Management information and business performance

1. COMPANY SITUATION

Organisational structure and business model

The Ebro Foods Group ("Ebro Foods", the "Group" or the "Ebro Group") is Spain's largest food group, the world's largest rice company and a globally well-positioned producer of premium and fresh pasta, with leadership positions in its operating markets. Through its network of more than 34 subsidiaries, it has a commanding presence in the main rice and pasta markets in Europe, North America and Southeast Asia, as well as a growing presence in other countries.

The Ebro Group's core mission is to research, create, produce and market value-adding food products that, in addition to satisfying its customers' nutritional needs, enhance their well-being and health, all of which framed by a transparent, efficient and sustainable business model.

The Group's model is multi-company, multi-country and multi-brand. Its culture is accordingly characterised by decentralisation, giving each subsidiary autonomy in certain managerial areas such as sales and marketing, logistics, procurement, human resources and environmental management; each company's business focus is nuanced by country specifics in terms of idiosyncratic customs, culture, legislative context, etc. At the helm is the Parent, Ebro Foods, S.A., which is endowed with a light and dynamic structure and tasked with defining overall Group structure and management guidelines. Decision-making is spearheaded by the Parent's Board of Directors.

The Ebro Foods Group structures its management around business areas that combine business activities and their geographic location. The core business areas are:

a. Rice business: the production and distribution of rice and its culinary derivatives and accompaniments. It consists of industrial and branding activities; the Group pursues a multi-brand model. Its geographic footprint extends to (i) Europe, the Mediterranean basin, the Gulf of Guinea, the Southern Cone and Southeast Asia, via the Herba Group companies and Lustucru Riz; and (ii) and North and Central America, the Caribbean and Middle East (via the Riviana Group).

b. The premium and fresh pasta business: includes the production and sale of fresh pasta and high-end dry pasta. The fresh pasta business is carried on by Ebro Lustucru Premium Group in France and Benelux, the Bertagni Group in multiple markets and the Riviana Group, through the Olivieri brand, in North America. The premium dry pasta business is led by Garofalo (Italy and the rest of the world).

In both businesses, framed by the Group's commitment to using food to promote good health, nearly all of the brands' portfolios include healthy, bio and organic ranges.

As noted above, decision-making is spearheaded by the Board of Directors of the Group Parent (Ebro Foods, S.A.), which is ultimately responsible for defining the Group's general strategy and management guidelines.

The Board of Directors delegates certain tasks in its Executive Committee, including, notably, oversight of delivery of the strategic and corporate development guidelines.

The Management Committees of the subsidiaries (on which the heads of the various business areas and the CEO and COO sit) are tasked with monitoring and preparing the managerial decisions taken by the various business areas. The Annual Corporate Governance Report contains detailed information about the Group's governance structure.

Production of the products sold by the Group relies heavily on the use of rice and durum wheat, although new grains such as potato flakes, pulses, quinoa and other 'ancient grains' are gradually being added to the mix.

Rice is the most widely-eaten grain in the world; however, as some of the world's largest producers consume more of this grain than they produce (China, Philippines and Indonesia), the global rice trade is smaller than that of other grains and cereals. The sources of the rice sold by Ebro vary depending on the type of grain and quality/abundance of rice harvests. Supply sources can be grouped into four major regions which produce different varieties of rice: the US, south of Europe, Southeast Asia and Argentina, the latter used to reduce seasonality in the procurement of certain European varieties and generate a significant source of organic rice.

Premium pasta is produced from a type of wheat that is high in protein called durum wheat. Durum wheat is produced in a far smaller geographic expanse and has a much smaller market than other varieties of wheat, essentially those used to make flour. Ebro mainly sources its durum wheat in the US, Canada and southern Europe (France, Spain and Italy).

It purchases this raw material from farmers, cooperatives and milling companies. Then at the Group's facilities it is milled and/or transformed as necessary. The productive processes differ depending on the product's end use and range from cleaning, milling, polishing and basic extrusion to more complex processes such as pre-cooking, cooking and freezing.

The Group’s direct customers are: (i) the leading food retailers; (ii) the major food multinationals (which use our products as the basis for their prepared products); and (iii) a plethora of hospitality businesses. Despite the fact that they are not usually direct customers, consumers nevertheless play a prominent role in how the Group positions its business.

The Ebro Group operates a portfolio of 81 brands which it sells in 63 countries. It has a manufacturing and sales presence in 16 of those markets. In the remaining 47 it has a sales presence only. Its manufacturing operations encompass a total of 80 facilities, including factories, offices and warehouses.

List of countries with a sales and manufacturing presence

Germany	Argentina
Belgium	France
Cambodia	Netherlands
Canada	India
Denmark	Italy
Spain	Morocco
US	Portugal
Thailand	UK

List of countries with a sales presence only

Angola	Colombia	Greece	Jordan	Puerto Rico	Togo
Saudi Arabia	Costa Rica	Haiti	Kuwait	Qatar	Yemen
Algeria	Cuba	Hungary	Lebanon	Czech Republic	
Austria	Curacao	Ireland	Libya	Romania	
Bahamas	Egypt	Iceland	Lithuania	Saint Martin	
Bahrain	United Arab Emirates	US Virgin Islands	Mozambique	South Africa	
Bermuda	Estonia	Israel	Oman	Sweden	
Brazil	Finland	Jamaica	Panama	Switzerland	
Chile	Ghana	Japan	Peru	Tunisia	

Note 6 of the accompanying annual consolidated financial statements (*Segment reporting*) overviews the key activities, brands and market shares of each business area.

Strategy and value creation

The Group's strategic objective is to be a benchmark player in the rice, fresh pasta, premium dry pasta and healthy grains markets and in other cross-cutting segments with convenience in common. Framed by this strategy, the Group's strategic objectives include:

- Building strong positioning in its core markets, keeping the door open to the introduction of complementary products.

- Cementing its position as a benchmark business group across its various businesses, leading the markets in which the Group sees potential.

- Spearheading innovation in the geographies in which it is present.

- Positioning the Group as a responsible firm committed to social well-being, environmental equilibrium and economic progress.

In order to execute and fine-tune its strategy, the Group is pursuing a series of general lines of initiative and leveraging growth drivers in order to add value to the business and further the organisation's commitment to sustainable development.

Governing principles

- Fostering ethical management based on good governance practices and fair play.
- Complying with prevailing legislation, at all times taking a preventive approach. We strive to minimize risks, not only economic risks but also legal, social and environmental risks, including tax risks.
- Generating returns on our investments while guaranteeing the operational and financial solidity of our business activities. Nurturing our profitability as one of the tenets for the ongoing sustainability of the organisation and the multiple stakeholders that engage directly and indirectly with it.
- Generating a labour relations framework that is propitious to learning and personal and professional development, respects the equal opportunities principle and promotes diversity and a safe and healthy workplace.
- Rejecting any form of abuse or violation of the fundamental and universal rights, in keeping with international law and practices.
- Promoting a mutually beneficial relationship with the communities in which the Group is present, which means being sensitive to their culture, context and needs.
- Satisfying and anticipating the needs of our customers and of our end consumers by offering a broad portfolio of products under the premise of healthy and differentiated food options.
- Articulating the organisation's processes, activities and decisions not only around profit generation but also environmental and community protection, responsible use of our natural resources and the preservation of biodiversity.
- Communicating responsibly, accurately and transparently with our stakeholders by establishing stable communication channels and providing them with thorough, accurate and relevant information about the Group's activities in a timely and transparent manner.

To achieve its strategic growth and sustainable leadership objectives and ensure compliance with the above guiding principles, the Group pursues the following lines of initiative:

1. Searching for organic and M&A-led growth in markets with high consumption levels and/or high growth potential.

- Identifying and developing new markets and product categories with a strategic focus on new fresh products, convenience products and new and more value-added ingredient ranges.

- Developing products that offer a fuller culinary experience by adding new formats, flavours and meal solutions.

- Leading in mature markets by focusing strategically on product and service quality-based differentiation. Expanding and spearheading the premium category by leveraging the huge potential implicit in our flagship brands.

- Expanding our geographic footprint and rounding out of the product/country matrix:

  - Searching for business opportunities in mature markets with business profiles similar to that of Spain and in niche markets that enable the Group take a qualitative step forward in its strategy of shifting away from its generalist positioning to positioning as a multi-specialist (individual solutions).

  - Expanding its presence in new business segments in existing markets and in high-growth markets.

2. Product differentiation and innovation. The product development strategy is structured around two articulating lines of initiative:

   - Research and development (R&D): proprietary R&D centres. The organisation's investment policy is designed to foster the crystallisation of new ideas and consumer needs into tangible solutions for its customers and end consumers.

   - The Group aims to have the leading brands in their respective segments, underpinned by the required advertising budgets.

3. Low risk exposure. The Ebro Group's attitude towards shifts in its consumer and financial markets is marked by a strong commitment to continuous adaptation and long-term sustainability.

   To this end it seeks: (i) balanced sources of recurring income (markets, currencies); (ii) low leverage in order to withstand episodes of financial turbulence; (iii) new sources of supply; and (iv) long-term relationships with its stakeholders (customers, suppliers, governments, employees, society).

4. Implementation of sustainability criteria throughout the entire supply chain ('from the fields to the table'). Framed by our commitment to managing the business sustainably and responsibly, we are working to integrate sustainability criteria into all of our operations and strategic decisions. To that end, the Group’s Sustainability Plan, HEADING FOR 2030, guides our actions all along the value chain, from production to the consumer experience. HEADING FOR 2030 focuses on three main lines of initiative:

- **People.** We are implementing plans specifically designed to foster our professionals' well-being at work by committing strategically to continuous learning and career development in order to retain talent, while seeking out novel ways of achieving work-life balance, flexibility, equality, inclusion, diversity and occupational health and safety. Within this line of action, the Group is also backing a number of programmes and initiatives designed to foster respect for human rights, social well-being, equal opportunities, education and socio-economic progress in its business communities.

- **Health and well-being.** Our commitment to the promotion of healthy materialises in a broad range of healthy, natural and differentiated products that help consumers follow healthy diets and lifestyles, while enjoying what they eat. The R&D Department's work is guided by these aims and the brands' various communication channels focus their messaging on healthy habits and creative ways of eating by means of recipes, blogs and advertising campaigns.

- **Our planet**. In order to preserve and protect the environment, we are working actively to minimize our impact by addressing our own productive processes as well as our logistics and supply operations. Specifically, we are collaborating with different stakeholders on sustainable farming programmes, paying particular attention to mitigating and adapting for the effects of climate change and we are going to lengths to reduce our carbon footprint, by fostering energy efficiency measures, embracing clean energy and pursuing a number of initiatives designed to ensure the Group's transition to a circular economy model, such as making our packaging recyclable, replacing plastics, actively managing food waste and recovering waste.

2. BUSINESS PERFORMANCE AND RESULTS

General backdrop

The economy performed better than initially expected in 2023. Growth did slow and there are still significant spots of inflation but the global economy avoided the dreaded stagflation and proved more resilient than anticipated. Existing geopolitical tensions (war in Ukraine) continued and were joined by new conflicts in the Middle East. Nevertheless, the job markets held up better than expected and the last savings buffers set aside by consumers during the pandemic, coupled with elimination of the bottlenecks created by the latter, gave global GDP growth a small boost.

The global economy is estimated to have expanded by 2.6% in 2023, performing unevenly from one economy to the next. The US beat all forecasts, delivering growth of 2.5%, compared to 1.9% in 2022, whereas growth in the European Union fell to 0.4% (2022: 3.4%), dragged down by the German economy, which contracted by 0.3%.

The slowdown in growth qualified as the sought-after “soft landing”, having controlled the worst of the surge in inflation in 2022. The main central banks, led by the Fed, persisted in raising rates until the summer, at which point they decided to pause their tightening for fear of provoking a recession.

The indicators out so far for 2024 suggest that the advanced economies continue to move at different speeds: production data, consumer confidence and employment point to hesitation in the eurozone, in contrast with strong momentum in the US, in line with the trend observed towards the end of 2023.

Consumer trends

With the pandemic behind us, some of the consumer trends it sparked (surge in e-commerce) remain with us, although the pace of transformation is slowing. Nevertheless, new events continued to shake the market - war in Ukraine, rampant inflation, the crisis in the Middle East - creating a sense of instability.

Inflation gave the hard discounters and private label brands a bigger share of the retail pie, marked by a growing number of sales outlets and increasing market share. This trend makes it virtually impossible to aspire to a presence at 100% of the retailers and current market sentiment makes it hard to defend prices.

Hospitality consumption has fully recovered. Despite inflation, the need to socialise, a hedonistic spirit and a taste for convenience continue to surmount budget restrictions.

The general trends pivot around:

Personalisation of the consumer experience, sustainability, health, pleasure and price

Consumer decision-making power has increased. Consumers have more information at their fingertips, more comparison tools and they are willing to pay to feel identified with products that satisfy their desires.

A number of desires are coming into play when shopping: products need to be healthy but also convenient and high quality. In parallel, demand for sustainable products is growing, little by little.

Social changes

Although we are seeing many changes, price remains the key driver of spending decisions.

a. Demographic changes. The older generations have more power. The 'baby boomers' have transformed this segment of the population, which currently has greater purchasing power and different aspirations and needs (exercise and health) from those traditionally associated with this age group. At the same time, the younger generations (Gen Z) feed themselves very differently than their elders.

b. Reduction in the number of household members and constant growth in single-person households; new formats and product and service personalisation.

c. The new generations are paying more attention to their surroundings, sustainability and the environment, but they are not willing to pay a lot more for those attributes.

d. Increased mobility and migration in many developed countries, which is introducing new tastes and ways of cooking.

New channels and services

a. Online shopping and connectivity (possibility of shopping with traditional players that can offer user-friendly service, short delivery times, etc.).

b. Growth in the use of neighbourhood supermarkets, where consumers shop more frequently, and specifically the use of convenience stores (24-7, alliances with petrol stations and other places of transit).

c. Consolidation of virtual players such as Amazon and the emergence of new players in the retail market driven by the latest trends in consumption and the use of technology.

d. New ways of cooking and eating (ordering in, vending machines, snacking instead of sitting down to eat, etc.).

All these changes imply challenges for the retail sector and food producers: it is vital to elevate the point of sale, whether physical or digital, to the heart of strategy. Correct visibility and assortment are key success factors.

The technology revolution has radically changed how brands are communicated. From the message to the medium. The emergence of influencers as a channel and of recommendations as a strategy have also changed how brands are managed. Advertising budgets are moving online, currently accounting for more than 50% of the Group’s campaigns. Lastly, the advent of artificial intelligence is set to imply a new revolution across the board.

Geopolitical situation: conflict in the Middle East and war in Ukraine

More than two years on from the invasion of Ukraine by the Russian Federation on February 24, 2022, global uncertainty remains high. Since October 2023, the conflict between Israel and some of the regions around it has further undermined geopolitical stability and added more uncertainty to the financial and energy markets.

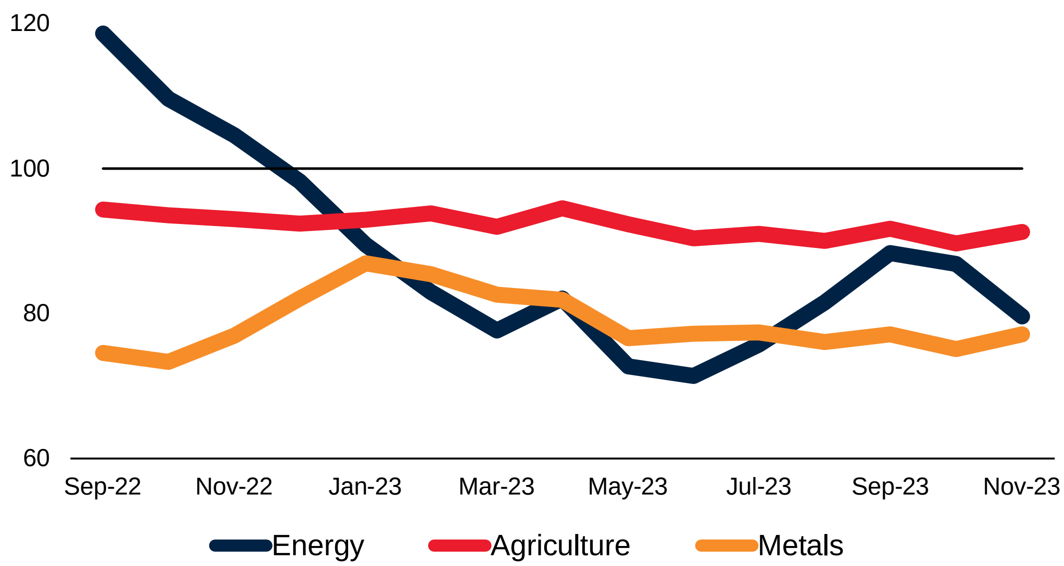
The difficulty in predicting how these conflicts will play out and their obvious geopolitical implications mean that it is not currently possible to reliably estimate what potential impact the denouement of the conflicts and the international response to them could have on the Group's businesses. These situations continue to affect the availability and prices of certain commodities (those in which Russia and Ukraine are leading global producers and exporters, such as wheat and sunflower oil), the price of energy and other essential products and exchange rates.

It is worth pointing out that the Ebro Group has proven particularly resilient in the face of such dramatic events. Thanks to the characteristics of the products it makes and sells and its geographic footprint, neither the value of its assets nor its ability to generate free cash flow suffered a material impact beyond the effects of the general economic situation.

Commodity markets and transportation

Despite the geopolitical conflicts commented on above, the prices of the main commodities continued to trend lower in 2023 due to a drop in demand, albeit remaining above pre-pandemic levels.

Commodity prices. Rebased 100 = February 2022

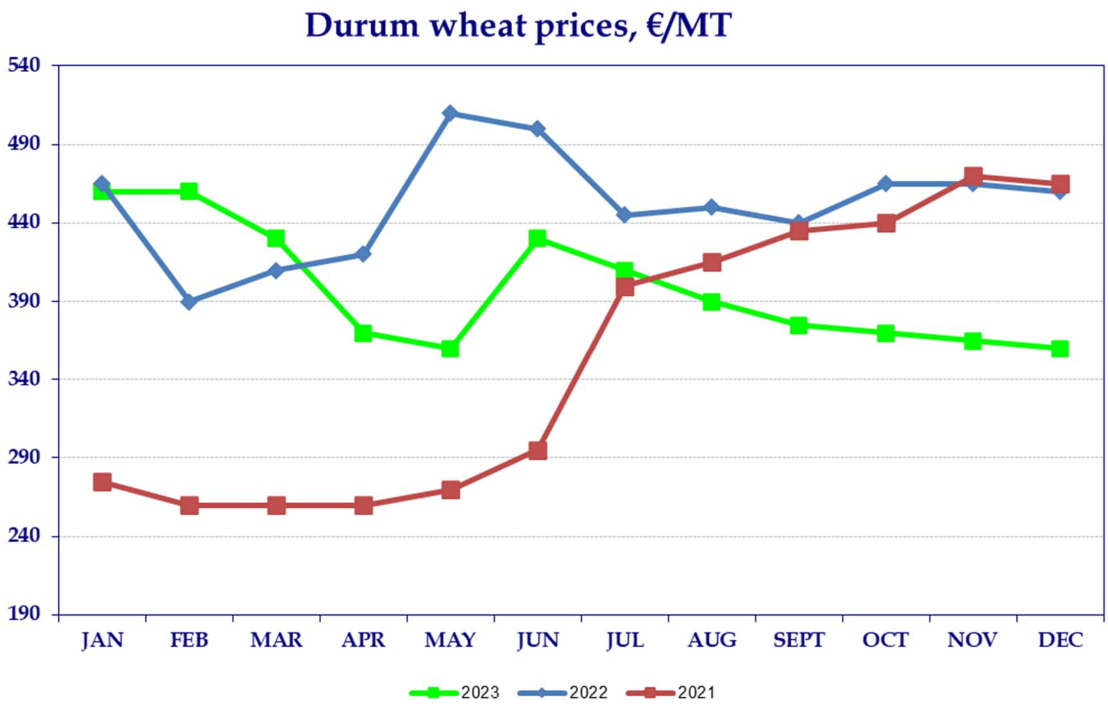


Source: World Bank

Energy prices, particularly oil prices, corrected considerably as demand in the main developed economies and China slumped on the back of lower growth. As a result, those economies were able to keep their gas reserves at over 90% of capacity. From the second half of the year on, oil prices were highly volatile as a result of announced production cuts by OPEC+ and the tensions unleashed in the Middle East.

Agricultural commodity prices trended lower in general, easing 9% for the year thanks to strong harvests and a modicum of stability around the conflict in Ukraine, which involves some of the world's largest producers. That downward trend contributed to a slight let-up in the food price index, although prices remained at historically high levels. Inflation, and the efforts made to curb it, triggered conflicts among the main market players (producers, industry and retailers) and governments, concerned about the higher cost of food staples.

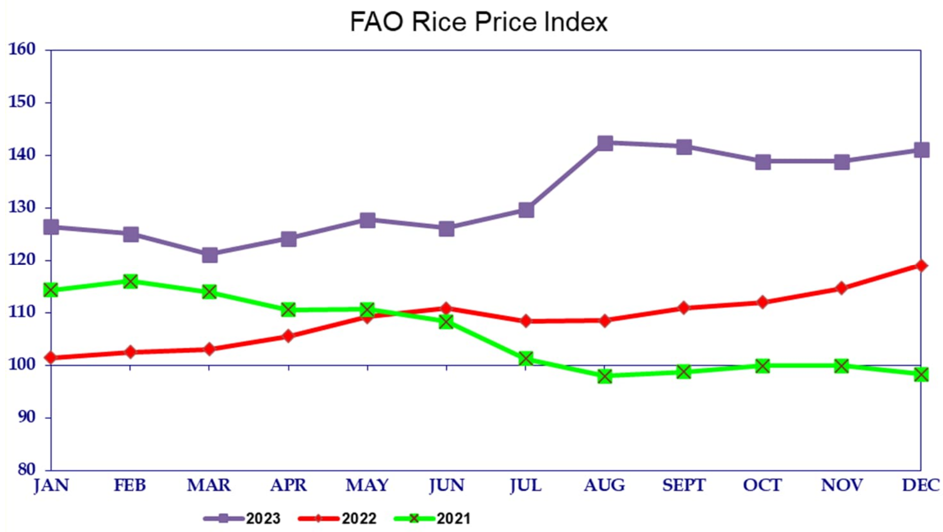
Following an abundant and good quality 2022/23 harvest, durum wheat prices trended lower in 2023, ticking slightly higher for a time at the start of the 2023/24 out of fear of a poor harvest in Canada (the world's top exporter). Weakness across the main producer countries was partially offset by an abundant crop in Turkey, which has emerged as the world's second-largest exporter of durum wheat. Nevertheless, prices remain significantly above the average for the last 10 years and carryover stocks remain at record lows.



Source: Terre.net and Ebro data

In contrast to the generalised downtrend in the prices of the agricultural commodities of greatest importance to global trade, and specifically within the grains category, rice prices increased by an average of 21% in 2023, even though the global harvest was as strong as in recent years. The main catalyst for the price increases were the restrictions placed on exports by certain producers in Southeast Asia driven by: i) fears about the effects of El Niño on the new harvests; ii) inflationary pressures on inputs; and iii) the alarm caused by the growth in the prices of staple foods in less developed economies.

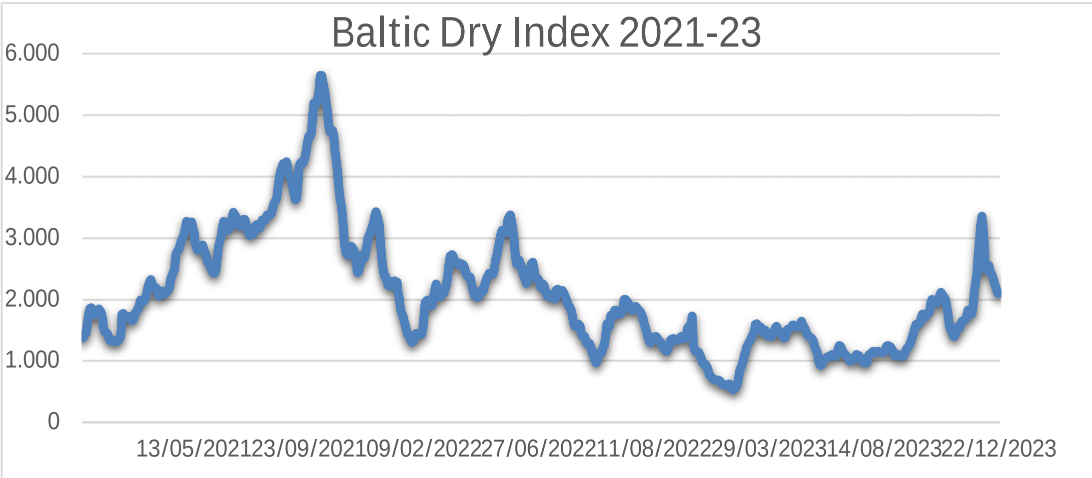
The chart below depicts the trend in the FAO international farm-gate rice price index for the last three years, showing an average for the most popular varieties of this grain.



Source: FAO

The 2022/23 rice harvest was strong once again. According to data published by the Food and Agriculture Organisation (FAO), production was an estimated 521 million tonnes of white rice equivalent, slightly below the previous harvest (526 million tonnes). The forecast for 2023/24 is for a further increase to 525 million tonnes but prices remain tight, albeit varying by variety: Indica rice prices have been trending higher and fragrant and long-grain American rice prices have been trending lower in recent months.

Lastly, shipping costs, which have a significant impact on the cost of rice sourced from Southeast Asia, were pretty volatile, having hit lows in early 2023 (refer to the chart below), as a result of two developments: i) the drought affecting the area around the Panama Canal, forcing a reduction in traffic via this route; and ii) conflict in the Persian Gulf, forcing route changes at the end of the year.



Source: Baltic Dry Index

2023 MANAGEMENT REPORT (figures in thousands of euros)

Group earnings performance

The Group's key financial indicators are presented below:

STATEMENT OF PROFIT OR LOSS		2021	2022	2022/2021	2023	2023/2022	CAGR 2021-23
Revenue		2,427,068	2,967,672	22.3%	3,084,457	3.9%	12.7%
Advertising		(75,474)	(77,161)	-2.2%	(86,314)	11.9%	6.9%
	As a % of revenue	-3.1%	-2.6%	-2.2%	-2.8%		
EBITDA-A		301,860	334,622	10.9%	387,171	15.7%	13.3%
	As a % of revenue	12.4%	11.3%		12.6%		
EBIT-A		207,295	233,599	12.7%	284,297	21.7%	17.1%
	As a % of revenue	8.5%	7.9%		9.2%		
Profit before tax		198,731	185,807	-6.5%	273,857	47.4%	17.4%
	As a % of revenue	8.2%	6.3%		8.9%		
Income tax		(53,512)	(50,242)	6.1%	(68,846)	37.0%	13.4%
	As a % of revenue	-2.2%	-1.7%		-2.2%		
Profit for the year from continuing operations		145,219	135,565	-6.6%	205,011	51.2%	18.8%
	As a % of revenue	6.0%	4.6%		6.6%		
Profit after tax from discontinued operations		105,027	(917)	-100.9%		-100.0%	-100.0%
	As a % of revenue	4.3%	0.0%				
Profit attributable to equity holders of parent		238,629	122,059	-48.8%	186,964	53.2%	-11.5%
	As a % of revenue	9.8%	4.1%		6.1%		

STATEMENT OF FINANCIAL POSITION	31/12/21	31/12/22	2022/2021	31/12/23	2023/2022
Equity	2,101,627	2,164,438	3.0%	2,185,159	1.0%
Net debt	504,723	762,635	-51.1%	570,404	25.2%
Average net debt	865,418	645,809	25.4%	657,683	-1.8%
Leverage **(3)**	41.2%	29.8%		30.1%	
Total assets	3,938,622	3,900,216	-1.0%	3,871,565	-0.7%

	31/12/21	31/12/22	2022-2021	31/12/23	2023/2022
Average working capital	662,058	925,501	-39.8%	942,499	-1.8%
Average capital employed	2,060,319	2,228,932	-8.2%	2,255,729	-1.2%
ROCE **(1)**	10.1	10.5		12.6	
Capex **(2)**	120,035	118,808	-1.0%	141,670	19.2%
Average headcount	6,440	6,293	-2.3%	6,323	0.5%

(1) ROCE-A = Average profit after D&A but before tax for the last 12 months (excluding extraordinary/non-recurring items) divided by average capital employed

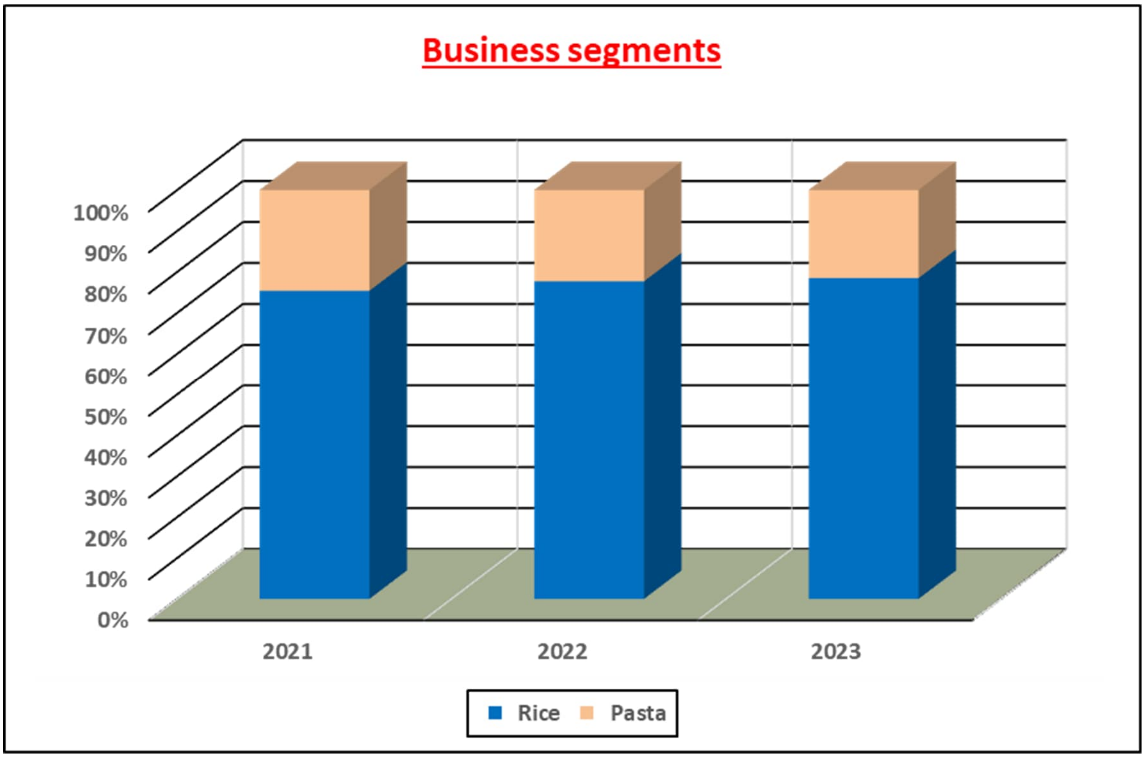
(2) Capex: cash outflows for investment purposes, of which 11 (2021) million correspond to discontinued operations

(3) Leverage = Ratio of average net interest-bearing debt to equity (excluding non-controlling interests)

In keeping with the International Financial Reporting Standards, the results of the dry pasta business in France until the sale of that business closed in 2021 and the net gain recognized on that sale were presented within discontinued activities on the consolidated statement of profit or loss for that year and the prior reporting period. The information provided in this management report reflects that circumstance, unless expressly stated otherwise.

Group **revenue** increased by 3.9% from 2022, implying average annual growth over the last three years of 12.7%. That growth was driven mainly by the gradual price increases pushed through in 2022 in response to the increased cost of the Group’s main raw materials. The new prices, subject to slight adjustments in the form of promotions and discounts, benefitted revenue for all of 2023. The sale of Roland Monterrat in June 2022 reduced revenue by approximately 28 million euros, while exchange rate trends reduced the topline by 30 million euros.

The breakdown of revenue and the year-on-year trend by business line is as follows:



The split by business segment was stable. The rice business accounted for 77% of the total. By destination, approximately 34% of sales were generated in North America with the UK and Italy commanding growing shares thanks to momentum around the Tilda (rice) and Garofalo (pasta) brands.

EBITDA-A increased by 15.7% in 2023 (average annual growth of 13.3%) and the margin recovered on the back of the price increases. EBITDA-A includes 4.7 million euros of negative exchange rate effects.

Earnings momentum was very positive across all line items, clearly outperforming recent years. 2023 marked a year of record earnings in all business lines on a like-for-like basis (without considering the net profits of discontinued operations).

That earnings record came despite the run-up in the price of rice and other relevant materials such as potato flakes and dairy derivatives (mitigated in part by the easing in durum wheat prices) and in other major cost categories, including energy and logistics.

Profit before tax registered annual growth of 47.4%. 2022 earnings were negatively affected by the sale of Roland Monterrat (refer to note 5 of the accompanying consolidated financial statements) and exchange losses.

Profit after tax from discontinued operations includes the net profit of the activities classified as discontinued and the gains recognized (in 2021) on the sale of the dry pasta businesses in North America and France.

2023 MANAGEMENT REPORT (figures in thousands of euros)

ROCE-A (not restated) improved from prior years thanks to the growth in earnings. The reduction in the working capital requirement sustained in the second half of 2023 has still to fully impact the averages used in this calculation.

Statement of financial position, net debt and capital employed metrics

The movements in debt (for the definitions, refer to the end of the management report) are mainly attributable to:

a. Strong cash generation in 2023, thanks to record earnings and a reduced working capital requirement in the second half of the year.

b. The impact of inflation on the working capital requirement in 2022.

c. The sale of the dry pasta businesses in North America and France in 2021 and the payment of an extraordinary dividend that year.

As for working capital and capital employed, the main factors shaping the trend in these indicators were the high inflation and logistics problems encountered in 2021 and 2022, which increased both magnitudes considerably until things returned to normal in the second half of 2023.

In order to properly understand the Group's working capital requirement and how it is funded, it is important to analyse the factor with the biggest impact on these headings: the volume and measurement of Group inventories. Inventory volumes are sharply cyclical, moving in tandem with rice and wheat harvests (particularly the rice harvest for which the inventory cycle is longest). More specifically, inventory volumes are at their lowest at the end of the rice season (end of summer) and at their highest at the end of each year and start of the next, after the various purchase contracts have been arranged for the new season.

That cyclicality makes it advisable to use 13-month moving averages to calculate certain alternative performance measures (APMs). Note that neither these APMs nor the ROCE have been corrected retrospectively for the Group's exit from certain business segments in 2021.

Rice business

STATEMENT OF PROFIT OR LOSS		2021	2022	2022/2021	2023	2023/2022	CAGR 2021-23
Revenue (*)		1,858,919	2,329,486	*25.3%*	2,443,719	*4.9%*	***14.7%***
Advertising (*)		(43,789)	(53,898)	*-23.1%*	(56,890)	*5.6%*	***14.0%***
	As a % of revenue	*-2.4%*	*-2.3%*		*-2.3%*		
EBITDA-A (*)		247,680	289,830	*17.0%*	310,988	*7.3%*	***12.1%***
	As a % of revenue	*13.3%*	*12.4%*		*12.7%*		
EBIT-A (*)		189,087	222,664	*17.8%*	242,950	*9.1%*	***13.4%***
	As a % of revenue	*10.2%*	*9.6%*		*9.9%*		
Capex (*)		74,246	71,152	*-4.2%*	100,122	*40.7%*	***16.1%***

(*) Having sold the dry pasta business in France, the operations and earnings of the rice business in that country, which had been included under the pasta segment until 2021, have been reclassified to the rice business for all reporting periods covered.

2023 MANAGEMENT REPORT (figures in thousands of euros)

Despite the fact that the rice harvest remained generous, the prices of the Indica varieties increased successively due to the export restrictions imposed by India, which in recent years has been the largest exporter of rice. Those restrictions, which remain in place, affect non-basmati white and broken rice. India also levied a minimum price on basmati rice exports to prevent a loophole around the restrictions on the other varieties.

Spanish production continued to be affected by the drought and watering restrictions on rice-growing in the Guadalquivir basin, which the Group circumvented by increasing procurement from other parts of Spain and other international rice markets, very notably from Argentina.

In the US, the trend shifted, with the planted acreage increasing after years of shrinkage. That increase was particularly noteworthy in Arkansas and California (where the Group has a presence since it acquired InHarvest), where production increased by 30% and 101%, respectively, from 2022.

US harvest prices (source: USDA)

August-July

$/cwt	23/24 (*)	22/23	21/22	20/21	19/20
Average price	17.8	19.2	16.1	14.4	13.6
Long grain	16	16.7	13.6	12.6	12
Medium grain	23.3	29.4	24.8	20.1	17.8

(*) Estimate

Revenue from sales increased by 4.9%, thanks to the full-year effect of the price increases, which have since been adjusted slightly in some products where farm-gate prices have eased. Volumes were flat, losing a small amount of share to private-label brands in the less sophisticated products. The healthy trend in sales volumes reflects an astute pricing policy as a result of individual product / customer analysis.

Elsewhere, the Group continues to focus strategically on the products that are leading the market's growth: quality fragrant varieties and quick-to-prepare formats, by: i) adding production capacity in the US and Europe; ii) constant product and recipe innovation; and iii) service excellence.

EBITDA-A increased by 7.3% from 2022, despite negative exchange rate effects of 4.1 million euros. That growth came about despite a significant increase in advertising and channel marketing expenditure designed to fine-tune the price increases.

In addition to the pass-through of higher rice costs to end sales prices, profits also benefitted from a more favourable trend in other inputs, including energy and logistics costs, the latter of growing importance with respect to a considerable portion of the volume of rice sold.

The business's higher contribution to EBITDA-A was concentrated, in order, in the US, UK, Spain and the rest of the EU, although the weight of developing markets is growing.

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Capex increased, reflecting: (i) the strategic commitment to higher-growth business lines (microwaveable rice in the US and Spain); (ii) productivity gains in packaging; and (iii) the commitment to using renewable sources of energy (new photovoltaic plants) and alternative sources of supply (expansion of the Argentine facilities).

Pasta business

STATEMENT OF PROFIT OR LOSS		2021	2022	*2022/2021*	2023	*2023/2022*	CAGR 2021-23
Revenue (*)		590,781	651,545	*10.3%*	652,220	*0.1%*	***5.1%***
Advertising (*)		(33,181)	(24,904)	*24.9%*	(31,521)	*26.6%*	***-2.5%***
	As a % of revenue	*-5.6%*	*-3.8%*		*-4.8%*		
EBITDA-A (*)		68,825	58,478	*-15.0%*	90,435	*54.6%*	***14.6%***
	As a % of revenue	*11.6%*	*9.0%*		*13.9%*		
EBIT-A (*)		34,447	26,330	*-23.6%*	57,261	*117.5%*	***28.9%***
	As a % of revenue	*5.8%*	*4.0%*		*8.8%*		
Capex (*)		45,266	46,222	*2.1%*	40,416	*-12.6%*	***-5.5%***

(*) Having sold the dry pasta business in France, the operations and earnings of the rice business in that country, which had been included under the pasta segment until 2021, have been reclassified to the rice business for all reporting periods covered for enhanced comparability.

Durum wheat prices trended lower all year long, shaped by a better 2022/23 harvest. The improvement in the cost of this business's main raw material (which remains at the high end of the historic range) contrasts with the increase in the cost of the other two materials of growing importance in this business: (i) potato flakes, which are used to make gnocchi; and (ii) dairy derivatives, used in the production of filled fresh pasta.

In 2023, **revenue** increased by just 0.1%. Note, however, that in 2022, the business sold by the Group that year, Roland Monterrat, contributed 28 million euros to the pasta business's topline. Prices were kept flat in 2023, having priced in the impact of higher costs in 2022, enabling the Group to defend its business volumes and restore the margins lost the year before.

By market:

a. In France, the fresh pasta market grew by 5.0% by volume and 13.9% by value. The Group's brands increased their market share to 51.8% by volume (Nielsen 52-week tracker). The pan-fry gnocchi range, in which the Group commands a clear leadership position, remains the key market growth driver, with business volumes increasing by 10% from 2022.

b. Growth continued at Bertagni: +7% by value and +4% by volume year-on-year. Prices were adjusted definitively at the start of the year, which had a small negative impact in the first half, which was made up for in the second half of the year.

c. In Canada, the market contracted by 5.6% by volume but grew by 2.1% by value, buoyed by the sharp increase in prices since 2022. Olivieri held onto its leadership grip with a market share of 54.5% by value (Nielsen FDM 52-week tracker). Pan-fry gnocchis continued to spearhead the growth (sales volumes have tripled in four years) so that the Group continued to add new capacity in this product category.

d. The Italian dry pasta market was flat in terms of volumes in 2023, expanding by 8.5% by value. The Garofalo brand followed the market, defending its share of 6.6% by volume (Nielsen 52-week tracker), withstanding a complex price scenario.

EBITDA-A jumped by 54.6%. A marked return to profitability. Cost stabilisation meant that the price adjustments made in 2022 restored the profitability lost. Note that profitability improved in both the fresh and dry pasta segments.

Capex (not restated, with 11 million euros corresponding to discontinued operations in 2021) was relatively stable, with the investment thrust concentrated on the expansion of capacity at the gnocchi factories and improvements in packaging and energy efficiency.

2. LIQUIDITY AND FINANCING

The Group's finance department strives to configure a capital structure that permits credit ratio stability while providing business flexibility in the short and long term.

Generally, the finance structure is articulated around long-term borrowings that fund the major investments. The rest of the Group's financing is arranged on a short-term basis and takes the form of credit facilities that cover shifting working capital requirements. All that financing is arranged in accordance with the Group's short- and long-term growth plans, which are crystallised in its annual budgets, budget revisions and multi-year business plans. At year-end 2023, a significant portion of the Group’s bank borrowings, which fall due at the end of 2024, were reclassified to current borrowings. Nevertheless, the Parent believes that its ability to generate cash and the solidity of its capital structure will allow it to successfully refinance.

The breakdown of the Group's financial liabilities and the capital requirements embedded in certain long-term loan agreements are detailed in Note 12 of the accompanying consolidated financial statements.

Investments | disposals

M&A activity

The Group did not acquire any businesses in 2023. Its last major disposals took place in 2021 when it exited the dry pasta business in North America and the fresh pasta business in France.

Organic growth

The Group underpins its pursuit of growth and innovation with a capex policy that in the last three years has entailed the overhaul and expansion of its productive capacity in the following segments: (i) ready-to-serve rice (pots and pouches); (ii) filled fresh pasta; and (iii) pan-fry gnochhi. Capex (cash outflows) during the past three years:

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Year	Amount (Thousands of euros)
2021	120,035
2022	118,808
2023	141,670

In 2011, 11 million euros corresponded to discontinued operations. In 2024, the Group will virtually finish expansion of its ready-to-serve rice facilities in the US and Spain.

Financial position

The Group's borrowings decreased considerably in 2023 thanks to stabilisation of the inflation unleashed in 2022. Price stabilisation enabled the Group to relax its procurement strategies and release a significant portion of the money tied up in working capital in the second half of 2023. The debt coverage ratio reflects the reduction in borrowings and the increase in cash generation, leaving the Group in a healthy financial position.

NET DEBT (Thousands of euros)	2021	2022	*2022/2021*	2023	*2023/2022*
Equity	2,101,627	2,164,438	*3.0%*	2,185,159	*1.0%*
Net debt	504,723	762,635	*51.1%*	570,404	*-25.2%*
Average net debt	865,418	645,809	*-25.4%*	657,683	*1.8%*
Leverage	24.0%	35.2%	*46.7%*	26.1%	*-25.9%*
Leverage (average net debt) ***(1)***	41.2%	29.8%	*-27.5%*	30.1%	*0.9%*
EBITDA-A	301,860	334,622	*10.9%*	387,171	*15.7%*
Coverage	1.67	2.28		1.47	

(1) Leverage = Ratio of average net interest-bearing debt to equity (excluding non-controlling interests)

Note that 269 million euros of borrowings at December 31, 2023 (213 million euros at year-end 2022 and 197 million euros at year-end 2021) relate to the recognition for accounting purposes of the put options over the outstanding interests in the Bertagni Group, Garofalo, Geovita, Santa Rita Harinas and Transimpex. For accounting purposes, those unexercised options are recognized as an increase in Group borrowings. The main changes in borrowings (without factoring in the net debt assumed pursuant to acquisitions, that recognized in the process of accounting for the above put options, changes in the fair value of certain financial assets/liabilities and the impact of exchange rate movements) were shaped by the following sources and uses of cash:

FREE CASH FLOW (Thousands of euros)	2021	2022	*2022/2021*	2023	*2023/2022*
Cash flows from/(used in) operating activities	17,483	(14,017)	*-180.2%*	478,486	*-3513.6%*
Cash flows from/(used in) investing activities	609,712	(139,600)	*-122.9%*	(127,885)	*-8.4%*
Cash used in share-based transactions	(186,337)	(97,180)	*-47.8%*	(97,977)	*0.8%*
Free cash flow	**440,858**	**(250,797)**		**252,624**	

Cash flows from operating activities revisited healthy levels in 2023. The biggest factor behind the movements observed in the last two years is the investment in working capital (essentially inventories) as a result of constant growth in raw and auxiliary material prices and, subsequently, the release of that incremental working capital from June 2023.

The other major movements correspond to:

- Investing activities. The movement in capex (as already outlined above). In 2021, the Group collected the proceeds from the sale of its dry pasta assets in North America and France and in 2022 it collected the proceeds from the sale of Roland Monterrat and paid for the acquisition of the InHarvest business.

