

ANNUAL ACTIVITY REPORT OF THE AUDIT, CONTROL AND SUSTAINABILITY COMMITTEE OF EBRO FOODS, S.A. FOR THE YEAR ENDED 31 DECEMBER 2023

1. Duties and responsibilities

The Audit, Control and Sustainability Committee was set up by virtue of a resolution adopted by the Board of Directors on 22 September 1998. As a delegated committee of the Board it has the duties and responsibilities attributed to it by law, the Articles of Association and the Regulations of the Board of Directors of Ebro Foods, S.A. (the “Company”).

The Committee was renamed “Audit, Control and Sustainability Committee” by virtue of a resolution adopted by the Board of Directors on 21 December 2022. The new name correctly reflects its competence in the area of sustainability, environment and corporate social responsibility.

The current text of Act 31/2014 of 3 December, section 529 quaterdecies.4 of the Corporate Enterprises Act (*Ley de Sociedades de Capital*, LSC) establishes that, “*Without prejudice to any other duties assigned in the Articles of Association or, in accordance therewith, in the Regulations of the Board, the Audit Committee shall have at least the following duties:*

- a) Inform the general meeting of shareholders on any issues raised in connection with the matters falling within the competence of the committee, particularly the results of the audit, explaining how it has contributed to the integrity of the financial reporting and the role played by the committee in that process.*
- b) Oversee the effectiveness of the internal control of the company, internal audit and risk management systems and discuss with the auditors any material weaknesses of the internal control system detected during their audit work, without jeopardising their independence. For this purpose, if appropriate, recommendations or proposals may be submitted to the board of directors, indicating the time for follow-up.*
- c) Supervise the process of preparation and delivery of the mandatory financial reporting and submit recommendations or proposals to the board to protect its integrity.*
- d) Submit to the board proposals for the selection, appointment, re-appointment and replacement of the external auditor(s), taking responsibility for the selection process, pursuant to Articles 16.2, 3 and 5 and 17.5 of Regulation (EU) No 537/2014 of 16 April. It shall also propose the terms of contract and regularly obtain information from the auditors on the audit plan and its fulfilment, while preserving their independence in the performance of their duties.*
- e) Establish the appropriate relations with the external auditors to receive information on any issues that may threaten their independence, which shall be studied by the committee; any other issues related with the audit process*

and, where appropriate, the authorisation of non-audit services other than the prohibited non-audit services, pursuant to Articles 5.4 and 6.2(b) of Regulation (EU) No 537/2014 of 16 April, and Title I, Chapter IV, Section 3 of the Audit Act 22/2015 of 20 July, on independence, and any other communications contemplated in the audit laws and standards. In any case, the committee should receive each year from the external auditors a declaration of their independence from the company or any companies directly or indirectly related to it, and detailed information for each company of any additional services of whatsoever nature provided and the corresponding fees received from those companies by the external auditors or the persons or entities related to them, according to the laws and standards regulating audit activities.

- f) Issue annually, prior to issuance of the auditors' report, a report expressing the committee's opinion on whether the independence of the auditors or audit firms is jeopardised. This report shall contain at least a reasoned assessment of the presentation of each and all of any additional services contemplated in the preceding paragraph, individually or altogether, other than the legal audit and in relation to the provisions on independence or those regulating audit activity.*
- g) Inform on related party transactions that must be approved by the General Meeting or the Board of Directors and oversee the internal procedure to be established by the company for any whose approval has been delegated.*
- h) Inform the Board in advance on all matters contemplated in the law, the articles of association and the regulations of the board and, in particular, on:
 - 1. The financial information that the company is obliged to publish periodically.*
 - 2. The creation or acquisition of shares in base companies or special purpose vehicles or companies domiciled in countries or territories considered tax havens.**

The Audit Committee will not perform the duties contemplated in paragraphs (g) or (h) if they are assigned in the articles of association to another committee and that committee meets the composition requirements established in sub-section 1 above.

The provisions of paragraphs 4(d), (e) and (f) shall be without prejudice to the audit laws, regulations and standards."

Articles 24.4 and 24.5 of the Regulations of the Board provide as follows:

"24.4 The Audit, Control and Sustainability Committee shall have the following powers, in addition to those assigned to it by law, regulations or the Articles of Association:

- a) Supervise, assess and promote internal control of the company and the financial and non-financial risk management systems, including operating, technological, legal, social, environmental, political, reputational and corruption-related risks, and submit recommendations to the Board for a*

decision on the risk management and control policy, including tax risks, specifying at least:

