

**INTERNAL CODE OF MARKET CONDUCT**

June 2020

## INTRODUCTION

On 30 June 2020, the Board of Directors of Ebro Foods, S.A. (hereinafter “**Ebro Foods**” or the “**Company**”) approved this Internal Code of Market Conduct to modify and replace the Code previously in force, approved on 27 July 2016.

This Code is included in a process of actions taken by the Company within the framework of constant review of its internal regulations to adjust them to the legal provisions and CNMV criteria in place from time to time. In this regard, although Royal Decree-Law 19/2018 of 23 November on payment services and other urgent financial measures eliminated the obligation for issuers to have regulations for securities market conduct, the Company has considered it good internal control practice to maintain its Code, in keeping with the indications of the CNMV<sup>1</sup>, primarily to assist the knowledge and fulfilment of their obligations by those on whom such obligations are incumbent under the current market abuse regulations.

The purpose of this Internal Code of Market Conduct (the “**Code**”) is to establish a set of rules conforming to the laws and regulations in place from time to time, governing the conduct by the Company and the Relevant Persons (as defined hereinbelow) in the different areas regulated in the Code, all relating to its actions in the security markets.

---

<sup>1</sup> CNMV release for issuers of listed securities on the new European market abuse regulation, dated 22 January 2019.

## PART I

### DEFINITIONS

#### SUBJECTIVE AND OBJECTIVE SCOPE OF APPLICATION

##### Rule 1. DEFINITIONS

For the purpose of this Internal Code of Market Conduct (hereinafter “**Internal Code of Market Conduct**”, “**Internal Code**” or “**Code**”), the following terms shall have the meanings ascribed to them below:

**Directors:** Members of the Board of Directors of Ebro Foods, S.A., including permanent representatives of corporate directors. For the purpose of this Code, this term shall include the Secretary and Vice-Secretary of the Board, even though they are not directors properly speaking.

**Senior Executives:** The company executives considered as such by the Compliance Unit for the purpose of this Code, based on their regular access to Inside Information directly or indirectly related with the Company and al so has the power to adopt management decisions affecting the future development and business prospects of the Company.

**External Advisers:** Individuals who, in their own name or as employees or representatives of a legal person, render services of whatsoever nature to the Company or any company in the Ebro Group.

**CNMV:** The National Securities Market Commission or such body as may replace it in the future.

**Confidential Documents:** Documents in any format or on any carrier containing Inside Information.

**Ebro Group:** Ebro Foods, S.A. and all the companies directly or indirectly controlled by it, as per Article 42 of the Code of Commerce.

**Inside Information:** Information of a specific or precise nature referring directly or indirectly to one or several Relevant Securities, or to one or several issuers of such securities or financial instruments, which has not been made public and which, if it were or had been made public, could have had a significant effect on their market price.

For this purpose, it shall be considered that information may have a significant effect on the price when that information would probably be used by a reasonable investor as one of the basic reasons behind their investment decisions.

Furthermore, the information shall be considered precise if it refers to a number of circumstances that are produced, or may reasonably be expected to be produced, or an event that has occurred, or may reasonably be expected to occur, when that information is sufficiently specific to enable a conclusion to be drawn on the possible effect(s) of those circumstances or that event on the prices of the Relevant Securities. For this purpose, in the case of a process extended over time that is intended to generate or result in certain

circumstances or a specific event, both that future circumstance or event and any intermediate stages in the process that are linked to the generation or stimulation of that future circumstance or event may be considered precise information.

An intermediate stage in a process extended over time shall be considered Inside Information if, in itself, it meets the criteria set out above defining Inside Information.

**Insiders:** Persons who have access to Inside Information, including both those with permanent access to that information (“**Permanent Insiders**”) and those who work for the Company or any of the companies in the Ebro Group by virtue of a contract of employment, or those who perform duties through which they have access to Inside Information, such as external advisers, accountants or rating agencies (“**Temporary Insiders**”).

**List of Insiders:** A documentary register kept by the Compliance Unit, in which Insiders shall be recorded as long as they hold that status, pursuant to Rule 9 of this Code.

**Trading in Relevant Securities:** For the purpose of this Code, trading shall be any spot or future transaction for the purchase, sale or transfer of Relevant Securities, provisionally or definitively, under a limited or full title. The cancellation or modification of an order concerning Relevant Securities shall also be considered Trading therein.

**Relevant Persons:** All persons to whom the Code is applicable according to the provisions hereof. This includes both “**Generally Relevant Persons**” and “**Temporarily Relevant Persons**”, as defined in Rule 2 below.