- Share-based transactions. Payment of dividends. Includes that paid to non-controlling shareholders. In 2021, this heading included the payment of an extraordinary dividend in the amount of 87.7 million euros. No extraordinary dividends have been paid out since then.

3. RISK MANAGEMENT TARGETS AND POLICIES AND USE OF FINANCIAL INSTRUMENTS

The Risk Control and Management Policy is a core component of the corporate policies approved by the Board of Directors. It establishes the basic principles and general framework governing control and management of the business risks, including tax-related risks and the framework for internal control over financial reporting, faced by the Parent and its Group companies.

That general framework materialises in a standardised enterprise risk control and management system which is inspired by the conceptual framework embodied in the Internal Control Integrated Framework of the Committee of Sponsoring Organisations of the Treadway Commission ("COSO"); it is, accordingly, based on a business risk mapping process designed to identify, assess and score the Group's ability to manage its various risks, prioritising them in terms of impact and probability of occurrence. The universe of risks is categorised into four main groups: compliance, operational, strategic and financial/reporting.

The risk categorisation process assesses, dynamically, both inherent risks and residual risk after application of the internal controls and protocols put in place to mitigate them.

Within those controls, it is worth highlighting the existence of preventative measures, the adequate segregation of duties, well-defined clearance limits and specific policies and procedures.

The enterprise risk model is qualitative and quantitative: the impact of the identified risks on the Group's results can be measured, based on defined risk tolerance thresholds at the corporate level. A description of the risk management model and the risks that materialised during the reporting period can be found in the Annual Corporate Governance Report, which is an integral part of this management report.

In 2023, the Group continued to focus on aspects related with the supply chain and inflation in raw material prices, which remain at record levels. Other important, and related, aspects were the impact of pricing by competitors and consumer behaviour. The Group also prioritised cybersecurity and the increasingly sophisticated attempts at fraud related with systems and identity theft. Lastly, the Group identified the matters related with climate change and tightening regulations around this issue as a relevant risk and started to work specifically on their mitigation.

The main risks addressed in the model are:

Operational risks:

- Food safety. Given the nature of its business, food safety matters are a critical issue to which the Group pays the utmost attention; those issues are governed by a host of regulations and laws in the numerous countries in which its products are made and sold.

  The Group's policy is underpinned by compliance with prevailing legislation and a pledge to upholding stringent food quality and safety standards.

  The food safety programmes are based on oversight of protocols designed to ensure identification of certain critical points (called Hazard Analysis and Critical Control Points or HACCP) in order to minimize residual risk.

  The main control points are grouped as follows:

  - Physical points: controls to detect alien materials or the presence of metals.
  - Chemical points: detection of chemical substances or the presence of allergens.
  - Biological points: detection of the presence of salmonella and other pathogens.

  Most of our food handling processes are certified under either the IFS (International Food Safety), SQF (Safe Quality Food) or the BRC (British Retail Consortium) food safety standards recognized by the Global Food Safety Initiative. The Group also has other local or product-specific standards (e.g., Kosher, Halal or gluten-free food). The Group companies have also defined, developed and implemented a quality, environmental and food safety model which has been certified in accordance with the UNE-EN-ISO 9001 (food safety management systems), UNE-EN-ISO 14001 (environmental management) and ISO 22000 (food safety management) standards.

  Those controls must encompass the entire supply chain, so that the prevention effort extends back to the point of origin and means of transportation thanks to meticulous selection of suppliers and service providers in third countries, framed by the Group's internal food safety protocols.

- Raw material supply risk. The availability of raw materials in sufficient quantities and of the quality needed to satisfy the Group's commitments to its customers and continue to underpin brand positioning is a key business success factor.

  To mitigate that risk, the Group has opted to strategically diversify and lock in supply sources by: (i) reaching agreements from season to season with some of the leading raw material suppliers (of rice and wheat durum); (ii) opening subsidiaries or sales offices in some of the main rice exporting nations (e.g. India, Pakistan, Thailand and Cambodia) and countercyclical markets (Argentina); and (iii) seeking out excellence in the logistics chain in order to procure products that meet all of its quality requirements so as to be able to offer unbeatable service.

- Risk associated with commodity price volatility. Unexpected changes in raw material supply prices can have a material adverse impact on the profitability of the Group's business via its manufacturing operations and it brand retailing efforts. This risk is concentrated in the prices of the various varieties of rice and durum wheat, although the Group is also exposed to variability in the prices of other raw materials, such as potato flakes and dairy derivatives, as well as auxiliary materials, transport and energy.

  This risk is managed via:

  a) Early identification of potential supply problems or gluts in certain grains or varieties which could expose stocks to price variability. The buyer departments track the markets continually and issue alerts to the managers of the various businesses to enable them to manage the related risks.

  b) The Group locks in volumes at fixed medium-term prices when the market is propitious to these kinds of agreements and transactions can be negotiated that will generate stable margins throughout the corresponding periods.

  c) Supply chain management from purchase to receipt of the merchandise. Enabling the changes needed in market sources and means of transport to ensure quality and on-time deliveries.

  d) The Group also attempts to reduce the number of intermediaries in the markets for local or exotic varieties, compressing the value chain.

  e) Lastly, the Group strategically differentiates its finished products and this helps it pass volatility in raw material costs efficiently through to the end consumer.

  A sizeable share of the financial success reaped in 2023 is attributable to astute management of this risk, with the Group anticipating developments and adapting to the market reality.

- Customer concentration risk. This risk factor affects both the industrial and retail segments. Although in the retail segment the end consumers of the products made by the Group are the individuals who eat its foods, the retailers are concentrating - boosting their purchase bargaining power - year after year.

  This concentration phenomenon can result in less favourable sales terms and conditions, heightened credit risk and even the loss of certain sales.

  The Group's geographic diversification and brand strength help to mitigate this risk factor as its customers vary by country and for now the retailers' attempts at international expansion have met with limited success.

  In parallel, each subgroup has a sales risk committee which allocates risk tolerance thresholds and defines a strategy for enforcing these thresholds. These levels in turn reflect the overall business strategy.

- The risk of falling behind on technology development. One of the Group's most important tools when it comes to tackling the competition is to differentiate and update its products, a strategy underpinned by constant technological innovation and an unwavering effort to adapt its range to consumer demands and wishes. As described further on in this report, the Group's R&D strategy is a cornerstone of its business strategy. Its R&D departments work in close collaboration with the sales & marketing departments to mitigate this risk.

- Cybersecurity. The exponential growth in internet access exposes enterprises and users to attacks of different kinds: identify theft, malware, website attacks, zero-day attacks etc. The Group has an action plan which includes: (i) the provision of continuous staff training on these threats; (ii) the definition of appropriate network infrastructure (firewalls, WiFi access controls, network electronics, browsing permissions and the design of connected industrial networks); (iii) the correct definition of user points (anti-virus, mobile device management systems, permissions, updates); and (iv) data management and safekeeping programmes (back-ups, use of the cloud, shared information, etc.).

Risks related to the environment and strategy:

- Environmental and natural risks.

  The Ebro Group’s environmental commitment is set down in its Sustainability, Environment and Corporate Social Responsibility Policy: Its own processes have a low impact on the environment and the risks of accidental contamination are likewise very low. Nevertheless, the facilities operate under the scope of civil liability policies that cover damages to third parties caused by sudden and unintentional accidental contamination. In addition, all of the Ebro Group's facilities operate under the certifications, specifications and permits pertinent to their respective geographic markets and they manage their environmental aspects accordingly. Moreover, certain workplaces have certified their environmental management systems under the UNE-EN-ISO 14001 standard.

  The effects of potential natural catastrophes in the rice- and wheat-growing countries from which the Group sources its raw materials can cause availability issues and price volatility. These natural risks can also affect consumers in affected areas and could even affect the Group's assets in these markets. Once again, the key to mitigating these risks is to diversify raw material sourcing, as well as the markets the Group's products are targeted at. In addition, the Group has articulated a flexible manufacturing structure with facilities on four continents, minimising the impact of potential local problems.

- Climate change. Climate change encompasses a range of risks with growing impacts in the short, medium and long term that could have a direct impact on performance of our business activities.

  Within its sustainability strategy, the Group is completing the work needed to calculate its carbon footprint (Scope 3), revise its Scope 1 and 2 emissions, define emissions-reduction targets in line with the SBTi and measure the financial impacts of the main climate change risks to which it is exposed.

Specifically, it has assessed a total of 13 physical and transition risks as having a potentially greater impact on the Group's financial statements. The risks related with farming the main raw materials used by the Group and the possibility that changes in temperatures and/or rain cycles could imply restrictions on the supply of those products and, as a result, increase the prices at which they can be acquired, have been classified as 'moderate', as the Group has a mitigation strategy based on diversifying its supply sources, locating its productive assets in multiple locations and enhancing management of its value chain, which puts it in a privileged position in the sector.

Moreover, the impact of a potential increase in farm-gate prices on the Group's earnings depends on its ability to pass those price increases through to end customers, which in turn is boosted by brand and product differentiation and product and service quality and innovation.

- Competition risk. The Group does most of its business in developed and mature markets in which it competes with other multinational enterprises and a good number of local players. In addition, in these markets the retailers have developed their own private label brands which exert extra pressure on the Group's products.

  Management of this risk factor takes the form of measures designed to lead the various product categories or market segments:

  a) Comprehensive analysis of competitor moves and the fine-tuning of pricing and promotional policy in response to the prevailing market situation.

  b) Product differentiation by innovating in formats, range and quality, all with a clear-cut customer focus.

  c) Repositioning in high growth potential categories by means of organic business development or acquisitions that fit with the Group's strategy.

- Reputation risk. The risk associated with a potential shift in opinion crystallising in a negative perception of the Group, its brands or its products by customers, shareholders, suppliers, market analysts, the social media or other stakeholders with a potential adverse effect on the Group's ability to maintain its customary relations (commercial, financial, labour, etc.) with these stakeholders.

  To tackle this risk, the Group has established an internal Code of Conduct designed to guarantee ethical and responsible conduct throughout the organisation by all its staff and the professionals or institutions it engages with in the course of its business activities.

  Its brands, along with its people, constitute the Group's most valuable intangible asset, and are accordingly subjected to constant assessment in which different management, marketing, food health and safety, compliance and intellectual and industrial property protection considerations converge.

- Shifting lifestyles. New diets such as low-carb diets and other food habits could change how consumers perceive our products.

  The mitigating initiatives pursued entail assessment of consumer patterns, fine-tuning of the Group's product range in response to market trends, as well as active participation in forums propitious to disseminating the health virtues of its products.

- Country or market risk. The international nature of the Group's activities exposes its business operations to the political and economic circumstances prevailing in the various territories in which it does business, as well as other market variables, such as exchange rates, interest rates, production costs, etc. The fallout from the UK's withdrawal from the European Union (Brexit) falls under this category (refer to note 12 of the consolidated financial statements), as do risks from potential geopolitical crises such as the conflicts in Ukraine and the Middle East.

- Strategic planning and the assessment of strategic investment/divestment opportunities. This is the risk of making a mistake when selecting among alternatives and/or allocating resources to projects aimed at delivering the Group's strategic objectives. In the short term, this risk includes the need to align budgets with the medium- and long-term objectives set by the Group. This risk is mitigated by requiring transactions above certain thresholds to be approved at the Board level, in addition to the customary due diligence performed when the Group makes significant acquisitions, all of which involving the coordinated intervention of senior executives and risk officers.

Compliance risk

- Sector regulations. The food manufacturing industry is subject to multiple regulations, which affect export and import quotas and tariffs, intervention prices, etc., all framed by the European Common Agricultural Policy (CAP). In addition, the Group's activities could be affected by regulatory changes in the countries from which it sources its raw materials or to which it sells its products.

  To address this risk, the Group is represented in, voices its views in and follows a number of legal and regulatory forums via a team of prestigious professionals who work to ensure enforcement and compliance.

  Within this category, an area of growing relevance, and one that is related with other operational risks such as supply and food safety, relates to the increasingly stringent rules on the use of fungicides and pesticides on the crops which lie at the heart of the food industry. These rules are of particular importance to rice growing activities.

  To mitigate this risk, the Group has stepped up its quality and fungicide/pesticide detection controls by: (i) working on selecting trustworthy suppliers that are asked to embrace sustainability criteria; (ii) championing educational drives to encourage farmers to search for natural alternatives to these chemical products; and (iii) reinforcing at-source product controls.

- General regulations. This category encompasses compliance risk with respect to civil law, company law, criminal law and good governance regulations and recommendations. In terms of the risk of white collar crime, the Group's Spanish companies have a crime prevention model which is monitored and controlled by the Compliance Department. That Department likewise monitors the compliance models in place at other overseas subsidiaries, adjusted for local legislation.

  An important aspect within this category is the need to observe, uphold and enforce human rights and suitable standards of ethics, as is enshrined in the Group's Sustainability Plan, HEADING FOR 2030, and its Code of Conduct.

- Tax risk. Potential changes in tax legislation or its interpretation or application by the competent authorities across the Group's business markets could have an adverse effect on its performance.

  To mitigate this risk, the Group, through its tax managers and Risk Committee, monitors regulatory developments and potential interpretations thereof, asking tax experts for reports in support of the positions it takes, at all times framed by the principle of prudence. For example, in 2023, it embarked on an analysis of the Group's exposure to the new Pillar Two rules in 2024, which is when the new minimum global tax legislation will take effect.

Financial risk

In the course of its ordinary business operations, the Group is exposed to certain financial risks associated with its financial assets and liabilities, particularly its bank loans, overdrafts, equity instruments, cash and cash equivalents. In addition, the Group has other financial assets and liabilities such as trade accounts receivable and payable.

These financial instruments expose it to market risk as a result of movements in interest rates (instruments carrying floating rates), exchange rates (those denominated in currencies other than the euro), changes in their fair value, liquidity risk (the inability to monetise assets within reasonable timeframes or at reasonable amounts) and credit risk (counterparty risk).

A description of these risks and the mitigating measures taken is provided in Note 12 of the accompanying consolidated financial statements.

4. EVENTS AFTER THE REPORTING PERIOD

Other than the developments with respect to the CNMC Disciplinary Ruling, as outlined in Note 20, there have been no significant events or developments between the end of the reporting period and the date of authorising the accompanying consolidated financial statements for issue.

5. GROUP OUTLOOK

As already noted in the section on the general economic environment, the outlook for the global economy in 2024 is for weak growth for the third year in a row.

Within the developed economies we are seeing two speeds: economic momentum in the US is strong but the European Union economies are trying to avoid stagnation.

Inflation appears to be under control but the geopolitical situation makes it impossible to rule out fresh outbreaks in 2024, prompting the central banks to push back plans to ease monetary policy and cut interest rates in order to reactivate the most depressed economies until the second half of the year.

Despite that stabilisation, food prices remain historically high. Consumers have demonstrated their concern over high prices, particularly food prices: they are buying less at higher prices and that has prompted many consumers to rethink their shopping habits. 2023 was marked by growth for the private-label brands and growing interest in products on promotion. To the extent that this situation continues, 2024 will imply another challenge for the industry.

International long-grain rice prices remain above the average for the last two years and are showing no signs of weakness so far in 2024. Only basmati prices have corrected, despite the minimum prices imposed on exports from India.

Durum wheat prices are likewise at historically high levels but are currently fairly stable pending news about the new harvest.

- **Rice business**

  The rice market continues to grow. Current demographic and, in general, food habit trends are propitious and the number of consumers is growing. The Group aspires to lead that growth, investing strategically in segments that are expanding and that offer consumers value in terms of quality and convenience.

  With inflation under control, this year presents an opportunity to: (i) defend sales volumes across the classic product categories with a solid contribution; and (ii) expand the range of products with greater chances of market share growth, like microwaveable rice products.

  The Group is strategically committed to: (i) developing a centre of excellence in the production of plant-protein based ingredients in Benelux; (ii) expanding distribution of the Tilda brand as the international benchmark in fragrant and exotic rice varieties; (iii) completing the addition of productive capacity in ready-to-serve products in the US; and (iv) developing new recipes in microwaveable rice products tied with pleasure and convenience.

- **Pasta business**

  The Group is present in the growth categories of the pasta business: fresh pasta and premium dry pasta. The general increase in prices has weighed on sales of these products for which demand is more elastic. In 2023, price stability allowed the Group to fully replenish its margins and 2024 looks like a year of growth in the customer base.

The main targets for 2024 are:

- Working to build the Garofalo brand into a benchmark premium Italian brand so that it transcends dry pasta labels. Expanding the categories it operates in and the distribution of its products.

- Continuing to record double-digit growth in the gnocchi segment. Deepening the product base through innovation and capacity additions and expanding the concept to more markets.

- Enhancing productivity and factory capacity in fresh products.

6. HEADCOUNT AND ENVIRONMENTAL DISCLOSURES

This information is provided in the Non-Financial Statement, which is part of this management report, and in Note 24 of the accompanying consolidated financial statements.

7. R&D ACTIVITY

The Ebro Foods Group has always been a front-runner in terms of new consumer trends and an international benchmark in the research and development of products applied to the food sector. Aware that R&D is essential to the Group's quality and differentiation strategy, it remained unwaveringly committed to innovation in 2023.

In total, R&D expenditure in continuing operations totalled 4.3 million euros in 2023 (2.5 million euros of which funded internally and 1.8 million euros, externally).

Investment in R&D totalled 37.6 million in 2023 and mostly corresponded to: (i) expansion of the microwaveable product factory in the US; (ii) finalisation of the complex processes at the San José de la Rinconada factory; and (iii) new filled fresh pasta and gnocchi processes in France, Italy and Canada.

The Group has articulated its R&D engine around research centres located in France, the US, the Netherlands, Italy and Spain. These centres and their main projects in 2023 were:

1. The R&D centre located in Lyon. Research focused on the development of fresh pasta, gnocchi, rice, pulse and other grain categories. Last year’s work focused on: (i) patented technology for pan-fry gnocchi; (ii) improvements in fresh pasta manufacturing productivity and processes; (iii) expansion of the microwaveable and pan-fry product ranges; and (iv) revamping of the filled fresh pasta product ranges.

2. Bertagni R&D Center in Arcugnano. Work continued to (i) expand the range using the double-filling technology patented by Bertagni; (ii) develop new batching processes; and (iii) improvements in the productivity of and control over key processes.

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3. United States. The US Research Department focuses on developing new products, processes and technologies and adapting them for the idiosyncrasies of the US market. Its work focused on developing (i) a broad range of microwaveable products; (ii) developing and adapting heating processes; (iii) studying product life cycles and expiry; and (iv) testing products and assessing rice varieties suitable for the new productive processes.

4. Centres associated with the Herba Group in Moncada (Valencia), the San Juan de Aznalfarache plant, the ingredients facility in Wormer (Netherlands) and the Bruno plant (Italy), devoted to (i) the development of new and/or improved products and technologies; (ii) the provision of technical assistance with rice and derivative product technology; and (iii) the development of ingredients with cereal or pulse bases. The most important projects under development at those centres are: (i) studies around vaporising processes for new rice varieties; (ii) development and implementation of industrial processes to eliminate nematodes from rice seeds; (iii) research into and development of new packaging materials to replace plastic and prolong the useful life of products; and (iv) work around fragrant varieties and the volatile organic compounds associated with their organoleptic properties.

8. OWN SHARE TRANSACTIONS

In 2023, the Parent had the power to buy back and sell own shares under the scope of the authorization granted at the Annual General Meeting held on July 29, 2020 for a period of five years (and duly notified to the CNMV in keeping with prevailing legislation). In 2023, under the scope of the employee share plan, it bought back 41,000 shares, sold 1,187 and delivered 39,813 own shares to employees. At December 31, 2023, the Parent did not hold any own shares as treasury stock; nor did any subsidiaries hold any shares in the Parent.

9. OTHER RELEVANT DISCLOSURES

Average payment period

As required under the Spanish Corporate Enterprises Act, it is hereby noted that the average payment period of the companies domiciled in Spain was 35.7 days in 2023 and 32.7 in 2022. Calculations made in accordance with the ICAC (Spanish Accounting and Audit Institute) Resolution.

2023				2022			
Payments made (€ 000)			487,801.1	Payments made (€ 000)			501,532.5
		% of total				% of total	
Payments made within deadline (€ 000)		96%	467,976	Payments made within deadline (€ 000)		97%	488,681
No. of invoices settled within deadline		95%	39,447	No. of invoices settled within deadline		96%	37,537
Average payment period	Days		35.7	Average payment period	Days		32.7
Paid transactions ratio	Days		35.7	Paid transactions ratio	Days		32.7
Outstanding transactions ratio	Days		36.9	Outstanding transactions ratio	Days		39.7

Share price performance

The Parent’s share price performed well in the first half of 2023 but gave up those gains in the second half to end the year roughly where it began. It performed in the opposite way to other shares considered high-growth stocks associated with emerging technologies.

2023 MANAGEMENT REPORT (figures in thousands of euros)

That would suggest that the market views the Parent's shares as a defensive investment with below average volatility. The sector's performance tends to lag when the stock market is very bullish, somewhat irrespective of the players' earnings performance.

Dividend distributions

At the Annual General Meeting held on June 6, 2023, the Company's shareholders ratified the motion to pay a cash dividend against 2022 profits and unrestricted reserves of 0.57 euros per share (before withholding tax), payable in the course of 2023 for a total outlay of 87,703 thousand euros. The dividend was paid out in three equal instalments of 0.19 euros per share (before withholding tax) on April 3, June 30, and October 2, 2023.

Alternative performance measures

In keeping with the guidelines provided by the European Securities and Markets Authority (ESMA), there follows a description of the main alternative performance measures used in this management report.

These measures are used frequently and consistently by the Group to explain its business performance and their definitions have not changed.

EBITDA-A. Adjusted EBITDA. Earnings before interest, tax, depreciation and amortization and before earnings not related with the operations that generate the regular cash flows associated with the core business (essentially gains or losses deriving from transactions involving the Group's fixed assets, industrial restructuring charges, provisions for or settlements from lawsuits, etc.).

The reconciliation of EBITDA-A and operating profit is provided below:

	2021	2022	*2022/2021*	2023	*2023/2022*
EBITDA-A	**301,860**	**334,622**	**32,762**	**387,171**	**52,549**
Depreciation and amortization	(94,565)	(101,023)	(6,458)	(102,874)	(1,851)
EBIT-A	**207,295**	**233,599**	**26,304**	**284,297**	**50,698**
Non-recurring income	9,454	1,807	(7,647)	3,848	2,041
Non-recurring expenses	(13,691)	(32,835)	(19,144)	(11,894)	20,941
OPERATING PROFIT	**203,058**	**202,571**	**(487)**	**276,251**	**73,680**

EBIT-A. Adjusted EBIT, calculated by subtracting depreciation and amortization from EBITDA-A.

Net debt. Interest-bearing financial liabilities, financial derivatives at fair value, the amount of shareholdings subject to put/call options qualifying as financial liabilities and dividends accrued and pending payment, if any, less cash and cash equivalents.

2023 MANAGEMENT REPORT (figures in thousands of euros)

	31.12.21	31.12.22	31.12.23
(+) Non-current financial liabilities	598,509	553,164	175,108
(-) Other current financial liabilities	445,916	394,833	728,359
(+) Available-for-sale financial liabilities	0	0	0
(+) Loans to associates	(1,122)	(1,122)	(1,122)
(-) Deposits payable	(84)	(676)	(501)
(-) Cash and cash equivalents	(539,239)	(184,950)	(329,988)
(-) Derivatives – assets	(527)	(1,457)	(2,225)
(+) Derivatives – liabilities	1,270	2,843	773
TOTAL NET DEBT	**504,723**	**762,635**	**570,404**

Average net debt. Net debt, as above, calculated on a 13-month moving average basis.

Capex. Payments for investments in productive fixed assets. Refer to the consolidated statement of cash flows.

ROCE-A. A measure of the return on assets calculated as average earnings before interest, tax and non-recurring items for a given period divided by average capital employed during that period, that average in turn defined as the moving average for the prior 13 months. This metric was calculated in the same manner as in prior years.

Capital employed (average). The sum of intangible assets, property plant and equipment and working capital on a moving 13-month moving average basis. It is accordingly not a simple arithmetic average or a calculation based solely on the financial information presented in the consolidated financial statements. It is not therefore possible to provide a direct reconciliation with headings, sub-totals or totals presented in the financial statements.

Working capital (average). The sum of inventories and trade and other receivables less trade and other payables on a 13-month moving average basis. As with capital employed, this metric not a simple arithmetic average or a calculation based solely on the financial information presented in the consolidated financial statements. It is not therefore possible to provide a direct reconciliation with headings, sub-totals or totals presented in the financial statements.

Leverage. A measure of creditworthiness calculated as the ratio of average net debt to equity.

Debt coverage ratio. A measure of the Group's ability to service its net debt from earnings measured as the ratio of net debt to EBITDA-A.

Annual Corporate Governance Report

Annual Director Remuneration Report

Non-financial statement

DETAILS OF ISSUER

Year Ended: 31/12/2023

Tax Registration Number: A47412333

Name:

EBRO FOODS, S.A.

Registered Office:

PASEO DE LA CASTELLANA 20 - 3RD AND 4TH FLOORS - 28046 MADRID

A. OWNERSHIP STRUCTURE

A.1. Complete the following table on the capital of the company and voting rights including loyalty shares, if any, at year end:

State whether the articles of association contemplate loyalty shares:

[ ] Yes
[√] No

Date latest modification	Capital (€)	Number of shares	Number of voting rights
27/02/2002	92,319,235.00	153,865,392	153,865,392

Indicate whether there are different classes of shares with different associated rights:

[ ] Yes
[√] No

A.2. Give details on the direct and indirect holders of significant interests in your company at year-end, including directors with significant holdings:

Name of shareholder	% voting rights attributed to the shares		% voting rights through financial instruments		Interest / total voting rights (%)
	Direct	Indirect	Direct	Indirect	
CORPORACIÓN FINANCIERA ALBA, S.A.	14.52	0.00	0.00	0.00	14.52
CORPORACIÓN ECONÓMICA DELTA, S.A.	11.69	0.00	0.00	0.00	11.69
SOCIEDAD ANÓNIMA DAMM	0.00	11.69	0.00	0.00	11.69
ALIMENTOS Y ACEITES, S.A.	10.36	0.00	0.00	0.00	10.36
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES	0.00	10.36	0.00	0.00	10.36
HERCALIANZ INVESTING GROUP, S.A.	9.07	0.00	0.00	0.00	9.07
GRUPO TRADIFÍN, S.L.	7.96	0.00	0.00	0.00	7.96
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	7.83	0.00	0.00	0.00	7.83
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	0.00	5.38	0.00	0.00	5.38
MENDIBEA 2002, S.L.	5.38	0.00	0.00	0.00	5.38
ARTEMIS INVESTMENT MANAGEMENT, LLP	4.08	0.00	0.00	0.00	4.08

See Explanatory Note Three in section H of this report.

Details of indirect holdings:

Name of indirect holder	Name of direct holder	% voting rights attributed to the shares	% voting rights through financial instruments	Interest / total voting rights (%)
SOCIEDAD ANÓNIMA DAMM	CORPORACIÓN ECONÓMICA DELTA, S.A.	11.69	0.00	11.69
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES	ALIMENTOS Y ACEITES, S.A.	10.36	0.00	10.36
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	MENDIBEA 2002, S.L.	5.38	0.00	5.38

Indicate the principal movements in the shareholding structure during the year:

Most significant movements

There were no significant movements in the shareholding structure during 2023.

A.3. State, regardless of the percentage, the percentage of voting rights held by board members in the company attributed to shares or through financial instruments, excluding the directors named in section A.2 above:

Name of director	% voting rights attributed to shares (including loyalty shares)		% voting rights through financial instruments		% total voting rights	Of the total % of voting rights attributed to shares, state where appropriate the % of attributed additional votes corresponding to loyalty shares	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
ANTONIO HERNÁNDEZ CALLEJAS	0.00	0.00	0.00	0.00	0.00	0.00	0.00
DEMETRIO CARCELLER ARCE	0.01	0.13	0.00	0.00	0.00	0.14	0.00
MARÍA CARCELLER ARCE	0.02	0.00	0.00	0.00	0.00	0.02	0.00
FERNANDO CASTELLÓ CLEMENTE	1.50	0.00	0.00	0.00	0.00	1.50	0.00
MERCEDES COSTA GARCÍA	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Total % of voting rights held by board members	46.42

See Explanatory Note Three in section H of this report.

Details of indirect holdings:

Name of director	Name of direct holder	% voting rights attributed to shares (including loyalty shares)	% voting rights through financial instruments	% total voting rights	Of the total % of voting rights attributed to shares, state where appropriate the % of attributed additional votes corresponding to loyalty shares
DEMETRIO CARCELLER ARCE	INVERSIONES LAS PARRAS DE CASTELLOTE, S.L.	0.13	0.00	0. 00	0.13
MARÍA CARCELLER ARCE	MAHOGANYSEPPL, S.L.	0.00	0.00	0.00	0.00

Total percentage of voting rights represented on the board:

Total % of voting rights represented on the board	68.47

See Explanatory Note Three in section H of this report.

A.4. Indicate family, commercial, contractual or corporate relationships among significant shareholders known to the company, if any, save any that are insignificant or deriving from ordinary commercial business, except those reported in A.6:

Name of related party	Type of relationship	Brief description
SOCIEDAD ANÓNIMA DAMM, CORPORACIÓN ECONÓMICA DELTA, S.A.	Corporate	Sociedad Anónima Damm holds a direct interest of 99.99% in Corporación Económica Delta, S.A.
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES, ALIMENTOS Y ACEITES, S.A.	Corporate	Sociedad Estatal de Participaciones Industriales holds a direct interest of 91.96% in Alimentos y Aceites, S.A.

A.5. Describe the commercial, contractual or corporate relationships between significant shareholders and the company and/or its group, if any, except any that are insignificant and those deriving from ordinary commercial business:

Name of related party	Type of relationship	Brief description
SOCIEDAD ANÓNIMA DAMM	Commercial	During 2023, Herba Ricemills, S.L.U. (a subsidiary of the Ebro Foods Group) entered into different commercial transactions with subsidiaries of the significant shareholder Sociedad Anónima Damm, for the sale of rice and rice by-products on arm's length terms. See in this respect the information on related party transactions in section D.2 of this Report.

Name of related party	Type of relationship	Brief description
GRUPO TRADIFÍN, S.L.	Commercial	During 2023, several subsidiaries of the Ebro Foods Group entered into commercial transactions (mainly purchases and sales of rice) on arm's length terms with the significant shareholder and director Grupo Tradifín, S.L. and related parties. See in this respect the information on related party transactions and comments set out in section D.2 of this Report.
GRUPO TRADIFÍN, S.L.	Contractual	During 2023, several subsidiaries of the Ebro Foods Group entered into contractual transactions (mainly services rendered and received) on arm's length terms with the significant shareholder and director Grupo Tradifín, S.L. and related parties. See in this respect the information on related party transactions and comments set out in section D.2 of this Report.
HERCALIANZ INVESTING GROUP, S.L.	Commercial	During 2023, several subsidiaries of the Ebro Foods Group entered into commercial transactions (mainly purchases and sales of rice) on arm's length terms with the significant shareholder and director Hercalianz Investing Group, S.L. and related parties. See in this respect the information on related party transactions and comments set out in section D.2 of this Report.
HERCALIANZ INVESTING GROUP, S.L.	Contractual	During 2023, several subsidiaries of the Ebro Foods Group entered into contractual transactions (mainly services rendered and received) on arm's length terms with the significant shareholder and director Hercalianz Investing Group, S.L. and related parties. See in this respect the information on related party transactions and comments set out in section D.2 of this Report.

A.6. Describe the relationships, save any that are insignificant for both parties, between the significant shareholders or those represented on the board and the directors, or their representatives in the case of corporate directors.

Explain how the significant shareholders are represented, where appropriate. Indicate specifically any directors appointed on behalf of significant shareholders, those whose appointments have been promoted by significant shareholders or who are related to significant shareholders and/or companies in their respective groups, specifying the nature of those relationships. In particular, indicate the existence, identity and office of board members or representatives of directors of the listed company, if any, who are also directors or representatives of directors in companies holding significant interests in the listed company or in companies of its group:

Name of related director or representative	Name of related significant shareholder	Name of company in the significant shareholder's group	Description of relationship/office
DEMETRIO CARCELLER ARCE	CORPORACIÓN ECONÓMICA DELTA, S.A.	SOCIEDAD ANÓNIMA DAMM	Demetrio Carceller Arce is a proprietary director of Corporación Económica Delta, S.A., in which Sociedad Anónima Damm has a direct interest of 99.99%. Mr Carceller Arce has an indirect interest in Corporación Económica Delta, S.A. through Sociedad Anónima Damm, in which he has a 0.963% interest (0.056% direct and 0.907% indirect). He is Executive Chairman of the Board of Sociedad Anónima Damm, Chairman of the Board of Corporación Económica Delta, S.A. and holds other positions in some companies related with Damm. See section C.1.11 of this Report.
ALEJANDRA OLARRA ICAZA	CORPORACIÓN FINANCIERA ALBA, S.A.	CORPORACIÓN FINANCIERA ALBA, S.A.	Alejandra Olarra Icaza represents the director (and significant shareholder) Corporación Financiera Alba, S.A. on the Board of Directors of Ebro Foods, S.A. Ms Olarra Icaza has an employment relationship with Corporación Financiera Alba, S.A.
JAVIER GÓMEZ-TRENOR VERGÉS	EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	Javier Gómez-Trenor Vergés represents the director (and significant shareholder) Empresas Comerciales e Industriales Valencianas, S.L. on the Board of Directors of Ebro Foods, S.A. Javier Gómez-Trenor Vergés has an indirect interest of 12.586% in Empresas Comerciales e Industriales Valencianas, S.L. Mr Gómez-Trenor Vergés represents the director and Chairman of the Board of Empresas Comerciales e Industriales Valencianas, S.L. and holds other positions in

Name of related director or representative	Name of related significant shareholder	Name of company in the significant shareholder's group	Description of relationship/office
			some companies related with Empresas Comerciales e Industriales Valencianas, S.L. See section C.1.11 of this Report.
MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	GRUPO TRADIFÍN, S.L.	GRUPO TRADIFÍN, S.L.	Blanca Hernández Rodríguez represents the director (and significant shareholder) Grupo Tradifín, S.L. on the Board of Directors of Ebro Foods, S.A. Ms Hernández Rodríguez has a direct interest of 33.25% in Grupo Tradifín, S.L., of which she is Managing Director. She also holds other positions on the boards of companies related with Grupo Tradifín, S.L. See section C.1.11 of this Report.
ANTONIO HERNÁNDEZ CALLEJAS	HERCALIANZ INVESTING GROUP, S.L.	HERCALIANZ INVESTING GROUP, S.L.	Antonio Hernández Callejas has a direct interest of 28.668% in Hercalianz Investing Group, S.L., a significant shareholder and director of Ebro Foods, S.A. He does not hold any office in that company.
FÉLIX HERNÁNDEZ CALLEJAS	HERCALIANZ INVESTING GROUP, S.L.	HERCALIANZ INVESTING GROUP, S.L.	Félix Hernández Callejas represents the director (and significant shareholder) Hercalianz Investing Group, S.L. on the Board of Directors of Ebro Foods, S.A. Félix Hernández Callejas has a direct interest of 28.668% in Hercalianz Investing Group, S.L., of which he is Joint and Several Director. He also holds other positions on the boards of companies related with Hercalianz Investing Group, S.L. See section C.1.11 of this Report.

Name of related director or representative	Name of related significant shareholder	Name of company in the significant shareholder's group	Description of relationship/office
MARÍA CARCELLER ARCE	CORPORACIÓN ECONÓMICA DELTA, S.A.	SOCIEDAD ANÓNIMA DAMM	María Carceller Arce is a proprietary director of Corporación Económica Delta, S.A., in which Sociedad Anónima Damm has a direct interest of 99.99%. Ms Carceller Arce has a 0.05% direct interest in Sociedad Anónima Damm and represents the director Seegrund B.V. on the Boards of Directors of Corporación Económica Delta, S.A. and Sociedad Anónima Damm. See section C.1.11 of this Report.
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	MENDIBEA 2002, S.L.	MENDIBEA 2002, S.L.	José Ignacio Comenge Sánchez-Real has an indirect interest of 73% in Mendibea 2002, S.L. which is the direct holder of the significant indirect interest held by Mr Comenge Sánchez-Real in Ebro Foods, S.A. He is the Sole Director of Mendibea 2002, S.L. Mr Comenge Sánchez-Real also has corporate relationships with companies related with Empresas Comerciales e Industriales Valencianas, S.A. See section C.1.11 of this Report.
JORDI XUCLÀ COSTA	ALIMENTOS Y ACEITES, S.A.	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES	Jordi Xuclà is a proprietary director of Alimentos y Aceites, S.A., in which Sociedad Estatal de Participaciones Industriales has a direct interest of 91.9625%. Mr Xuclà does not have any significant relationship with Alimentos y Aceites, S.A. or with Sociedad Estatal de Participaciones Industriales. See section C.1.11 of this Report.

Name of related director or representative	Name of related significant shareholder	Name of company in the significant shareholder's group	Description of relationship/office
JAVIER FERNÁNDEZ ALONSO	CORPORACIÓN FINANCIERA ALBA, S.A.	CORPORACIÓN FINANCIERA ALBA, S.A.	Javier Fernández Alonso is a proprietary director of Corporación Financiera Alba, S.A., with which he has an employment relationship. He is General Manager of that company and holds other positions in other companies of the Corporación Financiera Alba S.A. Group. See section C.1.11 of this Report.

The directors Hercalianz Investing Group, S.L., Grupo Tradifín, S.L., Corporación Financiera Alba, S.A. and Empresas Comerciales e Industriales Valencianas, S.L. are significant shareholders of Ebro Foods, S.A. The director José Ignacio Comenge-Sánchez Real is also a significant shareholder through the company he controls, Mendibea 2002, S.L.

See section A.2 of this report.

A.7. State whether the company has been notified of any shareholders' agreements that may affect it pursuant to sections 530 and 531 of the Corporate Enterprises Act. If any, describe them briefly and list the shareholders bound by the agreement:

[ ] Yes
[√] No

Indicate and describe any concerted actions among company shareholders of which the company is aware:

[ ] Yes
[√] No

Expressly indicate any change or break-up of those agreements or concerted actions, if any, that has taken place during the year:

N/A

A.8. Indicate any individuals or entities that exercise or may exercise control over the company in pursuance of section 5 of the Securities Market Act and identify it/them if appropriate:

[ ] Yes
[√] No

A.9. Complete the following tables on the company's treasury stock:

At year-end:

Number of direct shares	Number of indirect shares (*)	Treasury stock/capital (%)
		0.00

(*) Through:

Name of direct holder of the interest	Number of direct shares
No details	

Explain the significant changes during the year:

Explain the significant changes

There were no significant changes during 2023.

A.10. Indicate the term and conditions of the authorisation granted by the general meeting to the board to issue, buy or sell own shares:

The Annual General Meeting of Shareholders held on first call on 29 July 2020, under item twelve on the agenda, resolved to authorise the Board of Directors to buy back own shares and reduce the Company's capital and to authorise subsidiaries to acquire shares in the parent company, by purchase or on any other payment basis, subject to the limits and other requisites stipulated in law.

a. Conditions of the authorisation

To authorise the Board of Directors, with the power to delegate, to buy back shares in Ebro Foods, S.A., directly or through its subsidiaries, by purchase, swap or under any other title and on one or several occasions, on the terms and conditions established in sections 146 et seq and sections 509 et seq of the Corporate Enterprises Act, and the following conditions:

- The par value of the shares purchased directly or indirectly, together with those already held by the Company or its subsidiaries, shall not exceed 10% of the subscribed capital.

- The buy-back, when added to the shares previously acquired by the Company, or any person acting in their own name but on behalf of the Company, and held as treasury stock, shall not have the effect of reducing equity to below the amount of the capital plus the legal or restricted statutory reserves. For this purpose, equity shall be the amount considered as such according to the principles for drawing up the annual accounts, less the amount of gains attributed directly thereto, plus the amount of uncalled subscribed capital and the par value and share premium of the subscribed capital recognised in liabilities.

- The shares thus acquired shall be fully paid up.

- The cap and floor values for buy-back shall be the market value of the shares on an official secondary market at the date of buy-back and a value equivalent to the par value of the own equity instruments acquired, respectively.

b. Contents of the authorisation

- To authorise the Board, by direct resolution or delegation to the Executive Committee, or by delegation to such person or persons as the Board of Directors may authorise for this purpose, to buy back own shares to hold them in its treasury stock, dispose of them or, as the case may be, put a motion to the General Meeting for their redemption, within the legal limits and complying with the conditions established in this resolution. This authorisation is also extended to the possibility of buying back own shares for delivery, on one or several occasions, to the Company or group employees, directly or following exercise of their stock option rights, pursuant to section 146.1(a), third paragraph, of the Corporate Enterprises Act.

The authorisation is also extended to acquisitions of shares in Ebro Foods, S.A. by its subsidiaries.

- To authorise the Board of Directors to reduce the capital in order to redeem the own equity instruments purchased by the Company or other companies in its group against the capital (for their par value) and unrestricted reserves (for the cost of the acquisition in excess of that par value), by such amounts as it may deem fit from time to time and up to the maximum own shares held at any time.

- To delegate to the board to implement the foregoing resolution to reduce the capital, which it may do on one or several occasions or declare it null and void, within a period not exceeding 5 years from the date of this General Meeting, taking such actions for this purpose as may be necessary or required by law.

The Board of Directors is especially authorised so that it may, within the times and limits indicated in this resolution, proceed to: (i) make or declare void the reduction of capital, naming if appropriate the specific date(s) of the transactions, taking account of any internal or external factors that may influence this decision; (ii) specify in each case the amount by which the capital is reduced; (iii) determine the destination of the amount of the reduction of capital; (iv) in each case adjust Articles 6 ("Capital") and 7 ("Shares") of the Articles of Association to reflect each new amount of capital and new number of shares; (v) apply in each case for delisting of the redeemed shares; and (vi) in general adopt such resolutions as may be considered necessary for redemption and the consequent reduction of capital, designating who is to put it on record.

c. Term of the authorisation

The authorisation contemplated in this resolution is granted for a maximum of five years from the date of the General Meeting (29 June 2020) and covers all transactions in own equity instrument made hereunder, without requiring reiteration for each acquisition made. It also covers any provisions or earmarking of reserves made in accordance with the Corporate Enterprise Act.

The resolutions adopted at the Annual General Meeting on 29 July 2020 on treasury stock, reduction of capital and delegation to the Board rendered void, to the extent that they had not been used, those adopted on the same issues at the General Meeting of 3 June 2015 and at the date of this report they are still in force, not having been revoked.

A.11. Estimated free float:

	%
Estimated free float	27.45

See explanatory note 3 in section H of this report.

A.12. Indicate any constraints (statutory, legal or other) on the transferability of shares and/or any restrictions on voting rights. In particular, indicate the existence of any constraint or limitation that may hamper takeover of the company through the acquisition of its shares on the market, and any authorisations or prior notifications of acquisitions or transfers of the company's financial instruments required by sector laws and regulations.

[ ] Yes
[√] No

A.13. Indicate whether the general meeting has resolved to apply the breakthrough rule against a takeover bid, under Act 6/2007.

[ ] Yes
[√] No

If yes, explain the measures approved and the terms on which the restrictions will become ineffective:

A.14. State whether the company has issued any shares that are not traded on an EU regulated market:

[ ] Yes
[√] No

If appropriate, indicate the different classes of shares and the rights and obligations conferred for each class.

B. GENERAL MEETING

B.1. Indicate whether there are any differences between the quorums established for general meetings and the minimums stipulated in the Corporate Enterprises Act and, if any, explain:

[ ] Yes
[√] No

B.2. Indicate whether there are any differences in respect of the system stipulated in the Corporate Enterprises Act for adopting corporate resolutions and, if any, explain:

[ ] Yes
[√] No

B.3. Indicate the rules for alteration of the company's articles of association. In particular, indicate the majorities stipulated for altering the articles of association and the rules, if any, protecting shareholders' rights in any alteration of the articles.

Ebro Foods, S.A. has not established any requirements for altering the Articles of Association other than those stipulated in the Corporate Enterprises Act.

B.4. Give details of attendance of general meetings held during the year of this report and the two previous years:

	Details of attendance				
Date of general meeting	% in person	% by proxy	% distance voting		Total
			Electronic vote	Others	
30/06/2021	0.00	61.09	0.02	18.75	79.86
Of which free float	0.00	12.21	0.02	0.56	12.79
15/12/2021	1.53	66.45	0.00	10.75	78.73
Of which free float	0.00	10.61	0.00	0.39	11.00
29/06/2022	14.64	56.01	0.03	10.78	81.46
Of which free float	0.09	12.94	0.03	0.42	13.48
06/06/2023	14.85	57.27	0.04	10.89	83.05
Of which free float	0.13	13.97	0.04	0.53	14.67

In 2023 the Annual General Meeting was held onsite and online. In addition to attendance in person and the possibility of voting and proxy by means of remote communication prior to the general meeting, the Board resolved to enable online attendance of the General Meeting, allowing shareholders (and their representatives or proxies) to attend and participate in the General Meeting in real time by remote connection, as contemplated in the Articles of Association, the Regulations of the General Meeting and the notice of call.

B.5. State whether there have been any items on the agenda for the general meetings held during the year that was not approved by the shareholders for any reason:

[ ] Yes
[√] No

B.6. Are any restrictions established in the articles of association requiring a minimum number of shares to attend general meetings or for distance voting?