- *The types of financial and non-financial risks to which the company is exposed.*
 - *The risk level that the company considers acceptable.*
 - *The measures for mitigating the impact of identified risks, should they actually occur.*
 - *The control and reporting systems used to control and manage those risks.*
- b) *Supervise and promote the policies, procedures and systems used for drawing up and controlling the company's financial and non-financial information, checking the services performed in this regard by the Internal Audit Department, the Financial Department and the Management Committee and making sure they are correctly distributed throughout the Group.*
- c) *Receive the information sent regularly to the Stock Exchange Councils, issue prospectuses and any public financial information offered by the Company and, in general, all information prepared for distribution among shareholders, ensuring the existence of internal control systems that guarantee the transparency and truth of the information.*
- d) *Ensure that (i) the systems used for preparing the separate and consolidated Annual Accounts and Directors' Report submitted to the Board to be authorised for issue in accordance with current legislation give a true and fair view of the equity, financial position and results of the Company and make sure that any interim financial statements are drawn up according to the same accounting principles as the annual accounts, considering the possibility of asking the external auditors to make a limited audit if necessary; and (ii) the Board of Directors endeavours to submit the annual accounts to the General Meeting with an unqualified auditors' report.*

In this respect, it shall also see that the internal control systems are adequate and effective in respect of the accounting practices and principles used for drawing up the company's annual accounts, supervising the policies and procedures established to ensure due compliance with applicable legal provisions and internal regulations. The Committee shall, through its Chairman, obtain information and collaboration from both the Internal Audit Manager and the External Auditors to perform these duties.

- e) *Establish regular contact with the External Auditors to receive information on any issues that may jeopardise their independence, and any other issues relating to the auditing of accounts, receiving information from and exchanging communications with the External Auditors in accordance with prevailing auditing standards and legislation.*
- f) *Be informed of the decisions adopted by the senior management according to recommendations made by the External Auditors in connection with the audit.*

- g) *Implement a confidential whistleblowing channel accessible to all Group employees and other people related with the company, and a protocol for establishing priority, processing, investigating and solving any issues reported through that channel according to their importance and nature, paying special attention to those involving possible falsehood or misrepresentation in financial or accounting documents and possible fraud.*
- h) *Supervise compliance with the internal codes of conduct and rules of corporate governance, including the policies approved by the Board, subject to supervision by the Audit, Control and Sustainability Committee. In particular, oversee the implementation of and compliance with the internal regulations and codes applicable to the risk management and control systems in general and the financial reporting process in particular.*
- i) *Submit to the Board, to be tabled at the General Meeting, proposals for the selection, appointment, re-appointment and replacement of the company's External Auditors and their terms of contract, the scope of their commission and the renewal or revocation of their engagement. The Committee shall ensure the independence of the External Auditors and the existence of a discussion procedure enabling the External Auditors, the Internal Audit Department and any other expert to inform the company of any significant weaknesses in its internal control detected while checking the annual accounts or any other processes in which they have worked. The Committee shall issue an annual report, prior to issuance of the auditor's report, expressing an opinion on the independence of the External Auditors and any supplementary services they may have provided. It shall also inform the Board on the proposal for appointment of the Internal Audit Manager and approve each year the internal audit work plan, monitoring its implementation.*
- j) *Supervise Related Party Transactions and report to the Board or the General Meeting, as the case may be, prior to their approval, on the related party transactions that are going to be submitted for approval, and oversee the internal procedure, if any, established by the Company for any transactions for which approval has been delegated.*

24.5 The Audit, Control and Sustainability Committee shall also report to the General Meeting on any issues raised by shareholders concerning matters within its remit."

2. The Good Governance Code and the Technical Guide on Audit Committees in Public Interest Entities

In June 2015, the National Securities Market Commission (CNMV) published the current Good Governance Code for Listed Companies (the "Good Governance Code"), which included several recommendations for the Audit Committee. Some of those recommendations were developed in the "Technical Guide on Audit Committees in Public Interest Entities" (the "Technical Guide"), published by the CNMV in June 2017.

At the end of 2017, the Committee, counselled by an external expert, reviewed the degree of alignment of that Committee with the good practices indicated in the Technical Guide, analysing them in the light of the circumstances and characteristics of the company. The

results of that work were set out in a report, which was presented to the Committee in June 2018.

In view of certain aspects mentioned in that report, the Committee adopted several decisions to establish the practices considered appropriate. Most of them were implemented in 2018.

The Good Governance Code was revised in June 2020 and certain aspects relating to the Audit Committee were amended. In the wake of those amendments, the Regulations of the Board were revised (aligning them with the new text of the Good Governance Code, insofar as this was deemed necessary), including some of the regulatory provisions concerning the Audit Committee.

3. Composition

Following the amendment of the Corporate Enterprises Act by the Accounts Audit Act 22/2015 of 20 July, section 529 quaterdecies establishes that: *“All the members of the Audit Committee shall be non-executive directors appointed by the Board and at least the majority of them shall be independent directors, one of whom shall be appointed on the basis of their experience and expertise in accounting, auditing or both. Overall, the committee members shall have the necessary expertise regarding the sector in which the audited company operates. One of the independent directors on the Audit Committee shall be appointed to chair the committee. The Chair shall be replaced every four years and will become eligible for re-election one year after their retirement as such.”*

The composition of the Audit Committee is regulated in Article 28.2 of the Articles of Association and Article 24.1 of the Regulations of the Board.