**Persons Closely Associated:** The following shall be considered Persons Closely Associated with Directors and Senior Executives: (a) the spouse or person with an equivalent sentimental relationship under domestic laws; (b) dependent children under domestic laws; (c) any other relatives who have lived with the Relevant Person for at least one year prior to the date of trading; (d) a legal person, trust or association, in which the Director or Senior Executive in question or any of the other persons mentioned above, holds an executive position; or which is directly or indirectly controlled by the Director or Senior Executive in question or any of the other persons mentioned above; or that has been created for their benefit; or whose economic interests largely coincide with those of the Director or Senior Executive in question or any of the other persons mentioned above.

**Company or Issuer:** Ebro Foods, S.A.

**Compliance Unit:** The internal body which, among other tasks assigned to it in the Code, shall ensure compliance herewith.

**Relevant Securities:** (i) Any fixed-income securities, equities, stock options, derivatives or other securities or instruments issued by any of the companies in the Ebro Group that are listed, or for which listing has been requested, on stock exchanges or regulated markets, multilateral trading systems or organised trading systems; and (ii) any financial instruments whose price or value depends on the financial instruments contemplated in (i) above or which affects their price or value, such as credit default swaps (CDS) or contracts for differences (CFD).

## **Rule 2. SUBJECTIVE SCOPE OF APPLICATION**

- 2.1. Save otherwise expressly stated herein, this Internal Code of Market Conduct shall be applicable generally and permanently to: (i) the Directors and Senior Executives; (ii) members of the Compliance Unit; and (iii) any person other than the former whenever so determined in specific cases by the Compliance Unit contemplated herein, in view of the circumstances prevailing in each case (“**Generally Relevant Persons**”).
- 2.2. Any other executives and employees of the Company or the Ebro Group and any External Advisers who have access to Inside Information in respect of a specific transaction or situation shall be bound by the terms of the Code of Market Conduct during such time as they are included on the List of Insiders pursuant to Rule 9 below (“**Temporarily Relevant Persons**”).
- 2.3. The Persons Closely Associated with Directors and Senior Executives shall also be bound by Rules 4 and 5.

## **Rule 3. REGISTER OF GENERALLY RELEVANT PERSONS**

- 3.1. The Generally Relevant Persons shall be recorded in a register (the “**Register of Generally Relevant Persons**”). The Compliance Unit will be competent and responsible for compiling and updating that register.
- 3.2. The contents of the Register of Generally Relevant Persons shall conform to the laws and regulations in place from time to time.
- 3.3. The Register of Generally Relevant Persons shall be updated: (i) in the event of any change in the reasons why a person was included; (ii) when it is necessary to add a person; and (iii) when it is necessary to add a person from the register.
- 3.4. The Company shall inform Generally Relevant Persons, through the Compliance Unit, of their inclusion in the Register of Generally Relevant Persons. For this purpose, the Generally Relevant Person shall be issued a copy of the Code and duly send the Compliance Unit acknowledgement of receipt and a declaration of their awareness of the contents of the Code. They shall also send, where appropriate, an initial declaration of the holding of Relevant Securities, all duly signed, as per **Annex I** hereto.
- 3.5. Directors and Senior Executives shall inform the Company of the individuals and/or legal persons considered Persons Closely Associated. For this purpose, the Directors and Senior Executives shall complete the form appended in **Annex II** to this Code and send it to the Compliance Unit, for the attention of the Secretary. They shall also notify the Compliance Unit, through the Secretary, of any change in respect of the Persons Closely Associated of which the Compliance Unit is aware from time to time, indicating the specific change and the reasons for it.

**PART II****RULES OF CONDUCT FOR TRADING IN RELEVANT SECURITIES****Rule 4. DISCLOSURE OBLIGATIONS**

- 4.1. Directors, Senior Executives and Persons Closely Associated with them shall inform the Company, through the Compliance Unit, of all Trading in Relevant Securities made on their own account.

The Directors and Senior Executives shall notify Persons Closely Associated with them in writing of their consideration as such and their obligations under this Code. For this purpose, they shall send Persons Closely Associated with them the notification appended in **Annex III** hereto and obtain an acknowledgement of receipt thereof from the addressee.

The Directors and Senior Executives shall keep a copy of the notification sent to Persons Closely Associated with them and send it to the Compliance Unit if so required.