[ ] Yes
[√] No

B.7. State whether certain decisions other than those established by law, involving an acquisition, disposal, transfer of essential assets to another company or other similar corporate operations must be laid before the general meeting of shareholders for approval:

[ ] Yes
[√] No

B.8. Indicate the address and access to the company's website and where to find information on corporate governance and other information on general meetings that must be made available to shareholders through the company's website:

The corporate website of Ebro Foods (http://www.ebrofoods.es/en/) is set up as a vehicle of continuous, up-to-date information for shareholders, investors and markets in general.

In this respect, the home page includes a specific section called "Information for shareholders and investors", which contains all the information required under the applicable legal provisions.

Pursuant to current legislation, this section includes the chapter on Corporate Governance at the following address:
http://www.ebrofoods.es/en/information-for-shareholders-and-investors/corporate-governance/regulations-of-the-general-meeting/. That section includes all the information that the Company makes available to shareholders for general meetings, specifically at the following URLs:

http://www.ebrofoods.es/en/information-for-shareholders-and-investors/corporate-governance/general-meeting-of-shareholders-exercise-of-the-right-to-information/

https://www.ebrofoods.es/en/information-for-shareholders-and-investors/corporate-governance/extraordinary-general-shareholders-meeting-june-2023/, which is the direct link to the Annual General Meeting of Shareholders held on 6 June 2023.

Furthermore, since the Annual General Meeting held in 2023 was held both online and onsite, the company enabled the corresponding link on the corporate website to the live-streaming of the AGM. The link to the live broadcast of the AGM was maintained active on the website throughout its duration.

The 'Corporate Governance' section is structured in the following sub-sections:

- Regulations of the General Meeting

- General Meeting of Shareholders: exercise of the right to information

- Annual General Shareholders' Meeting, referring to the latest general meeting held, whether annual or extraordinary

- Previous general meetings

- Board of Directors

- Regulations of the Board

- Remuneration of Directors

- Board Committees

- Annual Corporate Governance Report

- Internal Code of Market Conduct

- Shareholders' Forum

The contents of this section are structured and hierarchical, with concise, explanatory titles, to permit rapid, direct access to those contents in accordance with legal recommendations, at just two clicks from the home page.

All these sections have been designed and prepared according to the principle of easy access, aiming to enable fast location and download of the required information.

The corporate website offers all the information in this section in Spanish and English.

C. MANAGEMENT STRUCTURE OF THE COMPANY

C.1. Board of Directors

C.1.1 State the maximum and minimum numbers of directors stipulated in the articles of association and the number set by the general meeting:

Maximum number of directors	15
Minimum number of directors	7
Number of directors set by general meeting	14

C.1.2 Give details of the board members:

Name of director	Representative	Category of director	Position on Board	Date first appointment	Date latest appointment	Election procedure
BELÉN BARREIRO PÉREZ-PARDO		Independent	DIRECTOR	25/01/2017	30/06/2021	RESOLUTION PASSED AT AGM
DEMETRIO CARCELLER ARCE		Proprietary	VICE-CHAIRMAN	01/06/2010	16/12/2020	RESOLUTION PASSED AT AGM
ANTONIO HERNÁNDEZ CALLEJAS		Executive	CHAIRMAN	24/01/2002	29/06/2022	RESOLUTION PASSED AT AGM
FERNANDO CASTELLÓ CLEMENTE		Independent	DIRECTOR	29/05/2012	29/06/2022	RESOLUTION PASSED AT AGM
MARC THOMAS MURTRA MILLAR		Independent	DIRECTOR	31/01/2022	06/06/2022	RESOLUTION PASSED AT AGM
MARÍA CARCELLER ARCE		Proprietary	DIRECTOR	21/03/2018	16/12/2020	RESOLUTION PASSED AT AGM
MERCEDES COSTA GARCÍA		Independent	LEAD INDEPENDENT DIRECTOR	27/07/2016	30/06/2021	RESOLUTION PASSED AT AGM
JOSE IGNACIO COMENGE SÁNCHEZ-REAL		Proprietary	DIRECTOR	29/05/2012	16/12/2020	RESOLUTION PASSED AT AGM
JORDI XUCLÀ COSTA		Proprietary	DIRECTOR	30/03/2022	30/03/2022	COOPTATION
JAVIER FERNÁNDEZ ALONSO		Proprietary	DIRECTOR	29/07/2020	16/12/2020	RESOLUTION PASSED AT AGM
CORPORACIÓN FINANCIERA ALBA, S.A.	ALEJANDRA OLARRA ICAZA	Proprietary	DIRECTOR	31/01/2018	16/12/2020	RESOLUTION PASSED AT AGM
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	JAVIER GÓMEZ-TRENOR VERGÉS	Proprietary	DIRECTOR	18/12/2013	16/12/2020	RESOLUTION PASSED AT AGM
GRUPO TRADIFÍN, S.L.	MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	Proprietary	DIRECTOR	21/12/2016	16/12/2020	RESOLUTION PASSED AT AGM
HERCALIANZ INVESTING GROUP, S.L.	FÉLIX HERNÁNDEZ CALLEJAS	Executive	DIRECTOR	21/12/2016	16/12/2020	RESOLUTION PASSED AT AGM

Total number of directors	14

Indicate any retirements from the board during the reporting period, through resignation or by resolution of the general meeting:

Name of director	Category of director at time of retirement	Date of last appointment	Date of retirement	Specialist committees of which the director was a member	State whether retirement occurred before end of term of office
FERNANDO CASTELLÓ CLEMENTE	Independent	29/06/2022	31/12/2023	Audit, Control and Sustainability Committee, Nomination and Remuneration Committee (Chair)	YES

Cause of retirement if produced prior to the end of the director's term of office and other comments; information on whether the director sent a letter to the other board members and, for retirements of non-executive directors, explanation or opinion of any director removed from office by the general meeting

On 10 December 2023, Fernando Castelló Clemente tendered in writing his resignation as Director for personal reasons, with effect from 31 December 2023. Mr Castelló Clemente was classified as an independent director and was a member of the Audit, Control and Sustainability Committee and member and chair of the Nomination and Remuneration Committee.

See in Explanatory Note One in section H of this report the present composition of the Board of Directors following the changes to the Board and Committees from 31 December 2023 (year-end 2023) to 22 March 2024 (date of approval of this report).

C.1.3 Complete the following tables with the details and types of the board members:

EXECUTIVE DIRECTORS		
Name of director	Position in company's organisation	Profile
ANTONIO HERNÁNDEZ CALLEJAS	Executive Chairman	Antonio Hernández Callejas was born in Tudela (Navarre). He has a degree in Economics from the University of Seville and a diploma in Law. He began his career in 1979 in Arrocerías Herba, a rice producer founded by the Hernández family. In 2002 he was appointed Director, Vice-Chairman and member of the Executive Committee of Ebro Foods, S.A. and since then he has been a key figure in Ebro's transformation and international expansion. In 2004 he was appointed CEO of the Company and in 2005 he became Executive Chairman of the Ebro Group. Under his leadership, the Ebro Group has become number one in the rice sector and second world producer of pasta, operating in more than 70 countries in Europe, America, Africa and Asia, with a portfolio of over 70 brands. Over the course of his professional career, he has received numerous prizes and awards, such as the Tiepolo Award for Italian and Spanish business success, Business Sponsorship Award from the University of Seville, "Dinero" Business Awards for the best business management, Officer of the National Order of Merit of the Republic of France, Prize awarded by the Social Council of the University of Seville and the Seville Business Confederation (CES) for his Outstanding Business Career, the Gold Medal of the city of Seville, the Joly Group Farming Innovation Award and the Manuel Clavero Award. He speaks English, French and Italian.
HERCALIANZ INVESTING GROUP, S.L.	Executive and director in several Group companies	Félix Hernández Callejas (representative of the director Hercalianz Investing Group, S.L.) was born in Tudela (Navarre). He has a Law degree and extensive experience in the rice and food industry in general. He has held several executive positions and directorships in different rice companies and is currently an executive of a subsidiary in the Ebro Group and director of several group companies.

Total number of executive directors	2
% of board	14.29

With regard to the classification of Hercalianz Investing Group, S.L. as Executive Director, this director:

(i) does not perform executive or management duties in Ebro Foods, S.A. or in any Group subsidiary, so receives no remuneration as such;

(ii) has been classified as executive director on the grounds that its representative on the Board of Directors of Ebro Foods, S.A. is an executive and director of several Group subsidiaries;

(iii) holds office as a director because it is a significant shareholder of the Company, with a direct interest of 9.10%.

Hercalianz Investing Group, S.L. will continue to be a director of Ebro Foods, S.A. as long as it is a significant shareholder, regardless of who is its representative and the executive position that said representative may have within the Group.

NON-EXECUTIVE PROPRIETARY DIRECTORS		
Name of director	Name of significant shareholder represented or that proposed appointment	Profile
DEMETRIO CARCELLER ARCE	CORPORACIÓN ECONÓMICA DELTA, S.A.	Demetrio Carceller Arce was born in Madrid. He has a degree in Business Administration from the Private Financial Studies University 'Colegio Universitario de Estudios Financieros' (CUNEF) of Universidad Complutense de Madrid. He subsequently did an MBA at Duke University (Fuqua School of Business), an American business school in which he is on the Board of Visitors. He is Executive Chairman of Sociedad Anónima Damm and Chairman of Corporación Económica Delta, SA. and DISA Corporación Petrolífera, S.A. He is also Vice-Chairman and member of the Executive Committee of Sacyr, S.A. He chairs the Board of Trustees of the Damm Foundation and is a member of the board of trustees of Fundación Disa and Fundación SERES (Responsible Business and Society Foundation).
MARÍA CARCELLER ARCE	CORPORACIÓN ECONÓMICA DELTA, S.A.	María Carceller Arce was born in Madrid. She has a degree in Business Studies from the European Business School, specialising in marketing and international business, and has a postgraduate degree from IESE (Management Development Programme PDD-C). She has over 30 years' professional experience in national and international companies in the food and drink sector. She is on the Food and Drink Advisory Board of the IESE Business School, the advisory board of Fundación A La Par and Honorary Trustee of Fundación General de la Universidad Complutense de Madrid. Since January 2012, she has been Managing Director of Grupo Rodilla, where she has received several awards for her professional career and business management. Before joining Grupo Rodilla, she held different management positions in Pepsico and McDonald's, receiving the President Award, among others. She is bilingual in German and speaks English.
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	JOSE IGNACIO COMENGE SÁNCHEZ-REAL	José Ignacio Comenge Sánchez-Real was born in San Sebastián. He is an Economist and has a degree in International Banking. He has a lengthy track record in business management and administration in companies operating in different areas of the Spanish economy, including the financial, insurance, beverages and renewable energy sectors. He has been an executive and director in different financial and insurance entities, such as Banco Hispano Americano, Mutua Madrileña and Axa Winterthur, among others. He is Chairman of Ball Beverage Packaging Iberica S.L. and Arbitraje&Inversiones S.L. and Director of ENCE Energía y Celulosa, S.A., CVNE, S.A. (Compañía Vinícola Nacional de España), Olive Partners, S.A., Barbosa&Almeida, S.A. and Coca-Cola European Partners.
JORDI XUCLÀ COSTA	ALIMENTOS Y ACEITES, S.A.	Jordi Xuclà Costa was born in Olot (Gerona). He has a Law degree from the University of Gerona, a PhD in Communication and International Relations from Ramón Llull University and a master's degree in National Defence (CESEDEN), among other qualifications. A jurist and consultant in International Relations, he was formerly a lecturer of Administrative Law at the Universities of Gerona and Barcelona. He formerly held office as Senator-Elect for Gerona, CiU (2000-2004, VII Term), Deputy of the Congress of Deputies (2004-2019) and member of the Parliamentary Assembly of the Western European Union (2008-2011), NATO (2008-2011) and the European Council (2008-2019). He is currently a lecturer

NON-EXECUTIVE PROPRIETARY DIRECTORS		
Name of director	Name of significant shareholder represented or that proposed appointment	Profile
		of International Relations at Universidad CEU San Pablo and Ramón Llull University and is on the Board of RENFE Mercancías, in which he previously chaired the Audit and Control Committee. He is a Trustee of the Josep Plà Foundation. Since October 2023 he has been Vice-Chairman of the Spanish Federal Council of European Movement. Among other recognitions, he has been awarded the distinction of Commander of the Order of Civil Merit.
JAVIER FERNÁNDEZ ALONSO	CORPORACIÓN FINANCIERA ALBA, S.A.	Javier Fernández Alonso was born in Bilbao. He graduated with a BA Summa Cum Laude in Business Management and Administration from Deusto University, majoring in Finance. He began his career in investment banking and M&A at Goldman Sachs in London in 2000 and in 2002 he joined ABN AMOR in Madrid. In 2006 he joined the Investment Department of Corporación Financiera Alba, S.A., where he was appointed Deputy Investment Director in 2007, Chief Investment Officer in 2012 and CEO in 2020, still serving to this day in the latter capacity. He currently represents Corporación Financiera Alba, S.A. on the boards of CIE Automotive, Profand Fishing Holding, Viscofan and the investment vehicles Rioja and Rioja Acquisition (Naturgy). He is also a Director of the private equity vehicle of the Alba Group and is on the Investment Committees of two funds managed by Artá Capital. He has formerly served on the boards of Acerinox, ACS, Dragados, ACS Servicios y Concesiones, Euskaltel, Parques Reunidos and Clínica Baviera, among others.
CORPORACIÓN FINANCIERA ALBA, S.A.	CORPORACIÓN FINANCIERA ALBA, S.A.	Alejandra Olarra Icaza (representative of the director Corporación Financiera Alba, S.A.) was born in Bilbao. She has a degree in Business Management & Administration from Comillas Pontifical University (Universidad Pontificia Comillas) in Madrid (ICAE-ICADE). She has a lengthy track record in the investment banking sector and considerable international experience in mergers & acquisitions and equity market transactions in all sectors. She is currently a member of the Investment Department of Corporación Financiera Alba, S.A. She speaks English.
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	Javier Gómez-Trenor Vergés (representative of the director Empresas Comerciales e Industriales Valencianas, S.L.) was born in Barcelona. He has a degree in Economics and Business Studies from the University of Valencia. He has a lengthy track record in the business sector, as executive and director of numerous companies in the beverages, agricultural, livestock and concentrated juice sectors. He is currently the representative of the corporate Chairman of the Board of Empresas Comerciales e Industriales Valencianas, S.L. and the corporate Vice-Chairman of the Board of Olive Partners S.A.; he is Chairman of the Board of Inversiones Caspatró, S.L. and is on the boards of several financial investment, real estate and agricultural companies.
GRUPO TRADIFÍN, S.L.	GRUPO TRADIFÍN, S.L.	Blanca Hernández Rodríguez (representative of the director Grupo Tradifín, S.L.) was born in Seville. She has a degree in Economics and Business Studies from the University of Seville, a degree in Humanities from the European University of Madrid and a Master of Finance from CUNEF. She has extensive experience in the financial sector. She is Founder and Managing Director of Magallanes Value Investors, S.A., S.G.I.I.C., an independent investment fund manager following value investment philosophy that promotes ESG criteria; it is a signatory of the

NON-EXECUTIVE PROPRIETARY DIRECTORS		
Name of director	Name of significant shareholder represented or that proposed appointment	Profile
		United Nations Principles for Responsible Investment (PRI) and all its funds are Articles 8 and 9. She is founder and Chair of Techo Hogar Socimi, an innovative welfare company that seeks to help eradicate homelessness. She is also Director of PharmaMar, S.A., on the Boards of Trustees of Proyecto Hombre, COF Virgen de los Reyes and the Capacis Foundation, and chairs the Ebro Foods Foundation.

Total number of proprietary directors	8
% of board	57.14

NON-EXECUTIVE INDEPENDENT DIRECTORS	
Name of director	Profile
BELÉN BARREIRO PÉREZ- PARDO	Belén Barreiro Pérez-Pardo was born in Madrid. PhD in Political Science, Sociology and Social Anthropology from the Autonomous University of Madrid and Master in Social Sciences from the Juan March Institute of Studies and Research. She is the founder and CEO of 40dB, a social and market research consultancy and is on the Scientific Council of Real Instituto Elcano / Elcano Royal Institute. She has over twenty years' experience in studying consumers and society. Drawing on her national and international experience, she has directed projects in Europe and Latin America, as well as a large volume of research into the social impact of ESG, the climate crisis, new technologies and artificial intelligence, inter alia. With a holistic vision of citizens and consumers, she has worked for the FMCG industry, food & beverages industry, retail, entertainment, media, telecommunications, energy, banking, insurance, NGOs and universities. She is the author of "La sociedad que seremos" (Planeta, 2017) and numerous academic publications and is a visiting lecturer for different university courses. She was previously Chair of the CIS [Sociological Research Centre] (2008-2010) and on the Advisory Board of the Spanish Association of Foundations (2016-2023) and the Economic Affairs Advisory Council of the former Deputy Prime Minister Nadia Calviño (2020-2023). She has received numerous acknowledgements and awards. In 2011 she was elected one of the 100 Leading Women by the Tiempo magazine and was in the Top 100 Leading Women in Spain in the category of thinkers and experts in 2016, 2017 and 2018 (and currently has honorary status). In 2019 she was awarded the European Prize for Women Entrepreneurs by the European Association of Economics and Competitiveness.
FERNANDO CASTELLÓ CLEMENTE	Fernando Castelló Clemente was born in Mollerusa (Lleida). He is an Industrial Engineer and has an MBA from IESE. He has held several important executive and management positions in companies operating in the dairy sector and in distribution in the food sector. He is on the Boards of several companies in the wine sector and others engaged in alternative energies and construction.
MARC THOMAS MURTRA MILLAR	Marc Thomas Murtra Millar was born in Blackburn, Lancashire, UK. He has a degree in Industrial Engineering, specialising in Machinery Mechanics, from the School of Industrial Engineers of Barcelona ETSEIB) of the Polytechnic University of Catalonia, and a Master in Business Administration (MBA), majoring in Finance, from the Leonard School of Business of the University of New York. He worked in the civil service for several years, as a specialist in Strategy and Digital Transformation, and has held several directorships. In the private sector, he was formerly Chairman of Closa Investment Bankers, since 2011 he has headed numerous corporate operations in the technology, media and telecommunications (TMT) and industrial sectors and Public Private Partnerships with international investors and enterprises throughout the world. He is also a part-time lecturer of Financial Management and Financial Economics at

	the Pompeu Fabra University. He is Chairman of the Board, the Strategy Committee and the Executive Committee of Indra Sistemas S.A., a Trustee of Fundación La Caixa and a director of Industria de Turbo Propulsores S.A.
MERCEDES COSTA GARCÍA	Mercedes Costa García was born in Lleida. She has a Law degree from the Central University of Barcelona, Master in Corporate Legal Counselling from IE Business School and graduated from IE University in December 2011 with a PhD in Communication Science. She has extensive professional experience as a commercial lawyer in the law firm of José Mario Armero, lecturer and researcher in the field of the entire negotiation process, from start to finish. She is currently Manager of the Negotiation and Mediation Centre and Negotiation lecturer in the Masters programmes, advanced courses and programmes of Executive Education at the IE Business School in Madrid, both on-site and on-line. She is also Director of the Negotiate Forum and a member of the Good Governance Centre at the IE Business School.

Total number of independent directors	4
% of board	28.57

State whether any director qualified as independent receives from the company or any other company in its group any sum or gain other than directors' emoluments, or has or has had a business relationship with the company or any other company in its group during the past year, in their own name or as significant shareholder, director or senior executive of a company which has or has had such a relationship.

If appropriate, include a reasoned statement by the board explaining why it considers that the director in question can perform their duties as an independent director.

Name of director	Description of the relationship	Reasoned statement
BELÉN BARREIRO PÉREZ-PARDO	N/A	N/A
FERNANDO CASTELLÓ CLEMENTE	N/A	N/A
MARC THOMAS MURTRA MILLAR	N/A	N/A
MERCEDES COSTA GARCÍA	N/A	N/A

OTHER NON-EXECUTIVE DIRECTORS

Name any other non-executive directors and explain why they cannot be considered proprietary or independent directors and their relationships, with the company or its executives or with the shareholders:

Name of director	Reasons	Company, executive or shareholder with which it is related	Profile
No details			

Total number of other non-executive directors	N/A
% of board	N/A

Indicate any variations during the year in the type of each director:

Name of director	Date of change	Previous category	Current category
No details			

C.1.4 Complete the following table with details of the number of female directors over the past 4 years and the type of female directors:

	Number of female directors				Female directors / total directo0rs of each type (%)			
	2023	2022	2021	2020	2023	2022	2021	2020
Executive					0.00	0.00	0.00	0.00
Proprietary	3	3	4	3	37.50	37.50	50.00	37.50
Independent	2	2	2	2	50.00	50.00	50.00	50.00
Other non-executive					0.00	0.00	0.00	0.00
Total	5	5	6	5	35.71	35.71	42.86	35.71

Following Fernando Castelló Clemente's resignation from the Board as of 31 December 2023 and the incorporation of the new director Elena Segura Quijada as of 31 January 2024: (i) there are now 6 women on the Board of Directors, representing 42.86% of the total members (14); and (ii) there are now 3 female independent directors, which represents 75.00% of the total number of independent directors (4).

The changes that have taken place on the Board of Directors and Committees from 31 December 2023 (year-end 2023) to 22 March 2024 (date of approval of this report) are set out in Explanatory Note One in section H of this report.

See also Explanatory Note Two in section H of this report for the evolution of female presence on the Board over the past two years.

C.1.5 Indicate whether the company has diversity policies for the board of directors of the company regarding issues such as age, gender, disability, training and professional experience. Small and medium-sized enterprises, as defined in the Auditing Act, must inform at least on the policy they have established with regard to gender diversity.

[√] Yes
[ ] No
[ ] Partial policies

If yes, describe those diversity policies, their goals the measures established, how they have been implemented and the results obtained during the year. Describe also the specific measures taken by the board of directors and the nomination and remuneration committee to achieve a balanced, diverse composition of directors.

If the company does not apply a diversity policy, explain why not.

Description of the policies, goals, measures and implementation and the results obtained

Ebro Foods, S.A. has implemented a Policy on the Selection of Directors and Diversity in the Composition of the Board of Directors, the scope of which is extended to the appointment, ratification and re-election of directors by the General Meeting of Shareholders and the appointments made directly by the Board of Directors by the procedure of cooptation.

According to that Policy, all proposals for candidates must be based on a prior analysis of the needs of the Board, the results of which will be set out in the corresponding report by the Nomination and Remuneration Committee, to be published when calling the General Meeting at which the ratification, appointment or re-election of each director is to be submitted for approval.

The following goals are established in the Policy:

- Avoid any implicit bias in the processes for selecting directors that may imply discrimination against any of the candidates on any grounds whatsoever.

- Under equal conditions, opt for the candidate whose gender is least represented on the Board at that time.

- Favour diversity of expertise, professional experience and gender within the composition of the Board.

- Achieve a composition where the gender least represented on the Board accounts for at least 40% of the total Board members by and beyond the end of 2022.

To achieve these goals set in the Policy, the Company has established the following measures to be applied in each appointment of directors:

- prior analysis of the composition of the Board of Directors in aspects regarding the categories of directors, presence of the least-represented gender, profile and professional experience of the directors and capital represented on the Board of Directors;

- analysis of the legal, statutory and regulatory requirements applicable to both the classification of director of the candidate and the procedure for their appointment;

- analysis of the experience, qualification and professional training of the candidate and their availability for adequate performance of their duties;

- verification that the appointment of the candidate complies with the requirements of diversity, non-discrimination and equal treatment established in the Code of Conduct and the Policy for Selection of Directors and Diversity.

Through its implementation of the Policy on the Selection of Directors and Diversity in the Composition of the Board and correct monitoring of the measures described above, Ebro Foods, S.A. has a pluralistic, diverse Board of Directors in terms of gender, expertise, experience and professional profiles of its members.

C.1.6 Explain any measures agreed by the nomination committee to ensure that the selection procedures are not implicitly biased against the selection of female directors and that a conscious effort is made to include women with the target profile among the candidates so that a balance may be struck between male and female directors. State also whether these measures include encouraging a significant number of female senior executives in the company:

Explanation of the measures

With regard to the procedures for selecting directors, although the Nomination and Remuneration Committee has not adopted specific measures in this regard, in accordance with the gender diversity measures and the principles of non-discrimination and equal treatment applied by the Company when selecting candidate directors, the Company will: (i) seek at all times a diversity of expertise, experience and gender in the composition of the Board; and (ii) under equal conditions, opt for the candidate whose gender is least represented on the Board at that time.

The main principle followed by the Company in this regard is that the selection procedure must avoid any implicit bias that might imply discrimination against any of the candidates on any grounds, although it is necessary to recover the target set in the Policy on the Selection of Directors and Diversity in the Composition of the Board, that the gender least represented on the Board of Directors of the Company must account for at least 40% of the total Board members. With regard to the evolution and current situation of women on the company's Board of Directors, see Explanatory Note Two in section H of this report.

The Code of Conduct of the Ebro Foods Group promotes and defends the principle of equal treatment and equal opportunities for all professionals regardless of their gender or sexual orientation. This principle is behind the Human Resources policies applied in hiring, training, career opportunities, pay levels and all other aspects of the relationship between the company and its professionals of any category, including senior management.

The company's actions in respect of the selection, hiring, training and internal promotion of all its professionals (executives or otherwise, men or women) are based on clear criteria of capacity, competence and professional merit.

Therefore, there is no positive or negative discrimination of any nature in the procedures followed by the company for selecting and contracting its executive personnel, so it is not necessary to introduce any new measures to encourage the hiring of women for executive positions.

It is put on record in this regard that as established in the Senior Executive Remuneration and Incentives Policy of the Ebro Foods Group, "Senior Executive" means any employee of the Company or any other company in the Group holding the position of manager or head of a specific department or business (or similar position in foreign companies), regardless of whether they have a special senior management contract and even though they may not report directly to the directors or chief executive. The non-director Vice-Secretary of the Board of Directors of the Company is also considered a "Senior Executive".

If, despite the measures taken, if any, there are few or no female directors or executives, explain the reasons that justify this situation:

Explanation of the measures

See Explanatory Note Two in section H of this report.

C.1.7 Explain the conclusions of the nomination committee on compliance with the policy intended to favour an appropriate composition of the board.

During 2023, when the re-appointment of a director was contemplated, in accordance with the company's Policy on the Selection of Directors and Diversity in the Composition of the Board of Directors ("the Policy"), the Nomination and Remuneration Committee analysed the composition of the Board of Directors from the point of view of director categories, the presence of women, size and diversity of expertise and profiles.

In this regard, the Nomination and Remuneration Committee:

(i) Assessed the current size of the Board of Directors (set at 14 members by virtue of a resolution adopted at the Annual General Meeting of Shareholders held on 29 July 2020). The Committee considers this size adequate to ensure adequate diversity of expertise, experience and gender in the composition of the Board and an adequate balance between the representation of significant shareholders and minority shareholders on the Board.

(ii) Assessed the extent of compliance with Recommendation 16 of the Code of Good Governance, which stipulates that the proportion of proprietary directors in the total number of non-executive directors should not exceed the proportion of capital represented by those directors in the total capital of the company. Although the proportion of proprietary directors in the total non-executive directors (66.67%) is greater than the proportion of capital represented by those directors in the total capital (57.87%), in the opinion of the Nomination and Remuneration Committee special circumstances exist that attenuate the principle of proportion recommended by the Code of Good Governance, because there are seven (7) unrelated significant shareholders present or represented on the Board that represent 66.81% of the capital.

In this regard, the Nomination and Remuneration Committee has considered it necessary to take account of the fact that the director Hercalianz Investing Group, S.L. is classified as an executive director even though it is a significant shareholder, on the grounds that its representative on the Ebro Board is an executive and director of several subsidiaries in the Ebro Group.

Based on the foregoing considerations, the Nomination and Remuneration Committee considers that the principle behind Recommendation 16 is respected.

(iii) Assessed the extent of compliance with Recommendation 17 of the Code of Good Governance, which stipulates that in companies that are not large cap (as is the case of Ebro), the number of independent directors should represent at least one-third of the total directors.

Since the number of independent directors (4) is still somewhat less than one-third (4.66) of the total Board members (14) recommended for non-large cap companies, like Ebro Foods, S.A., the Nomination and Remuneration Committee considers it necessary to continue working to increase the number of independent directors until it is at least equal to the recommended one-third, although it should be borne in mind that 68.47% of the company's total capital is concentrated in the Board.

(iv) Assessed the extent of compliance with Recommendation 15 of the Code of Good Governance, which provides that the number of female directors should represent at least 40% of the Board members by and beyond the end of 2022, and should previously not be less than 30%.

(iv) Assessed the fact that all the present directors were appointed on account of their expertise, skills, professional experience, availability and suitability, which were considered adequate for the duties they were to perform.
In view of the diversity of professional profiles of the directors (all specialists in sectors that are both varied and complementary, such as economic, financial, legal, industrial, consumer and distribution markets, beverages, rice and pasta) and taking into account the extensive knowledge that some of them have of the Group overall, the Nomination and Remuneration Committee considers that the composition of the Board of Directors has adequate diversity of expertise and professional experience to serve the interests of the company and the group.

See Explanatory Note Three in section H of this report regarding the percentages in the capital indicated in this section.

In addition, see Explanatory Note Two in section H of this report regarding the evolution and current situation of women on the Board.

C.1.8 Explain, if appropriate, why proprietary directors have been appointed at the request of shareholders holding less than 3% of the capital:

Name of shareholder	Justification
No details	

State whether any formal requests for presence on the board have been rejected from shareholders holding interests equal to or greater than others at whose request proprietary directors have been appointed. If appropriate, explain why such requests were not met:

[ ] Yes
[√] No

C.1.9 Indicate the powers, if any, delegated by the board to particular directors or committees, including the power to cast or repurchase shares:

Name of director or committee	Brief description
ANTONIO HERNÁNDEZ CALLEJAS	Antonio Hernández Callejas has no powers delegated by the Board of Directors. Mr Hernández Callejas is a class A general attorney of the Company by virtue of the power of attorney granted in deed no. 4802, executed on 4 December 2014 before the notary Andrés Domínguez Nafría and entered in the Madrid Trade Register. In addition, in accordance with the rules on investments and divestments, strategic expenditure and corporate operations approved by the Board of Directors at its meeting on 21 March 2002, the following actions by Antonio Hernández Callejas require prior authorisation from the Board of Directors or the Executive Committee: - for investments/divestments or strategic expenditure, if exercise of the powers entails the acquisition of economic obligations or commitments in excess of two million euros, a resolution must previously be adopted by the Board of Directors; and for less than two million euros but more than three hundred thousand euros, the Executive Committee must be notified; and - for corporate operations, a prior resolution of the Board of Directors is required if they are for more than two million euros, and the Executive Committee must be notified if they are for less than two million euros but more than three hundred thousand euros.
Executive Committee	The Board of Directors has delegated all its powers to the Executive Committee, save any, which may not legally be delegated. This notwithstanding, in accordance with the rules on investments and divestments, strategic expenditure and corporate operations approved by the Board of Directors at its meeting on 21 March 2002, the powers of the Executive Committee in these areas are internally limited to the sum of two million euros per investment/divestment, expenditure or corporate operation. See section C.2.1 of this Report for the duties attributed to the Executive Committee in the Articles of Association and applicable regulations.

C.1.10 Name Board members, if any, who are also directors, representatives of directors or executives of other companies in the same group as the listed company:

Name of director	Name of group company	Position	With executive duties?
ANTONIO HERNÁNDEZ CALLEJAS	VOGAN, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	GEOVITA FUNCTIONAL INGREDIENTS, S.R.L	CHAIRMAN	YES
ANTONIO HERNÁNDEZ CALLEJAS	JOSEPH HEAP PROPERTY, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	EBRO INGREDIENTS BELGIUM B, B.V.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	JOSEPH HEAP & SONS, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	A.W. MELLISH, LTD.	DIRECTOR	YES

Name of director	Name of group company	Position	With executive duties?
ANTONIO HERNÁNDEZ CALLEJAS	ANGLO AUSTRALIAN RICE, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	HEAP COMET, LTD.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	PASTIFICIO LUCIO GAROFALO, S.P.A.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	BERTAGNI 1882, S.P.A	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	RIVIANA FOODS, INC.	CHAIRMAN	YES
ANTONIO HERNÁNDEZ CALLEJAS	N&C BOOST, N.V.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	BOOST NUTRITION, N.V.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	EBRO RICE HANDLING, BVBA	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	S&B HERBA FOODS, LTD.	DIRECTOR	YES

Antonio Hernández Callejas is a director of Riso Scotti, S.p.A., an associate outside the Ebro Foods Group, in which Ebro Foods, S.A. holds a 40% interest. This investment is consolidated by the equity method. Riso Scotti, S.p.A. is an Italian company engaged in an activity similar to the objects of Ebro Foods, S.A. He is also a member of the Board of Trustees of the Ebro Foods Foundation.

Finally, the positions held by Félix Hernández Callejas in the subsidiaries of the Ebro Foods Group are listed below. In this regard, it should be remembered that, as mentioned elsewhere in this Report, Félix Hernández Callejas represents the director Hercalianz Investing Group, S.L. on the Board of Directors of Ebro Foods, S.A. and that director is classified as an executive director by virtue of the fact that its representative is an executive and director of several Group subsidiaries.

- Anglo Australian Rice, Ltd. Director. With executive duties
- Boost Nutrition, N.V. Director. With executive duties
- Española de I+D, S.A. Joint and Several Director. With executive duties
- Eurodairy, S.L.U. Joint and Several Director. With executive duties
- Formalac, S.L.U. Joint and Several Director. With executive duties
- Fallera Nutrición, S.L.U. Joint and Several Director. With executive duties
- Herba Foods, S.L.U. Joint and Several Director. With executive duties
- Ebro Ingredients Belgium B, BV. Director. With executive duties
- Ebro Ingredients Belgium F, BV. Director. With executive duties
- Herba Nutrición, S.L.U. Joint and Several Director. With executive duties
- Herba Trading, S.L.U. Joint and Several Director. With executive duties
- Joseph Heap & Sons, Ltd. Director. With executive duties
- Nuratri, S.L.U. Joint and Several Director. With executive duties
- Nutramas, S.L.U. Joint and Several Director. With executive duties
- Nutrial, S.L.U. Joint and Several Director. With executive duties
- Pronatur, S.L.U. Joint and Several Director. With executive duties
- Risella, OY. Chairman and CEO. With executive duties
- Riviana Foods, Inc. Director. No executive duties
- S&B Herba Foods, Ltd. Director. With executive duties
- Santa Rita Harinas, S.L. Chairman. No executive duties
- Vitasan, S.L.U. Joint and Several Director. With executive duties
- Vogan, Ltd. Director. With executive duties
- Yofres, S.L.U. Joint and Several Director. With executive duties
- Dosbio 2010, S.L.U. Joint and Several Director. With executive duties

C.1.11 Name the company directors or representatives of corporate directors who are board members or representatives of corporate directors in other companies, listed or otherwise:

Name of director or representative	Name of company, listed or otherwise	Position
DEMETRIO CARCELLER ARCE	DISA CORPORACIÓN PETROLÍFERA, S.A.	CHAIRMAN
DEMETRIO CARCELLER ARCE	SACYR, S.A.	VICE-CHAIRMAN
DEMETRIO CARCELLER ARCE	DAMM RESTAURACIÓN, S.L.	CHAIRMAN
DEMETRIO CARCELLER ARCE	SETPOINT EVENTS, S.A.	CHAIRMAN
DEMETRIO CARCELLER ARCE	INVERSIONES LAS PARRAS DE CASTELLOTE, S.L.	SOLE DIRECTOR
DEMETRIO CARCELLER ARCE	S.A. DAMM	CHAIRMAN
DEMETRIO CARCELLER ARCE	CORPORACIÓN ECONÓMICA DELTA, S.A.	CHAIRMAN
DEMETRIO CARCELLER ARCE	COMPAÑÍA INVERSORA DEL MAESTRAZGO, S.L.	SOLE DIRECTOR
DEMETRIO CARCELLER ARCE	RODILLA SÁNCHEZ, S.L.	CHAIRMAN
DEMETRIO CARCELLER ARCE	BALEAR DE CERVEZAS, S.L.	CHAIRMAN
DEMETRIO CARCELLER ARCE	DISTRIBUCIÓN DIRECTA INTEGRAL, S.L.	CHAIRMAN
DEMETRIO CARCELLER ARCE	FUNDACIÓN DAMM	CHAIRMAN
DEMETRIO CARCELLER ARCE	FUNDACIÓN DISA	TRUSTEE
DEMETRIO CARCELLER ARCE	CERVECEROS DE ESPAÑA	CHAIRMAN
DEMETRIO CARCELLER ARCE	ESTRELLA DE LEVANTE FÁBRICA DE CERVEZA, S.A.	REPRESENTATIVE OF DIRECTOR
BELÉN BARREIRO PÉREZ-PARDO	40DB DATA, S.L.	SOLE DIRECTOR
MARÍA CARCELLER ARCE	DAMM RESTAURACIÓN, S.L.	DIRECTOR
MARÍA CARCELLER ARCE	CORPORACIÓN ECONÓMICA DELTA, S.A.	REPRESENTATIVE OF DIRECTOR
MARÍA CARCELLER ARCE	RODILLA SÁNCHEZ, S.L.	MANAGING DIRECTOR
MARÍA CARCELLER ARCE	ARTESANÍA DE LA ALIMENTACIÓN, S.L.	REPRESENTATIVE OF DIRECTOR
MARÍA CARCELLER ARCE	S.A. DAMM	REPRESENTATIVE OF DIRECTOR
MARÍA CARCELLER ARCE	EL OBRADOR DE HAMBURGUESA NOSTRA, S.L.	REPRESENTATIVE OF DIRECTOR
MARÍA CARCELLER ARCE	NOSTRA RESTAURACIÓN, S.L.	REPRESENTATIVE OF DIRECTOR
MARÍA CARCELLER ARCE	HAMBURGUESA NOSTRA, S.L.	REPRESENTATIVE OF DIRECTOR
MARÍA CARCELLER ARCE	BALEAR DE CERVEZAS, S.L.	DIRECTOR
MARÍA CARCELLER ARCE	RENTA INSULAR CANARIA, S.A. SICAV	DIRECTOR
MARÍA CARCELLER ARCE	HAMBURGUESA NOSTRA FRANQUICIA, S.L.	REPRESENTATIVE OF DIRECTOR
MARÍA CARCELLER ARCE	ESTRELLA DE LEVANTE FÁBRICA DE CERVEZA, S.A.	REPRESENTATIVE OF DIRECTOR
MARÍA CARCELLER ARCE	JAPAN INVESTMENT, BV	CHAIR
MARÍA CARCELLER ARCE	IESE BUSINESS SCHOOL	OTHERS
MARÍA CARCELLER ARCE	FUNDACIÓN A LA PAR	OTHERS
MARÍA CARCELLER ARCE	FUNDACIÓN GENERAL DE LA UNIVERSIDAD COMPLUTENSE DE MADRID	TRUSTEE
MARÍA CARCELLER ARCE	DISTRIBUCIÓN DIRECTA INTEGRAL, S.L.	DIRECTOR
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	ENCE ENERGÍA Y CELULOSA, S.A.	DIRECTOR
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	MENDIBEA 2002, S.L.	SOLE DIRECTOR
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	BLIG 13-13, S.L.	SOLE DIRECTOR
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	ARBITRAJES E INVERSIONES, S.L.	DIRECTOR
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	GLOBOTRANS, S.L.	SOLE DIRECTOR
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	DOSVAL, S.L.	DIRECTOR
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	COCA-COLA EUROPACIFIC PARTNERS, LTD	DIRECTOR
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	BA GLASS, B.V.	DIRECTOR
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	OLIVE PARTNERS, S.A.	DIRECTOR
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	CVNE, S.A.	DIRECTOR
MARC THOMAS MURTRA MILLAR	INDRA SISTEMAS, S.A.	CHAIRMAN

Name of director or representative	Name of company, listed or otherwise	Position
MARC THOMAS MURTRA MILLAR	TESS DEFENCE, S.A.	DIRECTOR
MARC THOMAS MURTRA MILLAR	INDUSTRIA DE TURBO PROPULSORES, S.A.	DIRECTOR
MARC THOMAS MURTRA MILLAR	FUNDACIÓN BANCARIA LA CAIXA	TRUSTEE
JORDI XUCLÀ COSTA	RENFE MERCANCÍAS SME	DIRECTOR
JORDI XUCLÀ COSTA	FUNDACIÓN JOSEP PLA	TRUSTEE
JORDI XUCLÀ COSTA	JORDI XUCLÀ CONSULTORES, S.L.	SOLE DIRECTOR
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	FRUVEGA, S.L.	JOINT AND SEVERAL DIRECTOR
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	DOSVAL, S.L.	CHAIRMAN
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	OLIVE PARTNERS, S.A.	VICE-CHAIRMAN 1
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	RIEGOS EL PATOR, S.L.	SOLE DIRECTOR
JAVIER GÓMEZ-TRENOR VERGÉS	INVERSIONES CASPATRÓ, S.L.	CHAIRMAN
JAVIER GÓMEZ-TRENOR VERGÉS	CULTIVOS VALENCIA, S.L.	JOINT AND SEVERAL DIRECTOR
JAVIER GÓMEZ-TRENOR VERGÉS	CULTIVOS CAPITAL, S.L.	JOINT AND SEVERAL DIRECTOR
JAVIER GÓMEZ-TRENOR VERGÉS	CULTIVOS ACTIVO INMOBILIARIO, S.L.	JOINT AND SEVERAL DIRECTOR
JAVIER GÓMEZ-TRENOR VERGÉS	LAS COLINAS DEL CONTADOR, S.A.	JOINT DIRECTOR
JAVIER GÓMEZ-TRENOR VERGÉS	LOS BARRANCOS Y EL HORNILLO, S.L.	JOINT AND SEVERAL DIRECTOR
JAVIER GÓMEZ-TRENOR VERGÉS	DOSVAL, S.L.	REPRESENTATIVE OF DIRECTOR
JAVIER GÓMEZ-TRENOR VERGÉS	FRUVEGA, S.L.	REPRESENTATIVE OF DIRECTOR
JAVIER GÓMEZ-TRENOR VERGÉS	CARTUJA AGRÍCOLA, S.A.	REPRESENTATIVE OF DIRECTOR
JAVIER GÓMEZ-TRENOR VERGÉS	RIEGOS EL PATOR, S.L.	REPRESENTATIVE OF DIRECTOR
JAVIER GÓMEZ-TRENOR VERGÉS	OLIVE PARTNERS, S.A.	REPRESENTATIVE OF DIRECTOR
JAVIER GÓMEZ-TRENOR VERGÉS	CITRICULTURA PAS, S.L.U.	REPRESENTATIVE OF DIRECTOR
JAVIER FERNÁNDEZ ALONSO	DEYÁ CAPITAL IV, S.C.R., S.A.	DIRECTOR
JAVIER FERNÁNDEZ ALONSO	PROFAND FISHING HOLDING, S.L.	DIRECTOR
JAVIER FERNÁNDEZ ALONSO	RIOJA, S.A.R.L.	DIRECTOR
JAVIER FERNÁNDEZ ALONSO	RIOJA ACQUISITION, S.A.R.L.	DIRECTOR
JAVIER FERNÁNDEZ ALONSO	CIE AUTOMOTIVE, S.A.	DIRECTOR
JAVIER FERNÁNDEZ ALONSO	VISCOFAN, S.A.	DIRECTOR
GRUPO TRADIFÍN, S.A.	ALDEBARÁN ENERGÍA DEL GUADALQUIVIR, S.L.	SOLE DIRECTOR
GRUPO TRADIFÍN, S.A.	ARROZALES LOS MORISCOS, S.L.	SOLE DIRECTOR
GRUPO TRADIFÍN, S.A.	CABHER 96, S.L.	SOLE DIRECTOR
GRUPO TRADIFÍN, S.A.	GOLF ACTIVITIES, S.L.	SOLE DIRECTOR
GRUPO TRADIFÍN, S.A.	HACIENDA DEL GUADAIRA, S.L.	SOLE DIRECTOR
GRUPO TRADIFÍN, S.A.	HERNÁNDEZ BARRERA SERVICIOS, S.A.	DIRECTOR
GRUPO TRADIFÍN, S.A.	INSTITUTO HISPÁNICO DEL ARROZ, S.A.	MANAGING DIRECTOR
GRUPO TRADIFÍN, S.A.	LIGHT ENVIRONMENT CONTROL, S.L.	MANAGING DIRECTOR
GRUPO TRADIFÍN, S.A.	OLIVETM RECURSOS BIOMÁSICOS, S.L.	SOLE DIRECTOR
MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	GRUPO TRADIFÍN, S.L.	MANAGING DIRECTOR

Name of director or representative	Name of company, listed or otherwise	Position
MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	MAGALLANES VALUE INVESTORS, S.A.	DIRECTOR
MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	MAGALLANES VALUE INVESTORS UCITS SICV	CHAIR
MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	PHARMA MAR, S.A.	DIRECTOR
MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	REAL CLUB SEVILLA GOLF, S.L.	DIRECTOR
MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	TECHO HOGAR SOCIMI, S.L.	DIRECTOR
MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	TECHO RAICES, S.L.	DIRECTOR
HERCALIANZ INVESTING GROUP, S.L.	HERSOT VENTURES, S.L.	SOLE DIRECTOR
HERCALIANZ INVESTING GROUP, S.L.	INSTITUTO HISPÁNICO DEL ARROZ, S.A.	DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	ACEBES NORTE, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	AGRÍCOLA MAURIÑAS, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	AGRÍCOLA VILLAMARTA, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	AGROPECUARIA ISLA MAYOR, SL.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	ARRIZUR 8, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	ARROZALES ISLA MENOR, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	AUSTRALIAN COMMODITIES, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	CAMPOARROZ SUR, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	CONDE-GUADAIRA, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	CUQUERO AGRO, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	DEHESA CASUDIS, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	DEHESA GUADALQUIVIR, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	DEHESA NORTE, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	EL COBUJÓN, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	ENTREGUADAL, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	ENTRERRÍOS NORTE, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	ESPARRAGOSILLA 91, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	FITOPLANCTON MARINO, S.L.	DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	GREENVETA 78, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	HACIENDA BOCÓN, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	HACIENDA GUADIAGRÁN, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	HACIENDA LAS POMPAS, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	HERCALIANZ INVESTING GROUP, S.A.	JOINT AND SEVERAL DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	HERNÁNDEZ BARRERA SERVICIOS, S.A.	DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	HERSOT VENTURES, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	HISPAGRAINS AGRO, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	HISPAMARK REAL ESTATE, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	INSTITUTO HISPÁNICO DEL ARROZ, S.A.	VICE-CHAIRMAN
FÉLIX HERNÁNDEZ CALLEJAS	ISLASUR, S.A.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	LABRADOS GUADALQUIVIR, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	LIBECCIO AGRÍCOLA, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	LLANOS RICE, S.L.	REPRESENTATIVE OF DIRECTOR

Name of director or representative	Name of company, listed or otherwise	Position
FÉLIX HERNÁNDEZ CALLEJAS	MAGALLANES VALUE INVESTORS, S.A.	DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	MATOCHAL SUR, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	MUNDIRICE AGRO, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	ORYZA AGRÍCOLA, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	PESQUERÍAS ISLA MAYOR, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	PRORRÍO, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	RISOLAND AGRO, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	RIVERCANT AGRÍCOLA, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	RIVERETA 12, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	SARTENEJALES, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	SIROCCO AGRÍCOLA, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	VERCELLI AGRÍCOLA, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	VETA GRAINS, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	VETARROZ, S.L.	REPRESENTATIVE OF DIRECTOR
FÉLIX HERNÁNDEZ CALLEJAS	ZUDIRROZ, S.L.	REPRESENTATIVE OF DIRECTOR

María Blanca Hernández Rodríguez, representative of the director Grupo Tradifín, S.L., also chairs the Board of Trustees of Fundación Ebro Foods.