Article 28.2 of the Articles of Association provides that: *“.../... An audit and control committee shall be set up within the Board, called the Audit, Control and Sustainability Committee, with no fewer than three nor more than five members appointed by the Board. All the members of this Committee shall be non-executive directors, at least the majority shall be independent directors and one of them shall be appointed on the basis of his experience and expertise in accounting, auditing or both. Furthermore, the committee members shall have overall the necessary expertise regarding the sector in which the audited company operates.*

The Board shall appoint one of the independent directors on the Audit, Control and Sustainability Committee to chair that committee. The Committee Chair shall be replaced every four years and will become eligible for re-election one year after their retirement as such. In the event of absence or temporary unavailability of the Chair, they shall be substituted by a member of the Committee provisionally so nominated by the Board, or otherwise by the oldest Committee member. .../...”

Article 24.1 and 2 of the Regulations of the Board establishes the following:

“24.1 An audit and control committee shall be set up within the Board, called the Audit, Control and Sustainability Committee, with no fewer than three nor more than five directors. All the members of this Committee shall be non-executive directors, at least the majority shall be independent directors and overall they

will be appointed on the basis of their experience and expertise in accounting, auditing and financial and non-financial risk management, or any one or more of those areas. Furthermore, the members of the Audit, Control and Sustainability Committee shall have overall the necessary expertise regarding the sector in which the audited company operates.

24.2 *The Board shall appoint one of the independent directors on the Audit, Control and Sustainability Committee to chair that committee, subject to a report by the Nomination and Remuneration Committee. The Committee chair shall be replaced every four years and will become eligible for re-election one year after their retirement as such. The chair of the Audit, Control and Sustainability Committee shall be appointed on the basis of their expertise and experience in accounting, auditing and financial and non-financial risk management, or any one or more of those areas.”*

From 1 January 2023 to 31 December 2023 the Committee had the following composition, with no changes during that period:

- Marc T. Murtra Millar - Chair (independent director)
- Fernando Castelló Clemente - Member (independent director)
- Mercedes Costa García - Member (lead independent director)
- Grupo Tradifín, S.L. (Blanca Hernández Rodríguez) - Member (proprietary director)
- Javier Fernández Alonso – Member (proprietary director)

As a result of the resignation tendered by the director Fernando Castelló Clemente with effect from 31 December 2023, on 31 January 2024 the Board resolved to appoint as member of the Committee the independent director Elena Segura Quijada, who had been appointed Director by the cooptation procedure at the same Board meeting.

Therefore, from 31 January 2024 to the date of issue of this report, the Committee has had the following composition:

- Marc T. Murtra Millar - Chair (independent director)
- Mercedes Costa García - Member (lead independent director)
- Grupo Tradifín, S.L. (Blanca Hernández Rodríguez) - Member (proprietary director)
- Javier Fernández Alonso – Member (proprietary director)
- Elena Segura Quijada - Member (independent director)

Luis Peña Pazos, (non-director) Secretary of the Board, is (non-member) Secretary of the Committee.

In the opinion of the Committee and the Board, the members of the Committee have the necessary diversity of expertise required for its increasingly more complex remit. Apart from the members who are experts in accounting and auditing, there is a wide diversity of expertise and experience among the professional profiles of the Committee members, including financial and non-financial risk management.

The professional profiles of the members of the Committee can be consulted on the corporate website: www.ebrofoods.es.

4. Procedure

Article 28.2 of the Articles of Association provides as follows: *“The Audit, Control and Sustainability Committee shall meet with the frequency stipulated in the Regulations of the Board and as and when called by its Chair, whenever so decided by at least two of its members or at the request of the Board. Committee meetings shall be held at the registered office or wheresoever else may be decided by the Chair and indicated in the notice of call, and shall be quorate when attended, in person or by proxy, by the majority of its members. Resolutions shall be carried with the votes in favour of the majority of members attending the meeting. In the event of a tie, the Chair, or acting Chair, shall have the casting vote. The Secretary of the Committee shall be appointed by the Board and shall issue minutes of the resolutions adopted, which shall be reported to the Board.”*

Article 24.3 of the Regulations of the Board provides as follows: *“The Audit, Control and Sustainability Committee shall meet as and when called by its Chair, or at the request of two of its members and at least once every three months. It shall also meet whenever so required by law or when the Board requests the issuance of reports, submission of proposals or adoption of resolutions within the scope of its duties.”*

Article 22 of the Regulations of the Board contains general provisions applicable to all the Committees of the Board, including this Committee.

5. Summary of activities performed during 2023

The Committee held nine (9) meetings in 2023, all attended by the Committee Chair: Marc T. Murtra Millar, independent director. The meetings were all held in person, although video conferencing was also enabled.

The main actions taken by the Committee during the year are summarised below:

- **Meeting on 23 February 2023:**
 - The external auditing (by EY) of the separate and consolidated annual accounts and the Non-Financial Statement 2022 were reviewed.
 - The Committee checked and agreed to issue a favourable report to the Board on the H2 2022 (cumulative) financial report, which included (as management report) the presentation to analysts given after that report had been approved by the Board.