- 4.2. The notification obligation established in the preceding paragraph shall also be applicable in respect of:

- (i) The pledging or lending of Relevant Securities;
- (ii) Trading by any person who prepares or fills transactions or anyone acting on behalf of any of the persons contemplated in 4.1 above, even when they have discretionary powers;
- (iii) Trading in Relevant Securities within the framework of a life insurance policy when (i) the policyholder is one of the persons indicated in 4.1 above; (ii) the policyholder assumes the risk of the investment; and (iii) the policyholder has the power or discretionary power to make investment decisions in respect of specific instruments in that life insurance policy or effecting transactions in respect of specific instruments for that life insurance policy.

- 4.3. Trading in Relevant Securities shall be reported using the templates established by law for this purpose. To comply with this obligation, all Trading in Relevant Securities made by the Persons Closely Associated with Directors and Senior Executives may be reported by the Director or Senior Executive to whom the person who made the transaction is considered a Person Closely Associated.

- 4.4. Trading shall be reported promptly, no later than three business days after the date of each transaction.

- 4.5. The obligation to disclose the transactions contemplated above shall be applicable to all transactions made after reaching a threshold of 20,000 euros (or such higher threshold as may be established by the CNMV). That threshold shall be calculated in respect of all the transactions made within any one calendar year, adding together all Trading in Relevant Securities, without set-off. After this initial disclosure, the

Relevant Persons and Persons Closely Associated with them shall disclose each and every subsequent transaction made within the same calendar year.

- 4.6. Furthermore, immediately upon their appointment as such, Directors and Senior Executives shall disclose in writing all Relevant Securities they hold, as per the notification set out in **Annex I**.
- 4.7. The Compliance Unit may, should it so deem fit, request additional information from a Director or Senior Executive, or from one of the Persons Closely Associated with them, on any transaction contemplated in this rule.
- 4.8. The reporting obligations established in the preceding paragraphs shall also include any transactions decided by portfolio managers or attorneys, even without any intervention by the Director, Senior Executive or a Person Closely Associated with them. Any Directors, Senior Executives or Persons Closely Associated with them who have engaged third parties to manage their securities portfolios or granted powers of attorney to trade on the securities market shall either exclude the Relevant Securities from the scope of management or powers or establish such mechanisms as may be necessary to ensure that any Trading in Relevant Securities is promptly reported to the Compliance Unit.
- 4.9. The disclosure obligation established in this rule is independent of the disclosures that Directors, Senior Executives or other persons may be obliged to make to the CNMV under the laws and regulations in place from time to time.

#### **Rule 5. PERIODS OF RESTRICTED ACTIVITY**

- 5.1. Directors, Senior Executives and Persons Closely Associated with them shall not directly or indirectly trade in Relevant Securities for their own account or that of a third party during the 30 calendar days prior to the publication of a mandatory periodical public report (half-year or annual financial report and, as the case may be, quarterly interim statements whenever their publication is mandatory). The Compliance Unit shall inform Directors and Senior Executives through the company Secretary of the commencement of each prohibition period.

The aforesaid duty to abstain is without prejudice to the general duty to abstain from Trading in Relevant Securities by any persons having access to Inside Information, as per Rule 6 below.

- 5.2. This notwithstanding, the Company may authorise Directors and Senior Executives, within the prohibition period established in the preceding paragraph, to trade for their own or a third-party account for a limited period of time in any of the following cases:
  - (i) In exceptional circumstances such as serious financial difficulties requiring the immediate sale of shares; or
  - (ii) When transactions are negotiated within or in connection with an employee savings or stock option scheme or in connection with the rating or

subscription of shares, and when transactions are negotiated in which there is no change in the ultimate owner of the security in question, since those transactions have special features.

**Rule 6. BAN ON TRADING IN RELEVANT SECURITIES WITH INSIDE INFORMATION**

- 6.1. Relevant Persons and, in general, anyone having Inside Information, shall abstain from performing any of the following, directly or indirectly, for their own or third-party account:
- (i) Trading or attempting to trade in Relevant Securities with Inside Information, that is, when they have Inside Information, abstaining from buying, selling or transferring Relevant Securities, directly or indirectly, for their own or third party account, and cancel or modify an order regarding Relevant Securities when the order has been issued prior to having the Inside Information.
  - (ii) Recommending or inducing other persons to Trade in Relevant Securities with Inside Information.
  - (iii) Unlawfully disclosing Inside Information, which is deemed to occur when a person discloses the Inside Information they have to any other person save in the normal course of their work, profession or duties.
- 6.2. Relevant Persons who are not Directors may submit queries to the Compliance Unit regarding the application of this Rule 6. When the Relevant Persons are Directors, their queries may be submitted directly to the company Secretary.
- 6.3. Notwithstanding other cases contemplated in prevailing laws and regulations, the preparation and performance of transactions whose very existence is Inside Information are excepted. Furthermore, the mere fact that a Relevant Person has, or has had, Inside Information shall not mean that they have used it and, therefore, breached the prohibition established in this Rule 6, provided the Trading in Relevant Securities has been done in good faith in fulfilment of an obligation due and not to get round the prohibitions established in this Rule, and that:
- (i) the obligation derives from an order issued or an agreement made before the person in question became aware of the Inside Information; or
  - (ii) the transaction is made to comply with a legal provision or regulation prior to the date on which the person in question became aware of the Inside Information.
- 6.4. For the purposes of paragraph 6.1(iii) above, any disclosure of Inside Information made within market research on the terms of prevailing laws shall be considered disclosure made within the normal course of work, profession, office or duties.