Indicate any other remunerated activities of the directors or representatives of corporate directors, regardless of their nature, other than those mentioned in the preceding table.

Name of director or representative	Other remunerated activities
MERCEDES COSTA GARCÍA	Lecturer at IE Business School and member of the Advisory Board Ribé Salat
MARC THOMAS MURTRA MILLAR	Part-time lecturer of Financial Management and Financial Economics at the Pompeu Fabra University and UPF Barcelona School of Management
JORDI XUCLÀ COSTA	Publication of articles, conference speaker and lecturer of International Relations at Ramón Llull University

We include within the information on other remunerated activities set out in this section that the directors Corporación Financiera Alba, S.A., Empresas Comerciales e Industriales Valencianas, S.L., Grupo Tradifín, S.L. and Hercalianz Investing Group, S.L. each perform the activities corresponding to their objects.

C.1.12 Indicate and, where appropriate, explain whether the company has established rules on the maximum number of directorships its directors may hold, if so, indicating where those rules can be found:

[√] Yes
[ ] No

Explanation of the rules and identification of the document in which they are regulated

Article 32.2 of the Regulations of the Board establishes, among the "General Duties of Directors", that the Directors shall dedicate such time and attention to the Company as may be necessary to guarantee the effective and adequate fulfilment of each and all of the duties corresponding to their position. Consequently, the maximum number of other directorships they may hold will be such as to ensure that they are able at all times to meet each and all of their obligations to the Company.

C.1.13 Indicate the amounts of the following items in the overall remuneration of the board:

Remuneration accrued during the year in favour of the board (thousand euros)	8,085
Amount of the funds accumulated by current directors in long-term savings schemes with vested economic rights (thousand euros)	
Amount of the funds accumulated by current directors in long-term savings schemes with non-vested economic rights (thousand euros)	
Amount of the funds accumulated by former directors in long-term savings schemes (thousand euros)	

The gross amount indicated in this section C.1.13 includes: (i) the remuneration of all the directors for their duties as such, and (ii) the remuneration of the Executive Chairman for his executive duties (including attendance fees as director received from a Group subsidiary, Pastificio Lucio Garofalo, S.p.A., in a gross sum of 5,000 euros).

In addition to the gross amount indicated in this section C.1.13, the Executive Chairman of the Board also received 5,200 euros gross from the associate Riso Scotti, S.p.A. in attendance fees as director.

C.1.14 Name the members of top management who are not executive directors and indicate the aggregate remuneration accrued in their favour during the year:

Name	Position(s)
ANA MARÍA ANTEQUERA PARDO	COMMUNICATIONS AND CSR MANAGER
LUIS PEÑA PAZOS	SECRETARY OF THE COMPANY AND BOARD
PABLO ALBENDEA SOLÍS	CHIEF OPERATING OFFICER (COO)
MARÍA JOSÉ GARRETA RODRÍGUEZ	PATENTS AND TRADEMARKS MANAGER
ALFONSO FUERTES BARRO	FINANCE MANAGER
GABRIEL SOLÍS PABLOS	TAX MANAGER
YOLANDA DE LA MORENA CEREZO	VICE-SECRETARY OF THE BOARD
GLORIA RODRÍGUEZ PATA	CORPORATE ASSETS MANAGER
JESÚS DE ZABALA BAZÁN	INTERNAL AUDIT MANAGER
MANUEL GONZÁLEZ DE LUNA	INVESTOR RELATIONS AND FINANCIAL INSTITUTIONS MANAGER

Number of women in top management positions	4
Percentage of total members of top management	40.00

Total remuneration top management (thousand euro)	2,874

The company executives named in this section C.1.14 include the Chief Operating Officer (COO), who is the highest-ranking executive of the Ebro Foods Group after the Executive Chairman, and the heads of the principal departments of Ebro Foods, S.A. even if they are not actually considered "top management".

C.1.15 State whether any modifications have been made during the year to the Regulations of the Board:

[√] Yes
[ ] No

Description of modifications
On 21 December 2022, the Board of Directors unanimously resolved to rename the Audit and Compliance Committee, changing its name to "Audit, Control and Sustainability Committee" in recognition of the increasing importance for the company of sustainability and corporate social responsibility and the significant powers exercised by this Commission in that area.

In order to include the new name "Audit, Control and Sustainability Committee" in the Articles of Association and the Regulations of the Board, the Board of Directors resolved on 26 April 2023 to table a motion at the Annual General Meeting to be held on 6 June 2023 to amend Article 28 of the Articles of Association, and informed shareholders of the alteration of Articles 3, 8, 15, 24, 37 and 43 of the Regulations of the Board, where the new name replaced the former name of "Audit and Compliance Committee".

The amendment of the Regulations of the Board was: (i) previously assessed by the Audit and Compliance Committee, which issued a favourable report in pursuance of Articles 3.2 and 3.3 of the Regulations; and (ii) reported to the shareholders at the Annual General Meeting held on 6 June 2023, as mentioned above.

The recast Regulations of the Board were entered in the Madrid Trade Register on 22 June 2023 and published on the website of the National Securities Market Commission www.cnmv.es and the company's corporate website www.ebrofoods.es.

C.1.16 Describe the procedures for selection, appointment, re-election and removal of directors. Indicate the competent bodies, the formalities and the criteria to be followed in each of these procedures.

The procedures for selection, appointment, re-election and removal of the directors are regulated in the Articles of Association and the Regulations of the Board.

There is also a Policy for Selection of Directors and Diversity in the Composition of the Board of Directors, which specifically and verifiably establishes the basic criteria and principles to be followed in the selection of candidates.

The Policy is applicable in the appointment, ratification and re-election of directors by the General Meeting and any appointments made by the Board.

A. Procedure for selection, appointment and re-election of Directors

Procedures for selecting directors shall be designed to favour diversity of expertise, professional experience and gender within the Board, avoiding any implicit bias that may imply discrimination against any of the candidates on any grounds. Under equal conditions, the Company will opt for the candidate whose gender is least represented on the Board at that time.

The General Meeting is responsible for deciding on the number of directors the company is to have, within the minimum (7) and maximum (15) established in the Articles of Association, and for appointing or re-electing directors as proposed by the Board, subject to a favourable report by the Nomination and Remuneration Committee.

The Board may also appoint directors by cooptation, subject to a report by the Nomination and Remuneration Committee and by the Board of Directors on the terms stipulated in law.

In any case, the initiative of the Board regarding the incorporation of members by no means detracts from the sovereign power of the General Meeting to appoint and remove directors, or from any potential exercise by shareholders of their right to proportional representation.

The proposals for the appointment or re-election of directors made by the Board of Directors, or by the Nomination and Remuneration Committee in appointments or re-elections of Independent Directors, must be based on a prior analysis of the needs of the Board, the results of which are set out in the corresponding report by the Nomination and Remuneration Committee, published when calling the General Meeting at which the ratification, appointment or re-election of each director is submitted for approval.

B. Procedure for removal of Directors

The removal of directors is regulated in Article 31 of the Regulations of the Board. See section C.1.19 of this Report in this respect.

Without prejudice to the initiative of the Board regarding the inclusion of its members, the General Meeting has sovereign power to resolve on the removal of directors.

The Nomination and Remuneration Committee is competent to study, issue reports and prepare proposals for the removal of directors.

Following a report by the Nomination and Remuneration Committee, the Board of Directors shall table a motion at the General Meeting of Shareholders for removal of the director in question if the director in question fails to resign in the circumstances contemplated in Article 31.2 of the Regulations of the Board.

If a director retires from office before the end of their term, through resignation or by virtue of a resolution adopted by the General Meeting, they shall explain the reasons for their resignation or, in the case of non-executive directors, their opinion on the grounds for their removal by the General Meeting, in a letter sent out to all the Board members. Although the Annual Corporate Governance Report shall contain the appropriate information on the foregoing, to the extent that it is important for investors, the company shall publish news of the director's retirement as soon as possible, including a sufficient account of the reasons or circumstances indicated by the director.

If a director opts to resign following adoption by the Board of decisions on issues on which that director has expressed qualifications or reservations in the sense contemplated in Article 32.5 of the Regulations of the Board ("…/…whenever they consider that some of the decisions proposed to the Board may go against the corporate interests and/or those of the shareholders not represented on the Board."), they shall explain the reasons as per the preceding paragraph.

The measures described in the preceding two paragraphs shall also be applicable to the Secretary of the Board, regardless of whether the secretary is a director.

C.1.17 Explain to what extent the annual assessment of the board has given rise to major changes in its internal organisation and the procedures applicable to its activities:

Description of changes

The assessment of the Board, Committees and Executive Chairman corresponding to 2022, made in 2023, did not reveal the need for any major changes in the Company's internal organisation or the procedures applicable to their activities.

Describe the process of assessment and the areas assessed by the board, assisted where necessary by an external consultant, on the performance and composition of the board and its committees and any other area or aspect that has been assessed.

Description of assessment process and areas assessed

A. ASSESSMENT PROCESS

The Board, its Committees and the Executive Chairman of the Company are assessed each year.

This process is based on: (i) a report prepared by the Nomination and Remuneration Committee to be laid before the Board of Directors; (ii) the activity reports issued by the Audit, Control and Sustainability Committee and the Nomination and Remuneration Committee in the year being assessed; and (iii) the resolutions adopted by the Board of Directors in view of those reports.

The methodology explained below was used again, where appropriate, in the assessment of 2022, made in 2023. This is the methodology normally used by the company in its assessments, with the exception of the 2020 assessment made in 2021, in which the external consultant who assisted the company used a different system based on interviews with the directors.

- The directors (and, in the case of corporate directors, their representatives) completed a questionnaire previously approved by the Nomination and Remuneration Committee.

- Once all the questionnaires had been completed, the data collected was sent to the Secretary of the Nomination and Remuneration Committee who, after analysing them, drew up an anonymous summary of the answers for the Committee to issue the corresponding Assessment Report, which was finally laid before the Board of Directors.

In the assessment process carried out in 2023, it was not considered necessary to complete the results from the questionnaires with a personal interview with the Lead Independent Director of the company, Mercedes Costa García, as she had participated intensely in the assessment process as a member of the Nomination and Remuneration Committee.

- The questionnaires completed by all the directors and the Assessment Report were filed by the Secretary of the Board.

B. AREAS ASSESSED

Apart from assessing the composition, powers and procedures of the Board of Directors, a specific assessment was made by that body of the following matters: (i) supervision and control of the business management, investments and strategy of the company; (ii) agenda for meetings, treatment and discussion of the issues and possibility of incorporating off-agenda issues; and (iii) planning, frequency, duration and dynamics of the meetings, notices of call and documentation of the meetings.

In addition to assessing the composition, powers and procedures of the Committees, a specific assessment was made of each committee with regard to the following matters:

- Executive Committee: specific assessment of reporting to the Board on the resolutions adopted by the Committee through access by all directors, through the Secretary, of the minutes of its meetings.

- Audit, Control and Sustainability Committee: specific assessment of its particular powers in matters concerning internal audit procedures, external auditors, whistleblowing channel, financial reporting, structural operations, risk control and annual accounts, as well as the specific powers of supervision in particular aspects of corporate government, internal codes of conduct and corporate social responsibility.

- Nomination and Remuneration Committee: specific assessment of its powers with regard to the selection of directors, basic terms of senior executive contracts, pay policies and the remuneration policy for directors and senior executives.

- Strategy and Investment Committee: specific assessment of the frequency of its meetings and analysis of the business to be transacted.

In addition to the specific assessment of each Committee made by the directors on each one, the other directors who are not on those committees also assess the work of each Committee.

The following were also assessed: (i) the Executive Chairman's management in aspects related with his dedication, participation and stimulation of debates, and the clarity and detail of the information and explanations given on the company's strategy and business; (ii) performance by the Lead Independent Director of her duties; (iii) decision-making in issues concerning related party transactions and conflicts of interest, significant investments and transactions, dividends, strategic plan, risk management and business liability policy; and (iv) follow-up on issues agreed by the Board in the previous assessment, made in 2022.

C.1.18 In any years in which an external consultant has been called in to assist with assessment, describe any business relations between the consultant or any company in its group with the company or any other company in its group.

N/A

C.1.19 State the events in which directors are obliged to step down.

The retirement and resignation of directors are regulated in Article 31 of the Regulations of the Board:

- Directors must step down at the end of the term for which they were appointed and in all other events stipulated in law, the Articles of Association and the Regulations of the Board.

- Directors must also tender their resignations and step down in the following cases:

a) When they are affected by one of the causes of incompatibility or disqualification established in law, the Articles of Association or the Regulations of the Board.

b) When they step down from the executive post to which their appointment as Director was linked, when the shareholder they represent on the Board disposes of all its shares in the Company or reduces its interest to an extent requiring a reduction in the number of Proprietary Directors and, in general, whenever the reasons for their appointment disappear.

c) When the Board, following a report by the Nomination and Remuneration Committee, considers that: (i) the Director is in a situation, related or not with their actions within the company, that could jeopardise the company's prestige and reputation, (ii) the Director has seriously defaulted their obligations, or (iii) there are reasons of corporate interest so requiring.

C.1.20 Are special majorities differing from those stipulated in law required for any type of decision?

[ ] Yes
[√] No

If yes, describe the differences.

C.1.21 Are there any specific requirements, other than those established for directors, to be appointed chairman of the board?

[ ] Yes
[√] No

C.1.22 Do the Articles of Association or Regulations of the Board establish an age limit for directors?

[ ] Yes
[√] No

C.1.23 Do the Articles of Association or Regulations of the Board establish a limited term of office or other stricter requirements in addition to those provided by law for independent directors, other than as stipulated in law?

[ ] Yes
[√] No

C.1.24 Do the Articles of Association or Regulations of the Board establish specific rules for the delegation of votes to other directors at board meetings, how they are to be delegated and, in particular, the maximum number of proxies that a director may hold, and whether any limitation has been established regarding the categories to which proxies may be granted, other than those established in law? If yes, include a brief description.

Both the Articles of Association (Article 24) and the Regulations of the Board (Article 20) contemplate the possibility of Directors attending Board meetings through a duly authorised proxy.

The proxy must be made in advance, in writing, specially for each Board meeting, in favour of another Director.

The represented Director may issue specific voting instructions for any or all of the items on the agenda.

Non-executive directors may only grant proxies to other non-executive directors.

No limit is established on the number of proxies any one Director may hold, nor is there any constraint on the categories to which proxies may be granted.

C.1.25 State the number of meetings held by the Board of Directors during the year, indicating, if appropriate, how many times the Board has met without the Chairman. Proxies made with specific instructions will be considered attendances.

Number of board meetings	11
Number of board meetings held without the chairman	0

Indicate the number of meetings held by the lead independent director with the other directors without the attendance or representation of any executive director:

Number of meetings	0

Indicate the number of meetings held by the different Committees of the Board:

Number of meetings of the Strategy and Investment Committee	2
Number of meetings of the Executive Committee	3
Number of meetings of the Audit, Control and Sustainability Committee	9
Number of meetings of the Nomination and Remuneration Committee	6

During 2023, the lead independent director did not hold any face-to-face meetings with the other non-executive directors, although she has proactively been in touch with them individually on several occasions to discuss matters within her remit.

Of the 9 meetings of the Audit, Control and Sustainability Committee held in 2023, the External Auditor attended 5 and the Internal Audit Manager attended 7. It should be borne in mind in this respect that 3 of the 9 meetings held had a single item on the agenda, regarding the procedure for selecting auditors for 2024, 2025 and 2026.

C.1.26 State the number of meetings held by the Board during the period and details of attendance by its members:

Number of meetings attended in person by at least 80% of the directors	11
Attendance / total votes during the year (%)	92.86
Number of meetings attended by all the directors, in person or by proxies made with specific voting instructions	11
Votes cast with attendance in person or by proxies with specific instructions / total votes during the year (%)	100.00

Attendance in person includes all directors who attended personally, whether face-to-face or online.

C.1.27 Are the separate and consolidated annual accounts submitted to the Board for approval previously certified?

[ ] Yes
[√] No

If yes, name the person(s) who certify the separate or consolidated annual accounts of the company before they are approved by the Board:

C.1.28 Explain the mechanisms, if any, established by the Board to ensure that the annual accounts that the Board laid before the General Meeting are drawn up in accordance with the applicable accounting standards.

Article 24.4 of the Regulations of the Board gives the Audit, Control and Sustainability Committee the following powers, among others:

- Supervise and promote the policies, procedures and systems used for drawing up and controlling the company's 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.

- 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 regard, it must 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.

- 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.

- Be informed of the decisions adopted by the senior management according to recommendations made by the External Auditors in connection with the audit.

In addition, the Group has a Risks Control and Management Policy, including tax risks, and internal control of financial reporting (ICFR), which lay down, among others, the basic principles and the general framework for internal control of the financial reporting by the company and the Ebro Group.

The Group has procedures in place for checking and authorising financial reporting and a description of the financial reporting internal control system (ICFR), for which the Economic Department is responsible, as described in section F.3.1 of this report.

The responsibility for the aforesaid procedures for checking and authorising financial reporting and the description of the financial reporting internal control system (ICFR) lies with the Group Economic Department, the Risks Committee, the economic and finance departments of the different business units, the Audit, Control and Sustainability Committee and the Board of Directors.

Finally, in 2023 the External Auditors attended the Board meeting at which the separate and consolidated annual accounts for 2022 were authorised for issue, to inform the Board directly on the conclusions of their audit, in view of which they issued an unqualified Auditors' Report for the separate and consolidated accounts.

C.1.29 Is the Secretary of the Board a Director?

[ ] Yes
[√] No

If the secretary is not a director, complete the following table:

Name of secretary	Representative
LUIS PEÑA PAZOS	

C.1.30 Describe the specific mechanisms established by the company to preserve the independence of the external auditors, if any; the mechanisms to preserve the independence of financial analysts, investment banks and rating agencies; and how the legal provisions are implemented.

A. With regard to the external auditors:

Both the Articles of Association and the Regulations of the Board vest in the Audit, Control and Sustainability Committee the power to contact the auditors and receive information on any issues that may jeopardise their independence, for examination by the Audit Committee, as well as any other issues relating to the auditing of accounts. The Committee shall also receive information from and exchange communications with the auditors in accordance with prevailing auditing standards and legislation, notwithstanding the ultimate responsibility of the Board of Directors, which, pursuant to Article 8.1.3.(a) of the Regulations of the Board, is responsible for ensuring the independence and professional suitability of the external auditor.

Article 24.4 of the Regulations of the Board establishes the following powers, among others, of the Audit, Control and Sustainability Committee in this respect:

- 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.

- 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. To perform these duties it shall, through its Chair, obtain information and collaboration from both the Internal Audit Manager and the External Auditors.

- 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.

- 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.

- 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 proposed appointment of the Internal Audit Manager and approve each year the internal audit work plan and monitor its implementation.

In accordance with the foregoing and through the Audit, Control and Sustainability Committee, the Company keeps a strict, constant watch for any circumstances that might affect the independence of the external auditors. Accordingly:

(i) once a year, when the external auditors have provided the necessary information, the Audit, Control and Sustainability Committee issues an annual report on their independence, which is submitted to the Board of Directors and made available to shareholders as from the call to the General Meeting; and

(ii) constantly throughout the year, the Commission receives timely notification of any potential engagement of the external auditors to provide services in addition to auditing the annual accounts. In this regard, in February 2017 the Audit, Control and Sustainability Committee established a protocol for the notification, review and, if appropriate, authorisation of the potential contracting of the external auditors by any company in the Group for non-audit services. That protocol covers the "pre-approval" required for the events contemplated in Article 5(3) of Regulation EU 537/2014 and any other potential service.

Finally, Article 43 of the Regulations of the Board ("Relations with Auditors") provides that the Board shall establish an objective, professional, ongoing relationship with the external auditors of the company appointed by the General Meeting, guaranteeing their independence and putting at their disposal all the information they may require in order to perform their duties. This relationship with the external auditors is channelled through the Audit, Control and Sustainability Committee.

B. With regard to relations with analysts, investment banks and rating agencies:

In addition to the legal provisions and rules on corporate governance, the Regulations of the Board, Code of Conduct of the Ebro Group, the Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors and the Policy on Communication of Financial, Non-Financial and Corporate Information are applicable in this area.

Article 42 of the Regulations of the Board regulates the Company's relations with shareholders and investors (particularly institutional investors).

The Code of Conduct establishes that relations with investors and financial analysts should be channelled through the unit responsible for the Company's relations with investors (Investor Relations Department), through which communications and information for investors in general are channelled.

The Company also has a Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors, which upholds transparency as one of the fundamental values of the actions by the Company and its Group. This Policy contemplates the following general principles applicable in this matter:

- Communication and relations with institutional investors and proxy advisors are conducted in accordance with the principles of transparency, truth and permanent, adequate, timely reporting.

- The principle of non-discrimination and equal treatment is recognised for all shareholders and investors who are in the same conditions and not affected by conflicts of interest or competence.

- The rights and legitimate interests of all shareholders are protected.

- Continuous, permanent communication with shareholders and investors is encouraged.

- Reporting and communication channels are established with shareholders and investors to ensure compliance with these principles.

The company also has a Policy on Communication of Financial, Non-Financial and Corporate Information (supplementing the above-mentioned policy), which establishes the following principles and criteria governing the Company and its Group in respect of the communication of financial, non-financial and corporate information:

- The communication of financial, non-financial and corporate information through any available channels shall in all cases respect: (i) the legal provisions in place from time to time on market abuse and (ii) the principles of transparency, truth and permanent, adequate, timely reporting.

- The principles of non-discrimination and equal treatment shall be respected in all cases for all shareholders who are in the same conditions and not affected by conflicts of interest or competence.

- Continuous, permanent communication shall be encouraged with shareholders, investors and other stakeholders through all the channels considered appropriate for this purpose.

The Company's Audit, Control and Sustainability Committee is responsible for overseeing compliance with the rules and principles set out in the Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors and the Policy on Communication of Financial, Non-Financial and Corporate Information.

C.1.31 Indicate whether the external auditors have changed during the year. If so, name the incoming and outgoing auditors:

[ ] Yes
[√] No

Explain any disagreements with the outgoing auditor:

[ ] Yes
[√] No

C.1.32 State whether the firm of auditors does any work for the company and/or its group other than standard audit work and if so, declare the amount of the fees received for such work and the percentage that amount represents in respect of the total fees invoiced to the company and/or its group for audit work:

[√] Yes
[ ] No

	Company	Group companies	Total
Charge for non-audit work (thousand euros)	193	123	316
Charge for non-audit work / Amount invoiced for audit work (%)	70.44	6,31	14,21

C.1.33 Indicate whether the auditors' report on the annual accounts of the previous year was qualified. If so, state the reasons given by the Chairman of the Audit Committee to explain the content and scope of the qualifications.

[ ] Yes
[√] No

C.1.34 State the number of years in succession that the current firm of auditors has been auditing the separate and/or consolidated annual accounts of the company. Indicate the ratio of the number of years audited by the current auditors to the total number of years that the annual accounts have been audited:

	Separate	Consolidated
Number of years in succession	10	10

	Separate	Consolidated
Number of years audited by current auditors / Number of years that the company has been audited (%)	30.30	30.30

C.1.35 Indicate, with details if appropriate, whether there is an established procedure for directors to obtain sufficiently in advance any information they may need to prepare the meetings of the governing bodies:

[√] Yes
[ ] No

Details of procedure

According to the obligations and duties assigned by law, the Articles of Association and the Regulations of the Board, the Secretary of the Board is responsible for channelling the relations between the Company and the Directors in all matters concerning the procedures of the Board of Directors and the Board Committees in which he participates, following instructions received from the respective Chairman, and for implement and foster exercise by the Directors of their right to information (Article 15.2(c) and (d) of the Regulations of the Board).

At each year-end, the Secretary of the Board sends all the Directors an annual calendar of meetings previously agreed among all the Directors, setting the dates and times of the meetings of the Board of Directors, Committees, General Meetings and meetings with analysts for the following year. That calendar is also sent to the different professionals of the Company involved in preparing the documentation and information for the Directors for each meeting, to enable them to plan their work and make sure that the corresponding information and documentation are prepared sufficiently before each meeting.

When the documentation for each meeting is complete, it is sent to the Secretary of the Board, who sends it to the Directors, if possible together with the notice of call to the meeting, or in highly justified cases, as soon as possible after sending the notice of call.

C.1.36 Indicate, with details if appropriate, whether the company has established any rules obliging Directors to report and, if necessary, retire if any situation arises, related or not with their actions within the company, that could jeopardise the company's prestige and reputation:

[√] Yes
[ ] No

Explain the rules

Article 31.2 of the Regulations of the Board provide that Directors must step down and tender their resignations, among other cases, if the Board, following a report by the Nomination and Remuneration Committee, considers that: (i) the Director is in a situation, related or not with their actions within the company, that could jeopardise the company's prestige and reputation, (ii) the Director has seriously defaulted their obligations, or (iii) there are reasons of corporate interest so requiring.

Article 31.3 of the Regulations of the Board provide that if a Director: (i) is in a situation, related or otherwise with his duties in the Company, that could jeopardise the Company's prestige and reputation, or (ii) is investigated within any criminal proceedings, he shall notify the Board as promptly as he is able and keep the Board up to date on subsequent developments in both cases.

Finally, the Regulations further stipulate that if a Director fails to tender their resignation when so obliged, the Board of Directors shall, subject to a report by the Nomination and Remuneration Committee, tender a motion to the General Meeting of Shareholders for their removal.

C.1.37 Indicate, unless special circumstances have occurred and been put on record, whether the Board has been informed or has otherwise become aware of any situation affecting a director, related or not with their actions within the company, that could jeopardise the company's prestige and reputation:

[ ] Yes
[√] No

C.1.38 Describe any significant agreements entered into by the company that enter into force or are modified or terminated in the event of a takeover of the company following a takeover bid, and the effects thereof.

Most of the financing agreements signed by Ebro Foods, S.A. include takeover clauses on the usual terms for this type of contract. By virtue of those provisions, the lender reserves the right to terminate the financing agreement in the event of a takeover of the Company. Although there is no universal definition of "takeover" for this purpose, the lender's right is triggered if there is a substantial change in the Company's significant shareholders.

C.1.39 Indicate individually for directors and globally in other cases, and describe in detail any agreements made between the company and its directors, executives or employees contemplating golden handshake clauses or any other indemnities in the event of resignation or unfair dismissal or termination of employment following a takeover bid or any other type of transaction.

Number of beneficiaries	0
Type of beneficiary	Description of agreement
N/A	N/A

State whether, apart from the cases contemplated in law, these contracts have to be notified to and/or approved by the governing bodies of the company/group companies. If yes, specify the procedures, events contemplated and nature of the bodies responsible for approval and notification:

	Board of Directors	General Meeting
Body authorising the clauses	√	

	Yes	No
Is the general meeting informed of the clauses?	√	

C.2. Committees of the Board

C.2.1 Give details of the different committees, their members and the proportion of executive, proprietary, independent and other non-executive directors in each committee:

Strategy and Investment Committee		
Name	Position	Category
DEMETRIO CARCELLER ARCE	CHAIR	Proprietary
ANTONIO HERNÁNDEZ CALLEJAS	MEMBER	Executive
JOSE IGNACIO COMENGE SÁNCHEZ-REAL	MEMBER	Proprietary
JAVIER FERNÁNDEZ ALONSO	MEMBER	Proprietary
HERCALIANZ INVESTING GROUP, S.L.	MEMBER	Executive

% executive directors	40.00
% proprietary directors	60.00
% independent directors	0.00
% other non-executive directors	0.00

Explain the duties delegated or attributed to this committee other than those described in section C.1.9 and describe the procedures and rules of its organisation and functioning. For each of these duties, indicate the committee's most important actions during the year and how it has performed in practice each of the duties attributed to it, by law, in the articles of association or by virtue of other corporate resolutions.

Article 28.4 of the Articles of Association stipulates that the Regulations of the Board shall contemplate the existence of a Strategy and Investment Committee, on which any Directors may sit.

The composition, organisation and procedure of the Strategy and Investment Committee are governed by the provisions common to all the committees set out in Article 22 of the Regulations of the Board and the specific provisions established in Article 24 of the Articles of Association, its powers being regulated in Article 24.3.

This Committee will have a minimum of three and a maximum of five Directors, including the Chair, appointed by the Board of Directors subject to a report by the Nomination and Remuneration Committee.

Meetings will be held when called by its Chairman or at the request of two of its members, and in any case whenever the Board of Directors requests the issuance of reports, submission of proposals or adoption of resolutions within the scope of its duties.

The Committee is competent to study, issue reports, review and submit proposals for the Board on the following matters:

- setting of targets for growth, yield and market share;

- strategic development plans, new investments and restructuring processes;

- coordination with subsidiaries in the matters contemplated in the previous paragraphs, for the common interests and benefit of the Company and its subsidiaries.

During 2023, the Strategy and Investment Committee assessed the degree of compliance with the Strategic Plan of the Ebro Foods Group 2022-2024 and worked on other strategic issues concerning the Group.

Audit, Control and Sustainability Committee		
Name	Position	Category
FERNANDO CASTELLÓ CLEMENTE	MEMBER	Independent
MARC THOMAS MURTRA MILLAR	CHAIR	Independent
MERCEDES COSTA GARCÍA	MEMBER	Independent
JAVIER FERNÁNDEZ ALONSO	MEMBER	Proprietary
GRUPO TRADIFÍN, S.L.	MEMBER	Proprietary

% executive directors	0.00
% proprietary directors	40.00
% independent directors	60.00
% other non-executive directors	0.00

The composition of the Audit, Control and Sustainability Committee at 31 December 2023 is set out in the table above.

The changes that have taken place on the Board of Directors and Committees from 31 December 2023 (year-end 2023) to 22 March 2024 (date of approval of this report) are set out in Explanatory Note One in section H of this report.

Explain the duties attributed to this committee, including any duties additional to those stipulated in law, and describe the procedures and rules of organisation and procedure. For each of these duties, indicate the committee's most important actions during the year and how it has performed in practice each of the duties attributed to it, by law, in the articles of association or by virtue of other corporate resolutions.

The Audit, Control and Sustainability Committee is governed by the applicable legal provisions, the specific rules on its composition, organisation, procedure and powers set out in Article 28.2 of the Articles of Association and Article 24 of the Regulations of the Board, and by the provisions on organisation and procedure common to all the Committees, set out in Article 22 of the Regulations of the Board.

This Committee will have a minimum of three directors and a maximum of five.

All the members must be Non-Executive Directors, at least most of whom must be Independent Directors and they will, as a whole, be appointed on the basis of their expertise and experience in accounting, auditing and the management of financial and non-financial risks, or any of these areas.

The Committee Chair shall be appointed by the Board, subject to a report by the Nomination and Remuneration Committee, from among the committee members who are Independent Directors, taking into account their expertise and experience in accounting, auditing and the management of financial and non-financial risks, or any of these areas. The Committee Chair shall be replaced every four years and will become eligible for re-election one year after their retirement as such.

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.

In addition to the powers and duties established by law, the articles of association and regulations, the Audit, Control and Sustainability Committee has the duties of supervision, assessment, oversight, control and reporting to the Board of Directors established in Article 24.4 of the Regulations of the Board in each of the following areas:

- Risk management and internal control;

- Policies, procedures and systems for the preparation and checking of the company's financial and non-financial reporting;

- 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;

- Internal systems used for control and preparation of the separate and consolidated Annual Accounts and Directors' Report submitted to the Board to be authorised for issue;

- External auditors, in aspects concerning their selection, appointment, re-appointment and replacement, their terms of contract and the scope of their commission, independence and the provision of supplementary services;

- Internal auditors, in respect of the appointment of the department manager and annual work plan;

- Intragroup transactions and related party transactions with the company or subsidiaries of the Group that are going to be submitted for authorisation by the Board;

- Whistleblowing channel;
- Internal codes of conduct and corporate governance rules, including the policies falling within its remit.

During 2023, the Audit and Control Committee performed activities of supervision, control, monitoring and reporting to the Board of Directors in respect of the matters falling within its competence, including financial reporting, non-financial reporting, annual accounts, relations with the external and internal auditors, annual work plan of the internal audit department, risk management (including tax risks) and control systems, related party transactions, conflicts of interest, procedure for selecting the external auditors to audit the annual accounts corresponding to 2024, 2025 and 2026, whistleblowing channel, review of and reporting on the corporate policies within its area of competence, and compliance.

During 2023 the Committee also approved its 2022 activity report, made available for shareholders for the Annual General Meeting held on 6 June 2023.

The Company will issue a detailed report of all the activities performed by the Audit and Control Committee during 2023, which will be made available to all shareholders prior to the forthcoming Annual General Meeting 2024.

Name the member(s) of the audit committee appointed on account of their expertise and experience in accounting, auditing or both and indicate the date of appointment of the committee chair.

Names of directors with experience	FERNANDO CASTELLÓ CLEMENTE / MARC THOMAS MURTRA MILLAR / MERCEDES COSTA GARCÍA / JAVIER FERNÁNDEZ ALONSO / GRUPO TRADIFÍN, S.L.
Date of appointment as committee chair	23/11/2022

Nomination and Remuneration Committee		
Name	Position	Category
BELÉN BARREIRO PÉREZ-PARDO	MEMBER	Independent
DEMETRIO CARCELLER ARCE	MEMBER	Proprietary
FERNANDO CASTELLÓ CLEMENTE	CHAIR	Independent
MERCEDES COSTA GARCÍA	MEMBER	Independent
GRUPO TRADIFÍN, S.L.	MEMBER	Proprietary

% executive directors	0.00
% proprietary directors	40.00
% independent directors	60.00
% other non-executive directors	0.00

The composition of the Nomination and Remuneration Committee at 31 December 2023 is set out in the table above.

The changes that have taken place on the Board of Directors and Committees from 31 December 2023 (year-end 2023) to 22 March 2024 (date of approval of this report) are set out in Explanatory Note One in section H of this report.

Explain the duties attributed to this committee, including any duties additional to those stipulated in law, and describe the procedures and rules of organisation and functioning. For each of these duties, indicate the committee's most important actions during the year and how it has performed in practice each of the duties attributed to it, by law, in the articles of association or by virtue of other corporate resolutions.

The Nomination and Remuneration Committee is governed by the applicable legal provisions, the specific rules on composition, organisation and procedure established in Article 28.3 of the Articles of Association and Article 25 of the Regulations of the Board and the provisions on organisation and procedure common to all the committees set out in Article 22 of the Regulations of the Board.

The powers of the Nomination and Remuneration Committee are regulated in Article 25.4 of the Regulations of the Board, without prejudice to any others that may be assigned to it by law, the Articles of Association or the Regulations of the Board.

The Nomination and Remuneration Committee will have a minimum of three and a maximum of five non-executive directors, at least two of which must be Independent Directors. The members are appointed by the Board of Directors.

The Board will appoint one of the Independent Directors who are members of the Nomination and Remuneration Committee to chair it, subject to a report by that Committee.

Meetings will be held when called by its Chairman 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 of Directors requests the issuance of reports, submission of proposals or adoption of resolutions within its remit.

Pursuant to Article 25.4 of the Regulations of the Board, the Nomination and Remuneration Committee is competent to study, issue reports and submit proposals to the Board on the following matters:

- selection of candidates to join the Board of Directors;

- appointment of the Chairman, and Vice-Chairman if any, of the Board, Managing Director(s), Lead Independent Director and the Secretary, and Vice-Secretary if any, of the Board;

- succession of the Chairman and chief executive;

- appointment of directors to the Committees of the Board of Directors;

- appointment and possible dismissal of senior executives and their termination benefit clauses;

- directors' emoluments, according to the system of remuneration established in the Articles of Association and the executive directors' relationship with the Company;

- remuneration of directors and executives indexed to the value of the shares in the Company or its subsidiaries or consisting of the delivery of shares in the Company or its subsidiaries or the granting of options thereover;

- selection policy for directors, targets for the representation of the least represented gender on the Board and issuance of guidelines on how to achieve them;

- remuneration policy for directors and senior management of the Company and Group subsidiaries;

- management training, promotion and selection policy in the Company and Group subsidiaries;

- Annual Report on Directors' Remuneration.

With regard to the activities of the Nomination and Remuneration Committee during 2023, following the appropriate studies and assessments, the Committee has drawn up the proposals and issued the corresponding favourable reports to the Board of Directors in respect of the following: (i) appointment and re-election of directors and their assignment to the different Committees of the Board; (ii) appointment of Chair of the Nomination and Remuneration Committee to replace the previous chair; (iii) analysis of the composition of the Board with regard to the afore-mentioned appointments and re-elections; (iv) review of the Group policies falling within its remit; (v) review of the Directors' Remuneration Policy 2022-2024; (vi) remuneration systems and remuneration of directors, including the Executive Chairman, and of the key executives of the Company and its Group; (vii) Corporate Governance Report and Directors' Remuneration Report for 2022; (viii) Share-Based Remuneration Plan for Group employees for 2023; and (ix) self-assessment procedure for the Board of Directors, Chairman and Committees for 2022.

The Committee also approved during 2023 its 2022 activity report, made available for shareholders for the Annual General Meeting of 6 June 2023.

The Company will issue a detailed report of all the activities performed by the Nomination and Remuneration Committee during 2023, which will be made available to all shareholders for the forthcoming Annual General Meeting 2024.

Executive Committee		
Name	Position	Category
DEMETRIO CARCELLER ARCE	MEMBER	Proprietary
ANTONIO HERNÁNDEZ CALLEJAS	CHAIR	Executive
MARC THOMAS MURTRA MILLAR	MEMBER	Independent
JAVIER FERNÁNDEZ ALONSO	MEMBER	Proprietary

% executive directors	25.00
% proprietary directors	50.00

% independent directors	25.00
% other non-executive directors	0.00

Explain the duties delegated or attributed to this committee other than those described in section C.1.9 and describe the procedures and rules of its organisation and functioning. For each of these duties, indicate the committee's most important actions during the year and how it has performed in practice each of the duties attributed to it, by law, in the articles of association or by virtue of other corporate resolutions.

Articles 19 and 27 of the Articles of Association contemplate the delegation of powers of the Board of Directors to the Executive Committee.

The composition, organisation and procedure of the Executive Committee is governed by the provisions common to all the committees set out in Article 22 of the Regulations of the Board, and the specific regulations established in Article 28.1 of the Articles of Association and Article 23 of the Regulations of the Board.

The powers of this Committee are set out in Article 23.2 of the Regulations of the Board, without prejudice to what the Board may establish in its resolution to delegate powers.

The Executive Committee shall have no fewer than three nor more than seven members, including the Chairman and Vice-Chairman of the Board, who will form part of this Committee. At least two of the Executive Committee members shall be non-executive directors and one of them shall be independent.

The Committee shall be presided by the Chairman of the Board. In general, the Executive Committee will meet once every two months. Its meetings may be attended by such members of management, employees and advisers of the Company as the Committee may deem fit. Without prejudice to the autonomy of decision of the Executive Committee in respect of the delegated powers, its resolutions normally being fully valid and effective without ratification by the Board, if the Chairman or three members of the Committee consider this necessary in the circumstances, the resolutions adopted by the Executive Committee shall be submitted to the Board for ratification. This will also be applicable when the Board has delegated the Committee to study certain matters while reserving for itself the ultimate decision, in which case the Executive Committee will merely submit the corresponding proposal to the Board.

During 2023, the Executive Committee assessed several investments, divestments and sales of assets, as well as the strategic decisions to be adopted in respect of the different business lines.

C.2.2 Complete the following table with information on the number of female directors on the board committees over the past four years:

	Number of female directors							
	2023		2022		2021		2020	
	No.	%	No.	%	No.	%	No.	%
Strategy and Investment Committee	0	0.00	0	0.00	0	0.00	0	0.00
Audit, Control and Sustainability Committee	2	40.00	2	40.00	2	40.00	2	40.00
Nomination and Remuneration Committee	3	60.00	3	60.00	3	60.00	3	60.00
Executive Committee	0	0.00	0	0.00	0	0.00	0	0.00

C.2.3 Indicate the existence, if appropriate, of regulations of the board committees, where they are available for consultation and any modifications made during the year. State whether an annual report has been issued voluntarily on the activities of each committee.

In general, Article 28 of the Articles of Association establishes the basic regulation of the Committees of the Board, contemplating the existence and composition of: (i) the Executive Committee, (ii) the Audit, Control and Sustainability Committee and (iii) the Nomination and Remuneration Committee. It also refers to the Regulations of the Board regarding the possible existence of a Strategy and Investment Committee.

The Regulations of the Board regulate the Board committees in the following specific provisions:

- General provisions applicable to all the Committees: Article 22
- Executive Committee: Article 23
- Audit, Control and Sustainability Committee: Article 24

- Nomination and Remuneration Committee: Article 25
- Strategy and Investment Committee: Article 26

The Regulations of the Board also contemplate in different articles the powers of the different Committees of the Board in different areas (e.g. modification of the Regulations).

Both the Articles of Association and the Regulations of the Board are available for consultation on the corporate website (www.ebrofoods.es). The Regulations of the Board are also published and available for consultation on the website of the National Securities Market Commission (www.cnmv.es). Both texts are delivered to the Directors when they are appointed, together with the Regulations of the General Meeting, the Internal Code of Market Conduct, the Internal Code of Conduct and the Policies of the Ebro Foods Group, among other documents.

Both the Audit, Control and Sustainability Committee and the Nomination and Remuneration Committee issue annual activity reports, which are submitted to the Board of Directors for its information and consideration within the assessment of the Board and its Committees. Those activity reports are made available for shareholders on the corporate website www.ebrofoods.es coinciding with the call to the Annual General Meeting.

D. RELATED PARTY AND INTER-COMPANY TRANSACTIONS

D.1. Explain the procedure, if any, and bodies competent to approve related party and inter-company transactions, indicating the internal criteria and general rules of the organisation regulating the obligations of affected directors or shareholders to abstain and defining the internal procedures on reporting and regular control established by the company in relation to the related party transactions whose approval has been delegated by the Board.

Article 24 of the Regulations of the Board vests in the Audit, Control and Sustainability Committee the power to: (i) oversee 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 to be submitted for its approval; and (ii) supervise the internal procedure established by the company for those transactions whose approval has been delegated.

Article 37 of the Regulations of the Board establishes that other than in the cases in which this power is reserved by law to the General Meeting, related party transactions must be reported to and approved by the Board, subject to a report by the Audit, Control and Sustainability Committee. Article 37 of the Regulations provides that:

- Related party transactions made for an amount or value equal to or greater than 10% of the total consolidated assets, as per the latest consolidated annual balance sheet approved by the company, require approval by the General Meeting.
- All other related party transactions shall be approved by the Board, which may not delegate this power unless: (i) they are made with Group companies within the scope of ordinary business and on arm's length terms, or (ii) they are made under standard form contracts used generally with a large number of clients, at prices or rates established generally by the supplier of the goods or provider of the services in question and provided the amount of the transaction does not exceed 0.5% of the company's consolidated net turnover.
- Whenever, in accordance with the preceding paragraph, the Board delegates the approval of related party transactions, the Board shall establish an internal procedure for regular reporting and control in order to verify the fairness and transparency of those transactions and, as the case may be, compliance with the applicable legal provisions.
- The Audit, Control and Sustainability Committee shall issue a report prior to approval of any related party transactions by the General Meeting or the Board. In that report, the Committee shall assess whether the transactions are fair and reasonable for the company and, where appropriate, for shareholders other than the related party involved in the transaction, explaining the assumptions on which its assessment is based and the methods employed. No members of the Audit, Control and Sustainability Committee affected by the related party transactions may participate in the preparation of this report. This report will not be obligatory for related party transactions whose approval has been delegated by the Board, whenever this is permitted by law and contemplated in the Regulations of the Board.
- The Board shall ensure publication of any related party transactions made by the company or Group companies for a sum equal to or greater than 5% of the total value of consolidated assets or 2.5% of the annual consolidated turnover of the Company or its Group. For this purpose, an announcement containing the details required by law shall be published in an easily accessible part of the company's website and sent to the National Securities Market Commission. The announcement shall be published and remitted no later than the date of the related party transaction, and shall be accompanied by the report, if any, issued by the Audit, Control and Sustainability Committee.
- The amount of a related party transaction shall be determined by adding up the value of all transactions made with the same counterparty within the past twelve months. The company makes intragroup transactions on arm's length terms, documenting them according to the requirements of the laws (essentially tax laws) in place in each jurisdiction. This is one of the practices required by the Risk Management and Control Policy established in the Ebro Group.