- The Committee received and analysed the report from the Risks Committee on monitoring of the Risk Control Policy, the internal control over the financial reporting system and updating of different tax issues in the second half of 2022.
- The Committee received and analysed the report from the Compliance Unit on monitoring of the main aspects of legal compliance, including the Crime Prevention Model and the prevention of work-related hazards and accidents in the principal units of the Group in the second half of 2022.
- With regard to related party transactions, the Committee: (i) analysed the related party transactions to be made in 2023 reported by the Direct Related Parties, previously assessed by the Compliance Unit; (ii) found that those operations, grouped and in the broadest possible terms, would not exceed the thresholds stipulated for publication and approval by the General Meeting; and (iii) resolved to table a motion to the Board to approve those transactions. The Committee also reviewed the related party transactions made by the company during 2022, checking that they had been made on the conditions approved by the Board.

It was further resolved to issue a favourable report, to be submitted to the Board of Directors, for amendment of the Protocol of Related-Party Transactions of the Ebro Group to establish a streamlined procedure for reviewing related party transactions when it is not possible to wait for a Committee meeting to assess and, if appropriate, approve them.

- The provisional calendar was approved for the tender to appoint auditors of the Company and its Group for the years 2024, 2025 and 2026.
- In pursuance of the Protocol on non-audit services provided by the external auditors (approved by the Committee in February 2017), the non-audit services contracted with the external auditors, EY, since the previous Committee meeting were put on record.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

- **Meeting on 28 March 2023:**

- The Committee checked and resolved to submit a favourable report to the Board of Directors on the separate and consolidated annual accounts for the year ended 31 December 2022, following confirmation by the Company and Group auditors and that their auditors' reports would be unqualified.
- The draft report by the auditors on the internal control over the financial reporting system (ICFR) 2022 was reviewed, indicating the absence of any material irregularities.
- The Committee was informed of the favourable review by the external auditors of the Non-Financial Statement. In this regard, the Group's CSR

management informed the Committee on the main aspects of the non-financial reporting and the most important aspects of the Non-Financial Statement included within the Group's consolidated Management Report.

- The Committee was informed of the draft special report required by Article 11 of Regulation (EU) No 537/2014 and section 36 of the Auditors Act, submitted by the external auditors.
- A favourable report was issued on the independence of the Company and Group auditors, to be submitted to the Board, based on the letter of independence submitted by the auditors.
- The Committee verified the information on related party transactions, potential conflicts of interest and risk control (falling within the remit of the Committee) to be included in the Annual Corporate Governance Report 2022 and resolved to submit a favourable report to the Board.
- The Committee was informed on the degree of fulfilment of the work contemplated in the Internal Audit Department's Work Plan.
- The Committee's Activity Report for 2022 was issued and approved for submission to the Board.
- The Committee reviewed and approved the tender specifications for selection of the external auditor to audit the Annual Accounts for 2024, 2025 and 2026 and resolved to send invitations to tender to 5 audit firms.
- The Committee was informed of the internal work done by the General Secretary in respect of the measures to be taken under Act 2/2023 implementing the Whistleblowing Directive.
- The Committee was informed on progress of the internal work done to define an action plan for the automation of controls, in the terms required by the Committee.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

- **Meeting on 25 April 2023:**

- The Committee was informed and agreed to issue a favourable report to the Board on the letter of recommendations by EU regarding the internal control processes, in aspects detected as subject to improvement during their audit of the 2022 accounts.
- The Committee checked and agreed to issue a favourable report to the Board on the Q1 2023 earnings presentation to analysts.
- The appropriate monitoring was made of the Group's CSR and Sustainability Policy. The Group CSR Report 2022 was presented and the Committee: (i)

was informed of the most important work and degree of progress in 2022 regarding the targets set in the Sustainability Plan “Heading for 2030”, and (ii) resolved to submit a report to the Board in favour of approving that report.

- The Chief Audit Officer presented his department’s report on the results of the financial audit made of Riviana Foods Canada Corporation.
- The Protocol of Related-Party Transactions was monitored and, based on the information reported by the Compliance Unit, the Committee (i) assessed and analysed the transactions reported by the Direct Related Parties since the last meeting; (ii) confirmed that those transactions, in the broadest possible terms and grouped, would not go above the applicable thresholds for publication and approval by the General Meeting; and (iii) resolved to submit a proposal to the Board for the approval of those transactions.
- The Committee agreed to submit to the Board the proposal discussed at the Committee meeting on 23 February 2023 to amend the Protocol of Related-Party Transactions.
- The Committee monitored the progress of the tender for selection of an external auditor to audit the Annual Accounts for 2024, 2025 and 2026.
- The proposed fees presented by EY for their audit work in 2023 was examined and it was agreed to submit again to the Board the proposal to re-appoint EY auditors of the separate and consolidated accounts for 2023, as submitted by the Committee in 2022.
- A long-term (3 years) action plan was presented and approved for risk control, reporting and compliance, with a view to making progress in the review, updating and automation of controls within the ICRF and risk control, and in respect of non-financial reporting.
- The Committee was informed of the explanations received regarding the contents and principal aspects of Directive 2022/2523 on ensuring a global minimum level of taxation for multinational enterprise groups.
- The Committee was informed of the internal work done regarding the measures to be implemented under Act 2/2023 transposing the Whistleblowing Directive into Spanish law.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

- **Meeting on 28 June 2023:**

- The Committee was informed of and validated the work done by the Selection Team contemplated in the Tender Specifications for the selection of auditors, approved by the Committee.