**Rule 7. LIMITATIONS ON MARKET MANIPULATION**

- 7.1. Relevant Persons shall not take any personal or corporate action in respect of the Relevant Securities that may constitute market manipulation or an attempt to manipulate the market as contemplated in the applicable laws.
- 7.2. Accordingly, Relevant Persons shall not perform, and shall avoid and ensure that the Company avoids engaging in the following activities in respect of the Relevant Securities:
- a) Perform a transaction, issue a trading order or any other conduct that (i) gives or may give false or deceiving signs regarding the supply, demand or price of Relevant Securities; or (ii) fix an abnormal or artificial level of the price of the Relevant Securities, unless, in both cases, the Relevant Person who made the transaction or issued the order or performed the conduct proves that it was done for legitimate reasons and in accordance with legally accepted market practice.
  - b) Perform a transaction, issue a trading order or any other conduct that affects or may affect the price of the Relevant Securities through fictitious mechanism or any other form of deceit or manipulation.
  - c) Disclose information through the media, including internet, or any other means, in such a way that will or may give false or deceiving signs regarding the supply, demand or price of the Relevant Securities, including the spreading of rumours, when the person who disclosed it knew or should have known that the information was false or deceiving.
- 7.3. Transactions or orders in respect of treasury stock made within a buy-back scheme by the company or transactions, measures to stabilise a Relevant Security, and transactions or orders made in general in accordance with the prevailing applicable laws, will not be considered included in the preceding paragraphs, provided they are effected on the conditions established in the laws in place from time to time.

**PART III****RULES OF CONDUCT ON INSIDE INFORMATION AND OTHER IMPORTANT INFORMATION****Rule 8. OBLIGATIONS REGARDING THE TREATMENT OF INSIDE INFORMATION**

- 8.1. All the Relevant Persons who have Inside Information or documents containing it (“**Confidential Documents**”) are obliged to keep them safe and confidential and adequately preserve them, without prejudice to their duty to inform and collaborate with the judicial and administrative authorities on the terms stipulated in law. They shall, therefore, take adequate measures to prevent that information or those documents from any abusive or unfair use and, if necessary, they shall act immediately to correct any consequences of such misuse.

In particular, the following rules shall be followed in respect of Confidential Documents:

- (i) They shall be kept in places with measures of protection that guarantee controlled access.
- (ii) In general, no reproductions or copies shall be made of those documents.
- (iii) Under no circumstances shall they be sent to third parties outside the Ebro Group or its advisers.
- (iv) The documents and any copies thereof shall be destroyed by means that guarantee complete elimination of the information.

The recipients of the Confidential Documents shall comply with the obligations regarding their keeping and custody set out above and will be responsible for any consequences that may arise for the Ebro Group as a result of default thereof.

The provisions of the preceding paragraphs are without prejudice to the specific duties imposed on Directors in current legislation.

8.2. During the phases of study or negotiation of any legal or financial transaction that may be considered Insider Trading or entail access to Inside Information, the following rules will be applicable:

- (i) Knowledge of the information shall be strictly limited to those persons within or outside the Ebro Group for whom it is essential.
- (ii) A section will be opened for each transaction in the List of Insiders contemplated in Rule 9 of the Code, recording the identity of all persons having access to the Inside Information and the date as of which each person becomes aware of the information, as well as any other information required by prevailing laws.
- (iii) The persons included in each section of the List of Insiders shall be expressly advised of the price-sensitive nature of the information to which they have access and their duty of confidentiality.
- (iv) Security measures shall be taken for the custody, filing, access, reproduction and distribution of the information.
- (v) The Company shall monitor the evolution on the market of the Relevant Securities and any news published or broadcast by professional distributors of economic information and the media that could affect them.
- (vi) In the event of an abnormal evolution of the volumes of trading or negotiated prices with reasonable signs that said evolution may be due to the premature, partial or distorted publicising of the transaction, the Secretary of the Board shall, after consulting the Chairman of the Board and, as the case may be, the Compliance Unit, take the necessary measures to ensure the immediate

publication of the corresponding notification of Inside Information, informing clearly and precisely on the state of the transaction underway or containing a pre-release of the information to be supplied. This notwithstanding, the disclosure of price-sensitive information may be delayed in the cases contemplated in Rule 10 of this Code of Market Conduct.