In addition, the Protocol on Related Party Transactions established in the company contemplates the following procedures:

-communication between the Company and its Related Parties to identify in advance any transactions to be made with them;
-control of any potential transactions identified that are going to be made;
-analysis of the transactions identified to determine: (i) whether the conditions are met for the transaction to be considered a "related party transaction"; (ii) whether, according to the applicable legal provisions, the related party transaction must be publicised; and (iii) which corporate body must approve the transaction; and
-monitoring after the related party transactions have been made, to check that the transactions declared in the Periodic Public Reporting, Annual Accounts and Annual Corporate Governance Report: (i) correspond to those recorded in the corporate accounts and (ii) are consistent with those previously identified.

This Protocol is also applicable to any transactions between the Company and its subsidiaries or investees in which one of the company's Related Parties has an interest.

D.2. Give the individual details of any transactions for a significant amount or object between the company and/or companies in its group and shareholders holding 10% or more of the voting rights or represented on the board of directors of the company, stating which body was responsible for approving them and whether any affected director or shareholder has abstained. If the General Meeting was competent, state whether the proposed resolution was passed by the board without votes against by the majority of independent directors:

	Name of shareholder or any of its subsidiaries	% Interest	Name of subsidiary	Amount (thousand euros)	Body that approved transaction	Identification of significant shareholder or director who abstained	The proposal to the General Meeting, if any, was approved by the Board without votes against by the majority of independent directors
(1)	SOCIEDAD ANÓNIMA DAMM	11.69	Estrella de Levante, S.A.	2,321	Board of Directors	Demetrio Carceller Arce and María Carceller Arce	NO
(2)	SOCIEDAD ANÓNIMA DAMM	11.69	COCEDA, S.L.	7,115	Board of Directors	Demetrio Carceller Arce and María Carceller Arce	NO
(3)	HERCALIANZ INVESTING GROUP, S.L.	9.07	Instituto Hispánico del Arroz, S.A.	9,050	Board of Directors	Antonio Hernández Callejas, Grupo Tradifín, S.L. and Hercalianz Investing Group, S.L.	NO

	Name of shareholder or any of its subsidiaries	Nature of relationship	Type of transaction and other information necessary for evaluation
(1)	SOCIEDAD ANÓNIMA DAMM	Commercial	Sale of rice and rice by-products on arm’s length terms
(2)	SOCIEDAD ANÓNIMA DAMM	Commercial	Sale of rice and rice by-products on arm’s length terms
(3)	HERCALIANZ INVESTING GROUP, S.L.	Commercial	See information on and breakdown of transactions with Instituto Hispánico del Arroz, S.A. in "COMMENTS"

The related party transactions made with significant shareholders (or their related parties) which, in their capacity as such, are represented or hold a position on the Board are indicated in this section.

With regard to the transactions made between the Ebro Foods Group and Instituto Hispánico del Arroz, S.A. indicated in this section, it should be noted that although in the table those transactions are indicated as related with Hercalianz Investing Group, S.L., they should also be considered related with Grupo Tradifín, S.L., since both Grupo Tradifín, S.L. and Hercalianz Investing Group, S.L. hold interests in Instituto Hispánico del Arroz, S.A. (50% each).

The breakdown of transactions made by the Ebro Group with Instituto Hispánico del Arroz, S.A. and its subsidiaries declared in this section is as follows (in thousand euros):

- national and international commodity purchases: seeds and different varieties of rice, 6,509;

- national and international commodity sales: different varieties of rice and marine plankton, 1,624;

- services rendered, essentially royalties and import licences, 64;

- services received, essentially royalties and import licences, 133;

- R&D transfer and licence agreement for seeds, 268;

- leases (expense) of offices, raw material warehouses and extended rice storage, 452.

The Board of Directors took the following criteria into account when approving the transactions related with Hercalianz Investing Group, S.L. and Grupo Tradifín, S.L.:

- internal comparables: price and terms applied in purchase and sale transactions and services rendered and received comparable with unrelated third parties;

- external comparables: when there are no internal comparables, the price and terms of similar products on the national or international markets has been taken (based on information obtained from stock markets and other public information); and

- other comparables: when there are no internal or external comparables, other aspects have been analysed, such as the return obtained on resale.

D.3. Give the individual details of any transactions for a significant amount or object between the company and/or companies in its group and the directors or executives of the company, including any transactions made with companies that the director or executive controls or jointly controls, stating which body was responsible for approving them and whether any affected director or shareholder has abstained. If the General Meeting was competent, state whether the proposed resolution was passed by the board without votes against by the majority of independent directors:

	Name of directors or executives or companies under their control or joint control	Name of company or subsidiary	Relationship	Amount (thousand euros)	Body that approved transaction	Identification of significant shareholder or director who abstained	The proposal to the general meeting, if any, was approved by the board without votes against of the majority of independent directors
(1)	ANTONIO HERNÁNDEZ CALLEJAS	---	Contractual	76	Board of Directors	Antonio Hernández Callejas, Grupo Tradifín, S.L. and Hercalianz Investing Group, S.L.	NO
(2)	ANTONIO HERNÁNDEZ CALLEJAS	Luis Hernández González	Contractual	47	Board of Directors	Antonio Hernández Callejas, Grupo Tradifín, S.L. and Hercalianz Investing Group, S.L.	NO
(3)	ANTONIO HERNÁNDEZ CALLEJAS	Imirton, S.L.	Commercial	1	Board of Directors	Antonio Hernández Callejas, Grupo Tradifín, S.L. and Hercalianz Investing Group, S.L.	NO
(4)	DEMETRIO CARCELLER ARCE	Disa Energy, S.L.U.	Commercial	4,045	Board of Directors	Demetrio Carceller Arce and María Carceller Arce	NO
(5)	DEMETRIO CARCELLER ARCE	Disa Peninsula, S.L.U.	Commercial	44	Board of Directors	Demetrio Carceller Arce and María Carceller Arce	NO

	Name of directors or executives or companies under their control or joint control	Nature of the transaction and other information necessary for its evaluation
(1)	ANTONIO HERNÁNDEZ CALLEJAS	Transfer (expense) of temporary right to use parking spaces
(2)	ANTONIO HERNÁNDEZ CALLEJAS	Lease (expense) of real estate on arm's length terms
(3)	ANTONIO HERNÁNDEZ CALLEJAS	Sale of vehicle on arm's length terms
(4)	DEMETRIO CARCELLER ARCE	Services received consisting of supply of gas and diesel on arm's length terms
(5)	DEMETRIO CARCELLER ARCE	Services received consisting of supply of diesel on arm's length terms

D.4. Give the individual details of any inter-company transactions for a significant amount or object between the company and its parent or other companies in the parent's group, including the subsidiaries of the listed company, unless any other related party of the listed company has interests in those subsidiaries or the latter are fully owned, directly or indirectly, by the listed company.

In any case, inform on any inter-company transactions with companies established in countries or territories considered tax havens:

Name of group company	Brief description of the transaction	Amount (thousand euros)
No details		

Details are set out below of the transactions made in 2023 between companies in the Ebro Group and Riso Scotti, S.p.A., an Italian company in which Ebro Foods, S.A. has a 40% interest (investment in an associate consolidated by the equity method). It is, therefore, an associate outside the Ebro Group.

Those transactions, expressed in thousand euros, are listed below:

- Ebro Foods, S.A.: Services rendered (income), 6;
- Ebro Foods, S.A.: Dividends received, 400;
- Arotz Foods, S.A.U.: Purchase of goods (finished or otherwise), 13;
- Herba Ricemills, S.L.U.: Purchase of goods (finished or otherwise), 488;
- Herba Ricemills, S.L.U.: Sale of goods (finished or otherwise), 4,914;
- Herba Ricemills, S.L.U.: Services rendered, 12;
- Herba Foods, S.L.U.: Financial expenses, 54;
- Transimpex: Sale of goods (finished or otherwise), 51;
- Transimpex: Purchase of goods (finished or otherwise), 931;
- Mundiriso, S.R.L.: Purchase of goods (finished or otherwise), 823;
- Mundiriso, S.R.L.: Sale of goods (finished or otherwise), 2,444;
- Arrozeiras Mundiarroz, S.A.: Purchase of goods (finished or otherwise), 105;
- Geovita Functional Ingredients, S.R.L.: Purchase of goods (finished or otherwise), 54;
- Geovita Functional Ingredients, S.R.L.: Sale of goods (finished or otherwise), 169;
- Herba Bangkok, S.L.: Sale of goods (finished or otherwise), 237;
- Ebro Ingredients, B.V.: Sale of goods (finished or otherwise), 604.

D.5. Give the individual details of any transactions for a significant amount or object between the company or group companies and other related parties that are so pursuant to the International Accounting Standards adopted by the EU and that have not been reported in the preceding sections.

Name of related party	Brief description of the transaction and other information necessary for its evaluation	Amount (thousand euros)
FÉLIX HERNÁNDEZ CALLEJAS	IT services rendered (income) between a subsidiary of the Ebro Foods Group and Hernández Barrera Servicios, S.A. on arm's length terms	4
FÉLIX HERNÁNDEZ CALLEJAS	Legal and tax counselling services received (expense) between a subsidiary of the Ebro Foods Group and Hernández Barrera Servicios, S.A. on arm's length terms	336

With regard to the transactions made between the Ebro Foods Group and Hernández Barrera Servicios, S.A. indicated above, although those transactions are indicated in the table as related to Félix Hernández Callejas (who represents the corporate director Hercalianz Investing Group, S.L. on the Board of Directors of Ebro Foods, S.A.), they should also be considered related to Grupo Tradifín, S.L., since both Félix Hernández Callejas and Grupo Tradifín, S.L. are directors of Hernández Barrera Servicios, S.A.

The transactions made with this company were approved by the Board with the votes of the independent directors and abstention of the following directors: Hercalianz Investing Group, S.L., Antonio Hernández Callejas and Grupo Tradifín, S.L.

D.6. Describe the mechanisms established to detect, define and resolve possible conflicts of interest between the company and/or its group, and its directors, executives, significant shareholders or other related parties.

Apart from the powers of the General Meeting and the Board of Directors on conflicts of interest of the Directors, under Article 24 of the Regulations of the Board, the Audit, Control and Sustainability Committee has the power to settle any conflicts of interest that may arise between the company or the group and its Directors, executives, significant shareholders and listed subsidiaries, if any (which is not the case).

With regard to the Directors, Article 36 of the Regulations of the Board provides that Directors may not perform activities for their own or third party account that effectively or potentially compete with the Company or which otherwise puts them in a permanent conflict of interest with the company; and Article 37.1 establishes the obligation of Directors to take such measures as may be necessary to avoid situations in which their interests, for their own or third party account, may conflict with the corporate interests and their duties to the Company.

For this purpose, Article 38 of the Regulations of the Board stipulates that Directors shall inform the Board of any direct or indirect conflict of interest that they or any of their related parties may have with the Company. Furthermore, pursuant to Article 32.4 of the Regulations of the Board, Directors shall abstain from participating in the corresponding debates and voting on resolutions or decisions in which they or any person related to them has a direct or indirect conflict of interest, except in the cases in which they are authorised by law to participate in the discussion and voting.

The current Internal Code of Market Conduct establishes for Relevant Persons (Directors, senior executives and their closely related parties) certain prohibitions and limitations on trading in the Company's shares and disclosure of information, and a penalty system for any breaches thereof.

It also stipulates that Relevant Persons other than directors may submit queries to the Compliance Unit regarding the application of the prohibited actions contemplated in Rule 6. Directors may submit any queries they may have directly to the Company Secretary.

Finally, it should be noted that every year, when preparing the Financial Reporting, Annual Accounts and Annual Corporate Governance Report, the Directors (and representatives of corporate directors) are asked for information on: (i) any transactions that they or their related parties may have made with the Company and/or subsidiaries of the Group (the same information is also requested of the significant shareholders of the company); (ii) possible conflicts of interest as per section 229 of the Corporate Enterprises Act directly or indirectly involving the director, its representative or related parties; and (iii) any other possible conflicts of interest.

D.7. Indicate whether the Company is controlled by another entity, listed or otherwise, in the sense of Article 42 of the Commercial Code and has business relations, directly or through its subsidiaries, with that entity or any of its subsidiaries (other than those of the listed company) or performs activities related with those of any of the latter.

[ ] Yes
[√] No

E. RISK MANAGEMENT AND CONTROL SYSTEMS

E.1. Explain the scope of the company's financial and non-financial Risk Management and Control System, including tax risks.

As an integral part of the corporate policies passed by the Board, the Risk Management and Control Policy lays down the basic principles and the general framework for control and management of the business risks, including tax risks, and internal control of financial reporting to which Ebro Foods, S.A. and other companies in its Group are exposed.

Within this general framework, the integral, homogenous Risk Management and Control System is based on the preparation of a business risk map, through which, by pinpointing, assessing and grading of the risk management capacity, the risks are ranked from greater to lesser impact for the Group and by probability of occurrence. The risk map also identifies methods for mitigating or neutralising the risks detected.

The risk universe is structured in four main groups: compliance, operational, strategic and financial, and they are all subdivided into a large number of categories.

The risk classification process dynamically assesses both the inherent risk and the residual risk after application of the internal controls and action protocols established to mitigate them. These controls include preventive controls, adequate separation of duties, clear levels of authorisation and definition of policies and procedures. These controls can in turn be grouped into manual and automatic, made by data processing applications. This model is both qualitative and quantitative and can be measured in the Group's results, for which purpose the risk level is considered acceptable or tolerable on a corporate level.

The Risk Management and Control System is dynamic, so the risks to be considered vary according to the circumstances in which the Group is operating. The risks associated with inflation, drought and those related with cybersecurity were especially important during 2023.

E.2. Name the corporate bodies responsible for preparing and implementing the financial and non-financial Risk Management and Control System, including tax risks.

The Risk (including tax risks) Management and Control System and control of financial reporting is based essentially on the following structure:

- The Board of Directors, as ultimately responsible, defines the policy for control and management of risks, including tax risks, and control of financial reporting. Article 17.3 of the Regulations of the Board provides that the Board shall receive information on the most important aspects of business management and any foreseeable risk situations for the Company and its subsidiaries, together with the actions proposed by the senior management in respect thereof.

- The Audit, Control and Sustainability Committee, through the Risks Committee, performs the duties of oversight and monitoring of the financial reporting and risk control systems, reporting regularly to the Board on any significant aspects arising in these areas. It is responsible for supervising and promoting internal control of the Group and the risk management systems and submitting recommendations to the Board on the risk control and management policy and possible mitigation measures in those areas.

- The Risks Committee, based on the policy established by the Board of Directors and under the supervision of and reporting to the Audit, Control and Sustainability Committee, is specifically responsible for coordinating and monitoring the system for management and control of risks, including tax risks, and control of the Group's financial reporting.

- The Management Committees of the core business units of the Group, on which the Chairman of the Board and the Chief Operating Officer (COO) sit, assess the risks and decide on mitigation measures.

- Risk officers of the core business units of the Group. The major subsidiaries of the Group have officers responsible for monitoring the financial reporting risk (including tax risks) control and management systems and reporting to the Risks Committee.

- Internal Audit Department. Within the internal audits of the different subsidiaries, the Company's Internal Audit Department checks that the testing and control of the financial reporting and risk management systems have been performed adequately in accordance with the indications by the Risks Committee and Audit, Control and Sustainability Committee.

E.3. Define the main financial and non-financial risks, including tax risks and, to the extent that they may be significant, those deriving from corruption (the latter within the scope of Royal Decree Law 18/2017), that could have a bearing on achievement of the company's business goals.

The main risks that might have a bearing on achievement of the business goals set by the Ebro Foods Group are listed below and explained in greater detail in Explanatory Note Five in section H of this Report.

A. OPERATIONAL RISKS:

- Food safety risk

- Commodity supply risk

- Market (prices) risk

- Customer concentration risk

- Technological risk

- Cybersecurity

B. RISKS RELATED WITH THE ENVIRONMENT AND STRATEGY:

- Environmental risk

- Climate risk

- Respect for human rights

- Competition risk

- Reputational risk

- Social network exposure

- Changes in lifestyle

- Country or market risk

- Natural disasters, fires

- Strategic planning and assessment of strategic opportunities for investment or divestment

C. COMPLIANCE RISKS:

- Sectoral regulatory risk

- General regulatory risk

- Tax risks

D. FINANCIAL RISKS:

- Foreign exchange risk

- Interest rate risk

- Liquidity risk

- Credit risk

E.4. State whether the company has a risk tolerance level, including one for tax risks.

Risks are measured by both inherent and residual risk.

A scorecard is made each year of the principal ten risks to which the Group may be exposed (the TOP TEN), which are rated and measured as far as possible. If the economic consequences of a risk could cause a loss (or a loss of profit) of more than 5% of the consolidated EBITDA budgeted, or over 20% of the individual EBITDA of a business, it is considered a threat requiring corporate action.

In general, the heads of the different business units and the Management Committee of each unit: (i) define the risks affecting their respective businesses, (ii) assess the possible economic impact of those risks and, (iii) in view of the specific prevailing circumstances, establish whatever mitigation measures they deem fit.

Without prejudice to the supervision by the Risks Committee and, ultimately, the Audit, Control and Sustainability Committee, the Management Committee of each unit implements and monitors the mitigation measures taken and assesses the results thereof.

This notwithstanding, when a threat is identified that requires action on a corporate level (as mentioned above), the persons responsible for risk management and control in the corresponding unit inform the Risks Committee of the situation, proposing such mitigation measures as they may consider adequate. The Risks Committee assesses the situation and the sufficiency and suitability of the proposed mitigation measures, supplementing them with additional measures should it deem fit, reporting to the Audit, Control and Sustainability Committee.

The Board of Directors is promptly informed on the risks that have materialised and the mitigation measures adopted, both through the report submitted regularly on the matter by the Audit, Control and Sustainability Committee and through the information given at all Board meetings on the development of business. In addition, the Board continuously receives (at least twice a year) the minutes of Risks Committee meetings to supplement the information provided regularly by the Audit, Control and Sustainability Committee throughout the year. This reinforces the most direct monitoring of risk control by the Board and, should they deem fit in the light of the Risks Committee minutes, the directors may request further information on any risk reported or the mitigation measures implemented.

E.5. What financial and non-financial risks, including tax risks, have occurred during the year?

The financial and non-financial risks, including tax risks, that occurred during 2023 and up to 22 March 2024 (the date of approval of this report) are indicated below:

A. SUPPLY RISKS

- Rice supply

As in recent years the extreme drought in southern Spain has continued, leading to restrictions on the use of water and minimisation of the areas sown in one of our Group's traditional supply regions. This situation complicates the operations of the Group's facilities in the region and has forced us to import rice from other latitudes and/or modify the supply chain to meet our commercial commitments.

Over the year certain countries such as India and Myanmar imposed restrictions on rice exports, prohibiting the export of certain rice varieties and levying customs tariffs or setting minimum prices for exports of other varieties. These decisions, based on the evolution of prices and the fear of internal shortage of essential goods in those countries, have put further strain on the market. The Group has maintained adequate hedging of stocks, assuming that these are temporary measures.

The growing tension in the Red Sea area has forced large ships to change their routes and sail through the Cape of Good Hope to reach European destinations, which has seriously distorted container traffic, affecting prices, availability and transit times. The Group's logistics teams continuously monitor the situation to minimise the impact.

B. MARKET RISK

- Prices and competition

Owing to the general increase in prices over 2022, the evolution of household consumption was cause for concern in 2023. General price increases and rising interest rates can have a strong impact on consumer choices. Although the Group's products can be considered staples, an increase was detected in the consumption of private label brands and low price products, requiring special monitoring of sales pricing, promotions and channel marketing. Through this close monitoring, the Group has so far managed to maintain an optimum evolution of our margins and volumes.

C. CYBERSECURITY RISK

In recent years there has been an increase in phishing and cyber attacks to obtain information for fraudulent use or to demand ransom for stolen information.

In 2023 the Group suffered two frauds involving phishing, which are currently in the process of investigation, determination of accountability and prosecution of the criminals. Although the extent of those frauds was not significant, the Group has: (i) further reinforced the security measures linked to payments; (ii) established a new alert system to detect weaknesses in our systems; and (iii) established a protocol on training and alerts to increase awareness and responsiveness to attacks of this nature.

D. COUNTRY RISK

- War in Ukraine

Although the situation appears to have stabilised, the crisis triggered by Russia's invasion of Ukraine is ongoing as is, consequently, the uncertainty regarding the situation of certain commodities and the global economic situation.

As indicated in our Corporate Governance Report last year, the Group believes that this situation of uncertainty and its consequences should not have a very significant impact on the Group, for the following reasons:

(i) The Group does not have any major interests in the region.

(ii) The possible impact on supplies used by the Group is limited to collateral effects (possible changes in consumption, increased cost of fertilizers, switching cereals grown, etc.), because the grains produced in that region are not included in the Group's supply chain.

(iii) The Ebro Group's businesses are more resilient in times of crisis thanks to the type of products we sell. Consequently, the Group does not expect any major drop in customer demand, loss of suppliers or adverse effects in our supply and distribution chains.

(iv) The European Union has taken measures to check energy price hikes and mitigate dependence on Russian gas.

E.6. Explain the response and supervision plans for the main risks, including tax risks, to which the company is exposed and the procedures followed to ensure that the board of directors provides solutions for any new challenges that may arise.

The Management Committees of each business unit are responsible for monitoring its risk supervision system. Management committees usually meet monthly to analyse any risks that may have materialised and design and monitor the contingency plans and actions taken to mitigate them. Control and monitoring of the economic variables in each subsidiary against the corresponding budget also ensures the immediate detection of unforeseen risk situations. The subsidiaries with greatest weight within the Group, such as the North American subsidiaries, have "Crisis Management Plans" (CMP), which specify the main risks to which the company is exposed, the protocols for responding to them and the company officers responsible for implementation.

This notwithstanding, when a threat is identified that requires action on a corporate level (see section E.4 of this report), the persons responsible for risk management and control in the corresponding unit must inform the Risks Committee of the situation, proposing such mitigation measures as may be considered adequate. The Risks Committee assesses the situation and the sufficiency and suitability of the proposed mitigation measures, supplementing them with additional measures should it deem fit. The Risks Committee reports regularly to the Audit, Control and Sustainability Committee on the actions taken and plans proposed and the latter in turn reports on all this to the Board of Directors (without prejudice to the Board's knowledge of the most important situations through its thorough monitoring of business at each Board meeting and the annual remittance to the Board of the minutes of all the Risks Committee meetings held during the preceding year).

The measures to control, reduce and, as the case may be, mitigate the risks are established according to the following basic criteria:

- They shall seek to neutralise the risk detected, maintaining coherence between the importance of the risk and the cost and means required to neutralise it.

- If neutralisation is not feasible, measures shall be designed to reduce the potential economic consequences, if possible to within tolerance levels.

- The management and control shall, as far as possible, forestall rather than remedy.

- The control mechanisms shall adequately separate management and oversight.

- The different people responsible for risk management shall coordinate their actions to be efficient, seeking the utmost integration between control systems.

- Maximum transparency shall be ensured in the identification and assessment of risks, specification and implementation of mitigation measures and assessment of the results of those measures.

- Compliance must be guaranteed with the requirements of internal reporting to the bodies responsible for supervision and control.

F. INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS FOR FINANCIAL REPORTING (ICFR)

Describe the mechanisms comprising the internal control over financial reporting (ICFR) of your company.

F.1. Control environment

Report on at least the following, describing their principal features:

F.1.1 What bodies and/or units are responsible for: (i) the existence and maintenance of an adequate and effective ICFR, (ii) its implementation and (iii) its oversight?

As established in its Regulations, the Board of Directors is ultimately responsible for the existence, maintenance and oversight of an adequate, effective internal control system for the company's financial reporting (ICFR).

The Audit, Control and Sustainability Committee is responsible for: (i) supervising and promoting the procedures and systems used to prepare and control the company's financial reporting; (ii) checking any public financial information; and (iii) ensuring implementation of and compliance with the internal regulations and codes applicable to the risk management and control systems in relation to the financial reporting process.

The Management Committee is responsible for the design, implementation and functioning of the ICFR through the Group Finance Department and the Finance Departments of the different business units. The different general managements are responsible for effective implementation of these systems within their respective areas of activity. There are also officers responsible for the different processes documented within the ICFR, who must ensure that those processes are kept up to date, informing the Risks Committee, through the finance department and general management of the corresponding business unit, of any modifications or adaptations required.

The Risks Committee, reporting to the Audit, Control and Sustainability Committee, is specifically responsible for coordinating and monitoring the system for management and control of risks, including tax risks, and controlling the Group's financial reporting.

F.1.2 State whether the following elements exist, especially in respect of the financial reporting process:

· Departments and/or mechanisms responsible for: (i) designing and reviewing the organisational structure; (ii) clearly defining the lines of responsibility and authority, with an adequate distribution of tasks and duties; and (iii) ensuring that there are sufficient procedures for adequately informing the company:

As established in its Regulations, the Board of Directors is responsible for defining the general strategy and guidelines for management of the Company and its Group and encouraging and supervising the actions taken by the senior officers, establishing an organisational structure that will guarantee the utmost efficiency of the senior management and the management team in general.

According to the Regulations of the Board, the Nomination and Remuneration Committee is responsible for checking the criteria followed regarding the composition and structure of the Board and for selecting candidates for the Board. It also nominates the Chairman, CEO or managing director(s) and Secretary of the Board and proposes the assignment of Directors to the different Board Committees.

In turn, under the policies approved by the Board, the Nomination and Remuneration Committee supervises the senior executive remuneration and incentives policy.

Within each group company, the organisational structure of the units participating in the preparation of financial reporting depends on several factors, such as the volume of operations or type of business, but in all cases it corresponds to the need to cover the main duties of recording, preparing, checking and reporting the operations performed and the economic and financial position of the company. The Executive Chairman, Chief Operating Officer (COO) and executives of the different business units of the Ebro Foods Group participate actively in the management committees of the Group's subsidiaries, thereby ensuring direct communication through the lines of responsibility and authority.

The senior management and the human resources departments of the Group and each of the Group subsidiaries are responsible for designing the organisational structure according to local needs. The most important subsidiaries have organisation charts that include a description of the duties and responsibilities of the main areas participating in the internal control of financial reporting.

The different job descriptions of positions and responsibilities are maintained by the Human Resources Department of each subsidiary and the management of all the subsidiaries, especially the financial management, are informed of any new member of a subsidiary.

· Code of conduct, body responsible for its approval, degree of publicity and instruction, principles and values included (stating whether there is any specific mention of the recording of transactions and preparation of financial reporting), body responsible for analysing default and proposing corrective measures and penalties:

The Code of Conduct of the Ebro Group, an update of the earlier Codes of Ethics and Conduct drawn up by the Ebro Foods Group in 2003, 2008 and 2012, was approved by the board on 25 November 2015 and all levels of the organisation were notified. The Code of Conduct was amended in 2023 to adapt its provisions on the Corporate Whistleblowing Channel, the Ebro Foods Group Internal Reporting Channel (designed and implemented in the Ebro Foods Group in 2023, in accordance with Act 2/2023 of 20 February regulating the protection of people reporting breaches of law and infringements of anti-corruption regulations).

The Code of Conduct provides guidance on how to act in the Group's internal and external relationships, strengthening the values that distinguish us and establishing a basic reference to be followed by the Group.

The Code aims to:

- Be a formal, institutional reference for personal and professional conduct.

- Guarantee the responsible, ethical behaviour of all the Group's professionals in their work.

- Reduce the element of subjectivity in personal interpretations of moral and ethical principles.

- Create a standardisation tool to guarantee progressive implementation throughout the Group of the ten principles of the UN Global Compact.

- Grow responsibly and committed to all our stakeholders.

As established in the Code of Conduct, the Group assumes a principle of conduct based on transparent reporting, consisting of an undertaking to report reliable financial, accounting or other information to the markets. Accordingly, the company's internal and external financial reporting will give a true and fair view of its real economic, financial and equity situation according to generally accepted accounting principles.

Employees formally sign the Code of Conduct when they join the workforce of most Group companies and all new Group employees during the year were informed and given a copy of the Code.

The Code of Conduct is published in the Intranet, where it can be consulted by any employee, and on the Group's website.

The Audit, Control and Sustainability Committee is responsible for monitoring and controlling application of the Code. The Compliance Unit, which has sufficient initiative, autonomy and resources, is responsible, among other duties, for assisting the Audit, Control and Sustainability Committee in the supervision of compliance, publication and interpretation of the Code of Conduct.

Ebro Foods, through its Secretary, has an e-mail address to which any Group employee may send queries and suggestions regarding the interpretation of the Code of Conduct.

The Audit, Control and Sustainability Committee reports regularly to the Group's Board of Directors on any queries raised in respect of the interpretation and application of the Code of Conduct, how they have been solved and, where appropriate, the interpretation criteria followed.

The Code of Conduct provides that any violation or breach of the Code that is classified as a labour offence shall be penalised according to the labour laws, without prejudice to any other liability that the infringer may incur and the remedial measures that may be established by the different Group companies in pursuance of prevailing laws. On a Group level, the Audit, Control and Sustainability Committee, assisted by the Compliance Unit, shall receive reports of any violation of the Code of Conduct and act accordingly.

· Whistleblowing channel, through which the audit committee can be informed of any financial or accounting irregularities, any breaches of the code of conduct and any irregular activities within the organisation, indicating whether this channel is confidential and whether it allows anonymous communications respecting the rights of the reporting person and the person concerned:

As established in the Regulations of the Board, the Audit, Control and Sustainability Committee is formally responsible for implementing a confidential whistleblowing channel accessible to all Group employees and defining a protocol for prioritising, processing, investigating and settling reports according to their importance and nature, especially any concerning possible financial or accounting misrepresentations.

In this respect, the Ebro Group has established an Internal Reporting System (IRS) adapted to the provisions of Act 2/2023 of 20 February regulating the protection of people reporting breaches of law and infringements of anti-corruption regulations, which transposes EU Directive 2019/1937, known as the Whistleblowing Directive, into national law. Within the IRS, the Board of Directors has approved the Policy regarding the Internal Reporting System and Whistleblower Protection, establishing the principles and values underlying the IRS.

In its operating structure, the IRS is based on the creation of the Corporate Whistleblowing Channel, through which anyone can report any information concerning potential irregularities or breaches that may affect Ebro Foods, S.A. or its Group. That Corporate Whistleblowing Channel, which is set up in accordance with the requirements of Act 2/2023, has free public access through the Company's website.

Through that whistleblowing channel, therefore, anyone can submit whatever complaints they may deem fit. Complaints submitted through the Corporate Whistleblowing Channel are received by the System Administrator who will determine the procedure for dealing with the specific information reported, depending on its content and origin, according to the provisions of the Manual of Procedures (a summary of which is also published on the company's website).

Apart from the Corporate Whistleblowing Channel, any Group companies who are obliged by local law to have a complaints channel will maintain that local channel, and the mechanisms required to guarantee adequate handling of any reports which, by virtue of their subjective and objective scope, must be dealt with according to the mandatory criteria established in Act 2/2023 will be regulated by the Policy regarding the Internal Reporting System and Whistleblower Protection and the Manual of Procedures.

The Internal Reporting System guarantees confidentiality and, where appropriate, anonymity in the handling of complaints processed through the Corporate Whistleblowing Channel.

Without prejudice to direct investigation of reports by the Chair of the Audit, Control and Sustainability Committee whenever this is considered appropriate according to the Manual of Procedures, the System Administrator periodically informs that Committee on the procedure and reports received through the Corporate Whistleblowing Channel, the investigations conducted and outcome thereof, fully respecting at all times the principles of security, confidentiality, impartiality, transparency and protection of the whistleblower, which are essential principles of the Internal Reporting System.

· Training programmes and regular refresher courses for employees involved in the preparation and checking of financial information and evaluation by the ICFR, covering at least accounting and auditing standards, internal control and risk management:

The Ebro Group has a policy of making sure it has personnel with sufficient training and experience to perform the duties and responsibilities assigned to them. The Ebro employees involved in the preparation and checking of the financial information and ICFR appraisal participate in training and refresher courses regarding the laws and standards in place from time to time and good practices to guarantee the reliability of the financial information generated.

The Ebro Group also encourages and provides means and resources for its employees to keep their accounting knowledge up to date through the attendance of seminars, on-line information and other means, and regular meetings are held with the external auditors to assess in advance the standards in place or those about to enter into force.

During the year the Ebro Group has focused its training for personnel involved in the preparation and checking of financial information and in the ICFR appraisal on the following aspects:

- Accounting updates

- Management and control of costs for business decision-making

- Training in the tax laws in different countries

- Financial Reporting Internal Control System Manual

In addition, the external auditors of the Company and its Group regularly attend the meetings of the Audit, Control and Sustainability Committee to give training on the principal novelties in accounting and auditing, especially those that have or may have a greater effect on the Group's accounts.

F.2. Measurement of risks in financial reporting

Report at least on:

F.2.1 The main features of the risk identification process, including risks of error or fraud, in respect of:

· Whether the process exists and is documented:

Within the risk management and control policy approved by the Board, the financial reporting internal control system is supervised by the Audit, Control and Sustainability Committee, assisted by the Risks Committee, the Internal Audit Department (for testing of the ICFR controls) and the Group Finance Department.

The potential risk events that could affect the organisation are identified and assessed through the financial reporting internal control system, pinpointing and assessing the risks corresponding to each line of business. Through this risk control and management system, the Ebro Group has drawn up a consolidated risk map by compiling and combining the risk maps of its major subsidiaries.

This process is coordinated by the Risks Committee, which manages and establishes the permitted tolerance to the risk and coordinates actions to align the measures addressing risks with the Group's global risk policy so that the exposure to risk assumed by the Ebro Group overall is known at all times.

Based on the results obtained, systems are devised for addressing risks and internal control, to keep the likelihood and impact of those risks on financial reporting within the tolerance levels, thereby providing reasonable certainty regarding achievement of the strategic business goals.

· Whether the process covers all the financial reporting objectives (existence and occurrence; integrity; measurement; presentation, breakdown and comparison; and rights and obligations), whether it is updated and how often:

The Ebro Group has established a continuous improvement process to minimise the risks related with financial reporting by improving the design and effectiveness of existing controls.

For this purpose, it has a process identifying the risks affecting the reliability of financial reporting, based on and beginning with a definition of the scope, according to quantitative criteria of materiality in respect of the consolidated amounts and other qualitative criteria (error, fraud, uncommon transactions, etc.). Companies in the major business units or divisions that meet any of the afore-mentioned criteria and the material accounting items of each one are defined according to those criteria.

Once the material items have been defined on a company level, the processes and sub-processes they affect are established, according to a relationship matrix.

For each of the sub-processes included within the scope, the inherent risks and the checks made by the responsible persons to mitigate those risks are identified, setting this information down in a Risks-Controls Matrix. Those risks take account of all the financial reporting objectives (existence and occurrence; integrity; measurement; presentation, breakdown and comparison; and rights and obligations).

The financial reporting risks are identified in the Ebro Group's Risks-Controls Matrix and updated to take account of any changes in the scope of consolidation of the Group or development of its business and their reflection in the financial statements, making a comparative analysis every year of the variations in material processes and sub-processes to establish any risks that have not been previously identified.

· The existence of a process for defining the scope of consolidation, taking into account, among other aspects, the possible existence of complex corporate structures, base companies or special purpose vehicles:

The Ebro Group has a process based on internal regulations that guarantees the correct identification of the scope of consolidation through an adequate separation of duties in the requesting, authorising, reporting and recording of any operation entailing the incorporation, merger, division, acquisition or sale of companies and any other corporate operation, directly involving the Legal Department and the Board of Directors.

This process considers the possible existence of complex corporate structures, base companies or special purpose vehicles, among other means by establishing an adequate structure to separate the duties of requesting, authorising and reporting for any corporate operation within the Group. No transactions or complex corporate structures that might entail off-balance sheet transactions that should be recorded within the reporting period were identified this year.

· Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) insofar as they affect the financial statements:

The Risk Management and Control System of the Ebro Group is designed to identify potential risk events that might affect the organisation. At present there are four types of risks: Operating, Compliance, Strategic and Financial, and the conclusions are taken into account insofar as the risks may affect financial reporting.

For this purpose, the Risks Committee acts as a unit of coordination and interrelation of the effect of the risks detected on the different areas (management, business, financial reporting, legal, reputational etc. risks).

· Which governing body of the company supervises the process:

While the Board has the power, which it may not delegate, to determine the policy for control and management of risks, including tax risks, and supervision of the internal control and reporting systems, the Audit, Control and Sustainability Committee is responsible for supervising and promoting the procedures and systems used to prepare and control the Company and Group financial reporting, and controlling the implementation of and compliance with the risk management and control systems, both in general and in respect of the financial reporting process.

The Audit, Control and Sustainability Committee is supported in this regard by the Risks Committee, which directly monitors the risks reported by the different units and the measures defined for mitigating them.

Also in this regard, the Internal Audit Department of the parent regularly tests the functioning of the ICFR controls in the different Group companies.

F.3. Control activities

Inform whether the company has at least the following, describing their main features:

F.3.1 Procedures for checking and authorising financial information to be published on the stock markets and description of the ICFR, indicating who is responsible for these tasks, and documentation describing the flows of activities and controls (including those checking for the risk of fraud) in the different types of transactions that may have a material effect on the financial statements, including the procedure for closing of accounts and the specific review of judgements, estimates, valuations and significant projections

The priorities established within the Ebro Group include the quality and reliability of the financial information, both internal information for decision-making and external information published for the markets. The information to be provided by the different units is requested by the Group financial department, paying special attention to the processes of closing the accounts, consolidation, measurement of intangibles and areas subject to judgement and estimates.

The Ebro Group has procedures for checking and authorising the financial information and description of the ICFR, responsibility for which corresponds to the Financial Department, the Risks Committee, the Audit, Control and Sustainability Committee and the Board of Directors.

The Audit, Control and Sustainability Committee checks and analyses the financial statements and any other important financial information, as well as the principal judgements, estimates and projections included and discusses them with the Economic and Financial Area of the Group and the internal and external auditors to confirm that the information is complete and the principles applied are consistent with those of the previous full-year accounts.

The procedure for checking and authorising the financial information corresponds to the Group financial department, based on the information checked and validated by the different units. The Audit, Control and Sustainability Committee supervises this information to be published on the market and it is approved by the Board of Directors.

The Group has implemented a process to enhance the quality and quantity of documentation and make the generation of financial information and its subsequent supervision more effective and efficient.

The significant processes involved in the generation of the Group financial reporting are documented based on the COSO internal control model. The main processes documented are:

- Closing of Financial Statements and Reporting

- Consolidation

- Sales and Receivables

- Purchases and Payables

- Fixed Assets

- Inventories

The documentation outline is extended progressively, according to the materiality and the general criteria established in the Group's financial reporting internal control system.

The persons responsible for each of the documented processes in each subsidiary have been identified. They are responsible for keeping those processes up to date on an annual basis, reporting any modifications or adaptations to the Risks Committee through the Group's financial department.

Process documentation includes details of the flows and transactions and the financial reporting objectives and controls established to ensure they are met. It also contemplates the risks of error and/or fraud that might affect the financial reporting objectives. The documentation of flows of activities and controls that may have a material effect on the financial statements, including the accounts closing procedure, includes the preparation of narratives on the processes, flow charts and risk and control matrices.

The controls identified may be preventive or detective, manual or automatic, describing also their frequency and associated information systems.

Adequate functioning of the controls is regularly checked by the Internal Audit Department of the Group's parent, which performs specific tests on the ICFR controls in the different units of the Group.

F.3.2 Internal control procedures and policies for the IT systems (including access security, track changes, operation, operating continuity and separation of duties) used for the significant processes of the company in the preparation and publication of financial information

The Group has rules for managing financial information security. Those rules are applicable to the systems used to generate financial information and the IT Department is responsible for defining and proposing the security policies.

Within its policies and infrastructure management the Ebro Group has procedures to secure each of the following:

(i) Both physical and logical access are controlled to ensure that only authorised internal and external personnel can access the Ebro centres and systems. Ebro has several Data Centres, the main one in Spain where the company's critical systems are housed. The major subsidiaries also have local data centres. They all have their own infrastructure to guarantee adequate control of access to the installations. In small subsidiaries, the general rule is to have external service providers to provide that security. When external service providers are used, the Ebro Group makes internal audits of the information systems and their architecture, including the security aspect.

Logical access control is secured with: (i) efficient management of internal or external access to our systems and (ii) user management coordinated with the human resources department and the company's group of managers. Ebro has user access control systems and workflow tools to guarantee inter-departmental integration and efficient updating of user status, regularly identifying those who no longer access the systems. An additional multi-factor authentication (MFA) system has been introduced for access to our website or corporate data, for both employees and third party collaborators.

Ebro Foods has implemented a system to control the separation of duties and access to critical functions of the SAP GRC SoD system in certain subsidiaries (currently in place in Riviana Foods Inc and Riviana Foods Canada Corporation) and plans to extend this implementation to the other major subsidiaries.

To compile its non-financial information, Ebro has developed a tool that manages the information required to guarantee its integrity, and workflows for approval to guarantee its reliability.

All the subsidiaries included in the SAP-based corporate ERP have implemented a procedure to separate duties within IT and the use of privileged users (Firefighter) subject to request, approval and control.

External access is guaranteed through specific users and controlled management. The necessary elements have also been provided on a network level to ensure that only authorised users and processes have access from outside.

(ii)The larger subsidiaries mainly use the ERP SAP system. In all those cases, Ebro has procedures underpinned by systems that systematically filter, assess, manage the life cycle and inform on production changes after acceptance by specific users and impact analysis in the systems currently used in production.

(iii) The separation of duties is underpinned by the use of roles by groups of users, which allow access only to the information and transactions previously approved by the organisation. The modification or creation of new roles is backed by the same procedure that guarantees management of the user life cycle and is applicable to the major companies of the Ebro Group. Special attention is paid to separation in IT support processes to make sure that the tasks of development, sending to production and administration of the system are duly separated. In addition, as mentioned above, Ebro Foods has implemented the SAP GRC SoD system throughout the Group for the IT Department and is in the process of rolling it out in all subsidiaries. This is designed to ensure adequate access control, separation of duties, anti-fraud elements within ERP and mitigating measures where necessary.

(iv) Ebro has internal tools which, combined with the user support departments and systems (Help Desks), guarantee the management and traceability of any incidents in the IT systems. Programme changes are managed within that system, which is based on best practices and management following the ITIL methods.

The critical information systems are always housed in our data centres or the principal hyperscaler clouds and there are individuals assigned to each one who are responsible for proactive monitoring of the automatic processes and proactive assessment of the yield and functioning of the systems.

Ebro has global contracts with security control tool providers, which guarantee the installation of such tools in all the computer and data processing equipment used in the company.

(v) Ebro Foods has a cybersecurity policy based on several fundamental pillars for the security of our systems. This includes endpoint security, of both users and servers, identity security (especially important in view of the increasingly more common cloud migration strategies), perimeter security for access to our network and data security.

Ebro Foods uses the leading tools available on the market and procedures based on best practices to minimise the risk in each of these areas, and it has continued implementing new tools and utilities to monitor unauthorised access through cloud profiles.

The Group continues working on perimeter security, especially in respect of its most important plants. Moreover, processes have been defined and advanced security systems have been implemented in the major subsidiaries of the Ebro Group.

(vi) Ebro has tools to guarantee the continuity of business support by its IT systems in the event of a fatal error or system crash. There are backup systems and policies in its data centres that guarantee access to information and systems in case of a disaster. The use of tape or disk backups and replicating the information in several computers with subsequent triangular distribution are habitual procedures for making incremental or complete backup copies. The current systems allow recovery of the information up to the specific time of the fatal error or system crash. Ebro is also in the process of migrating its critical systems to cloud environments that guarantee a Disaster Recovery system. Some of those systems have already been migrated and the rest will be migrated over the coming 18-24 months.

F.3.3 Internal control procedures and policies to oversee the management of outsourced activities and any aspects of valuation, calculation or measurement commissioned to independent experts, which may have a material impact on the financial statements

In general, the Ebro Group manages all activities that may have a material impact on the reliability of the financial statements, using internal resources to avoid outsourcing.

There are very few outsourced activities and the procedures and controls of those activities are regulated in the contracts signed with the service providers in question.

The valuation, calculation or measurement activities commissioned by the Ebro Group to independent experts are mainly concerned with the appraisal of properties, actuarial studies of employee benefits and impairment testing of intangibles.

Only service providers of internationally recognised standing are used for these valuation reports, making sure that they are not affected by any circumstance or event that could compromise their independence.

The reports obtained from these firms are submitted to internal review to check that the most significant assumptions and hypotheses used are correct and that they comply with the International Valuation Standards (IVS) and International Financial Reporting Standards (IFRS). Furthermore, the valuation processes and the hypotheses and assumptions used by independent experts are reported to and considered by the external auditors of the Company and its Group.

F.4. Information and communication

Inform whether the company has at least the following, describing their main features:

F.4.1 A specific department responsible for defining the accounting policies and keeping them up to date (accounting policy department or division) and solving queries or conflicts deriving from their interpretation, maintaining fluent communication with those responsible for operations in the organisation, as well as an updated accounting policy manual distributed among the units through which the company operates

The Ebro Group has adequate procedures and mechanisms to inform the employees involved in the preparation of financial information on the applicable criteria and the IT systems used in that preparation. This is done through the Management Control Unit and the Corporate Financial Department, whose powers include the following, among others:

- Define, administer, update and report on the Group's accounting policies, in compliance with the applicable accounting standards and rules of consolidation for the preparation and presentation of financial information to be disclosed.