- It was agreed to shortlist 3 audit firms as candidates (out of the 5 initially invited to tender) and that they should present their proposals to the Committee in person at the extraordinary meetings to be held in early July.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

- **Extraordinary meeting of 4 July 2023:**

- 2 of the 3 audit firms that were candidates to audit the 2024, 2025 and 2026 accounts were received to explain their respective presentations and proposals for the audit work.

- **Extraordinary meeting of 6 July 2023:**

- The last of the 3 audit firms that were candidates to audit the 2024, 2025 and 2026 accounts was received to explain their respective presentations and proposals for the audit work.

- **Meeting of 25 July 2023:**

- The Committee checked and resolved to submit a favourable report to the Board on the periodic financial reporting on H2 2023, including the presentation to analysts (which corresponds to the management report of the half-year report).
- The Protocol of Related-Party Transactions was monitored and, based on the information reported by the Compliance Unit, the Committee (i) assessed and analysed the transactions reported by the Direct Related Parties since the last meeting; (ii) confirmed that those transactions, in the broadest possible terms and grouped, would not go above the applicable thresholds for publication and approval by the General Meeting; and (iii) resolved to submit a proposal to the Board for the approval of those transactions.
- The Committee took note of other information reported by the Compliance Unit.
- The Committee was informed of the main aspects of the Internal Reporting System defined and designed in accordance with Act 2/2023 transposing the Whistleblowing Directive into Spanish law, reviewed the documentation and proposed structure and agreed to submit a favourable report to the Board for its approval and implementation, including approval of the Policy regarding the Internal Reporting System and Whistleblower Protection, the Manual of Procedures for handling reports and the appointment of the Company Secretary as System Administrator, vesting in them the necessary powers to designate the person(s) who must act in conflicts of interest.
- The Committee heard the report presented by the Internal Audit Department on the financial audit of the subsidiary Ebro Foods Belgium.

- The Committee was informed of the ICFR control testing conducted by the Internal Audit Department in the subsidiary Herba Ricemills, S.L.
- The Committee analysed the degree of progress of the work included in the annual work plan of the Internal Audit Department.
- The Committee agreed to submit to the Board, to be tabled at the General Meeting, its reasoned proposal for the re-appointment of EY to audit the separate and consolidated accounts for 2024, 2025 and 2026.
- In pursuance of the applicable Protocol (mentioned earlier), the non-audit services contracted with the external auditors, EY, since the previous Committee meeting were put on record.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

- **Meeting on 30 October 2023:**

- The Committee heard the report presented by the external auditors, EY, on their preliminary work to define the audit strategy for annual accounts 2023.
- The Committee checked and agreed to issue a favourable report to the Board on the Q3 2023 earnings presentation to analysts.
- The Committee heard the report presented by the Internal Audit Department on the financial audit of the subsidiary Tilda Limited.
- The Committee analysed the degree of progress of the work included in the annual work plan of the Internal Audit Department.
- The Committee was informed and analysed the report by the Risks Committee on monitoring of the Risk Control Policy and the internal financial control system corresponding to H1 2023 and the information on the main tax issues addressed by the Risks Committee.
- The Committee was informed and analysed the report by the Compliance Unit on the monitoring of the principal aspects of legal compliance, including the Crime Prevention Model and information on work-related accidents in Spanish subsidiaries and occupational hazard prevention in the Group, the Internal Code of Market Conduct, the Code of Conduct and the Protocol of Related-Party Transactions, corresponding to H1 2023, as well as the degree of progress in the implementation of the Internal Reporting System and the Group's Corporate Whistleblowing Channel.
- The Committee received the recommendations deriving from the self-assessment process of the Board and its Committees in respect of 2022, carried out in 2023, regarding the Audit, Control and Sustainability Committee.