- 8.3. The above notwithstanding, on inception of any legal or financial transaction that may be considered Insider Trading or entail access to Inside Information, a person responsible for the transaction (the “**Person Responsible for the Transaction**”) will be nominated, who shall:
- (i) Report to the Compliance Unit on the inception of the transaction and their assessment of its possible impact on the prices of the Relevant Securities, providing any additional information that may be requested by the Compliance Unit;
  - (ii) Inform the Compliance Unit of the identity of all persons who have or are going to have access to Inside Information;
  - (iii) Forward the notifications made by the Compliance Unit to the persons having access to the Inside Information on their inclusion in the List of Insiders;
  - (iv) Especially ensure compliance by the persons included in the List of Insiders with this Code and, in particular, any security measures established by the Compliance Unit in respect of the Inside Information.

## **Rule 9. LIST OF INSIDERS**

- 9.1. The Company, through the Compliance Unit, shall draw up a list of all persons considered Insiders for the purpose of this Code of Market Conduct (the “**List of Insiders**”).
- 9.2. The List of Insiders shall have the contents and format stipulated in the legal provisions in place from time to time. The List shall be divided into separate sections corresponding to different Inside Information, adding new sections whenever a new type of Inside Information is known.
- 9.3. Each section of the List of Insiders shall include only the details of the persons with access to the Inside Information contemplated in that section.
- 9.4. This notwithstanding, the List of Insiders may include a section containing the details of persons with access at all times to all Inside Information (the “**Permanent Insiders**”). The details of the Permanent Insiders included in the specific section contemplated in this paragraph shall not be included in the other sections of the List of Insiders. Similarly, when all the Relevant Persons with access to certain Inside Information are included in the section of Permanent Insiders, no specific section will be needed for that Inside Information.

- 9.5. The List of Insiders shall be updated in the same cases as the Register of Generally Relevant Persons. The details recorded in the List of Insiders shall be kept for at least five years after its creation or last update.
- 9.6. The Company, through the Compliance Unit, shall inform the persons in the List of Insiders of their inclusion and their obligation to comply with this Code and other legal provisions on market abuse, requiring them to declare in writing that they are aware of this, as per the model appended in **Annex IV**.
- 9.7. The List of Insiders shall be delivered promptly to the competent authorities on request.

**Rule 10. PUBLIC DISCLOSURE OF INSIDE INFORMATION**

- 10.1. The Company shall make the Inside Information directly concerning it public as soon as it is able, in a notification of “Inside Information” to the CNMV, on the terms and with the exceptions established in the applicable laws and regulations on the disclosure of Inside Information.

The Company shall ensure that the Inside Information is disclosed in a form that allows rapid access and a full, correct, timely assessment of the information by the public and, where appropriate, through the officially established means.

The contents of the notification of Inside Information shall be true, clear, complete and, whenever so required by the nature of the information, quantified, to avoid misleading or deceit. When announced, that information shall be identified as “Inside Information”.

- 10.2. For this purpose, any person who is aware of any Inside Information that should be disclosed shall inform the Chairman of the Board. The Directors and Senior Executives are especially obliged to ensure correct public disclosure of any Inside Information.
- 10.3. On receiving the notification, the Chairman, assisted by such persons as he may deem fit, shall decide on one of the following alternatives:

- (i) Immediate publication of the Inside Information in a notification of “Inside Information” to the CNMV, issuing instructions to the Company’s liaisons with the CNMV to send that notification.

The notification of Inside Information shall be sent through the specific channel provided for this purpose and conform to the legal provisions in place from time to time in respect of content and format.

Once the CNMV has been notified, the Company will include all the Inside Information on its website and keep it there for at least 5 years.

Inside Information may also be published through other media, although only after disclosure to the CNMV.