- Prepare, update and report on the Accounting Policy Manual to be applied by all financial units in the Group. This manual is updated regularly.

- Settle any queries or conflicts regarding the interpretation and application of the accounting policies, maintaining fluent communication with those responsible for these operations in the organisation.

- Define and create templates, formats and criteria to be used for preparing and reporting the financial information. All financial information distributed on the markets is prepared by consolidating the reports of the different business units, prepared using mechanisms for data input, preparation and presentation that are homogenous for the entire Group. These mechanisms are designed to enable compliance with the standards applicable to the principal financial statements, including accounting criteria, valuation rules and presentation formats, and embrace not only the balance sheet, profit and loss account, statement of changes in equity and statement of cash flows, but also the obtaining of other information that is necessary to prepare the notes to the financial statements.

F.4.2 Mechanisms for collecting and preparing financial information with homogenous formats, applied and used by all business units in the company or group, valid for the main financial statements and notes, and the information given on the ICFR

The Group's financial information is prepared using a process of aggregating separate financial statements at source for subsequent consolidation according to the applicable accounting and consolidation standards, to obtain the consolidated financial information to be presented monthly to the Board and published periodically on the markets.

The process of aggregation and consolidation of the Group's financial statements is based on homogenous, common format templates that include different tables and reports to be completed. They also have automatic internal controls to check the integrity and reasonability of the data input.

These templates are validated each month by a financial manager in each subsidiary before sending them for checking and consolidation. To complete the automatic checks, those data and the estimation, valuation and calculation principles used to obtain them, as well as the accounts closing procedure, are checked by the financial manager at each level of aggregation and consolidation until the Ebro Group consolidated financial information is obtained, prepared and checked by the corporate financial department.

The Ebro Group has established a reporting system for the Financial Reporting Internal Control System, which is available in the Group for all the subsidiaries included within the scope of the ICFR. Through that reporting, the parent coordinates maintenance of the system in the rest of the subsidiaries annually through the assignment of persons responsible for their maintenance and updating in the event of any significant change to be taken into consideration in the documentation. Finally, if any weaknesses are detected in the financial reporting internal control system, the subsidiaries are notified of the necessary action plans and they are monitored by the parent.

F.5. Supervision of the functioning of the system

Inform on at least the following, describing their main features:

F.5.1 The ICFR supervisory activities performed by the audit committee and whether the company has an internal audit department responsible, among its duties, for assisting the committee in its supervision of the internal control system, including the financial reporting internal control system (ICFR). Inform also on the scope of the ICFR appraisal made during the year and the procedure through which the department or body responsible for the appraisal informs on the outcome, whether the company has an action plan defining any possible corrective measures and whether their impact on the financial information has been considered

The Board of Directors is ultimately responsible for the existence, maintenance and supervision of an adequate, effective internal control system for the financial reporting. Among the duties defined in the Regulations of the Board, the Audit, Control and Sustainability Committee assists and supports the Board in its supervision of the accounting and financial information, the internal and external audit services and corporate governance.

The Audit, Control and Sustainability Committee, assisted by the Risks Committee, must see that the internal audit procedures, the internal control systems in general, including the risk management control system and, in particular, the financial reporting internal control system, are adequate.

The Audit, Control and Sustainability Committee also ensures that the external auditor and Internal Audit Manager are selected on the basis of objective, professional qualifications, guaranteeing their independence in the performance of their duties; reports to the board on any related party transactions submitted for its consideration; controls any possible conflicts of interest; and, in general, makes sure that all the company's information and reporting, particularly financial, complies with the principle of truth and maximum transparency for shareholders and markets.

The Risks Committee, as the central control system, monitors adequate fulfilment by the risk officers of the respective units of the following duties: (i) monitoring, updating and review of the business risks map and the different financial reporting processes; (ii) compliance with the reporting protocols for business risks and financial information; (iii) assessment of the measures for mitigating and controlling any risks detected, and (iv) assessment of the effectiveness of the systems and controls by implementing the test processes indicated by the Risks Committee, assisted by the heads of the different units and, where necessary, external advisers.

The Risks Committee, based on the policy established by the Board and supervised by and reporting to the Audit Committee, is specifically responsible for coordinating and monitoring the system for management and control of risks, including tax risks, and checking the Group's financial information.

Within the business risks control and the financial reporting internal control system, the Internal Audit Department: (i) makes sure that the testing and control of risk management and financial reporting systems have been done properly, within the internal audits carried out on different subsidiaries during the year, and (ii) periodically tests the ICFR controls in the Group subsidiaries to detect any reinforcement measures that may be required in this area, all in accordance with the Internal Audit Plan.

The Internal Audit Department has submitted its annual working plan to the Audit, Control and Sustainability Committee and reported directly to said committee on any incidents detected in the performance of that work, proposing the corresponding action plan defining any necessary corrective measures; and at the end of each year, it has submitted an activity report.

The results of audits made by the Internal Audit Department and any incidents detected by the Risks Committee have been reported to the Audit, Control and Sustainability Committee. Moreover, the action plan devised for remedying those incidents has been sent to both the person responsible for remedying them and the Audit, Control and Sustainability Committee.

F.5.2 Inform on whether the company has a discussion procedure whereby the auditor (according to the provisions of the auditing standards), the internal audit department and other experts can inform the senior management and audit committee or company directors of any significant weaknesses detected in internal control during the auditing or checking of the annual accounts or any other processes commissioned to them. Indicate also whether the company has an action plan to remedy or mitigate the weaknesses observed

The Audit, Control and Sustainability Committee has a stable, professional relationship with the external auditors of the principal companies in its group, strictly respecting their independence. That relationship favours communication and discussion of any internal control weaknesses pinpointed during the auditing of annual accounts or any other audit work commissioned to them.

In this regard, the Audit, Control and Sustainability Committee receives information from the external auditor at least every six months on the audit plan and outcome of its implementation, and checks that the senior management heeds the auditor's recommendations. In addition, as established in the Regulations of the Board, it is responsible for overseeing the Internal Audit Services, examining the financial reporting process and internal control systems.

Each year, when it has finished its audit work, the External Auditor provides the company with a letter of recommendations on internal control. In 2023, following the audit of the 2022 accounts, the External Auditor informed the Audit, Control and Sustainability Committee that they had not detected any significant weaknesses during their work. This notwithstanding, they submitted a few recommendations to reinforce internal control.

Of the 9 meetings of the Audit, Control and Sustainability Committee held in 2023, the External Auditor attended 5 and the Internal Audit Manager attended 7. It should be borne in mind in this respect that 3 of the 9 meetings held had a single item on the agenda, regarding the procedure for selecting auditors for 2024, 2025 and 2026.

F.6. Other significant information

N/A

F.7. External auditor's report

Inform on:

F.7.1 Whether the ICFR information sent to the markets was checked by the external auditor, in which case the company should include the corresponding report in an annex. If not, explain why not.

The report issued by the external auditor is appended hereto.

G. EXTENT OF COMPLIANCE WITH THE CORPORATE GOVERNANCE RECOMMENDATIONS

Indicate the degree of compliance by the company with the recommendations of the Good Governance Code for Listed Companies.

If any recommendation is not followed or is only partly followed, include a detailed explanation of the reasons so that shareholders, investors and the market in general have sufficient information to assess the company's actions. General explanations are not acceptable.

1. The articles of association of listed companies should not limit the maximum number of votes that may be cast by an individual shareholder or impose other restrictions hampering takeover of the company via the market acquisition of its shares.

   Complies [X] Explanation [ ]

2. When the listed company is controlled, in the sense of Article 42 of the Commercial Code, by another company, listed or otherwise, and conducts business, directly or through its subsidiaries, with that controlling company or any of its subsidiaries (other than those of the listed company) or engages in activities related with those of any of the latter, it should report publicly and precisely on:

   a) The types of activity they are respectively engaged in and any business dealings between the listed company or its subsidiaries, on the one hand, and the parent company or its subsidiaries, on the other hand.

   b) The mechanisms in place to solve any conflicts of interest that may arise.

   Complies [ ] Partial compliance [ ] Explanation [ ] Not applicable [X]

3. During the annual general meeting, to supplement the written distribution of the annual corporate governance report, the chairman of the board should inform the shareholders orally, in sufficient detail, of the most important aspects of the company's corporate governance, especially:

   a) Any changes made since the previous annual general meeting.

   b) The specific reasons why the company does not follow any of the recommendations of the Code of Corporate Governance and the alternative rules applied, if any.

   Complies [X] Partial compliance [ ] Explanation [ ]

4. The company should define and promote a policy concerning communication and contacts with shareholders and institutional investors, within the framework of their involvement in the company, and proxy advisors that fully respects the laws against market abuse and gives similar treatment to shareholders who are in the same position. And the company should publish that policy on its website, including information on how it has been implemented, naming the contacts or those responsible for such implementation.

   Notwithstanding the legal obligations regarding the disclosure of inside information and other kinds of regulated information, the company should also have a general policy regarding the communication of non-financial economic and financial corporate information through channels considered adequate (media, social networks or other channels), contributing towards maximum disclosure and quality information to the market, investors and other stakeholders.

   Complies [X] Partial compliance [ ] Explanation [ ]

5. The board should not table a motion at the general meeting for delegating powers to issue shares or convertible securities excluding the preferential subscription right in a sum of more than 20% of the capital at the time of the delegation.

And when the board approves an issue of shares or convertible securities excluding the preferential subscription right, the company should immediately publish on its website the reports on that exclusion required by commercial law.

Complies [X] Partial compliance [ ] Explanation [ ]

6. Listed companies that prepare the following reports, whether mandatory or voluntary, should publish them on their websites sufficiently in advance of the annual general meeting even though that publication is not compulsory:

a) Report on the independence of the auditor

b) Reports on the functioning of the audit committee and the nomination and remuneration committee

c) Report by the audit committee on related party transactions

Complies [ ] Partial compliance [X] Explanation [ ]

All the sections of this Recommendation are met, except (c).

The Audit, Control and Sustainability Committee checks that all the related party transactions with significant shareholders, directors, representatives of corporate directors and other related parties have been made on arm's length terms, at market prices, transparently, fairly and reasonably, and always in the interests of the Ebro Foods Group, and issues a report to the Board in favour of their approval.

However, after studying this Recommendation the Company does not consider it convenient to publish the contents of that report because it contains sensitive commercial information that is confidential for the Group in respect of its rivals.

It should be noted that none of the related party transactions that took place in 2023 (or any of those made in 2024 up to the date of approval of this report) meet the conditions for requiring publication stipulated in section 529 unvicies of the Corporate Enterprises Act.

7. The company should broadcast general meetings live, through its website.

And the company should have mechanisms to enable online proxies and voting and even, in large cap companies and insofar as is proportionate, online attendance and active participation in the general meeting.

Complies [X] Partial compliance [ ] Explanation [ ]

8. The audit committee should make sure that the annual accounts presented by the board of directors to the general meeting are drawn up in accordance with the applicable accounting standards. And if the auditors have submitted a qualified report, the chairman of the audit committee should explain clearly at the general meeting the opinion of the audit committee on the content and scope of the qualifications included, making a summary of that opinion available to shareholders, together with the other motions and reports by the board, when the notice of call to the general meeting is published.

Complies [X] Partial compliance [ ] Explanation [ ]

9. The company should publish permanently on its website the requirements and procedures it will accept as proof of ownership of shares, right to attend the general meeting and exercise or delegation of shareholders' voting right.

And those requirements and procedures should favour the attendance and exercise by shareholders of their rights, not being in any way discriminatory.

Complies [X] Partial compliance [ ] Explanation [ ]

10. If a legitimate shareholder has exercised their right, prior to the general meeting, to supplement the agenda or submit new proposed resolutions, the company should:

a) Immediately distribute those supplementary items and new proposed resolutions.

b) Publish the model attendance card or proxy form or postal/electronic voting form with the necessary modifications to enable voting on the new items on the agenda and alternative proposed resolutions on the same terms as those proposed by the board of directors.

c) Put all these items or alternative proposals to the vote and apply the same voting rules as those applicable to the proposals by the board, including in particular the presumptions or deductions regarding votes.

d) After the general meeting, report the details of the voting on those supplementary items or alternative proposals.

Complies [ ] Partial compliance [ ] Explanation [ ] Not applicable [X]

11. If the company plans to pay attendance fees for general meetings, it should establish in advance a general policy on those fees and that policy should be stable.

Complies [X] Partial compliance [ ] Explanation [ ] Not applicable [ ]

The company's Policy on Attendance Fees for General Meetings establishes the principle that those fees may not be delivered in the form of cash, but will consist of a gift related with the Ebro Foods Group's products and/or brands.

12. The board should perform its duties with unity of purpose and independence of judgement, give the same treatment to all shareholders in the same position and be guided by the company's interests, namely the achievement of a profitable business sustainable in the long term, promote its continuity and maximise the economic value of the company.

And in its search for the company's interests, apart from respecting the laws and regulations and acting in good faith, ethically and with respect for generally accepted use and good practice, it should endeavour to reconcile the corporate interests with the legitimate interests of its employees, suppliers, customers and other stakeholders that may be affected, as the case may be, and the impact of the company's activities on the community and environment.

Complies [X] Partial compliance [ ] Explanation [ ]

13. The board should have the necessary size to operate effectively, with participation. The recommended size is between five and fifteen members.

Complies [X] Explanation [ ]

14. The board should approve a policy designed to favour an appropriate composition of the board that:

a) Is specific and verifiable;

b) Ensures that nominations for appointment or re-election are based on a prior analysis of the expertise required by the board; and

c) Favours the diversity of expertise, experience, age and gender. For this purpose, any measures designed to ensure that the company has a significant number of female executives are considered to favour gender diversity.

The results of the prior analysis of expertise required by the board should be set out in the report by the nomination committee published when calling the general meeting at which the ratification, appointment or re-election of each director is proposed.

The nomination committee shall check compliance with this policy annually and inform on its conclusions in the annual corporate governance report.

Complies [ ]   Partial compliance [X]   Explanation [ ]

All the sections of this Recommendation are met, except the last paragraph of (c).

The company has not considered it necessary to pass a specific policy to stimulate the presence of female executives to comply with the principles behind this Recommendation.

The Code of Conduct of the Ebro Foods Group guarantees the principle of equal treatment and equal opportunities for all professionals, regardless of their gender or sexual orientation, and this principle is applied by the company in its processes of selection, hiring, promotion and career opportunities of all its professionals, regardless of whether they are men or women.

As indicated in section C.1.6 above, there is no positive or negative discrimination of any nature in the procedures followed by the company for selecting and contracting its executive personnel, so it is not necessary to introduce any new measures to encourage the hiring of women for executive positions.

See section C.1.6 also for the definition of "Executive" used by the company.

15. The proprietary and independent directors should represent an ample majority of the board and the number of executive directors should be the minimum necessary, taking account of the complexity of the corporate group and the percentage stake held by the executive directors in the company's capital.

And the number of female directors should represent at least 40% of the board member by the end of 2022 and before that, no less than 30%.

Complies [ ]   Partial compliance [X]   Explanation [ ]

Although at the date of approval of this report the Company complies with this Recommendation, we have indicated "Partial compliance" because at 31 December 2023 the number of female directors represented less than 40% of the Board members. See section C.1.7 of this report.

See Explanatory Note Two in section H of this report regarding the evolution and current situation of women on the company's Board of Directors.

16. The ratio of proprietary directors to total non-executive directors should not be greater than the ratio of capital represented by those directors to the rest of the capital.

This may be eased:

a) In companies with a high capitalisation, in which shareholdings legally considered significant are scarce.

b) In companies with a plurality of unrelated shareholders represented on the board.

Complies [ ]   Explanation [X]

The number of directors classified as proprietary directors (8) represent 57.14% of the total members of the Board (14) and 66.67% of the total non-executive directors (12).

Furthermore, the proprietary directors represent 57.89% of the company's total capital at 31 December 2023.

Although proprietary directors represent a higher percentage (66.67%) of the total non-executive directors than the proportion of the company's capital represented by those directors in the total capital (57.89%), in the opinion of the Nomination and Remuneration Committee special circumstances exist that attenuate the principle of proportion recommended by the Code of Good Governance, because there are seven (7) unrelated significant shareholders present or represented on the Board that represent 66.81% of the capital.

In this regard, the Nomination and Remuneration Committee considers it necessary to take into account that although the director Hercalianz Investing Group, S.L. is a significant shareholder, it is classified as an executive director because its representative on the Board of Directors of Ebro is an executive and director of several subsidiaries in the Ebro Group.

The Committee has assessed the monitoring of this Recommendation and considers that the composition of the Board combines the principles of necessary size, balance and ample majority of non-executive directors recommended by the Code of Good Governance.

Based on the foregoing considerations, the Nomination and Remuneration Committee has considered that the principle behind Recommendation 16 is respected. See section C.1.7 of this report.

See Explanatory Note Three in section H of this report regarding the percentages of capital indicated.

17. The number of independent directors should represent at least one-half of the total directors.

This notwithstanding, if the company does not have a large capitalisation or if it has a high level of capitalisation but has one shareholder, or several acting in concert, that controls more than 30% of the capital, the number of independent directors should represent at least one-third of the total directors.

Complies [ ] Explanation [X]

The number of independent directors (4) is somewhat lower than one-third (4.6) of the total Board members (14) recommended for companies which, like Ebro Foods, S.A., are not high-cap.

The Nomination and Remuneration Committee considers it necessary to continue working to increase the number of independent directors until it is at least equal to the recommended one-third, although in the Committee's opinion it should be borne in mind that the percentage of the company's total capital represented on the Board at 31 December 2023 was 68.47%.

See Explanatory Note Three in section H of this report regarding the percentages of capital indicated.

18. Companies should publish on their websites and keep up to date the following information on their directors:

a) Professional and biographic profile

b) Other directorships held, in listed or unlisted companies, and other remunerated activities performed, of whatsoever nature

c) Indication of the category of director, indicating for proprietary directors the shareholder they represent or with which they are related

d) Date of first appointment as director of the company and subsequent re-elections

e) Shares and stock options held in the company

Complies [ ] Partial compliance [X] Explanation [ ]

All the sections of this Recommendation are met, except (b).

Although there is no specific section on the corporate website containing the information contemplated in paragraph (b), information on the positions, remunerated or otherwise, held by the directors of Ebro Foods, S.A. and the representatives of corporate directors on the boards of other companies, listed or otherwise, and any other remunerated activities they may perform, is included in the corporate governance report each year, which is published permanently in the corresponding section of the corporate website.

After studying this Recommendation, the Company considers that it informs on the positions held by the directors of Ebro Foods, S.A. and the representatives of corporate directors on the boards of other companies, listed or otherwise, and in companies engaged in similar or identical activities as Ebro Foods, S.A., as well as on any other remunerated activities they may perform, remunerated or otherwise, in sufficient detail to comply with the transparency in reporting sought by the Code of Good Governance.

19. Once checked by the nomination committee, the annual corporate governance report should include an explanation of the reasons why proprietary directors have been appointed at the request of shareholders with an interest of less than 3% in the capital, as well as the reasons, if appropriate, for not meeting formal requests for presence on the board from shareholders with an interest equal or greater than others at whose request proprietary directors have been appointed.

Complies [ ] Partial compliance [ ] Explanation [ ] Not applicable [X]

20. Proprietary directors should resign when the shareholder they represent disposes of its entire shareholding in the company. They should also resign in the corresponding number when the shareholder disposes of part of its shares to an extent requiring a reduction in the number of proprietary directors.

Complies [ ] Partial compliance [ ] Explanation [ ] Not applicable [X]

21. The board should not propose the removal of any independent director before the end of the period for which they were appointed, unless there are just grounds for doing so, as appreciated by the board subject to a report by the nomination committee. In particular, just grounds are deemed to exist when the director takes up new positions or contracts new obligations preventing them from dedicating the necessary time to performance of their duties on the board, or if they breach their duties or any circumstances arise by virtue of which they would no longer be considered independent, according to the applicable legal provisions.

The removal of independent directors may also be proposed following takeover bids, mergers or other similar corporate operations entailing a change in the ownership structure of the company, when changes in the structure of the board are required by the principle of proportionality contemplated in Recommendation 16.

Complies [X]   Explanation [ ]

22. Companies should establish rules obliging directors to report and, if necessary, resign if any situation arises, related or not with their actions within the company, that could jeopardise the company's prestige and reputation. In particular, directors should be obliged to inform the board of any criminal proceedings brought against them and the development of the proceedings.

If the board has been informed or has otherwise become aware of any of the situations contemplated in the preceding paragraph, it should study the case as soon as possible and, in view of the specific circumstances and the corresponding report by the nomination and remuneration committee, decide whether any action should be taken, such as opening an internal investigation, requesting the director to resign or proposing their removal. An account of this situation should be included in the Annual Corporate Governance Report, unless special circumstances justify not doing so, in which case they should be put on record. This is notwithstanding the information that the company is obliged to disclose, if appropriate, when adopting the corresponding measures or actions.

Complies [X]   Partial compliance [ ]   Explanation [ ]

23. All the directors should clearly express their opposition whenever they consider that any proposed decision submitted to the board may go against corporate interests. The independent and other directors not affected by the potential conflict of interest should also do so when the decisions may be detrimental to shareholders not represented on the board.

And when the board adopts significant or reiterated decisions about which a director has expressed serious reservations, the latter should reach the appropriate conclusions and, if they opt to resign, explain the reasons in the letter contemplated in the following recommendation.

This recommendation also affects the secretary of the board, even if they are not a director.

Complies [ ]   Partial compliance [ ]   Explanation [ ]   Not applicable [X]

24. If a director retires from office before the end of their term, through resignation or by virtue of a resolution adopted by the General Meeting, they shall explain the reasons for their resignation or, in the case of non-executive directors, their opinion on the grounds for their removal by the General Meeting, in a letter sent out to all the Board members.

Even if the Annual Corporate Governance Report contains the appropriate information on the foregoing, to the extent that it is important for investors, the company should publish news of the director's retirement as soon as possible, including a sufficient account of the reasons or circumstances indicated by the director.

Complies [X]   Partial compliance [ ]   Explanation [ ]   Not applicable [ ]

25. The nomination committee should make sure that non-executive directors have sufficiently availability to perform their duties correctly.

And the regulations of the board should stipulate the maximum number of directorships that may be held by its directors.

Complies [ ] Partial compliance [X] Explanation [ ]

Although the Regulations of the Board do not stipulate a maximum number of directorships that may be held by the Directors of Ebro Foods, S.A., it does impose on the Directors the obligation to dedicate to the Company such attention and time as may be necessary to guarantee the effective and adequate fulfilment of each and all of the duties corresponding to their position. Consequently, the maximum number of other directorships they may hold will be such as to ensure that they are able at all times to meet each and all of their obligations to the company (Article 32 of the Regulations of the Board, "General duties of Directors").

Moreover, the Policy for Selection of Directors and Diversity in the Composition of the Board of Directors stipulates within "Conditions to be met by candidates" that candidates must have sufficient availability to be able to duly perform their duties. This point is confirmed by the Committee with the candidates before submitting any proposal to the Board of Directors.

After studying this Recommendation, the Company considers that the principles pursued by the Code of Good Governance in this respect are met with the obligation regarding dedication imposed in Article 32 of the Regulations of the Board and the Policy for Selection of Directors and Diversity in the Composition of the Board of Directors. It considers this a complex issue and believes that it is not necessary to establish a maximum number of directorships that may be held by the Directors in order to achieve this.

26. The board should meet as often as may be necessary to secure efficient performance of its duties, and at least eight times a year, following the calendar and business established at the beginning of the year, although any director may individually propose additional items to be included on the agenda.

Complies [X] Partial compliance [ ] Explanation [ ]

27. Non-attendance of board meetings should be limited to inevitable cases and stated in the Annual Corporate Governance Report. If a director is forced to miss a board meeting, a proxy should be granted with the appropriate instructions.

Complies [X] Partial compliance [ ] Explanation [ ]

28. When the directors or the secretary express concern over a proposal, or, in the case of directors, the company's performance, and those concerns are not settled by the board, they should be put on record in the minutes, at the request of those expressing them.

Complies [ ] Partial compliance [ ] Explanation [ ] Not applicable [X]

29. The company should establish adequate channels for directors to obtain any counselling they may need to perform their duties, including, should circumstances so require, external counselling at the company's expense.

Complies [X] Partial compliance [ ] Explanation [ ]

30. Regardless of the expertise required of directors to perform their duties, companies should also offer their directors refresher courses in the appropriate circumstances.

Complies [X] Explanation [ ] Not applicable [ ]

31. The agenda for meetings should clearly indicate the items on which the board is called upon to adopt a decision or resolution, so that the directors can study or obtain in advance the information they may need.

In exceptional cases, for reasons of urgency, the chairman may submit decisions or resolutions not included on the agenda for approval by the board. The prior, express consent of most of the directors present will be necessary for this, leaving due record in the minutes.

Complies [X] Partial compliance [ ] Explanation [ ]

32. Directors shall be regularly informed on any changes in the ownership of the company and the opinion held by the significant shareholders, investors and ratings agencies of the company and its group.

Complies [X] Partial compliance [ ] Explanation [ ]

33. Being responsible for the efficient procedure of the board of directors, apart from performing the duties assigned by law and in the articles of association, the chairman should prepare and submit to the board a schedule of dates and business to be transacted; organise and coordinate the periodical assessment of the board and chief executive, if any, of the company; be responsible for managing the board and for its efficient operation; make sure sufficient time is allotted to the discussion of strategic issues; and resolve and review refresher programmes for each director whenever circumstances so require.

Complies [X] Partial compliance [ ] Explanation [ ]

34. When there is a lead independent director, the articles of association or regulations of the board should assign the following powers, apart from those corresponding to them by law: preside over board meetings in the absence of the chairman and vice-chairmen, if any; echo the concerns of non-executive directors; hold contacts with investors and shareholders to find out their points of view and form an opinion on their concerns, particularly regarding the corporate governance of the company; and coordinate the plan for succession of the chairman.

Complies [ ] Partial compliance [ ] Explanation [X] Not applicable [ ]

Although the Articles of Association and Regulations of the Board do not expressly assign to the Lead Independent Director the powers contemplated in this Recommendation, said Director is entirely free to exercise them.

The Articles of Association and Regulations of the Board do not establish any limit on the exercise of those powers by the Lead Independent Director or any other Director.

After studying this Recommendation, the Company considers that the fact that any Director, not only the Lead Independent Director, may exercise the powers contemplated in this Recommendation, together with the ample majority on Non-Executive Directors on the Board of Directors, this is sufficient to counteract any concentration of powers in the Executive Chairman, which is the aim pursued by the Code of Good Governance.

35. The secretary of the board should especially ensure that the actions and decisions of the board follow the recommendations on good governance contained in the Code of Good Governance that are applicable to the company.

Complies [X] Explanation [ ]

36. The full board should assess once a year and, where necessary, adopt an action plan to correct any deficiencies detected in respect of:

a) The quality and effectiveness of the board’s actions.

b) The procedure and composition of its committees.

c) Diversity in the composition and powers of the board.

d) The performance by the chairman of the board and chief executive officer of their respective duties.

e) The performance and contribution of each director, paying special attention to the heads of the different board committees.

The different committees should be assessed based on the reports they submit to the Board and the Board will be assessed on the basis of the report it submits to the nomination committee.

Every three years, the board will be assisted in this assessment by an external consultant, whose independence shall be checked by the nomination committee.

The business relations that the consultant or any company in its group has with the company or any company in its group should be described in the Annual Corporate Governance Report.

The process and areas assessed should also be described in the Annual Corporate Governance Report.

Complies [X] Partial compliance [ ] Explanation [ ]

37. When there is an executive committee, there should be at least two non-executive directors among the members, at least one of them being an independent director, and the secretary should be the secretary of the board.

Complies [X] Partial compliance [ ] Explanation [ ] Not applicable [ ]

38. The board should be informed at all times of the business transacted and decisions made by the executive committee and all board members should receive a copy of the minutes of executive committee meetings.

Complies [X] Partial compliance [ ] Explanation [ ] Not applicable [ ]

39. All the members of the audit committee, especially its chairman, should be appointed on account of their expertise and experience in accounting, auditing or the management of both financial and non-financial risks.

Complies [X] Partial compliance [ ] Explanation [ ]

40. Under the supervision of the audit committee, there should be an internal audit unit to see that the internal control and reporting systems work properly. This unit should report to the non-executive chairman of the board or the chairman of the audit committee.

Complies [X] Partial compliance [ ] Explanation [ ]

41. The head of the internal audit unit should submit its annual work programme to the audit committee for approval by that committee or the board, report directly on its implementation, mentioning any incidents or limitations on its scope encountered during its fulfilment, the results achieved and the extent to which its recommendations have been heeded, and submit to the committee an activity report at the end of each year.

Complies [X] Partial compliance [ ] Explanation [ ] Not applicable [ ]

42. The audit committee should have the following duties, in addition to those contemplated in law:

1. In connection with the internal control and reporting systems:

a) Supervise and assess the preparation and integrity of the financial and non-financial reporting, control systems and management of financial and non-financial risks to which the company and, if appropriate, the group may be exposed - including operational, technological, legal, social, environmental, political and reputational risks or those related with corruption-, checking compliance with the legal requirements, adequate definition of the scope of consolidation and correct application of accounting principles.

b) Oversee the independence of the internal audit unit; propose the selection, appointment and removal of the internal audit manager; propose the budget for this unit; approve or propose approval to the board of its approach and the annual internal audit work plans, making sure its activity focuses mainly on the material risks of the company (including reputational risks); receive regular information on its activities; and check that the top management heeds the conclusions and recommendations set out in its reports.

c) Establish and supervise a mechanism through which employees, and other persons related with the company, such as directors, shareholders, suppliers, contractors or subcontractors, can report any potentially important irregularities (financial, accounting or of whatsoever nature) related with the company that they may observe within the company or its group. That mechanism should guarantee confidentiality and, in all cases, contemplate the possibility of making such communications anonymously, respecting the rights of both the reporting person and the person concerned.

d) Ensure in general that the internal control policies and systems are applied effectively in practice.

2. In connection with the external auditors:

a) Investigate the circumstances giving rise to resignation of any external auditor.

b) Ensure that the remuneration of the external auditors for their work does not jeopardise their quality or independence.

c) See that the company reports the change of auditor through the CNMV, attaching a declaration on the possible existence of disagreements with the outgoing auditor and the contents of those disagreements, if any.

d) Make sure that the external auditors hold an annual meeting with the full board to inform on the work done and the evolution of the company's risks and accounting situation.

e) Ensure that the company and external auditors respect the provisions in place on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, any other provisions regarding the independence of auditors.

Complies [X] Partial compliance [ ] Explanation [ ]

43. The audit committee may call any employee or executive of the company into its meetings, even ordering their appearance without the presence of any other senior officer.

Complies [X] Partial compliance [ ] Explanation [ ]

44. The audit committee should be informed on any corporate and structural operations that the company plans to make, so that it can analyse them and submit a preliminary report to the board on the economic terms and impact on accounts, and particularly on the exchange ratio proposed, if any.

Complies [ ] Partial compliance [ ] Explanation [ ] Not applicable [X]

45. The risk management and control policy should identify or determine at least:

a) The different types of financial and non-financial risk (including operational, technological, legal, social, environmental, political and reputational, including those related with corruption) to which the company is exposed, including contingent liabilities and other off-balance-sheet risks among the financial or economic risks.

b) A risk management and control model based on different levels, including a committee specialising in risks whenever this is contemplated in the sector regulation and the company deems fit.

c) The risk level that the company considers acceptable.

d) The measures contemplated to mitigate the impact of the risks identified, should they materialise.

e) The internal control and reporting systems to be used to control and manage those risks, including contingent liabilities and other off-balance-sheet risks.

Complies [ ] Partial compliance [X] Explanation [ ]

The Company complies with all of this Recommendation except the inclusion in its risk management and control policy of risks related with corruption, contemplated in paragraph (a).

The Company has a specific policy dealing with corruption (Policy against Corruption and Bribery), which sets out and specifically and verifiably develops the principles, values and rules of action established in the Code of Conduct and implemented within the Ebro Group to fight against corruption and fraud.

This Policy provides guidelines to be followed in respect of: (i) bribery, illegal commissions, influence peddling and money laundering; (ii) acceptance and offering of gifts and courtesies; (iii) dealings with authorities, regulatory bodies and governments; and (iv) social action and/or sponsorship activities. The Policy also contains an illustrative indication of the conduct that is prohibited in these areas.

The Policy applies to all the Professionals of both Ebro Foods and the subsidiaries of the Ebro Group in all the countries in which the Group operates.

The Company considers that it complies with the principles behind this Recommendation, since the risks related with corruption and bribery: (i) form part of the corporate risk map and (ii) are analysed by the Risks Committee.

46. Under the direct supervision of the audit committee or, as the case may be, an ad hoc committee of the board, there should be an internal risk management and control role exercised by an internal unit or department of the company expressly having the following duties:

a) See that the risk management and control systems work properly and, in particular, that all the major risks affecting the company are adequately identified, managed and quantified.

b) Participate actively in the preparation of the risk strategy and in the major decisions on their management.

c) See that the risk management and control systems adequately mitigate the risks within the policy defined by the board.

Complies [X] Partial compliance [ ] Explanation [ ]

47. Companies should ensure that the members of the nomination and remuneration committee -or the nomination committee and the remuneration committee, if they are separate- have adequate experience, skills and expertise for the duties they are to perform and that the majority of those members are independent directors

Complies [X] Partial compliance [ ] Explanation [ ]

48. Companies with a high level of capitalisation should have a separate nomination committee and remuneration committee.

Complies [ ] Explanation [ ] Not applicable [X]

49. The nomination committee should consult the chairman of the board and the chief executive of the company, especially on matters referring to the executive directors.

And any director should be able to request the nomination committee to consider potential candidates to fill vacancies on the board, in case they were suitable in the committee's opinion.

Complies [X]   Partial compliance [ ]   Explanation [ ]

50. The remuneration committee should perform its duties independently, having the following duties in addition to those assigned to it by law:

a) Propose to the board the basic terms of contract of the senior executives

b) See that the remuneration policy established by the company is observed

c) Periodically review the remuneration policy applied to directors and senior executives, including the systems of payment with shares and their application, and ensure that their individual remuneration is in proportion to that paid to other directors and senior executives of the company

d) Ensure that any conflicts of interest that may arise do not jeopardise the independence of the external counselling provided to the committee

e) Check the information on the remuneration of directors and senior executives in the different corporate documents, including the annual report on directors' remuneration

Complies [X]   Partial compliance [ ]   Explanation [ ]

51. The remuneration committee should consult the chairman of the board and the chief executive of the company, especially on matters referring to the executive directors and senior executives.

Complies [X]   Partial compliance [ ]   Explanation [ ]

The "senior executives" include the Chief Operating Officer (COO), the Company Secretary and Secretary of the Board and the heads of the principal business units of the Ebro Foods Group, even if they are not actually considered "top management".

52. The rules of composition and procedure of the supervision and control committees should be included in the regulations of the board and be coherent with those applicable to the committees required by law according to the foregoing recommendations, including the following:

a) The members should be exclusively non-executive directors, the majority independent directors.

b) They should be chaired by independent directors.

c) The board should appoint the members of these committees on account of the expertise, skills and experience of the directors and the duties of each committee, and discuss their proposals and reports; and the committees should report on their activities at the first board meeting following their meetings, answering for the work done.

d) The committees should be able to obtain external counselling whenever they may consider it necessary to perform their duties.

e) Minutes should be issued of their meetings and made available to all directors.

Complies [ ]   Partial compliance [ ]   Explanation [ ]   Not applicable [X]

53. The supervision of compliance with the company's environmental, social and corporate governance policies and rules, and with the internal codes of conduct, should be assigned to one or distributed among several committees of the board, which may be the

audit committee, the nomination committee, a committee specialising in sustainability or corporate social responsibility, or any ad hoc committee that the board may decide to set up, exercising its powers of self-organisation. And that committee should be made up exclusively of non-executive directors, most of them independent, specifically having the minimum duties indicated in the following recommendation.

Complies [X] Partial compliance [ ] Explanation [ ]

54. The minimum duties mentioned in the preceding recommendation are:

a) Oversight of compliance with the company's corporate governance rules and internal codes of conduct, ensuring that the corporate culture is aligned with its mission and values.

b) Supervision of the application of the general policy on communication of the economic & financial, non-financial and corporate information and communication with shareholders, investors, proxy advisors and other stakeholders. Oversight also of how the company communicates and relates with small and medium-sized shareholders.

c) Periodical assessment and review of the company's corporate governance system and environmental and social policy to ensure that it fulfils its mission of promoting corporate interests and takes account of the legitimate interests of the other stakeholders, where appropriate.

d) Supervision that the company's environmental and social practices are aligned with the relevant strategy and policy.

e) Supervision and assessment of the processes of relations with different stakeholders.

Complies [X] Partial compliance [ ] Explanation [ ]

55. The sustainability policies on environmental and social issues should identify and define at least the following:

a) The principles, commitments, objectives and strategy regarding shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax liability, respect for human rights and prevention of corruption and other unlawful conduct.

b) The methods or systems for monitoring compliance with the policies, the associated risks and management thereof.

c) The mechanisms for supervising non-financial risks, including those related with ethics and business conduct.

d) The channels for communication, participation and dialogue with stakeholders.

e) Responsible communication practices to avoid manipulation of information and protect integrity and honour.

Complies [X] Partial compliance [ ] Explanation [ ]

56. The remuneration of directors should be high enough to attract and retain directors with the desired profiles and remunerate the dedication, qualification and responsibility required by their office, but not so high as to jeopardise the independence of non-executive directors.

Complies [X] Explanation [ ]

57. Variable remuneration linked to the company's yield and personal performance and the remuneration paid in shares, stock options, rights over shares or instruments indexed to the value of the share, and long-term savings systems such as pension plans, retirement schemes or other welfare systems, should be limited to executive directors.

The delivery of shares as remuneration to non-executive directors may be contemplated when it is conditional upon holding those shares until they retire from the board. This will not be applicable to any shares that the director may need to sell to pay the costs incurred in their acquisition.

Complies [X]   Partial compliance [ ]   Explanation [ ]

58. For variable remunerations, the remuneration policies should establish the limits and technical precautions required to make sure those remunerations are linked to the professional performance of their beneficiaries and do not merely derive from general trends on the markets or in the company's sector of business or other similar circumstances.

In particular, the variable components of the remuneration should:

a) Be linked to predetermined, measurable yield criteria, which consider the risk assumed to obtain a result.

b) Promote the company's sustainability and include non-financial criteria that are adequate for the creation of long-term value, such as compliance with the internal rules and procedures of the company and its policies for the control and management of risks.

c) Be based on a balance between meeting short, medium and long-term goals, permitting the remuneration of yield achieved through continuous performance over a sufficient period of time to appreciate their contribution to the sustainable creation of value, such that the elements for measuring that yield are not related only with one-off, occasional or extraordinary events.

Complies [X]   Partial compliance [ ]   Explanation [ ]   Not applicable [ ]

The criteria and variable components of the remunerations contemplated in this Recommendation are included in the current Directors' Remuneration Policy 2022-2024.

59. Payment of the variable components of remuneration should be subject to an adequate verification that the performance or other pre-established conditions have actually been met. The companies should include in their annual reports on directors' remuneration the time and methods required to make that verification, according to the nature and characteristics of each variable component.

In addition, the companies should consider including a malus clause based on the deferral for a sufficient time of the payment of part of the variable components, whereby the entitlement to all or part of them would be lost if anything occurs before the scheduled payment date that make this advisable.

Complies [X]   Partial compliance [ ]   Explanation [ ]   Not applicable [ ]

60. Earnings-linked remuneration should take account of any qualifications made in the report by the external auditors that may reduce those earnings.

Complies [ ]   Partial compliance [ ]   Explanation [ ]   Not applicable [X]

61. A significant percentage of the variable remuneration of executive directors should be linked to the delivery of shares or financial instruments indexed to their value.

Complies [ ]   Partial compliance [ ]   Explanation [X]   Not applicable [ ]

Of the two Executive Directors, only the Chairman of the Board of Directors, Antonio Hernández Callejas, receives remuneration for his executive duties. Hercalianz Investing Group, S.L. does not receive any such remuneration, for the reasons explained elsewhere in this Report.

The variable remuneration systems of the Executive Director applied in 2022 are described in the Annual Report on Directors' Remuneration for that year and are linked to the achievement of pre-established measurable, quantifiable objectives related with financial factors that promote profitability and the creation of sustainable value in the Company and Group in the long term. The current Directors' Remuneration Policy 2022-2024 also includes, among others, the variable remuneration components recommended in the Code of Good Governance (Recommendation 58).

Although Article 22 of the Articles of Association contemplates the possibility that Directors may receive remuneration in the form of shares, stock options or any other system of remuneration indexed to the price of the shares, the Board of Directors has not so far submitted this form of remuneration to approval by the General Meeting, taking account of the fact that the Executive Director is a major shareholder and considering that the systems of variable remuneration of the Executive Director currently used are most appropriate for stimulating his motivation and personal performance, and his commitment to and relationship with the Group's interests.

The current Directors' Remuneration Policy 2022-2024 also specifies that the remuneration of the only Executive Director who currently has executive duties does not include aspects indexed to the value of the company's shares or contemplate receipt by that director of shares or any rights over shares, precisely because that executive director has the special status of reference shareholder.

62. Once the shares, stock options or financial instruments corresponding to the remuneration systems have been allotted, the executive directors may not transfer the ownership thereof or exercise them until at least three years have passed.

    This will not be applicable if, at the date of transfer or exercise, the director has a net economic exposure to the price variation of the shares with a market value equivalent to at least twice the amount of their annual fixed remuneration, through the holding of shares, stock options or other financial instruments.

    The foregoing will not be applicable to any shares that the director may need to sell to pay the costs incurred in their acquisition or, subject to the favourable opinion of the nomination and remuneration committee, to meet the costs of any extraordinary situations that may arise.

    Complies [ ] Partial compliance [ ] Explanation [ ] Not applicable [X]

63. Contracts should include a clawback clause whereby the company may to claim repayment of the variable components of remuneration when the amounts paid do not correspond to fulfilment of the conditions regarding yield or when paid on the basis of data subsequently proved to be misstated.

    Complies [X] Partial compliance [ ] Explanation [ ] Not applicable [ ]

64. Termination benefits should not exceed an amount equivalent to two years' total annual remuneration and should not be paid until the company has confirmed that the director has met the performance requirements established above.

    For the purpose of this recommendation, termination benefits (i.e. payments upon termination or expiry of contract) shall include any amounts that accrue or become payable as a result of or in connection with the termination or expiry of the contractual relationship between the director and the company, including any amounts not previously vested in long-term saving schemes and the sums payable under post-contract no competition clauses.

    Complies [ ] Partial compliance [ ] Explanation [ ] Not applicable [X]

H. OTHER INFORMATION OF INTEREST

1. If you consider there to be any important aspects regarding the corporate governance practices applied by your company or other companies in the group that have not been mentioned in this report, but which should be included to obtain more complete, reasoned information on the corporate governance practices and structure in the company or group, describe them below and give a brief explanation.

2. This section may be used to include any other information, clarification or qualification relating to the previous sections of the report, provided it is relevant and not repetitive.

   In particular, state whether the company is subject to any laws other than the laws of Spain on corporate governance and, if this is the case, include whatever information the company may be obliged to supply that differs from the information included in this report.

3. The company may also state whether it has voluntarily applied any international, sector-based or other codes of ethical principles or good practices. If so, it should name the code in question and the date of its accession. Particular mention shall be made of whether the company has acceded to the Code of Good Tax Practices of 20 July 2010.

EXPLANATORY NOTE ONE, REGARDING THE CHANGES ON THE BOARD OF DIRECTORS AND COMMITTEES SUBSEQUENT TO 31 DECEMBER 2023

The changes produced on the Board of Directors and Committees between 31 December 2023 (year-end 2023) and 22 March 2024 (date of approval of this report) are indicated below:

- On 10 December 2023, Fernando Castelló Clemente submitted in writing his resignation from the Board for personal reasons, with effect from 31 December 2023. See section C.1.2 of this report.

- On 31 January 2024, following the proposal and favourable report by the Nomination and Remuneration Committee, the Board of Directors resolved to appoint Elena Segura Quijada director by the procedure of cooptation, to fill the vacancy produced by the resignation of Fernando Castelló Clemente. Ms Segura Quijada is classified as an independent director. Elena Segura Quijada was also appointed member of the Audit, Control and Sustainability Committee and the Nomination and Remuneration Committee to fill the vacancies produced on each of those Committees by Mr Castelló Clemente's resignation.

- Also on 31 January 2024, following a favourable report by the Nomination and Remuneration Committee, the Board of Directors resolved to appoint Mercedes Costa García Chair of the Nomination and Remuneration Committee, as this position had been held by Fernando Castelló Clemente at the time of his resignation. Ms Costa García is classified as an independent director and has been on the Nomination and Remuneration Committee since 27 September 2017.