- The Protocol of Related-Party Transactions was monitored and, based on the information reported by the Compliance Unit, the Committee (i) assessed and analysed the transactions reported by the Direct Related Parties since the last meeting; (ii) confirmed that those transactions, in the broadest possible terms and grouped, would not go above the applicable thresholds for publication and approval by the General Meeting; and (iii) resolved to submit a proposal to the Board for the approval of those transactions.
- In pursuance of the applicable Protocol (mentioned earlier), the non-audit services contracted with the external auditors, EY, since the previous Committee meeting were put on record.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

- **Meeting on 19 December 2023:**

- The Committee was informed on the progress of the preliminary work by the Company and Group external auditors on the audit of the separate and consolidated accounts 2023.
- The Sustainability Plan “Heading for 2030” and the material aspects of CSR and Sustainability in 2023 were monitored.
- The Committee heard the report presented by the Internal Audit Department on the financial audit made at the Belgian subsidiary Ebro Ingredients, B.V.
- The Committee heard the report presented by the Internal Audit Department on the ICFR audit of the British subsidiary Tilda Ltd.
- The Committee assessed the degree of fulfilment of the annual work plan of the Internal Audit Department for 2023, confirming that all the scheduled work had been done.
- The annual work plan of the Internal Audit Department for 2024 was assessed and approved.
- The Committee reviewed and positively assessed the degree of fulfilment of its own Annual Work Plan for 2023 and approved the Plan for 2024.
- The Protocol of Related-Party Transactions was monitored and, based on the information reported by the Compliance Unit, the Committee (i) assessed and analysed the transactions reported by the Direct Related Parties since the last meeting; (ii) confirmed that those transactions, in the broadest possible terms and grouped, would not go above the applicable thresholds for publication and approval by the General Meeting; and (iii) resolved to submit a proposal to the Board for the approval of those transactions.

- The Committee reviewed and agreed to submit a favourable report to the Board on the proposal for an ordinary dividend against the 2023 profits, payable in 2024.
- The Committee was informed of the functioning of the former whistleblowing channel during 2023, up to the implementation of the Internal Reporting System.
- The Committee was informed of the implementation of the Internal Reporting System and the functioning of the Corporate Whistleblowing Channel.
- The Committee reviewed the monitoring and oversight of application of the Group Codes and Policies within its remit, confirming that they had all been duly applied and followed during 2023.
- In pursuance of the applicable Protocol (mentioned earlier), the non-audit services contracted with the external auditors, EY, since the previous Committee meeting were put on record.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

The Committee informed the Board promptly on all issues discussed at its meetings during 2023.

6. Principal aspects of the Committee's actions

6.1. Supervision of financial reporting

The Committee supervised and checked during 2023 the process of preparing and presenting the statutory (half-year and annual) financial reporting, prior to its assessment and approval by the Board of Directors. After supervision and review, the Committee submitted a proposal to the Board in this regard.

In addition, the Committee supervised and checked the preparation of the Annual Accounts 2022, both the separate accounts of the parent and the consolidated accounts of the Group, which were subsequently approved for issue by the Board of Directors and approved by the shareholders at the Annual General Meeting of the company. The Committee was assisted in this task by the Finance Department and, primarily, by the external auditors of the company and its Group, to ensure an unqualified auditors' report.

In 2023, as in 2022, the Committee participated in defining the planning and strategy for auditing the annual accounts, strictly respecting at all times the independence of the external auditors right from commencement of the audit work, as indicated in the summary of business transacted at the meeting on 30 October 2023.

6.2. Oversight of information communicated to the market

After the legal obligation to present quarterly public reports was repealed, the Company decided to continue presenting the information on evolution of its business to analysts in

the first and third quarters of the year. The presentations put together for this are checked by the Committee (not so much because the contents of that information might be considered financial information, but rather because the Committee is responsible for overseeing and monitoring the Group's Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors and the Policy on Communication of Financial, Non-Financial and Corporate Information of the Group).

6.3. Scepticism and promotion of constructive dialogue. Relations with management

Since its meeting on 17 December 2018, the Committee has established a number of measures designed to reinforce the sceptical, critical approach by its members and constructive dialogue at meetings, as recommended in the analysis of the degree of compliance of the Committee's duties and procedures with the CNMV Technical Guide on Audit Committees in Public-Interest Entities, which had been commissioned to an external expert in 2018.

These measures include, among others: (i) setting in advance the agenda for meetings and the supporting documents for the business to be transacted (as per the Annual Work Plan); (ii) the participation of executives at meetings when so required by the business to be transacted; (iii) preparation and delivery to new Committee members of a "welcome pack" giving them a rapid insight into the structure of the Group and key aspects for the Committee (in view of its remit), to make their incorporation in the Committee expeditious and effective; (iv) limitation of the participation by executives in Committee meetings, establishing in any case that all meetings will end with the exclusive presence of the Committee members (and Secretary) in order to reflect, without the presence of any member of the management, on the business transacted at the meeting or such other matters as it may deem fit; and (v) the holding of meetings prior to the dates scheduled for Board meetings to give members a chance to reflect after the Committee meeting, should they consider this necessary.

Based on these measures, the Committee maintains constructive dialogue with both the external auditors and the Group management, although the attendance of outsiders at Committee meetings is limited to presentation of the business in question and responding to any questions or comments from the Committee members on that business. Following their participation, when it occurs, the outsiders (external auditors, Finance Manager, Chief Audit Officer, COO, etc.) leave the meetings once the business within their specific remit has been discussed, and the Committee discusses the information presented, with total freedom and independence, and adopts the measures and decisions it deems fit in each case.