- (ii) On the Company's responsibility, postpone the publication and disclosure of the Inside Information whenever it is considered that: (i) said information may be detrimental to the Company's legitimate interests; (ii) the deferral is not liable to mislead or deceive the public; and (iii) the Company is able to guarantee the confidentiality of the information. If the Company defers disclosure of any Inside Information under this point, it shall inform the CNMV of its decision to do so on the terms stipulated in law, immediately after making the information public.

In the case of a process extended over time, which takes place in different stages resulting in or intended to generate certain circumstances or a specific fact, the Company may, on its own responsibility, defer public disclosure of the Inside Information on that process, provided the requirements established in the preceding paragraph are met.

However, if after deferring the disclosure of Inside Information, its confidentiality ceases to be guaranteed, the Company shall publish that information at the earliest opportunity.

- 10.4. Any rectification of an announcement of Inside Information shall be made in a new announcement, clearly identifying the original announcement and specifying what aspects are rectified. This shall by no means imply substitution of the new announcement for the original one.
- 10.5. The Company may request authorisation from the CNMV, in exceptional cases and stating its reasons, to delete an announcement of Inside Information. Such elimination may only be made, at the discretion of the CNMV, if the announcement published may lead to an error that cannot be remedied with a subsequent announcement or contains details that were disclosed unwittingly and are not Inside Information.
- 10.6. Any announcement that the Company may plan to publicise through the media shall be previously reported to and assessed by the Chairman of the Board to establish the need to previously send a formal announcement to the market of any Inside Information.  
  
Those responsible for Communication shall comply with this protocol before issuing any press release or similar communications.
- 10.7. The Company shall monitor the volume of trading and price of the Relevant Securities and any news that may be published on them in the media and by professional distributors of economic information.
- 10.8. On detecting any news or rumours regarding the Company and/or its Relevant Securities referring to inside information that has not been previously published, the Compliance Unit will analyse the truth and importance of the news or rumour and, if the news or rumour is sufficiently accurate to conclude that the confidentiality of that information is not guaranteed, it shall be disclosed in accordance with the provisions of this Rule 10.

The Compliance Unit, together with the Chairman of the Board, shall respond to any requests received from the CNMV in connection with the news or rumour.

**Rule 10 bis. PUBLIC DISCLOSURE OF “OTHER IMPORTANT INFORMATION”**

The Company shall notify the CNMV as “Other Important Information” and publish on its website any financial or corporate information not classified as Inside Information concerning the Company or its Relevant Securities, whenever: (i) it is obliged to disclose that information by virtue of a law or regulation in place in Spain, or (ii) the Company considers it necessary to inform investors, owing to its special interest.

This notification to the CNMV shall be made prior to or simultaneously with disclosure of the information through whatsoever other means. Notifications of “Other Important Information” shall be sent to the CNMV through the specific channel provided for this purpose.

The contents of these notifications shall be true, clear, complete and, whenever so required by the nature of the information, quantified, to avoid misleading or deceit.

#### **PART IV**

#### **RULES OF CONDUCT IN RESPECT OF TREASURY STOCK**

**Rule 11. GENERAL RULES CONCERNING TREASURY STOCK**

11.1. For the purpose of this Code, trading in treasury stock shall include all trading by the Company, directly or indirectly, in Relevant Securities or other rights having the Relevant Securities as underlying.

11.2. In general, any dealing in the Company’s own shares (i) shall always be kept within the scope of the authorisation granted to the Board by the General Meeting, (ii) shall not be made on the basis of Inside Information, and (iii) shall not be effected with the aim of intervening in the process of free price formation on the market or favouring certain shareholders or investors of the Company.

11.3. Dealings in treasury stock shall in all cases be made for legitimate purposes, such as:

- a) giving the stocks liquidity or curbing fluctuations in their market price;
- b) executing previously contracted legitimate agreements; or
- c) executing stock purchase or sale plans.

Under no circumstances shall dealings in treasury stock be made to distort free price formation. All transactions and activities contemplated in Rule 7 above shall be avoided.

11.4. Within its specified remit and pursuant to the applicable laws and regulations, the Board shall decide on any plan to buy or sell shares in the Group or Company. The

National Securities Market Commission (CNMV) shall be notified of any such plans in due form and pursuant to any applicable legal provisions.

