy cards as may be necessary to grant proxies, accompanied in all cases by the cards issued by the depositaries.

### SHAREHOLDERS' ELECTRONIC FORUM

An Electronic Shareholders' Forum is enabled for this General Meeting on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es). Access to the forum is permitted, with due guarantees, by both individual shareholders and any voluntary pooling that may be arranged in accordance with the applicable laws and regulations. The purpose of this forum is to facilitate communication among shareholders prior to the General Meeting. The regulations of the Shareholders' Forum are available on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es).

### PERSONAL DATA PROTECTION

The personal data provided on this card will be processed by Ebro Foods, S.A. as controller, for the purpose of managing exercise and control of the shareholders' rights and on the basis of execution of the relationship and compliance with the legal obligations incumbent on Ebro Foods, S.A. as a corporate enterprise. You may exercise your rights of access, rectification, objection, erasure, portability, restriction of processing and any other rights to which you may be entitled pursuant to the applicable data protection laws and regulations by writing to Ebro, enclosing proof of identity, in a letter sent to Ebro at Paseo de la Castellana nº 20, 3ª planta, 28046 Madrid, marking the envelope "Personal data protection", or by e-mail to [protecciondedatos@ebrofoods.es](mailto:protecciondedatos@ebrofoods.es). You may also lodge a complaint at any time with the Spanish Data Protection Agency. Further information on personal data protection can be found in the notice of call to the General Meeting, retrievable from [www.ebrofoods.es](http://www.ebrofoods.es).