Following the changes indicated above, the composition of the Board of Directors, the Audit, Control and Sustainability Committee and the Nomination and Remuneration Committee at the date of approval of this report is as follows:

BOARD OF DIRECTORS:

- Antonio Hernández Callejas, Chair (Executive)
- Demetrio Carceller Arce, Vice-Chair (Proprietary)
- Belén Barreiro Pérez-Pardo (Independent)
- María Carceller Arce (Proprietary)
- José Ignacio Comenge Sánchez-Real (Proprietary)
- Corporación Financiera Alba, S.A., represented by Alejandra Olarra Icaza (Proprietary)
- Mercedes Costa García, Lead Independent Director (Independent)
- Empresas Comerciales e Industriales Valencianas, S.L., represented by Javier Gómez-Treno Vergés (Proprietary)
- Javier Fernández Alonso (Proprietary)
- Grupo Tradifín, S.L., represented by Blanca Hernández Rodríguez (Proprietary)
- Hercalianz Investing Group, S.L., represented by Félix Hernández Calleja (Executive)
- Marc Thomas Murtra Millar (Independent)
- Elena Segura Quijada (Independent)
- Jordi Xuclà Costa (Proprietary)

AUDIT, CONTROL AND SUSTAINABILITY COMMITTEE:

- Marc Thomas Murtra Millar, Chair
- Mercedes Costa García
- Grupo Tradifín, S.L., represented by Blanca Hernández Rodríguez
- Javier Fernández Alonso
- Elena Segura Quijada

NOMINATION AND REMUNERATION COMMITTEE:

- Mercedes Costa García, Chair
- Belén Barreiro Pérez-Pardo
- Demetrio Carceller Arce
- Grupo Tradifín, S.L., represented by Blanca Hernández Rodríguez
- Elena Segura Quijada

EXPLANATORY NOTE TWO, REGARDING THE PRESENCE OF WOMEN ON THE BOARD OF DIRECTORS

At year-end 2021, there were 6 women on the Board of Directors, representing 42.86% of the Board members (14).

In March 2022, following the resignation by the director Alimentos y Aceites, S.A. (who had been represented by a woman on the Board of Directors) and the incorporation on the Board of a male director (proprietary director of Alimentos y Aceites, S.A. -SEPI-), the presence of women fell from 42.86% to 35.71% and, therefore, below the 40% target.

Following the resignation of the director Fernando Castelló Clemente with effect from 31 December 2023 and the incorporation of Elena Segura Quijada as of 31 January 2024 (see Explanatory Note One above), the number of women on the Board rose from 5 to 6, representing 42.86% of the total Board member (14). Consequently, the company has recovered the proportion of women that it had at the end of 2021 and before Alimentos y Aceites, S.A. (who had been represented by a woman) left the Board of Directors in March 2022.

EXPLANATORY NOTE THREE, REGARDING THE DETAILS OF CAPITAL AND VOTING RIGHTS

There have been no significant changes up to 22 March 2024 in the figures of capital and voting rights of significant shareholders and directors indicated in this report.

EXPLANATORY NOTE FOUR, REGARDING SECTION C.1.2

The appointment by cooptation of Jordi Xuclà Costa as proprietary director, resolved by the Board of Directors on 30 March 2022, was ratified at the Annual General Meeting held on 29 June 2022.

EXPLANATORY NOTE FIVE, REGARDING SECTION E.3

The main risks that could have a bearing on achievement of the business goals of the Ebro Foods Group, as listed in section E.3 of this Report, are explained below.

A. OPERATIONAL RISKS:

- Food safety. Owing to the nature of the Group's business, aspects regarding food safety are a critical point to which the Group pays the utmost attention, as we are bound by a large number of laws and standards in each of the countries in which the Group's products are put on the market. One point that is becoming increasingly important is the detection and use of fungicides and pesticides by producers.

- Commodity supply risk. The availability of commodities in the quantity and quality required to meet our commitments to customers and the requirements of our brands is a key factor for our business both nationally (Spanish paddy rice) and internationally (semi-processed rice for the Group subsidiaries), wheat and semolina for the production of quality pasta.

- Market risk (prices). Unexpected variations in the prices of our commodity supplies may affect the profitability of our commercial transactions, in both the industrial and brand-based segments. The main risk lies in the prices of the different rice varieties, durum wheat and potato flakes, although it extends also to other materials consumed, such as packaging material and oil derivatives and, especially so recently, sea and inland transportation.

- Customer concentration risk. The concentration of customers, which can occur in both the industrial and brand segments, may lead to less favourable commercial terms for our sales and affect our credit risk.

- Technological risk. In the sector in which the Group operates, one of the most important tools for competing with our rivals is constant technological innovation and constant adaptation to consumers' desires. Consequently, "technological lag" is considered a possible risk.

- Cybersecurity. Traditionally considered part of 'technological risk', the risks relating to the security of the IT systems and data (cybersecurity) and the threats to their continuity or of extorsion by this kind of criminals have considerably increased in recent years. This growing threat led to its consideration as a separate risk, stepping up the existing security protocols.

B. RISKS RELATED WITH THE ENVIRONMENT AND STRATEGY:

- Environmental risk. Respect for the environment is another critical point for the Group, considering our industrial activity, with a large number of plants distributed internationally. We aim to adopt a set of good practices, complying scrupulously with the law.

- Climate change. This is a cross-cutting risk that affects all the risk categories defined by the Group. Physical risks related with climate change and transition to an emission-free economy are assessed. The physical risks associated with alterations in the temperature and the availability of water resources and their impact on the harvests of crops constituting the basic commodity of the Group's operations have been considered especially important for the Group.

- Respect for Human Rights. This is a cross-cutting risk that affects compliance with both internal (established within the Group) and external (throughout the value chain and the Group's relations with external agents) standards.

- Competition risk. In general, pressure from white label brands is the main threat for maintaining the market shares of the Group's brands.

- Reputational risk. This is the risk associated with changes of opinion resulting in a negative perception of the Group, its brands or products by customers, shareholders, suppliers, market analysts, employees, institutions, etc., as they may adversely affect the Group's ability to maintain its commercial and financial relations or its interaction with social partners.

- Exposure on social networks. This risk has been separated from the more generic "reputational risk" since 2020, in view of its enormous repercussion and diversity and the difficulties encountered in managing threats of this nature.

- Changes in lifestyle. The proliferation of low carbohydrate diets or other food habits could alter consumers' perception of our products.

- Country or market risk. Owing to the international nature of the Group's activities, political and economic circumstances in the different countries in which we operate and other market variables, such as exchange rates, interest rates, costs of production, etc. may affect our business.

- Natural disasters, fires. As an industrial group, a significant part of the assets on the Group's balance sheet corresponds to its factories, so any natural incidents (earthquakes, fires, etc.) that may affect the integrity of the Group's plants are a business risk.

- Strategic planning and assessment of strategic opportunities for investment or divestment. Risk deriving from the possibility of making a mistake in the selection of alternatives and/or assignment of resources to reach the Group's strategic goals. In the short term, this includes aligning the budget with the goals defined for the medium and long term.

C. COMPLIANCE RISKS:

- Sectoral regulatory risk. The food industry is a sector subject to numerous regulations affecting export and import quotas, customs duties, intervention prices, etc., subject to the directives laid down in the Common Agricultural Policy ("CAP"). The Group's activity may also be affected by changes in legislation in the countries in which it sources raw materials or sells its products.

- General regulatory risk. These include risks of compliance with civil, commercial, criminal and good governance provisions.

In the area of criminal risks, the Group has a Crime Prevention Model ("CPM") applicable to all the Spanish companies in the Group, monitored and controlled by the Compliance Unit, which is independent from the Risks Committee and is responsible for monitoring overall compliance by the Group, under direct supervision by the Audit, Control and Sustainability Committee. During 2020, the Compliance Unit conducted a revision and update of its criminal risk map and the mechanisms for mitigating those risks, assisted by an external expert in the matter.

In pursuance of their local laws, some of the Group subsidiaries have similar models and structures to mitigate the risk of crimes being committed within them and, ultimately, to reduce or eliminate any criminal liability of the company.

The Compliance Unit, which reports to the Audit, Control and Sustainability Committee but has autonomy and sufficient resources, is responsible for monitoring the functioning and compliance of the CPM. The Compliance Unit also conducts six-monthly monitoring of the CPM and similar systems in foreign subsidiaries to check adequate functioning of the mechanisms to mitigate the criminal risks identified.

- Tax risks. Any changes in the tax laws or the interpretation or application thereof by the competent authorities in the countries in which the Group operates could affect its earnings.

D. FINANCIAL RISK:

This category includes foreign exchange, interest rate, liquidity and credit risks. The foreign exchange risk is particularly significant because the functional currency of the Group is the euro, but a considerable part of its commodity supply transactions are in US dollars and a very large part of the Group's investments are also in that currency.

Apart from that, the current management risk map does not identify within the top 25 risks any that might be considered to derive from corruption and bribery, even though the questionnaire used for general monitoring of management risks includes questions on these possible forms of malpractice. This notwithstanding, the Group's position of total rejection of all forms of corruption and bribery is expressly included both in its Code of Conduct and Policy against Corporate Corruption and Bribery (on a global level), and in the Crime Prevention Model and other local mechanisms of the different business units, as described in greater detail in the Statement of Non-Financial Information contained in the Group's Consolidated Directors' Report.

ETHICAL PRINCIPLES AND CODES VOLUNTARILY APPLIED BY EBRO FOODS, S.A.:

- United Nations Global Compact. 2001

- Project of the Spanish Commercial Coding Association (AECOC) against food waste, "Don't waste food, use it". 2012

- Sustainable Agriculture Initiative (SAI) Platform. 2015

- SERES Foundation. 2015

- Sustainable Rice Platform. 2016

- Sedex. 2016

- Forética. 2017

This Annual Corporate Governance Report was approved by the Board of Directors of the Company on:

22/03/2024

State whether any directors voted against approval of this Report or abstained in the corresponding vote.

[ ] Yes
[√] No

The English version of this document is purely informative.

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

EBRO FOODS, S.A.

Audit Report on the "2023 Disclosures Regarding the Internal Control over Financial Reporting (ICFR) System"

Translation of a report originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

AUDIT REPORT ON THE "DISCLOSURES REGARDING THE INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR) SYSTEM" OF EBRO FOODS, S.A.

To the Board of Directors of Ebro Foods S.A.,

As per the request of the Board of Directors of EBRO FOODS, S.A. (hereinafter, the Company) and our proposal letter of February 27, 2024, we have applied certain procedures in relation to the accompanying "ICFR disclosures" of EBRO FOODS, S.A. for 2023, which summarize the Company's internal control procedures in respect of its annual reporting exercise.

The Board of Directors is responsible for taking the opportune measures to reasonably assure the implementation, maintenance and supervision of an adequate internal control system, making improvements to this system and preparing the contents of the ICFR disclosures required for the accompanying Annual Corporate Governance Report (ACGR).

Against this backdrop, it is important to note that, regardless of the quality of design and effective functioning of the ICFR system adopted by the Company in respect of is annual financial reporting effort, the system can only provide reasonable but not absolute assurance regarding the objectives pursued, due to the limitations intrinsic to any internal control system.

In the course of our financial statement audit work and in keeping with Spain's Technical Auditing Standards, the sole purpose of our assessment of the Company's internal controls was to enable us to establish the scope, nature and timing of the Company's financial statement audit procedures. Accordingly, our internal control assessment, performed in connection with the financial statement audit, was not sufficiently broad in scope to enable us to issue a specific opinion on the effectiveness of the internal controls over the annual financial disclosures that the Company is required to present.

For the purpose of issuing this report, we have only carried out the specific procedures described below, as indicated in the *Procedures for external audit reviews* of an entity's ICFR disclosures contained in the *Internal Control over Financial Reporting in Listed Companies* report published by Spain's securities market regulator, the CNMV (and available on its website), which establishes the procedures to be performed, the scope thereof and the contents of this report. Given that the product resulting from these procedures is at any rate limited in scope and substantially more limited than an audit or review of the internal control system, we do not express any opinion on the effectiveness of the system or on its design or effective functioning in respect of the Company's 2023 financial disclosures, as described in the accompanying ICFR disclosures. Consequently, had we performed additional procedures to those stipulated in the above-mentioned CNMV report or had we performed an audit or review of the internal controls over the annual financial disclosures that the Company is required to present, other matters might have come to our attention that would have been reported to you.

Furthermore, given that this special assignment neither constitutes a financial statement audit nor is subject to the Consolidated Text of Spain's Financial Statement Audit Act, we do not express an opinion in the terms provided for in that piece of legislation.

The procedures performed are itemized below:

1. Reading and understanding the information prepared by the Company in relation to the ICFR System - which is disclosed in the Management Report - and assessing whether this information meets all the minimum reporting requirements needed to fill out section F on the ICFR system in the Annual Corporate Governance Report template established in CNMV Circular No. 5/2013 (of June 12, 2013), as amended most recently by Circular No. 3/ 2021 (of September 28, 2021) (hereinafter, the CNMV Circulars).

2. Questioning of the personnel responsible for drawing up the information detailed in item 1 above: (i) to obtain an understanding of the process that goes into drawing up the information; (ii) to obtain information that permits an evaluation of whether the terminology used complies with the framework definitions; and (iii) to obtain information on whether the control procedures described are in place and functioning.

3. Reviewing the explanatory documents supporting the information detailed in item 1, including documents directly made available to those responsible for describing ICFR system. The documentation to be reviewed may include reports prepared for the Audit, Control and Sustainability Committee by internal audit, senior management and other internal and external experts in their role supporting the Audit, Control and Sustainability Committee.

4. Comparing the information detailed in item 1 above with our knowledge of the Company's ICFR System obtained through the external audit procedures applied during the annual audit.

5. Reading of the minutes taken at meetings of the board of directors, audit committee and other committees of the Company to evaluate the consistency between the ICFR business transacted and the information detailed in item 1 above.

6. Obtaining a management representation letter in connection with the work performed, signed by those responsible for preparing and formulating the information detailed in item 1 above.

The specific procedures carried out in respect of the Company's ICFR disclosures did not reveal any inconsistencies or incidents that could affect such disclosures.

This report was prepared exclusively within the framework of the requirements stipulated in article 540 of the Consolidated Text of Spain's Corporate Enterprises Act and the CNMV Circulars related to the description of the ICFR System in the Annual Corporate Governance Report.

ERNST & YOUNG, S.L.

(Signed on the original in Spanish)

Alfonso Manuel Crespo

March 21, 2024

DETAILS OF ISSUER

Year ended:	31/12/2023
Tax Registration No.:	A47412333

Name:

EBRO FOODS, S.A.

Registered office:

PASEO DE LA CASTELLANA, 20. 3RD & 4TH FLOORS, MADRID

A. COMPANY'S REMUNERATION POLICY FOR THIS YEAR

A.1.1. Explain the directors' remuneration policy in place for this year. To the extent that it is relevant, certain information may be included by reference to the remuneration policy approved by the general meeting of shareholders, provided the incorporation is clear, specific and precise.

Describe the specific criteria for this year in respect of both the remuneration of directors for their duties as such and their performance of any executive duties, applied by the board in accordance with the provisions of the contracts signed with the executive directors and the remuneration policy approved by the general meeting.

In any case, inform at least on the following aspects:

a) Description of the procedures and corporate bodies involved in determining, approving and applying the remuneration policy and conditions thereof.

b) Indicate and, where necessary, explain whether comparable companies have been taken into account to establish the company's remuneration policy.

c) Information on whether assistance was received from an external adviser and, if so, their identity.

d) Procedures contemplated in the prevailing directors' remuneration policy to apply temporary exceptions to the policy, conditions on which the company may have recourse to those exceptions and components that may be subject to exception, according to the policy.

The Directors' Remuneration Policy of the Company for this year (2024) is the Policy established for the years 2022-2024, approved at the Annual General Meeting of Shareholders held on 30 June 2021 and subsequently amended by virtue of resolutions adopted at the Annual General Meetings held on 29 June 2022 and 6 June 2023.

The Directors' Remuneration Policy 2022-2024 gives continuity to the previous policy (for the period 2019-2021), which was in force up to 31 December 2021, in respect of the principles, structure and contents of the directors' remuneration package (both for their duties as such and for the performance of executive duties), in view of the wide acceptance by shareholders (it was approved in 2018 with the favourable votes of 71.979% of the capital present and represented at the Annual General Meeting).

Based on that broad acceptance, comparable companies were not taken into account nor were any external advisers involved in drawing up the Directors' Remuneration Policy 2022-2024.

Although it was approved in 2021, the Directors' Remuneration Policy 2022-2024 included in its initial wording the new aspects introduced in the Corporate Enterprises Act ("LSC") by Act 5/2021 of 12 April ("Act 5/2021"), which amends the recast Corporate Enterprises Act approved by Legislative Royal Decree 1/2010 of 2 July and other financial provisions in respect of fostering the long-term engagement of shareholders in listed companies ("Act 5/2021"). So even though the new regulations did not enter into force until 3 November 2021 (i.e. after the date of the Company's Annual General Meeting 2021), the Remuneration Policy laid before (and approved at) the General Meeting held on 30 June 2021 was already adapted to the new requirements introduced by Act 5/2021.

In June 2022, a motion was tabled and approved at the Annual General Meeting to modify certain aspects of the Policy, particularly those indicated below:

(i) The annual fixed remuneration of the Executive Chairman was made invariable, uncoupling it from the fixed remuneration review procedure established for other Group executives, such that it would only be reviewed if and when so decided by the Board of Directors, at the proposal of the Nomination and Remuneration Committee and in view of the circumstances prevailing from time to time.

(ii) The amendments altered the financial targets to which 75% of the bonus contemplated in the Long-Term Incentive Scheme linked to the Strategic Plan 2022-2024 is tied, replacing the indicator consolidated "ROCE-A" ("ROCE") with consolidated "EBITDA-A - CAPEX" ("EBITDA – CAPEX"), while maintaining the consolidated EBITDA target, where "EBITDA – CAPEX" would have a weight of 20% and EBITDA the remaining 80%.

(iii) A new cap was established on the bonus that the Executive Chairman could receive for his participation in the Long-Term Incentive Scheme linked to the Strategic Plan 2022-2024 in the event of over-achievement of targets, which would be 100% of the corresponding bonus (not 125%, as originally established in the Policy).

(iv) Within the targets to which the Executive Chairman's annual (ordinary) bonus is tied, the consolidated ROCE was included in the Policy as a target in the budget with a weight of 20%, while maintaining the consolidated EBITDA target in the budget, with a weight of 80%, as from 2023 (the only financial target set for 2022 was the consolidated EBITDA contemplated in the 2022 budget).

In June 2023, a motion was tabled, and approved, at the General Meeting proposing a new amendment to the Policy, to cap the Executive Chairman's short-term bonus at 100% of his fixed annual remuneration, thus lowering the cap (which had been set at 150% of the fixed remuneration in the initial wording of the Policy).

The original wording of the Directors' Remuneration Policy 2022-2024 was prepared by the Nomination and Remuneration Committee at its meeting on 24 May 2021. Once that Committee had issued the corresponding specific report (pursuant to section 529.novodecies.4 of the Corporate Enterprises Act), the proposed Policy was submitted to the Board of Directors, which resolved to table a motion for its approval at the Annual General Meeting on 30 June 2021, where it was approved.

The first amendment to the Policy, in 2022, was also prepared by the Nomination and Remuneration Committee at its meeting on 25 May 2022, which issued the corresponding specific report and the Board of Directors resolved to table a motion for its approval at the Annual General Meeting on 29 June 2022, where it was approved.

The second and final amendment to the Policy, in 2023, was also prepared by the Nomination and Remuneration Committee at its meeting on 26 April 2023, which issued the corresponding specific report and the Board of Directors resolved to table a motion for its approval at the Annual General Meeting on 6 June 2023, where it was approved.

The remaining contents of this section A.1.1 continue in section D of this Report.

A.1.2. Relative importance of the variable remuneration items in respect of the fixed remuneration (remuneration mix) and what criteria and goals have been taken into account to determine them and to guarantee an appropriate balance between the fixed and variable components of the remuneration. In particular, describe the actions taken by the company regarding the remuneration scheme to reduce excessive risk exposure and align the scheme with the long-term goals, values and interests of the company, including where appropriate a reference to measures contemplated to ensure that the remuneration policy takes into account the company's long-term results, measures adopted with respect to certain categories of employees whose professional activities have a significant impact on the company's risk profile and measures to avoid conflicts of interest.

Indicate also whether the company has established an accrual or vesting period for certain variable remuneration items payable in cash, shares or other financial instruments, a deferred payment period or the delivery of financial instruments already accrued and vested, or whether a clause has been agreed to reduce the deferred remuneration not yet vested, or for clawback of bonuses based on data which subsequently prove to be manifestly inaccurate or misstated.

In pursuance of the Directors' Remuneration Policy 2022-2024, the Chairman of the Board of Directors, as executive Director performing executive duties, is the only Director who will receive variable remuneration on similar terms to the other senior executives of the Company, according to the criteria and targets established in the Directors' Remuneration Policy 2022-2024 and explained in the previous point.

The variable remuneration of the Chairman of the Board of Directors for his executive duties includes:

- Ordinary annual variable remuneration, established in the executive Director's contract, which is proportionate to the level of achievement of the targets established in the Directors' Remuneration Policy 2022-2024 (EBITDA and ROCE set in the consolidated budget for 2024).

This remuneration, as a percentage of the fixed annual remuneration, is proportionate to achievement of the targets set, establishing a floor (below which the variable remuneration is zero) and a ceiling (above which the variable remuneration is capped at 100% of the fixed annual remuneration). This variable remuneration accrues and is paid on an annual basis, once the financial results of the year in question have been assessed. The ordinary annual variable remuneration corresponding to the Executive Chairman for the current year (2024) will thus be determined in 2025, once the financial results of 2024 are known and it is possible, therefore, to check the extent to which the relevant targets have been met.

- Deferred annual variable remuneration, tied to fulfilment of the Strategic Plan 2022-2024, applicable to the senior management of the Ebro Foods Group. The payment of bonuses is conditional upon meeting the above-mentioned targets set each year by the Remuneration Scheme (corresponding to the targets set in the Strategic Plan 2022-2024) and the beneficiary's continued employment in the Group at the date of payment established for those bonuses, except in cases of: (i) death or disability of the beneficiary or (ii) takeover in the Group or a similar corporate operation, or any other extraordinary circumstance which may, in the Board's opinion, materially affect the Scheme.

Bonuses are paid 11 months after being determined (after checking the level of achievement of the annual targets), so by the time it is paid, more than one year has passed since the end of the year to which the bonus corresponds. Accordingly, the bonus that may be payable to the Executive Chairman, the only Director with executive duties, for 2024 (the third and final year of the Directors' Remuneration Policy 2022-2024) would be paid in 2026.

The general conditions of the Scheme include an adjustment clause whereby the Board of Directors of Ebro Foods, S.A. will adopt such resolutions as may be necessary to ensure that in any event or corporate operation or other extraordinary circumstances that might affect calculation of the deferred remuneration payable, the gross remuneration will be equivalent to the remuneration that would have been payable had that circumstance not existed.

The Scheme also includes a clawback clause whereby the Board of Directors of Ebro Foods, S.A. may require the total repayment or part of any deferred bonus paid under the Scheme when it considers such amounts to have been unduly paid, either because the amounts paid under the Scheme do not correspond to the level of achievement of the required targets, or because they were calculated on the basis of data subsequently proved to be misstated.

With this Deferred Annual Variable Remuneration Scheme, the remuneration of the Executive Chairman, the only Director with executive duties, is aligned with the medium and long-term results of the Company and its Group. It should also be borne in mind for this purpose that the Executive Chairman, the only Director with executive duties, is one of the principal shareholders of the Company.

A.1.3. Amount and nature of the fixed components expected to be accrued during the year by directors for their duties as such.

The fixed remuneration of the Directors for performance of their duties as such in the current year (2024) will be set at the Annual General Meeting to be held in 2025.

As determined in the current Directors' Remuneration Policy, in the light of the circumstances and the Group's business performance during this year (2024), the Nomination and Remuneration Committee will submit a proposal that it considers appropriate to the Board of Directors, which will in turn decide on a proposal it considers appropriate to lay before the Annual General Meeting to be held in 2025. It should be borne in mind that, according to Article 22 of the Articles of Association (and the current Remuneration Policy 2022-2024): "Both the fixed annual allocation for the Board of Directors as a whole and the amount of attendance fees shall be determined by the general meeting and shall remain in force until a resolution is passed to change them." Therefore, unless otherwise decided at the Annual General Meeting 2025, the fixed remuneration of the Directors for their duties as such accrued during this year (2024) will be the same as the amount established for the reporting period (2023). In this regard, on 19 February 2024 the Nomination and Remuneration Committee resolved to propose to the Board of Directors, submitting a favourable report, that the fixed remuneration for the Board of Directors as a whole for 2023 should be the same as that established for

2022 (i.e. 2,850,000 euros). Similarly, the Nomination and Remuneration Committee resolved to propose to the Board of Directors that the attendance fees for Board of Directors and Committee meetings be maintained, in 2024, at 1,600 euros gross for Board of Directors meetings and 800 euros for Committee meetings.

The criteria established in the current Remuneration Policy 2022-2024 (which are the same as those set in the previous policy) will be applicable for distribution among the different Board of Directors members of the global fixed remuneration of the Directors for their duties as such during the present year. Accordingly, distribution will be based on a points system, where points are assigned to each Director according to the following scale (established by the Board of Directors in 2006, following the proposal submitted by the Nomination and Remuneration Committee):

- Member of the Board of Directors: 1 point
- Chairman of the Board of Directors: 1 point
- Vice-Chairman of the Board of Directors: 0.5 points
- Member of the Executive Committee: 1 point
- Committees other than the Executive Committee:
-- Member of the Committee: 0.2 points
-- Committee Chairman: 0.05 points per meeting
-- Committee Members: 0.03 points per meeting

The Board of Directors will set the individual remuneration of each Director this year subject to a report by the Nomination and Remuneration Committee and based on the application of the above scale.

A.1.4. Amount and nature of the fixed components accrued by executive directors during the year for senior management duties.

According to the criteria for annual review of the fixed remuneration of the Executive Chairman (the only Director who performs executive duties), he will receive a fixed cash remuneration of 1,500,000 euros gross this year (2024), which is the same amount as the gross fixed cash remuneration he received in the reporting period (2023).

It should be borne in mind that although it was stated in the Directors' Remuneration Report 2021 that the Executive Chairman's remuneration for 2022 would be 1,560,000 euros (i.e. the remuneration of the previous year -2021- plus 4%, which was the percentage review of the executives' remuneration set by the Board of Directors generally for the Company's executives), after the amendment of the Remuneration Policy 2022-2024 approved at the Annual General Meeting held on 29 June 2022, the fixed remuneration of the Executive Chairman was frozen (with effect from 1 January 2022), so the 4% increase was no longer applicable in 2022 and has remained frozen since then.

In addition to that monetary remuneration, the Executive Director will also receive this year (2024), as fixed remuneration in kind, the private use of a Company car (see the following section).

The Chairman of the Board of Directors is the only executive Director performing executive duties. Although Hercalianz Investing Group, S.L. is recognised as an executive Director, it has never performed executive duties in Ebro Foods, S.A. or any subsidiary of the Group and, therefore, has received no remuneration for such duties. See the Explanatory Note Two in section D of this report regarding the classification of Hercalianz Investing Group, S.L. as an executive Director.

A.1.5. Amount and nature of any remuneration in kind that will be accrued during the year, including, but not limited to, insurance premiums paid for directors.

The Chairman of the Board of Directors, as the only executive Director performing executive duties, receives remuneration in kind to the extent of private use made of the Company car allocated to him. The value of this remuneration in kind estimated to accrue for the current year (2024) is 7,500 euros gross.

In addition, the Company has a Flexible Remuneration Scheme, through which it is possible to design the composition of remuneration of the executives included in the Scheme (including the Executive Chairman), so that they may receive part of that remuneration in the form of products and services previously selected by the Company. The value of those products and services is deducted from the gross salary of the executive, who is allocated in lieu the corresponding income in kind. These products and services include group medical insurance, housing rental, nursery, vehicle hire/lease and training. Under no circumstances do those items entail any additional remuneration to that received in cash, since the amounts paid by the Company to the corresponding service providers are deducted from the cash remuneration.

Moreover, in line with common practice in other comparable companies, the Company has taken out and maintains in force (and will continue to maintain in the current year) a liability insurance policy for its Directors and executives.

A.1.6. Amount and nature of the variable components, distinguishing between those established at short and long term. Financial and non-financial parameters -including among the latter social, environmental and climate change factors- selected to determine the variable remuneration in the current year. Explain to what extent those parameters are aligned with the performance of both the director and the company and their risk profile, and the methodology, necessary time and techniques contemplated to determine, at year-end, the effective level of achievement of the parameters used to design the variable remuneration. Explain the criteria and factors applied in respect of the time required and methods to check that the performance parameters -or any other parameters to which the accrual and vesting of each component of the variable remuneration was tied- have actually been met.

Indicate the range, in monetary terms, of the different variable components according to the level of achievement of the goals and parameters established and whether there is a maximum monetary amount in absolute terms.

As mentioned earlier, the only Director who will receive variable remuneration this year (2024) (according to the Directors' Remuneration Policy 2022-2024) is the Chairman of the Board of Directors, as executive Director performing executive duties, and he will do so on similar terms to the other senior executives of the Company and its Group.

The variable remuneration of the Chairman of the Board of Directors for his executive duties includes:

(i) Ordinary annual variable remuneration:

According to the Directors' Remuneration Policy 2022-2024, the annual variable remuneration of the Executive Chairman is proportionate to the level of achievement of the target(s) for EBITDA (with a weight of 80%) and ROCE (with a weight of 20%) established in the consolidated budget for 2024.

The ordinary annual variable remuneration of the Executive Chairman for the performance of his executive duties accrues according to the following rules:

- If the targets are fully met (aggregate achievement of both targets -EBITDA and ROCE, with the weight corresponding to each one- equal to or greater than 100%), the annual variable remuneration is equivalent to 100% of the fixed remuneration.

- In the event of under-achievement of the targets, the ordinary annual variable remuneration will be reduced in proportion to the percentage fulfilment (under 100%) achieved, with a floor of 85%, below which no annual variable remuneration accrues. If aggregate achievement of those targets is between 100% and 85%, the annual variable remuneration will be determined proportionately.

- Strictly as an exception, considering the special dedication by the Executive Chairman to the performance of his executive duties and a temporary situation in the Company or Group, the Board of Directors may, at the proposal of the Nomination and Remuneration Committee, decide to raise the variable remuneration of the Executive Chairman to the maximum limit established of 100% of his fixed remuneration.

Accordingly, once the consolidated earnings of the Group in 2024 are known (in 2025, generally in February), the Nomination and Remuneration Committee will review the level of achievement and submit a proposal to the Board of Directors, for approval, regarding the annual variable remuneration to be received by the Executive Chairman for the current year (2024), based on the criteria indicated above.

In monetary terms and taking account of the above-mentioned rules of accrual, the annual variable remuneration of the Executive Chairman for 2024 may vary between 0 euros (if the aforesaid targets are met by less than 85%) and 1,500,000 euros gross (if targets are met by 100% or more).

(ii) Deferred annual variable remuneration:

According to the current Remuneration Policy 2022-2024, the Chairman of the Board of Directors is entitled to participate in the Deferred Annual Variable Remuneration Scheme (deferred annual bonus scheme) established for senior executives of the Ebro Foods Group, linked to fulfilment of the Strategic Plan 2022-2024. On the terms of that Policy, the deferred annual bonus that would be received by the Executive Chairman under the Scheme would be proportional to the degree of achievement of the targets set in the Policy (tied to the targets identified in the Strategic Plan 2022-2024), on the terms described in the Remunerations Policy.

The beneficiaries of the Scheme (including the Chairman of the Board of Directors as the only executive Director who performs executive duties) are only entitled to receive the deferred remuneration if they are still working in the Ebro Group at the date of payment. As an exception, the Scheme contemplates (as its precursor did) early payment in the event of: (i) termination of the employment relationship with the Company during the period of the Scheme owing to death or a final declaration of total, absolute or major disability; or (ii) takeover of the Group or any similar corporate operation.

The outlines of the future Scheme, established in the Directors' Remuneration Policy 2022-2024, are as follows:

- The targets of the Scheme for the first two years (2022, payable in 2024, and 2023, payable in 2025) are the consolidated annual EBITDA and EBITDA-CAPEX for those years established in the Strategic Plan 2022-2024, and accrual of 25% of the deferred bonus will be subject, in each of those years, to achievement of those targets.

- The level of achievement of the consolidated EBITDA will represent 80% of the deferred bonus for each year and the degree of achievement of the consolidated EBITDA-CAPEX will account for the remaining 20%.

- The targets of the Scheme for the final year (2024, payable in 2026) are: (i) the consolidated annual EBITDA and EBITDA-CAPEX for that year established in the Strategic Plan 2022-2024 (weighted at 80% and 20%, respectively), to which the accrual of 25% of the deferred bonus is tied; (ii) the aggregate sum of EBITDA of the years included in the Scheme (2022-2024) in comparison with the sum of those contemplated in the Strategic Plan 2022-2024, 12.5% of the deferred variable remuneration of the three-year period being subject to the outcome of that comparison; (iii) the global qualitative assessment by the Strategy and Investment Committee of the development of the Strategic Plan 2022-2024, making 6.25% of the deferred variable remuneration of the three-year period subject to the outcome of that assessment; and (iv) assessment by the Audit, Control and Sustainability Committee of achievement of the non-financial targets set by the Scheme from among those identified in the Strategic Plan 2022-2024, making 6.25% of the deferred variable remuneration of the three-year period subject to the outcome of that assessment. With regard to the latter two aspects, both committees will submit their respective proposals to the Nomination and Remuneration Committee.

- In the first two years of the Scheme (2022 and 2023):

a) In the event of aggregate achievement of 100% or over of the consolidated EBITDA and EBITDA-CAPEX targets established for those years in the Strategic Plan 2022-2024, the deferred annual bonus that would accrue for the Executive Director for the performance of those duties each year will be 100% of 25% (i.e. 25%) of the fixed remuneration established for the three-year period.

b) In the event of aggregate under-achievement of the aforesaid consolidated EBITDA and EBITDA-CAPEX targets established in the Strategic Plan 2022-2024 in either of the first two years of the three-year period, the deferred annual bonus that would accrue for the Executive Director for the performance of those duties in each of those two years will be reduced in proportion to the percentage of achievement (below 100%), floored at 85%, such that if the aggregate achievement of the targets is below 85%, the deferred bonus for that year will be zero.

In the third and final year of the Scheme (2024):

a) 25% of the fixed remuneration established for the three-year period will be determined according to the degree of aggregate achievement of the aforesaid consolidated EBIDTA and EBITDA-CAPEX targets established in the Strategic Plan 2022-2024 for that year. The provisions set out above for over-achievement and under-achievement will be applicable.

b) The final 25% of the fixed remuneration corresponding to the three-year period will be determined as follows, if appropriate:

-- 50% (12.5% of the total fixed remuneration for the three-year period) according to the degree of achievement of the accumulated consolidated EBITDA target for the entire three-year period according to the Strategic Plan 2022-2024.

-- 25% (6.25% of the total fixed remuneration for the three-year period), in the percentage determined by the Board of Directors at the proposal of and subject to a report by the Nomination and Remuneration Committee, according to the assessment of the achievement of non-financial targets included in the Strategic Plan 2022-2024 and identified in the Scheme.

-- And the remaining 25% (6.25% of the total fixed remuneration for the three-year period), in the percentage determined by the Board of Directors at the proposal of and subject to a report by the Nomination and Remuneration Committee, according to the global qualitative assessment of the development of the Strategic Plan 2022-2024.

In the event of aggregate over-achievement or under-achievement of the aforesaid targets, the indications set out above for these situations will be applicable, including the 100% cap in the event of over-achievement.

- Each year (once the earnings of the preceding year are known), the Nomination and Remuneration Committee will review the level of achievement of the economic variables to which this deferred bonus is tied (EBITDA and EBITDA – CAPEX). The Nomination and Remuneration Committee will also review and validate, during the final year of the Scheme: (i) the proposed qualitative assessment of the development of the Strategic Plan 2022-2024 submitted by the Strategy and Investment Committee and (ii) the proposed assessment of the degree of achievement of the non-financial targets made by the Audit, Control and Sustainability Committee. After these verifications, the Nomination and Remuneration Committee will submit a proposal to the Board of Directors and the latter will determine the final amounts corresponding to the Executive Chairman (and the other executives included in the Scheme).

Based on the foregoing, the following should be taken into account with regard to the variable remuneration that might correspond to the Executive Chairman in 2024 within the Deferred Annual Remuneration Scheme tied to fulfilment of the Strategic Plan 2022-2024:

-- The review by the Nomination and Remuneration Committee of the degree of achievement of the targets set for that year and submission to the Board of Directors, for approval, of the annual bonus for 2024 to be received by the Executive Chairman (in 2026) will be made in 2025, once the consolidated earnings of the Group for 2024 have been determined (normally in February).

-- In monetary terms and taking account of the above-mentioned rules, the deferred annual variable remuneration of the Executive Chairman for 2024 may vary between 0 euros (if aggregate achievement of the targets is below 85%) and 2,250,000 euros gross (if aggregate achievement of the targets is 100% or more). The fixed remuneration for the three-year period is calculated based on the annual monetary fixed remuneration of the Executive Chairman in each of the years of the Scheme (which, as indicated above, is not subject to review, except in the event of extraordinary circumstances).

-- A provision will be recognised for the appropriate amount at year-end 2024 and it will be paid, if appropriate, in 2026.

-- Moreover, in the current year (2024), the Executive Chairman has received 1,125,000 euros gross as his deferred annual remuneration for 2022, the first year of the Deferred Annual Remuneration Scheme tied to fulfilment of the Strategic Plan 2022-2024. It should be noted that since this sum corresponds to the first year of the current Scheme, the deferred variable remuneration subject thereto was 25% of the variable remuneration of the three-year period.

The Scheme described above is not indexed to the value of the Company's share and the beneficiaries do not receive shares or any other rights thereover.

A.1.7. Main features of the long-term saving schemes. This information should include, inter alia, the contingencies covered by the scheme, whether it is defined-contribution or defined-benefit, the annual contribution to be made to defined-contribution schemes, the benefit to which beneficiaries are entitled under defined-benefit schemes, the conditions for the vesting of economic rights in favour of the directors and compatibility with any kind of termination benefit payable for or in connection with interruption or expiry of the contractual relationship between the company and the director.

State whether accrual or vesting of rights under any of the long-term savings schemes is subject to the achievement of certain targets or parameters related with the short and long-term performance of the director.

No contributions have been made in previous years, nor are any expected to be made this year (2024), to any pension funds or schemes for former or existing members of the Board of Directors (neither the Directors for their duties as such nor the executive Directors for the performance of executive duties) and no obligations have been contracted in this respect.

Nor have any contributions been made or obligations contracted for Directorships in other Group companies (for the Directors for their duties as such or the executive Directors for the performance of executive duties).

A.1.8. Any kind of payment or compensation for termination, early or otherwise, of the contractual relationship between the company and the director, at the initiative of the company or the director, and any arrangements agreed, such as exclusive dedication, minimum employment commitment, loyalty and no competition during and after employment.

No compensations have been arranged or paid for termination of Directors' duties (neither the Directors for their duties as such nor the executive Directors for the performance of executive duties).

A.1.9. State the terms and conditions to be respected in the contracts of executive directors performing senior management duties. Include information, inter alia, on the term, limits on severance pay and other compensations, continued service clauses, required notice, payment in lieu of notice and any other clauses relating to golden hellos, golden handshakes, golden parachutes or any other compensation payable on termination, early or otherwise, of the contractual relationship between the company and the executive director. Include, inter alia, details of any clauses or agreements on restraint of trade, exclusive dedication, minimum employment commitment, loyalty and no competition during and after employment, save as explained in the previous section.

Pursuant to sections 249, 529 octodecies and 529 quindecies of the Corporate Enterprise Act and Article 22 of the Articles of Association, the Board of Directors is competent to establish the terms of contracts to be signed by the Company with its executive Directors having executive duties, at the proposal of the Nomination and Remuneration Committee and within the confines of Directors' Remuneration Policy approved by the General Meeting.

According to the Directors' Remuneration Policy 2022-2024, the principal terms of contract of the Executive Chairman (the only Director with executive duties) for his executive duties (apart from his remuneration, which is explained in other sections of this report) are as follows:

- Term: indefinite
- Notice: three months
- Termination benefits: none
- Continued service or post-contract no competition clauses: none

See the Explanatory Note in section D of this Report for the reasons why Hercalianz Investing Group, S.L. is classified as an executive Director.

As regards the possible incorporation in the future of other executive Directors, the Directors' Remuneration Policy 2022-2024 provides that the current remuneration scheme for executive Directors for the performance of executive duties and other aspects relating to their contractual relationship with the Company take into account that the only executive Director who performs those duties is a reference shareholder of the Company.

For this reason, if new executive Directors with executive duties join the Board of Directors during the effective term of the Directors' Remuneration Policy 2022-2024, it might be necessary to revise some of those aspects, such as: (i) establishment of the continued service and/or no competition clauses (and the corresponding remuneration) or (ii) inclusion in the remuneration of aspects indexed to the value of the Company's share or that entail the receipt of shares or rights thereover. In this case, the Policy would be amended and the corresponding amendment would be tabled before the General Meeting for approval on the terms stipulated in law.

A.1.10. The nature and estimated amount of any other supplementary remuneration that will accrue by directors this year for services rendered in addition to those inherent in their directorship.

No supplemental remuneration is expected to be earned by directors (directors for their duties as such or executive directors for the performance of executive duties) for services rendered in addition to those inherent in their directorship and/or the performance of executive duties.

A.1.11. Any other remuneration, such as advances, loans and guarantees granted to directors by the company, and other remuneration.

The Company has not granted and does not foresee granting this year (2024) any loans, advances or guarantees to members of the Board of Directors (the Directors for their duties as such or the executive Directors for the performance of executive duties), nor has it contracted any obligations on their behalf through guarantees or bonds.

A.1.12. The nature and estimated amount of any other supplementary remuneration not included in the preceding paragraphs, paid by the company or another company in the group, that will accrue in directors' favour this year.

The Executive Chairman receives attendance fees each year as Director of Riso Scotti, S.p.A., an associate that is not part of the Ebro Group, in which Ebro Foods, S.A. has a 40% interest (it is an associate consolidated by the equity method). This year (2024), the Executive Chairman is expected to receive a similar amount in attendance fees to that received in 2023 (5,200 euros p.a. gross).

It is put on record that in January 2024 the Executive Chairman stepped down as Director of Pastificio Lucio Garofalo, S.p.A (a subsidiary of the Ebro Foods Group), so he will not receive any attendance fees from that Company this year (2024). Last year (2023), the Executive Chairman received a sum of 5,000 euros gross in attendance fees.

A.2. Explain any significant change in the remuneration policy applicable this year, deriving from:

a) A new policy or modification of the policy already approved by the general meeting.

b) Significant changes in the specific criteria established by the board for this year within the current remuneration policy in respect of those applied in the previous year.

c) Proposals that the board has agreed to submit to the general meeting at which this annual report will be presented, for application to this year.

The current Directors' Remuneration Policy 2022-2024 is not expected to be modified during this year.

This notwithstanding, the General Meeting at which this Report is to be put to an advisory vote will have to approve, if appropriate, the Remuneration Policy 2025-2027, in pursuance with the Corporate Enterprises Act section 529 novodecies, which requires the proposals of new Directors' remuneration policies to be laid before the general meeting before the end of the last year of application of the previous policy.

A.3. Indicate the direct link to the document containing the current remuneration policy of the company, which must be available on the company's website.

https://www.ebrofoods.es/wp-content/uploads/2023/06/Consolidated-text-of-Directors-Remunerations-Policy-2022-2024.pdf

A.4. In view of the details provided in section B.4, explain how the shareholders' advisory vote at the general meeting on the annual report on remuneration of the previous year has been taken into account.

Given the large majority of the capital that voted in favour in the advisory vote on the Directors' Remuneration Report for 2022, with more than two-thirds of the capital present and represented at the General Meeting voting for the approval (74.2020%, with 12.7425% abstaining), it has not been considered necessary to take any measures in this regard.

B. OVERALL SUMMARY OF APPLICATION OF THE REMUNERATION POLICY DURING THE REPORTING PERIOD

B.1.1. Explain the process followed to apply the remuneration policy and determine the individual remunerations reflected in section C of this report. This information should include the role played by the remuneration commission, the decisions taken by the board and, if appropriate, the identity and role of the external advisers whose services were used in the process of applying the remuneration policy during the reporting period.

a) Remuneration of Directors for their duties as such.

The fixed remuneration for all the Directors for their duties as such for 2022 was paid during the reporting period (2023).

In this regard, the Nomination and Remuneration Committee resolved on 15 February 2023 to submit a proposal to the Board of Directors, to be tabled by the latter at the Annual General Meeting held that year (2023), to set the fixed remuneration of all the Directors for their duties as such for the previous year (2022) at 2,850,000 euros gross. The Nomination and Remuneration Committee further proposed maintaining the amount of attendance fees for Board of Directors meetings (1,600 euros gross per meeting) and meetings of the Board Committees (800 euros gross per meeting). On 27 February 2023, the Board of Directors resolved to table a motion with that proposal of the Nomination and Remuneration Committee at the Annual General Meeting to be held in 2023, and the motion was passed by an ample majority at that Annual General Meeting, held on 6 June 2023.

Based on the foregoing and the resolutions passed at the Board of Directors and Committee meetings held in 2022, the aggregate annual fixed remuneration of the Directors for their duties as such for 2022 (set in 2023) was distributed as follows:

- membership of the Board of Directors: a total sum of 1,891,826.90 euros gross
- membership of the Board Committees: a total sum of 958,137.00 euros gross.

The fees for attendance of Board of Directors and Committee meetings of Ebro Foods, S.A. in 2022 amounted to 328,000 euros gross.

At a meeting on 19 February 2024, the Nomination and Remuneration Committee resolved to submit a proposal to the Board of Directors (to be tabled at the Annual General Meeting in 2024) to set the aggregate fixed remuneration for all the Directors for their duties as such for the reporting period (2023) at 2,850,000 euros gross (the same amount as in 2022). It further proposed maintaining the amount of attendance fees for Board of Directors meetings (1,600 euros gross per meeting) and meetings of the Board Committees (800 euros gross per meeting).