- 11.5. The Chief Operating Officer shall, after consulting the Chairman of the Board, execute the specific plans and supervise the ordinary transactions contemplated herein, and shall, directly or through the Secretary of the Board, issue such official notifications as may be required by law.
- 11.6. In the execution of any specific plan, the volume and other terms and conditions of the transaction shall be as contemplated in that plan and any modification thereof shall require prior authorisation from the competent body, with prompt notification to the National Securities Market Commission

**Rule 12. DISCRETIONARY TRADING IN TREASURY STOCK**

- 12.1. As a rule and unless circumstances advise otherwise, the criteria set out in this Rule 12 shall be applied for the discretionary trading in treasury stock.
- 12.2. Treasury stock transactions will generally respect the principles of protection of investors, transparency, fairness and good faith required of issuers, and with the utmost transparency in relations with the management bodies and watchdogs of regulatory markets. The Company may not take a dominant position in the trading. In turn, the purchase and selling prices shall be determined in such a way as not to interfere with the process of free price formation.
- 12.3. The Company shall not buy or sell own shares during public offerings, takeover bids, mergers or any other structural changes in which the Company participates, unless this is clearly stated in the prospectus of the relevant transaction.
- 12.4. Moreover, all trading in own shares shall be suspended, save in exceptional, justified circumstances, during: (i) auction periods on opening or closing of the markets on which the Company's shares are listed; (ii) the period of time from the date on which the Company has decided to postpone the publication and disclosure of Inside Information to the date on which that information is published; (iii) the auction period prior to lifting of the suspension in trading of the shares until there has been cross trading of the security; and (iv) fifteen calendar days prior to registration at the CNMV of the Company's periodical financial information.
- 12.5. The criteria established in this Rule regarding management of the Company's treasury stock will only be applicable provided they are compatible with the laws and regulations on market abuse in place from time to time and shall be adjusted to such regulations as and when this may become necessary.



**PART V****COMPLIANCE UNIT****Rule 13. APPOINTMENT, COMPOSITION, POSITIONS AND DUTIES**

- 13.1. The Compliance Unit, reporting to the Audit, Control and Sustainability Committee, shall perform the duties established in this Code pursuant to the laws and regulations in place from time to time, informing the Audit, Control and Sustainability Committee of its actions as frequently as may be deemed necessary.
- 13.2. The Compliance Unit shall consist of at least the Chief Operating Officer (as the highest authority in Human Resources), the Chief Legal Officer and the Head of Internal Audit. Such other persons as the Audit, Control and Sustainability Committee may deem fit may also be members of the Compliance Unit.
- 13.3. The Compliance Unit shall meet whenever any of its members may deem fit. The member calling the meeting shall notify the other members, indicating the time and date proposed for the meeting and the business to be transacted. The proposal shall be sent with as much notice as possible, taking account of the prevailing circumstances. The members of the Compliance Unit will be obliged to attend meetings and may only exceptionally grant proxies to another member.
- 13.4. Decisions of the Compliance Unit shall be adopted by majority vote of those members attending the meeting.
- 13.5. In addition to any others established in the Code and other governing provisions of the Company, the Compliance Unit shall have the following duties:
- (i) Ensure compliance with the Code.
  - (ii) Ensure knowledge of the Code by the Relevant Persons and any others to whom it may be applicable for whatsoever reason.
  - (iii) Interpret the rules of the Code and propose amendments, clarifications or updates.
- 13.6. The Compliance Unit may request any information, documents or background it may consider necessary to perform its duties. It may also request assistance from any Group employees or third parties to perform its duties.
- 13.7. The duties and powers attributed to the Compliance Unit in the Code shall by no means affect, limit or condition the powers of the Board of Directors and Audit, Control and Sustainability Committee of the Company, as established in prevailing laws and regulations, the Articles of Association and the Regulations of the Board.



## PART VI

### EFFECTIVE DATE AND PENALTIES

#### **Rule 14. EFFECTIVE DATE**

This Code shall enter into force as of the day after its approval by the Board of Directors, without prejudice to due notification to the CNMV pursuant to prevailing laws and regulations.

The Compliance Unit shall, through such persons as it may deem fit, inform the persons bound by this Code of its contents, both upon its entry into force and throughout its validity.

The provisions of this Code are purely internal in scope and content and establish obligations and effects exclusively between the Company and the Relevant Persons.

#### **Rule 15. PENALTIES**

The corresponding administrative penalties and any other consequences established in law may be applicable in the event of any breach of the rules of this Internal Code of Market Conduct, insofar as they develop the regulatory and disciplinary provisions governing the securities market.

When the Relevant Persons are employees of the Company or any of the companies in its Group, the breach may be considered a labour offence, the severity of which shall be determined in the corresponding proceedings.