In addition, at the end of all meetings and with only the Committee members (and Secretary) present, they reflect on any matters within their remit. Whenever those reflections reveal aspects of which management needs to be informed, the Secretary passes on any instructions or comments from the Committee.

6.4. Relations with the external auditors

During 2023, the Committee's relations with the external auditors have, as in previous years, essentially been conducted through: (i) their attendance of Committee meetings

where appropriate, according to the business to be transacted; and (ii) the meetings held prior to the meetings in which the external auditors were going to participate with the Committee Chair, Marc T. Murtra Millar.

Through those meetings between the external auditors and the Committee Chair, not only has the preparation of Committee meetings improved, but also it has been possible to inform the external auditors in advance on the issues that the Committee considers most important, thus enabling the auditors to address at those meetings the objectives, concerns and expectations of the Committee. In any case, the Committee members may contact the members of the external audit team directly to discuss any matter, should they so deem fit.

Every time the external auditors have attended Committee meetings, they have prepared the relevant supporting documents for the matters that they have presented and sent them to the Committee members (through the Secretary). At the different meetings, the external auditors have answered any questions or requests raised by Committee members.

In addition, at the Committees proposal, in 2023 the external auditors attended the Board meeting at which the Annual Accounts 2022 were authorised for issue, in order to present directly to the directors their conclusions on the audit made.

Moreover, the tender for auditors for the separate and consolidated accounts of Ebro Foods for 2024, 2025 and 2026 was launched and concluded during 2023. The present auditors of the Company and its Group (EY) completed their tenth year of engagement in 2023 so it was necessary to conduct a selection procedure to appoint a new auditor in accordance with the regulations applicable to Public Interest Entities.

That procedure was defined and executed by the Committee in 2023, resulting in the corresponding proposal for the appointment of an external auditor for the aforesaid years, which will be tabled at the Annual General Meeting of shareholders to be held in June 2024.

6.5. Independence of the external auditors

During 2023, the Committee monitored constantly and thoroughly any aspects that could potentially jeopardise the necessary independence of the external auditors.

In this regard:

- (i) Through the Protocol on non-audit services provided by the external auditors (approved by the Committee in February 2017), the Committee maintains permanent control over any potential contracting to the external auditors of non-audit services. That control is extended not only to those services which, under the laws and regulations currently in place, require pre-approval by the Committee (pursuant to Article 5(3) of the Regulation (EU) No 537/2014), but also any other non-audit services.
- (ii) At its meeting on 28 March 2023, the Committee checked the declaration of independence made by the external auditors and issued a favourable report on

their independence, to be submitted to the Board and made available to shareholders together with the notice of call to the Annual General Meeting.

- (iii) At the same meeting, the external auditors presented their special report required by Article 11 under Regulation (EU) No 537/2014.

The increased contact between the Committee (through its Chair) and the external auditors by no means affects the independence of the latter, and both the Committee and the auditors take all necessary measures to guarantee that independence.

6.6. Relations with the internal auditors

During 2023, the Committee monitored the implementation of the Internal Audit Plan approved at the beginning of the year. The Chief Audit Officer informed the Committee on the different work done during the year in accordance with the approved Plan, with only the change mentioned earlier.

The relations of the Committee with the Internal Audit Department are channelled through the checking and approval of the Internal Audit annual work plan and the Chief Audit Officer's attendance of Committee meetings whenever this is considered necessary or convenient.

Furthermore, in 2023 (in compliance with the decision adopted by the Committee in 2020) the Chief Audit Officer has regularly (quarterly) informed the Committee on the degree of progress of the department's scheduled work, thus enabling the Committee, if necessary, to decide on any change in the work pending should circumstances so require or make this advisable.

The work plan for the Internal Audit Department for 2023 was approved by the Committee on 20 December 2022.

With regard to the current year 2024, the Internal Audit Department presented its work plan for 2024 at the Committee meeting held on 19 December 2023, when it was approved.

6.7. Assistance from external experts

The Committee members are entitled to request external advice on any matters within the Committee's remit whenever they consider this necessary, in accordance with Articles 22.9 and 40.1 of the Regulations of the Board.

The Committee did not seek external advice on any matters during 2023, apart from the assistance provided by the external auditors regarding forthcoming changes in the laws on Non-Financial and Sustainability Reporting.

6.8. Risk control and the Internal Control over the Financial Reporting System

Within the measures implemented for monitoring and control of management risks and the internal control over the financial reporting system (ICFR), during 2023 the Committee received the regular reports of the Risk Committee by the stipulated dates,

ensuring that it had constant, adequate knowledge of the different risks and important aspects, as well as the measures taken to control and mitigate them. With regard to the ICFR, the Committee monitored during the year the assessment of controls (tests) and updates made by subsidiaries in which testing had been conducted in previous years, receiving timely information on the progress of that work.