\* \* \* \* \*

Annex I

**Acknowledgement of receipt, declaration of knowledge of the contents of the Code  
and initial statement of holding of Relevant Securities**

**Compliance Unit  
Ebro Foods, S.A.**

In \_\_\_\_\_, on \_\_\_\_\_

Dear Sirs,

In pursuance of Rule 3.4. of the Internal Code of Market Conduct of Ebro Foods, S.A. (the “**Code**”), I, \_\_\_\_\_, with ID number \_\_\_\_\_, as a Generally Relevant Person, expressly declare that I have received a copy of the Code and that I am familiar with and accept its contents, with which I formally pledge compliance.

As stipulated in the Code, I declare below the balance of the Relevant Securities that I hold, directly and indirectly, as at the date hereof:

- a) Directly: \_\_\_\_\_ [*specify financial instrument*].
- b) Indirectly: \_\_\_\_\_ [*specify financial instrument*].

I also acknowledge receipt of my inclusion in the Register of Generally Relevant Persons, as defined in the Code.

Finally, pursuant to the applicable laws and regulations on personal data protection, I declare that I have been informed that my personal data set out in this declaration or subsequently provided in communications made in fulfilment of the Code will be processed and incorporated in a file controlled by Ebro Foods, S.A. for the purpose of the fulfilment and control of the provisions of the Code, to which I express my acceptance.

\_\_\_\_\_  
Signed: \_\_\_\_\_

Annex II

**Model Notification by Directors and Senior Executives of Persons Closely Associated**

**Compliance Unit  
Ebro Foods, S.A.**

In \_\_\_\_\_, on \_\_\_\_\_

Dear Sirs,

In pursuance of Rule 3.5 of the Internal Code of Market Conduct of Ebro Foods, S.A. (the “Code”), I, \_\_\_\_\_, with ID number \_\_\_\_\_, in my capacity as Director/Senior Executive, hereby expressly declare that the following persons are Persons Closely Associated<sup>2</sup> with me:

- [Full name, nationality, ID/Passport no. and relationship]
- ...

Yours faithfully,

Signed: \_\_\_\_\_

---

<sup>2</sup> Persons Closely Associated include: (a) the spouse or any person with an equivalent relationship under domestic laws, (b) dependent children as defined in domestic law (c) any other relative who has lived with the Director/Senior Executive for at least one year prior to the date of the relevant transaction, (d) any legal person, trust or association in which the Director or Senior Executive or the persons contemplated in the preceding points hold an executive position or are responsible for management; or that is directly or indirectly controlled by the Director or Senior Executive; or created for their benefit; or whose economic interests largely coincide with those of the Director or Senior Executive.

**Annex III**

**Notification to be given by Directors and Senior Executives to Persons Closely Associated with them**

**Mr/Ms**  
**[Address]**

In \_\_\_\_\_, on \_\_\_\_ \_\_\_\_\_

Dear Sir/Madam,

As Director/Senior Executive of Ebro Foods, S.A. and in pursuance of Rule 4.1 of the Internal Code of Market Conduct of Ebro Foods, S.A. (the “**Code**”), I hereby inform you of the obligations imposed by that Code on you, as a Person Closely Associated with me, with regard to any trading in shares of Ebro Foods, S.A.

For this purpose, I enclose a copy of the Code, drawing your attention particularly to Rules 4 (notification of transactions) and 5 (on periods of restricted activity).

In order to be able to meet my obligations under Regulation No 596/2014 of 16 April 2014 of the European Parliament and of the Council on market abuse, kindly send me a copy of this letter, duly signed in the appropriate space, as proof that you have received it and are aware of your obligations under the Code.

Yours faithfully,

\_\_\_\_\_  
Signed [name of sender]

Received:

\_\_\_\_\_  
Signed [name of addressee]

Annex IV

**Declaration to be made by Insiders**

**Compliance Unit  
Ebro Foods, S.A.**

In \_\_\_\_\_, on \_\_\_\_\_

Dear Sirs,

In pursuance of Rule 9.6 of the Internal Code of Market Conduct of Ebro Foods, S.A. (the “**Code**”), I, \_\_\_\_\_, with ID number \_\_\_\_\_, in my capacity as Insider, hereby expressly declare that I am familiar with my legal and regulatory obligations as such and aware of the penalties applicable to transactions with inside information and the unlawful disclosure of inside information.

Finally, pursuant to the applicable laws and regulations on personal data protection, I declare that I have been informed that my personal data set out in this declaration or subsequently provided in communications made in fulfilment of the Code will be processed and incorporated in a file controlled by Ebro Foods, S.A. for the purpose of the fulfilment and control of the provisions of the Code, to which I express my acceptance.

Yours faithfully,

\_\_\_\_\_  
Signed: \_\_\_\_\_