On 28 March 2023, the external auditors presented the Committee with their draft ICFR assessment report for 2022, revealing that the assessments had not detected any inconsistencies or irregularities that could affect the ICFR. This notwithstanding, on 25 April 2023, as in previous years, the external auditors presented their recommendations regarding the internal control processes in place in the Group, intended to reveal any minor inefficiencies detected and propose measures to strengthen the controls over the internal control processes.

As mentioned when reporting on the business transacted at the different meetings held during the year, the ICFR control testing by the Internal Audit Department, begun in 2019, continued during 2023.

6.9. Compliance, Crime Prevention Model and other compliance-related matters

In 2023, with assistance from the Compliance Unit, the Committee carried out its six-monthly monitoring of the principal compliance matters, including the Spanish Crime Prevention Model. That monitoring, expressly requested of the Compliance Unit by the Committee, was extended to the foreign companies of the Ebro Group that have implemented crime prevention models or schemes in accordance with their local laws. For this purpose, the reporting received from the aforesaid Group companies in respect of crime prevention was analysed at the meetings in February and October 2023.

6.10. Related-party transactions

In February 2022, the Committee prepared and submitted to the Board for approval, together with a favourable report, the Protocol of Related-Party Transactions of the Ebro Group, to adjust the rules on those transactions to the new regulations established in the Corporate Enterprises Act, as amended by Act 5/2021 of 12 April.

After the Protocol was approved and implemented, during 2022 the Committee has, with assistance from the Compliance Unit: (i) reviewed the related-party transactions detected, assessing whether they are reasonable from the point of view of the market and the Group's interest, and (ii) checked the amounts of those transactions to identify immediately any need to submit them for publication or approval by the General Meeting (according to the legally applicable thresholds). The conclusions of that monitoring have been passed on to the Board for its approval of the transactions.

6.11. Corporate Social Responsibility and Sustainability

During 2023, the Committee monitored actions in the area of Corporate Social Responsibility, Sustainability and Environment and the extent to which they are aligned with the principles established in the Sustainability, Environment and Corporate Social Responsibility Policy and the Social Action Policy.

In addition, the Committee received specific training on the changes to the laws on sustainability and non-financial reporting.

6.12. Corporate Whistleblowing Channel

No significant grievances were reported in 2023 through the Corporate Whistleblowing Channel of the Ebro Group (or the whistleblowing channel existing up to the introduction of the Internal Reporting System).

6.13. Codes and Policies

The Committee monitored and supervised the application of the Group's Codes and Policies falling within its remit and checked that they were all duly applied in 2023.

6.14. Annual Work Plan of the Committee for 2024

Following the best corporate governance practices and the recommendations set out in the CNMV Practical Guidelines on Audit Committees in Public-Interest Entities, the Committee approved its Annual Work Plan for 2024 at its meeting on 19 December 2023.

That Annual Work Plan schedules the meetings planned for the year (without prejudice to any extraordinary meetings that may be considered necessary), setting the agenda for each one and the documents to be sent to the Committee members on the business to be discussed at each meeting.

The Annual Work Plan also defines the aspects within the Committee's remit on which specific work is recommended during the year, and training for Committee members on any new or especially complex matters on which it is considered appropriate to boost the Committee members' knowledge.

The Annual Work Plan will enable the Committee, at the end of 2024 (as it did at the meeting on 19 December 2023 in respect of the Annual Work Plan 2023), to assess the degree of compliance with the provisions thereof and, where necessary, take such measures as it may deem fit in respect of any targets not met.

7. Assessment and performance

The Committee does not assess its own performance during the year, although the annual assessment of the Board of Directors, its Committees and the Executive Chairman includes aspects corresponding exclusively to the Committee. Those aspects are intended to assess both the internal procedures of the Committee (with questions aimed exclusively at its members) and its relations with and counselling of the Board of Directors in matters falling within its remit (with questions aimed at all Directors regarding their perception of the composition, powers, duties, procedures and reporting to the Board by the Committee).

In this regard, in the self-assessment made in 2023 (in respect of 2022), both the internal aspects of the Committee and the perception by other directors of its work were found to be satisfactory.

However, during that assessment process it was considered convenient to inform the Board of Directors of the change of name of the Audit and Compliance Committee to include an express reference to its duties regarding the control and management of risks, sustainability, the environment and corporate social responsibility. At its meeting on 21 December 2022, the Board resolved to rename the Audit and Compliance Committee as the Audit, Control and Sustainability Committee.

8. Responsibility for the information contained in the Annual Activity Report of the Audit, Control and Sustainability Committee

The Audit, Control and Sustainability Committee assumes responsibility for the contents of this Report, approved by the Committee on 27 February 2024. This report will be made available to the company's shareholders and investors within the General Meeting section on the corporate website www.ebrofoods.es coinciding with publication of the notice of call to the forthcoming Annual General Meeting.

Issued in Madrid, on 27 February 2024.

Marc T. Murtra Millar
Chair

Luis Peña Pazos
Secretary

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In the event of any discrepancy between the Spanish and English versions
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