On 29 February 2024, the Board of Directors resolved to table a motion with that proposal at the Annual General Meeting to be held in 2024.

If that amount is approved at the Annual General Meeting held in 2024, it will be distributed among the Board of Directors members in accordance with the prevailing distribution criteria (see section A.1 of this Report and its continuation in section D). Based on those criteria, the annual fixed assignment to Directors for their duties as such for 2023, considering the meetings of the Board of Directors and its Committees during that year, would be as follows:

- membership of the Board of Directors: a total sum of 1,844,852.78 euros gross
- membership of the Board Committees: a total sum of 1,005,147.17 euros gross.

The attendance fees for Board of Directors and Committee meetings of Ebro Foods, S.A. in 2023 would amount to 324,000 euros gross.

The total amount of the fixed assignment to Directors for their duties as such is distributed among the individual Directors based on the points system established in the Remuneration Policy in place from time to time (see section A.1.3 of this Report). For this purpose, in view of a report by the Nomination and Remuneration Committee, the Board of Directors approves the individual remuneration of each Director in view of the Board Committees they are on and the number of meetings held by those committees.

b) Remuneration of the Chairman of the Board of Directors as executive Director for the performance of executive duties.

In 2023, the fixed cash remuneration of the Executive Chairman (the only Director with executive duties) for the performance of his executive duties was 1,500,000 euros gross. This is the fixed remuneration established in the Directors' Remuneration Policy 2022-2024 after the amendment approved at the Annual General Meeting held on 29 June 2022.

With regard to the annual variable remuneration for the reporting period (2023), on 19 February 2023 the Nomination and Remuneration Committee examined the degree of achievement of the consolidated EBITDA targets indicated in the budget, which are the variables taken to determine the annual bonus of the Executive Chairman in 2023, and submitted the corresponding report to the Board of Directors in respect of that annual variable remuneration. It should be recalled at this point that according to the current Directors' Remuneration Policy 2022-2024 following the amendment approved at the Annual General Meeting of 6 June 2023, the Executive Chairman's annual bonus for 2023 was capped, in the event of over-achievement of targets, to 100% of the amount thereof (i.e. 100% of his annual fixed remuneration).

Similarly, on 19 February 2024 the Nomination and Remuneration Committee reviewed the level of achievement of the quantitative and qualitative targets to which the long-term variable remuneration for 2023 is tied, according to the Deferred Annual Bonus Scheme 2022-2024. Since 2023 is the second year of the Scheme, up to 25% of the deferred variable remuneration for the three-year period corresponds to that year, depending on the aggregate achievement of the EBIDTA and EBITDA-CAPEX targets set in the Strategic Plan 2022-2024 for 2023.

Accordingly, the sums corresponding to the Chairman of the Board of Directors (the only Director with executive duties) for the performance of executive duties in the reporting period (2023), according to his contract and the Directors' Remuneration Policy 2022-2024 and after the corresponding verifications by the Nomination and Remuneration Committee, are as follows:

- Fixed remuneration: 1,508,000 euros gross (1,500,000 euros gross of fixed cash remuneration and 8,000 euros gross in kind).

- Short-term ordinary annual variable remuneration: 1,500,000 euros gross.

- Deferred annual variable remuneration: 1,125,000 euros gross. A provision for this amount has been recognised in the annual accounts at 31 December 2023, as a provisional estimate of the deferred annual bonus corresponding to the Chairman of the Board of Directors (as executive Director and for the performance of executive duties) and it will be paid in 2025, provided that the Executive Chairman is still in the Group at that time, as explained earlier. It should be borne in mind that 25% of the variable remuneration corresponding to the three-year period was determined in 2023, the second year of the Deferred Annual Bonus Scheme 2022-2024.

In addition, during the reporting period (2023), the Executive Chairman received the sum of 1,897,670.85 euros gross as deferred annual variable remuneration for 2021, paid in 2023. A provision for that amount had been recognised in the 2021 accounts. It should be borne in mind that 50% of the variable remuneration corresponding to the three-year period was determined in 2021, the final year of the Deferred Annual Bonus Scheme 2019-2021.

B.1.2. Explain any deviation during the year from the procedure established for application of the remuneration policy.

There were no deviations in 2023 from the procedure established for application of the Directors' Remuneration Policy 2022-2024.

B.1.3. State whether any temporary exception to the remuneration policy has been applied and, if so, explain the exceptional circumstances giving rise to those exceptions, the specific components of the remuneration policy that were affected and the reasons why the company considered those exceptions necessary for the long-term interests and sustainability of the company overall or to guarantee its viability. Quantify the impact that the application of those exceptions has had on the remuneration of each director during the year.

No temporary exceptions to the Directors' Remuneration Policy 2022-2024 were applied during 2023.

B.2. Explain the different actions taken by the company regarding the remuneration system and how they have contributed to reducing excessive risk exposure, and align it with the long-term goals, values, and interests of the company, indicating what measures have been adopted to ensure that remuneration has accrued in consideration of the long-term results of the company, striking an appropriate balance between the non-variable and variable components of remuneration, what measures have been taken with respect to those categories of personnel whose professional activities have a significant impact on the company's risk profile, and what measures have been taken to avoid conflicts of interest, where necessary.

The Deferred Annual Variable Remuneration Scheme in place during the reporting period (2023), i.e. the one linked to the Strategic Plan 2022-2024, makes the payment of bonuses conditional upon meeting targets set each year and the beneficiary's continued employment in the Group at the date of payment established for those bonuses, except in cases of: (i) death or disability of the beneficiary or (ii) takeover in the Group or a similar corporate operation or any other extraordinary circumstance which may, in the Board of Directors's opinion, materially affect the Scheme.

The general conditions of the Scheme include an adjustment clause whereby the Board of Directors will adopt such resolutions as may be necessary to ensure that in any event or corporate operation or other extraordinary circumstances that might affect the calculation of deferred remuneration payable, the gross remuneration will be equivalent to the remuneration that would have been payable had that circumstance not existed.

The Scheme also includes a clawback clause whereby the Board of Directors may require the total repayment or part of any deferred bonus paid under the Scheme when it considers such amounts to have been unduly paid, either because the amounts paid under the Scheme do not correspond to the degree of fulfilment of the required targets, or because they were calculated on the basis of data subsequently proved to be misstated.

Finally, as indicated earlier, the Scheme is structured in such a way that the deferred annual bonus corresponding to any of the years within the Scheme will be paid 11 months after being determined (after checking the degree of fulfilment of the targets), so by the time they are paid, a reasonable time will have passed (approx. 14 months), enabling greater certainty as to the accuracy of the information used to calculate the bonus. The remuneration corresponding to members of the Scheme in 2023 will thus be paid in 2025, provided they are still employed in the Ebro Group.

B.3. Explain how the remuneration accrued and vested during the year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the company's long-term sustainable profitability.

Describe the relationship between the remuneration received by the directors and the earnings or other short and long-term performance indicators of the company explaining, where appropriate, how any variations in the company's performance may have had a bearing on the variation in directors' remuneration, including any deferred remuneration, and how they contribute to the short and long-term results of the company.

As explained elsewhere in this Report, the remuneration of the Directors for their duties as such is set by the General Meeting of Shareholders, so the General Meeting must assess the remuneration proposed in view of the performance of the Company and its Group.

The variable remuneration (both ordinary and deferred) of the Chairman of the Board of Directors as Executive Director, for his executive duties, is tied to the development of the Group's business, being determined in view of the level of achievement of the targets set (linked to the future targets of the Group), as indicated in this Report and in the Directors' Remuneration Policy.

In the reporting year (2023), the Directors' Remuneration Policy 2022-2024 expressly contemplated both principles.

It should be noted in particular that the variable remuneration of the Executive Chairman (the only Director with executive duties) for his executive duties is tied to the achievement of quantitative and qualitative targets. This is designed to link his remuneration to the short and long-term development of the Company. So through achievement of the financial targets set for each year (either in the budget, for the annual variable remuneration, or in the Strategic Plan 2022-2024, for the remuneration received by virtue of his participation in the Deferred Annual Bonus Scheme), the remuneration of the Executive Chairman is tied to the evolution of the Group's results.

B.4. Report on the results of the advisory vote by the general meeting on the annual report on remuneration of the previous year, indicating the number of abstentions, blank votes and votes for and against.

	Number	% total
Votes cast	127,788,065	83.05

	Number	% votes cast
Votes against	16,767,619	13.12
Votes for	95,042,356	74.38
Blank votes	2,194	0.00
Abstentions	15,975,896	12.50

Comments

B.5. Explain how the fixed components accrued and vested during the year by the directors for their duties as such were determined, their relative proportion for each director and how they have varied in respect of the previous year.

As explained earlier, the fixed remuneration of the Directors for their duties as such is set by the General Meeting, following assessment and a proposal by the Nomination and Remuneration Committee and the Board of Directors.

The proposal by the Nomination and Remuneration Committee and the Board of Directors generally takes into account the economic situation of the Group and the development of its business, as well as the number of Board members (being a collective remuneration for all the Directors for their duties as such).

Accordingly, the Annual General Meeting held on 6 June 2023 resolved to set the collective remuneration of all the Directors for their duties as such for 2022 at 2,850,000 euros gross p.a..

With regard to the remuneration for 2023, the Board of Directors resolved on 29 February 2024, at the proposal of the Nomination and Remuneration Committee, to table a motion at the Annual General Meeting in June 2024 to maintain the collective fixed remuneration for the Directors for their duties as such at 2,850,000 euros gross.

That sum was distributed among the individual Directors (for 2022) and will be distributed (for 2023) on the basis of the points system explained in section A.1.3 of this Report and in the Directors' Remuneration Policy 2022-2024.

B.6. Explain how the salaries accrued and vested by each of the executive directors for their management duties was determined in the reporting period and how they have varied in respect of the previous year.

In 2023 (the reporting period), the fixed cash remuneration of the Executive Chairman (the only Director with executive duties) for the performance of executive duties is specified in his contract. As indicated in the Directors' Remuneration Policy 2022-2024, the fixed cash remuneration for 2023 was 1,500,000 euros gross.

This is the same amount he received in the previous year (2022).

The amounts of variable remuneration in 2023 (both ordinary and deferred) are determined by the Nomination and Remuneration Committee, which checks the level of achievement of the targets to which that variable remuneration is tied and submits a proposal to the Board of Directors. In this regard, the variable remuneration corresponding to the Executive Chairman for 2023 were:

- 1,500,000 euros gross in annual variable remuneration (having applied the cap thereon for over-achievement of the applicable targets), this being the same amount that was accrued in 2022; and

- 1,125,000 euros gross in deferred annual remuneration for 2023 (the same amount as in 2022). A provision for this amount has been recognised in the annual accounts 2023 as a provisional estimate of the deferred annual bonus corresponding to the Chairman of the Board of Directors (as executive Director and for the performance of executive duties) and it will be paid in 2025. It should be borne in mind that in accordance with the Deferred Annual Bonus Scheme, 25% of the variable remuneration corresponding to the three-year period accrued in 2023 (the second year of the Scheme).

In accordance with the Deferred Annual Bonus Scheme and the collection criteria applicable to the sums accruing thereunder, in 2023 the Executive Chairman received the sum accrued in 2021 for his participation in the previous Deferred Annual Bonus Scheme 2019-2021: 1,897,670.85 euros gross. It should be remembered here that, in accordance with the previous Deferred Annual Bonus Scheme tied to the Strategic Plan 2019-2021, in 2023 he received the amount corresponding to the final year of the previous Scheme: 50% of the variable remuneration for the three-year period 2019-2021.

B.7. Explain the nature and main features of the variable components of the remuneration schemes accrued and vested during the reporting period.

In particular:

a) Identify each of the remuneration schemes that determined the variable remunerations accrued by each of the directors during the reporting period, including information on the scope, date of approval, date of implementation, vesting conditions if any, accrual and effective periods, criteria used to assess performance and the effect they had on the setting of the variable amount accrued, as well as the measurement criteria used and the time necessary to be in a position to measure adequately all the conditions and criteria stipulated. Include a detailed explanation of the criteria and factors applied with regard to the required time and the methods for checking that the performance and any other requirements on which the accrual and vesting of each component of the variable remuneration was conditional were actually met.

b) In the case of stock options and other financial instruments, the general features of each scheme shall include information on the conditions for acquiring unconditional rights (vesting) and exercising those options or financial instruments, including the price and time for exercise.

c) Each of the directors and their category (executive directors, non-executive proprietary directors, non-executive independent directors and other non-executive directors) who are beneficiaries of remuneration systems or schemes that include variable remuneration.

d) If applicable, provide information on any payment deferral periods established that have been applied and/or the periods for retaining/not disposing of shares or other financial instruments, if any.

Explain the short-term variable components of the remuneration schemes:

Variable remuneration (short and long-term) for the performance of executive duties corresponds exclusively to the Chairman of the Board of Directors, the only Director performing executive duties, on the terms set out elsewhere in this report.

The ordinary annual variable remuneration established in the executive Director's contract is proportionate to the level of achievement of the targets set for each year by the Board of Directors, based on a proposal by the Nomination and Remuneration Committee. As established in the Directors' Remuneration Policy 2022-2024, accrual of the Executive Chairman's annual bonus for the reporting year (2023) is tied to the level of achievement of the Group's targets for consolidated EBITDA (with a weight of 80%) and ROCE (with a weight of 20%) set in the 2023 budget. See in this regard section A.1.6 of this Report.

Once the results of the preceding year are available (normally in February of the following year) the Nomination and Remuneration Committee checks the level of achievement of the target, which is taken as the basis for determining the annual variable remuneration, if any, payable to the Executive Chairman.

The annual variable remuneration of the Executive Chairman is monetary.

Neither the Executive Chairman nor any Director participates in stock option schemes or similar schemes in respect of other financial instruments.

Explain the long-term variable components of the remuneration schemes:

Only the Executive Chairman, the only Director with executive duties, receives a long-term annual variable remuneration.

That long-term variable remuneration derives from the participation of the Executive Chairman, together with the senior executives of the Group, in the Deferred Annual Bonus Scheme (which is in turn tied to the three-year Strategic Plan in place from time to time).

The payment of bonuses is conditional upon meeting the targets set each year by the Remuneration Scheme and the beneficiary's continued employment in the Group at the date of payment established for those bonuses, except in cases of: (i) death or disability of the beneficiary or (ii) takeover in the Group or a similar corporate operation, or any other extraordinary circumstance which may, in the Board's opinion, materially affect the Scheme.

The targets to which the long-term bonus is tied are those identified in the Scheme for each year of the three-year period 2022-2024. A more detailed explanation is given in section A.1.6 of this Report.

Bonuses are paid 11 months after being determined (after checking the degree of achievement of the targets), so by the time they are paid, more than one year has passed since the end of the year to which the bonus corresponds.

Once the results of the preceding year are available, the Nomination and Remuneration Committee checks the degree of achievement of the quantitative targets taken as the basis for determining the remuneration corresponding to each year of the Scheme. Regarding the qualitative aspects, to which the long-term bonus is tied, the assessment by the Nomination and Remuneration Committee is made following reports by the Strategy and Investment Committee and the Audit, Control and Sustainability Committee, on the terms indicated in this Report.

B.8. Indicate whether certain variable components accrued have been adjusted downward after deferral of the payment of non-vested amounts, or repayment has been claimed after vesting and payment of those components, in view of information subsequently found to be inaccurate. State the amounts reduced or repaid by application of the malus and clawback clauses, why these clauses were enforced and the years to which they correspond.

No such circumstances have existed.

B.9. Explain the main features of the long-term savings schemes, the amount or equivalent annual cost of which is indicated in the tables in Section C, including retirement and any other survival benefit, wholly or partially financed by the company with internal or external funds, stating the type of scheme, whether it is defined-contribution or defined-benefit, the contingencies it covers, the conditions for the vesting of economic rights in favour of the directors and the compatibility thereof with any kind of termination benefit payable upon interruption of the contractual relationship between the company and the director.

There are no such schemes.

B.10. State any compensations or other kind of payment accrued and/or received by directors during the reporting period upon termination of their contracts, at the initiative of the company or the director, early or at the end of the specified term.

No compensation has been arranged or paid for termination of Directors' duties (to Directors for their duties as such or executive Directors for their executive duties).

B.11. State whether there have been any significant modifications in the contracts of senior executives or executive directors and explain those changes, if any. Explain the main terms and conditions of the new contracts signed with executive directors during the reporting period, unless they have been explained in section A.1.

As resolved by the Board of Directors on 27 February 2023 at the proposal of the Nomination and Remuneration Committee (in response to a proposal submitted by the Executive Chairman), the annual variable remuneration of the Executive Chairman was capped at 100% of his fixed remuneration in the event of over-achievement of targets (as opposed to the 150% cap applicable prior to that), with effect from 1 January 2022 (i.e. being applicable immediately to the short-term bonus for 2022, determined in 2023).

That modification of the conditions applicable to the Executive Chairman's annual variable remuneration gave rise to the consequent amendment of the Directors' Remuneration Policy 2022-2024, which was approved at the Annual General Meeting held on 6 June 2023.

B.12. Explain any supplementary remuneration accrued by directors in consideration for services rendered other than those corresponding to their office as such.

As explained earlier, no supplementary remuneration is earned by the Directors (for their duties as such or for executive duties) in consideration for services rendered other than those corresponding to their office or, exclusively with regard to the Executive Chairman, to the performance of executive duties. However, as also mentioned earlier (see section A.1.12 of this Report), the Executive Chairman received in 2023 annual attendance fees as a Director of a Company in the Pastificio Lucio Garofalo S.p.A. Group (a position he no longer has in 2024) and Riso Scotti, S.p.A., an associate that is not part of the Group.

B.13. Explain any remuneration deriving from advances, loans or guarantees granted, indicating the interest rate, the essential terms and conditions and the amounts repaid, if any, as well as any obligations assumed on their behalf through guarantees.

Neither the company nor any other companies in the Group have granted any loans, advances or guarantees to members of the Board of Directors (to the Directors for their duties as such or the executive Directors for the performance of executive duties) or contracted any obligations on their behalf through guarantees or bonds.

B.14. Describe the remuneration in kind accrued by directors during the year, including a brief explanation of the nature of the different remuneration components.

As explained earlier (see sections A.1.4 and A.1.5 of this Report), only the Chairman of the Board of Directors, as the only executive Director with executive duties, receives remuneration in kind, consisting of the private use made of the Company car allocated to him. The value of the remuneration in kind for the reporting year (2023), valued at 8,000 euros, is included within the fixed remuneration of the executive Director accrued in 2023.

In addition, the Company has a Flexible Remuneration Scheme, through which it is possible to design the composition of remuneration of the executives included in the Scheme (including the Chairman of the Board of Directors), so that they may receive part of that remuneration in the form of products and services previously selected by the Company. The value of those products and services is deducted from the gross salary of the executive, who is allocated in lieu the corresponding income in kind. These products and services include group medical insurance, housing rental, nursery, vehicle hire/lease and employee training.

Therefore, these items do not entail additional remuneration to that received in cash, since the amounts paid by the Company to the corresponding service providers are deducted from the beneficiary's cash remuneration.

B.15. Explain the remuneration accrued by the director by virtue of the payments made by the listed company to a third entity to which the director renders services, when those payments are intended to remunerate said director's services in that company.

No payments of this nature have been made.

B.16. Explain and provide details of the amounts accrued during the year in connection with any item of remuneration other than those listed above, of whatever nature and provenance within the group, including all benefits in whatsoever form, such as when it is considered a related party transaction or when it may distort the true and fair view of the total remuneration accrued by the director. The amount awarded or pending payment, the nature of the payment received and the reasons, where appropriate, why it has been considered not to form part of the director's remuneration, for their duties as such or for executive duties, and whether or not it has been considered appropriate to include it within the amounts accrued as “other items” in section C.

As explained earlier, there are no remunerations other than those listed above, without prejudice to the fees received by the Chairman of the Board of Directors as Director of Pastificio Lucio Garofalo, S.p.A. (a subsidiary of the Ebro Foods Group), of 5,000 euros gross in 2023. As also mentioned earlier, the Chairman of the Board of Directors will no longer receive attendance fees from that subsidiary this year (2024).

It is also put on record that during 2023 the Chairman of the Board of Directors also received Directorship fees from Riso Scotti, S.p.A. in a sum of 5,200 euros gross. As indicated in Article A.1, point 12, above, Riso Scotti, S.p.A. is an associate and does not form part of the Ebro Foods Group.

C. DETAILS OF INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Name	Type	Accrual period 2023
ANTONIO HERNÁNDEZ CALLEJAS	Executive Chairman	From 01/01/2023 to 31/12/2023
DEMETRIO CARCELLER ARCE	Proprietary Vice-Chairman	From 01/01/2023 to 31/12/2023
BELÉN BARREIRO PÉREZ-PARDO	Independent Director	From 01/01/2023 to 31/12/2023
MARÍA CARCELLER ARCE	Proprietary Director	From 01/01/2023 to 31/12/2023
FERNANDO CASTELLÓ CLEMENTE	Independent Director	From 01/01/2023 to 31/12/2023
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	Proprietary Director	From 01/01/2023 to 31/12/2023
CORPORACIÓN FINANCIERA ALBA, S.A.	Proprietary Director	From 01/01/2023 to 31/12/2023
MERCEDES COSTA GARCÍA	Independent Director	From 01/01/2023 to 31/12/2023
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	Proprietary Director	From 01/01/2023 to 31/12/2023
JAVIER FERNÁNDEZ ALONSO	Proprietary Director	From 29/07/2023 to 31/12/2023
GRUPO TRADIFÍN, S.L.	Proprietary Director	From 01/01/2023 to 31/12/2023
HERCALIANZ INVESTING GROUP, S.L.	Executive Director	From 01/01/2023 to 31/12/2023
MARC THOMAS MURTRA MILLAR	Independent Director	From 31/01/2023 to 31/12/2023
JORDI XUCLÀ COSTA	Independent Director	From 30/03/2023 to 31/12/2023

C.1. Complete the following tables regarding the individual remuneration of each of the directors (including the remuneration for executive duties) accrued during the financial year.

a) Remuneration accrued in the reporting company:

i) Remuneration in cash (thousand euros)

Name	Fixed remuneration	Attendance fees	Remuneration as members of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Termination benefits	Other items	Total 2023	Total 2022
ANTONIO HERNÁNDEZ CALLEJAS	238	22	146	1,508	1,500	1,898			5,312	4,483
DEMETRIO CARCELLER ARCE	179	26	183						388	396
BELÉN BARREIRO PÉREZ-PARDO	119	22	35						176	177
MARÍA CARCELLER ARCE	119	18							137	140
FERNANDO CASTELLÓ CLEMENTE	119	30	82						231	221
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	119	19	27						165	169
CORPORACIÓN FINANCIERA ALBA, S.A.	119	18							137	140
MERCEDES COSTA GARCÍA	119	30	74						223	220
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	119	18							137	140
JAVIER FERNÁNDEZ ALONSO	119	29	186						334	333
GRUPO TRADIFÍN, S.L.	119	30	74						223	215
HERCALIANZ INVESTING GROUP, S.L.	119	19	27						165	169
MARC THOMAS MURTRA MILLAR	119	27	170						316	301
JORDI XUCLÀ COSTA	119	18							137	115

Comments
The total remuneration of the Directors in 2023 amounted to 8,079,680 euros gross, rounded off to 8,080 thousand euros. This total sum in thousands differs from the amount indicated in the table as a result of the rounding off to thousands of the individual remuneration of each Director.

ii) Table of changes in share-based remuneration schemes and gross earnings on the vested shares or financial instruments.

Name	Name of Scheme	Financial instruments at beginning of 2023		Financial instruments awarded during 2023		Financial instruments vested during the year				Instruments mature and not exercised	Financial instruments at end of 2023	
		No. instruments	Equivalent shares	No. instruments	Equivalent shares	No. instruments	Equivalent/ vested shares	Price of vested shares	Gross earnings on vested shares or financial instruments (€ thousand)	No. instruments	No. instruments	Equivalent shares
ANTONIO HERNÁNDEZ CALLEJAS	Scheme							0.00				
DEMETRIO CARCELLER ARCE	Scheme							0.00				
BELÉN BARREIRO PÉREZ-PARDO	Scheme							0.00				
MARÍA CARCELLER ARCE	Scheme							0.00				
FERNANDO CASTELLÓ CLEMENTE	Scheme							0.00				
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	Scheme							0.00				
CORPORACIÓN FINANCIERA ALBA, S.A.	Scheme							0.00				
MERCEDES COSTA GARCÍA	Scheme							0.00				
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	Scheme							0.00				
JAVIER FERNÁNDEZ ALONSO	Scheme							0.00				

Name	Name of Scheme	Financial instruments at beginning of 2023		Financial instruments awarded during 2023		Financial instruments vested during the year				Instruments mature and not exercised	Financial instruments at end of 2023	
		No. instruments	Equivalent shares	No. instruments	Equivalent shares	No. instruments	Equivalent/ vested shares	Price of vested shares	Gross earnings on vested shares or financial instruments (€ thousand)	No. instruments	No. instruments	Equivalent shares
GRUPO TRADIFÍN, S.L.	Scheme							0.00				
HERCALIANZ INVESTING GROUP, S.L.	Scheme							0.00				
MARC THOMAS MURTRA MILLAR	Scheme							0.00				
JORDI XUCLÀ COSTA	Scheme							0.00				

Comments

iii) Long-term savings schemes

Name	Remuneration from vesting of rights in savings schemes
ANTONIO HERNÁNDEZ CALLEJAS	
DEMETRIO CARCELLER ARCE	
BELÉN BARREIRO PÉREZ-PARDO	
MARÍA CARCELLER ARCE	
FERNANDO CASTELLÓ CLEMENTE	
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	
CORPORACIÓN FINANCIERA ALBA, S.A.	
MERCEDES COSTA GARCÍA	
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	
JAVIER FERNÁNDEZ ALONSO	
GRUPO TRADIFÍN, S.L.	
HERCALIANZ INVESTING GROUP, S.L.	
MARC THOMAS MURTRA MILLAR	
JORDI XUCLÀ COSTA	

	Contribution by company during the year (€ thousand)				Accumulated amount of funds (€ thousand)			
Name	Savings schemes with economic rights vested		Savings schemes with economic rights not vested		Savings schemes with economic rights vested		Savings schemes with economic rights not vested	
	2023	2022	2023	2022	2023	2022	2023	2022
ANTONIO HERNÁNDEZ CALLEJAS								
DEMETRIO CARCELLER ARCE								
BELÉN BARREIRO PÉREZ-PARDO								
MARÍA CARCELLER ARCE								
FERNANDO CASTELLÓ CLEMENTE								
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL								
CORPORACIÓN FINANCIERA ALBA, S.A.								
MERCEDES COSTA GARCÍA								
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.								
JAVIER FERNÁNDEZ ALONSO								

	Contribution by company during the year (€ thousand)				Accumulated amount of funds (€ thousand)			
Name	Savings schemes with economic rights vested		Savings schemes with economic rights not vested		Savings schemes with economic rights vested		Savings schemes with economic rights not vested	
	2023	2022	2023	2022	2023	2022	2023	2022
GRUPO TRADIFÍN, S.L.								
HERCALIANZ INVESTING GROUP, S.L.								
MARC THOMAS MURTRA MILLAR								
JORDI XUCLÀ COSTA								

Comments

iv) Details of other items

Name	Item	Amount
ANTONIO HERNÁNDEZ CALLEJAS	Item	
DEMETRIO CARCELLER ARCE	Item	
BELÉN BARREIRO PÉREZ-PARDO	Item	
MARÍA CARCELLER ARCE	Item	
FERNANDO CASTELLÓ CLEMENTE	Item	
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	Item	
CORPORACIÓN FINANCIERA ALBA, S.A.	Item	
MERCEDES COSTA GARCÍA	Item	
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	Item	
JAVIER FERNÁNDEZ ALONSO	Item	
GRUPO TRADIFÍN, S.L.	Item	
HERCALIANZ INVESTING GROUP, S.L.	Item	
MARC THOMAS MURTRA MILLAR	Item	
JORDI XUCLÀ COSTA	Item	

Comments

b) Remuneration of directors of the company for directorships in other group companies:

i) Remuneration accrued in cash (€ thousand)

Name	Fixed remuneration	Attendance fees	Remuneration as members of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Termination benefits	Other items	Total 2023	Total 2022
ANTONIO HERNÁNDEZ CALLEJAS		5							5	5
DEMETRIO CARCELLER ARCE										
BELÉN BARREIRO PÉREZ-PARDO										
MARÍA CARCELLER ARCE										
FERNANDO CASTELLÓ CLEMENTE										
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL										
CORPORACIÓN FINANCIERA ALBA, S.A.										
MERCEDES COSTA GARCÍA										
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.										
JAVIER FERNÁNDEZ ALONSO										
GRUPO TRADIFÍN, S.L.										
HERCALIANZ INVESTING GROUP, S.L.										
MARC THOMAS MURTRA MILLAR										
JORDI XUCLÀ COSTA										

Comments

ii) Table of changes in share-based remuneration schemes and gross earnings on the shares or financial instruments vested.

Name	Name of Scheme	Financial instruments at beginning of 2023		Financial instruments awarded during 2023		Financial instruments vested during the year				Instruments mature and not exercised	Financial instruments at end of 2023	
		No. instruments	Equivalent shares	No. instruments	Equivalent shares	No. instruments	Equivalent/ vested shares	Price of vested shares	Gross earnings on shares or financial instruments vested (€ thousand)	No. instruments	No. instruments	Equivalent shares
ANTONIO HERNÁNDEZ CALLEJAS	Scheme							0.00				
DEMETRIO CARCELLER ARCE	Scheme							0.00				
BELÉN BARREIRO PÉREZ-PARDO	Scheme							0.00				
MARÍA CARCELLER ARCE	Scheme							0.00				
FERNANDO CASTELLÓ CLEMENTE	Scheme							0.00				
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	Scheme							0.00				
CORPORACIÓN FINANCIERA ALBA, S.A.	Scheme							0.00				
MERCEDES COSTA GARCÍA	Scheme							0.00				
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	Scheme							0.00				
JAVIER FERNÁNDEZ ALONSO	Scheme							0.00				
GRUPO TRADIFÍN, S.L.	Scheme							0.00				
HERCALIANZ INVESTING GROUP, S.L.	Scheme							0.00				
MARC THOMAS MURTRA MILLAR	Scheme							0.00				
JORDI XUCLÀ COSTA	Scheme							0.00				

Comments

iii) Long-term savings schemes

Name	Remuneration from vesting of rights in savings schemes
ANTONIO HERNÁNDEZ CALLEJAS	
DEMETRIO CARCELLER ARCE	
BELÉN BARREIRO PÉREZ-PARDO	
MARÍA CARCELLER ARCE	
FERNANDO CASTELLÓ CLEMENTE	
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	
CORPORACIÓN FINANCIERA ALBA, S.A.	
MERCEDES COSTA GARCÍA	
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	
JAVIER FERNÁNDEZ ALONSO	
GRUPO TRADIFÍN, S.L.	
HERCALIANZ INVESTING GROUP, S.L.	
MARC THOMAS MURTRA MILLAR	
JORDI XUCLÀ COSTA	

	Contribution by company during the year (€ thousand				Accumulated amount of funds (€ thousand)			
Name	Savings schemes with economic rights vested		Savings schemes with economic rights not vested		Savings schemes with economic rights vested		Savings schemes with economic rights not vested	
	2023	2022	2023	2022	2023	2022	2023	2022
ANTONIO HERNÁNDEZ CALLEJAS								
DEMETRIO CARCELLER ARCE								
BELÉN BARREIRO PÉREZ-PARDO								
MARÍA CARCELLER ARCE								
FERNANDO CASTELLÓ CLEMENTE								
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL								
CORPORACIÓN FINANCIERA ALBA, S.A.								
MERCEDES COSTA GARCÍA								
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.								
JAVIER FERNÁNDEZ ALONSO								
GRUPO TRADIFÍN, S.L.								
HERCALIANZ INVESTING GROUP, S.L.								
MARC THOMAS MURTRA MILLAR								
JORDI XUCLÀ COSTA								

Comments

iv) Details of other items

Name	Item	Amount
ANTONIO HERNÁNDEZ CALLEJAS	Item	
DEMETRIO CARCELLER ARCE	Item	
BELÉN BARREIRO PÉREZ-PARDO	Item	
MARÍA CARCELLER ARCE	Item	
FERNANDO CASTELLÓ CLEMENTE	Item	
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	Item	
CORPORACIÓN FINANCIERA ALBA, S.A.	Item	
MERCEDES COSTA GARCÍA	Item	
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	Item	
JAVIER FERNÁNDEZ ALONSO	Item	
GRUPO TRADIFÍN, S.L.	Item	
HERCALIANZ INVESTING GROUP, S.L.	Item	
MARC THOMAS MURTRA MILLAR	Item	
JORDI XUCLÀ COSTA	Item	

Comments

c) Summary of remunerations (thousand euros):

Include in the summary the amounts corresponding to all items of remuneration included in this report that have been accrued by the directors, in thousand euros.

	Remuneration accrued in the Company					Remuneration accrued in Group companies					
Name	Total cash remuneration	Gross earnings on shares or financial instruments vested	Remuneration from savings schemes	Remuneration for other items	Total 2023 company	Total cash remuneration	Gross earnings on shares or financial instruments vested	Remuneration from savings schemes	Remuneration for other items	Total 2023 group	Total 2023 company + group
ANTONIO HERNÁNDEZ CALLEJAS	5,312				5,312	5				5	5,317
DEMETRIO CARCELLER ARCE	388				388						388
BELÉN BARREIRO PÉREZ-PARDO	176				176						176
MARÍA CARCELLER ARCE	137				137						137
FERNANDO CASTELLÓ CLEMENTE	231				231						231
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	165				165						165
CORPORACIÓN FINANCIERA ALBA, S.A.	137				137						137
MERCEDES COSTA GARCÍA	223				223						223
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	137				137						137
JAVIER FERNÁNDEZ ALONSO	334				334						334
GRUPO TRADIFÍN, S.L.	223				223						223
HERCALIANZ INVESTING GROUP, S.L.	165				165						165
MARC THOMAS MURTRA MILLAR	316				316						316
JORDI XUCLÀ COSTA	137				137						137
TOTAL	8,081				8,081	5				5	8,086

Comments

The total remuneration of Directors accrued in the Company in 2023 was 8,079,680 euros gross, rounded off to 8,080 thousand euros. This differs from the amount indicated in the table as a result of the rounding off to thousands of the individual remuneration of each Director.

The total remuneration accrued by the Directors in the Company plus the Group in 2023 was 8,084,680 euros gross, rounded off to 8,085 thousand euros. This differs from the amount indicated in the table as a result of the rounding off to thousands of the individual remuneration of each Director.

C.2. Indicate the evolution over the past 5 years of the amount and percentage variation of the remuneration accrued by each of the directors who were directors of the listed company during the year, the consolidated earnings of the company and the average remuneration on a base equivalent to full time of the employees of the company and Group companies who are not directors of the listed company.

	Total amounts accrued and % annual variation								
	2023	% Variation 2023/2022	2022	% Variation 2022/2021	2021	% Variation 2021/2020	2020	% Variation 2020/2019	2019
Executive directors									
ANTONIO HERNÁNDEZ CALLEJAS	5,317	18.47	4,488	1.72	4,412	6.13	4,157	36.21	3,052
HERCALIANZ INVESTING GROUP, S.L.	165	-2.37	169	2.42	165	-4.07	172	1.18	170
Non-executive directors									
DEMETRIO CARCELLER ARCE	388	-2.02	396	1.80	389	-2.75	400	-0.25	401
BELÉN BARREIRO PÉREZ- PARDO	176	-0.56	177	0.57	176	-2.22	180	1.12	178
MARÍA CARCELLER ARCE	137	-2.14	140	0.72	139	-3.47	144	5.11	137
FERNANDO CASTELLÓ CLEMENTE	231	4.52	221	-1.34	224	0.00	224	-0.88	226
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	165	-2.37	169	2.42	165	-4.07	172	1.18	170
CORPORACIÓN FINANCIERA ALBA, S.A.	137	-2.14	140	0.72	139	-45.91	257	-23.28	335
MERCEDES COSTA GARCÍA	223	1.36	220	-2.65	226	0.00	226	0.44	225
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	137	-2.14	140	0.72	139	-3.47	144	5.11	137
JAVIER FERNÁNDEZ ALONSO	334	0.30	333	-0.30	334	138.57	140	-	0
GRUPO TRADIFIN, S.L.	223	3.72	215	-1.38	218	-0.91	220	-0.92	218
MARC THOMAS MURTRA MILLAR	316	4.98	301	-	0	-	0	-	0
JORDI XUCLÀ COSTA	137	19.13	115	-	0	-	0	-	0
Consolidated earnings of the company									
	186,964	53.18	122,059	-48.85	238,629	24.02	192,415	35.74	141,752
Average remuneration of employees									
	43,681	2.16	42,759	3.39	41,356	-3.71	42,948	1.63	42,261

Comments

See Explanatory Note in section D of this Report regarding the classification of Hercalianz Investing Group, S.L. as an executive Director.

D. OTHER INFORMATION OF INTEREST

If there are any material aspects relating to directors' remuneration that could not be disclosed in other sections of this report but that are necessary to provide a more comprehensive and fully reasoned picture of the remuneration structure and practices for the company's directors, describe them briefly.

CONTINUATION OF SECTION A.1.1 OF THIS REPORT

The principles behind the Directors' Remuneration Policy 2022-2024 are set out in section 3 thereof. Based on those principle, in the Directors' Remuneration Policy 2022-2024, the Directors' remuneration for this year (2024) is structured as follows:

a) All the Directors, as such, receive the fixed remuneration established each year by the General Meeting. The relevant proposal submitted by the Board of Directors to the Annual General Meeting will take account of the importance of the Company and its economic situation. Pursuant to Article 22 of the Articles of Association regarding Directors' remuneration, it is up to the General Meeting to set the annual fixed sum to be received by all the Directors, for their duties as such. Then, following a report by the Nomination and Remuneration Committee, the Board of Directors establishes the individual remuneration of each Director for their duties as such, taking into account the positions held by the Directors on the Board of Directors, their membership of Board Committees and any other objective circumstances that the Board of Directors may consider appropriate, within the framework of the Articles of Association and the Remuneration Policy. The Board of Directors will also decide on the timing of payments. For this purpose, a points system has been established in the terms described hereinbelow.

The Directors also receive, for their duties as such, fees for attending the meetings of the Board and any Board Committees they are on. The amount of those fees is also set by the General Meeting and remains in force until amended.

b) Non-executive Directors do not receive any variable remuneration based on the profits of the Company or Group.

c) The executive Directors (only the Executive Chairman for his executive duties), just like the other senior executives of the Group, also receive an annual remuneration for their executive duties according to the terms of their respective contracts. The remuneration structure of executive Directors (and other senior executives in the Group) includes the following components:

- annual fixed remuneration;
- short-term variable remuneration;
- deferred annual variable remuneration, linked to the Strategic Plan 2022-2024, as explained in this Report.

The fixed remuneration is the remuneration established in the corresponding contract signed between the Company and the Executive Committee. With regard to the variable remunerations, both short-term annual and deferred annual, the Nomination and Remuneration Committee rates each year the degree of achievement of the targets to which they are linked (established in the Remuneration Policy 2022-2024), taking account of any reports submitted by other Committees, and submits the corresponding proposal and report to the Board of Director in respect of the individual remuneration of the Executive Director in that year.

For this year (2024):

- The annual variable remuneration of the Executive Chairman (the only executive Director with executive duties) will be determined according to the level of achievement of the EBITDA (80%) and ROCE (20%) targets established in the consolidated annual budget 2024. That annual variable remuneration will be capped, in the event of over-achievement of targets, at 100% of the annual fixed remuneration.

- The deferred annual variable remuneration of the Executive Chairman will be determined according to: (i) the level of achievement of the EBITDA (80%) and EBITDA-CAPEX (20%) targets established for 2024 in the Group's consolidated Strategic Plan 2022-2024; (ii) the level of achievement of the aggregate consolidated EBITDA target for the three-year period established in the consolidated Strategic Plan 2022-2024; (iii) the level of achievement of the non-financial targets established for the three-year period; and (iv) the qualitative assessment of overall fulfilment of the Strategic Plan 2022-2024. In 2024, if the targets are achieved in the terms established in the Policy, a deferred annual bonus will accrue of up to 50% of the total remuneration subject to the Long-Term Incentive Plan, capped at 100% in the event of over-achievement of targets. The distribution of that percentage among the targets indicated is as follows:

--- Level of achievement of the EBITDA (80%) and EBITDA-CAPEX (20%) targets established for 2024 in the Group's consolidated Strategic Plan 2022-2024: 25%;

--- Level of achievement of the aggregate consolidated EBITDA target for the three-year period established in the consolidated Strategic Plan 2022-2024: 12.5%:

--- Level of achievement of the non-financial targets established for the three-year period: 6.25%: and

--- Qualitative assessment of overall fulfilment of the Strategic Plan 2022-2024: 6.25%.

The current Directors' Remuneration Policy 2022-2024 does not contemplate the application of any temporary exceptions.

EXPLANATORY NOTE REGARDING THE CLASSIFICATION OF HERCALIANZ INVESTING GROUP, S.L. AS EXECUTIVE DIRECTOR

As mentioned throughout this Report, although Hercalianz Investing Group, S.L. is classified as an Executive Director, it has never performed executive duties in Ebro Foods, S.A. or any subsidiary of the Ebro Group, so has never received and does not receive any remuneration as such.

Hercalianz Investing Group, S.L. has been classified as an Executive Director because its representative on the Board of Directors of Ebro Foods, S.A. (pursuant to section 212 bis of the Corporate Enterprises Act) is an executive and Director of several subsidiaries of the Ebro Group.

This annual remuneration report was approved by the board of directors of the company at its meeting on:

22/03/2024

State whether any directors voted against or abstained in connection with the approval of this Report.

[√] Yes
[] No

Name of board member (s) who did not vote for approval of this report	Reasons (against, abstention, non-attendance)	Explain the reasons
Jordi Xuclá Costa	Abstention	Jordi Xuclà Costa, proprietary director for Alimentos y Aceites, S.A. abstained in the Board of Directors vote on this Report, declaring that the vote to be cast by SEPI, as shareholder of Ebro Foods, S.A. is determined by the Board of Directors of SEPI (as controlling shareholder of Alimentos y Aceites, S.A.).

The English version of this document is purely informative.
In the event of any discrepancy between the Spanish and English versions of this document, the Spanish version will prevail.

NON-FINANCIAL STATEMENT

2023

Ebro

CONTENTS

ANNEXES

1. ABOUT THIS REPORT

This report (the "**Report**") contains the Non-Financial Statement of Ebro Foods, S.A. (the "**Company**") and is part of the Management Report in the Consolidated Annual Accounts of the Company, as parent of the Ebro multinational group (the "**Ebro Group**" or the "**Group**").

Reporting period

2023

Reporting framework

In this statement we report on the social, environmental and/or economic aspects that are important for the Ebro Group. The report has been prepared, in all material aspects, in accordance with the stipulations of prevailing commercial law and following the criteria of the selected GRI standards, as well as other criteria described according to the relevant provisions in the *"Index of contents required by Act 11/2018 of 28 December on non-financial information and diversity"*.

Scope and Coverage of the Report

The report presents on a consolidated level the non-financial indicators of all the companies operating the core businesses of the Ebro Group and their respective industrial sites (see Annex 1).

Eight of the sixteen offices leased by the Ebro Group are excluded from the environmental report, as we do not have consistent quantitative data. Those offices are the three offices leased by Ebro Foods in Spain (Madrid, Granada and Barcelona), the office of Ebro India in Nueva Delhi (India), the office of Herba Bangkok in Thailand, the office of Riviana Foods in Houston (USA), the office of Riviana Foods Canada Corporation in Toronto (Canada) and the commercial office of Riceland in Hungary.

Changes in the reporting perimeter

During 2023 the Group concluded its divestment from the Woodland industrial plant owned by Riviana Foods, so its non-financial indicators have been excluded form this Report.

Contact point for issues regarding the report or its contents

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2. BUSINESS MODEL

The Ebro Foods Group is the leading food group in Spain, global leader in the rice sector and has a prominent global position in the categories of premium and fresh pasta, leader in the countries in which it operates. Through a network of 34 subsidiaries, it operates in the principal rice and pasta markets in Europe, North America and Southeast Asia, with a growing presence in other countries.

The main mission of the Ebro Group is to research, create, produce and put on the market high value-added foods that satisfy people's nutritional needs while improving their health and well-being, endeavouring at the same time to secure a transparent, efficient, sustainable business model.

The Group has a multi-company, multi-country and multi-brand business model. It has a decentralised culture in each of its subsidiaries for certain management areas, such as Commercial and Marketing, Logistics, Procurements, Human Resources and Environment, with a clear focus on an adequate business for each country, taking account of the specific local idiosyncrasies, culture, laws, etc. At a higher level, the parent company (Ebro Foods, S.A.), with a light, dynamic structure, is responsible for defining the Group's overall strategy and management guidelines. Decision-making is prompted by the parent's board of directors.

The Ebro Foods Group is managed by business areas that combine the type of activity they perform and their geographical location. Our core business areas are:

a. **Rice:** This covers the production and distribution of different rice varieties and their by-products and culinary supplements. The industrial and brand business follows a multi-brand model. It is present throughout Europe, the Mediterranean Arc, Southern Cone and Southeast Asia through companies in the Herba Group, and in North and Central America, the Caribbean and the Middle East through the Riviana Group.

b. **Fresh and premium pasta:** This includes the production and marketing of premium dry pasta and fresh pasta. The fresh pasta business is conducted through the Ebro Premium Foods Group in France and Benelux, the Bertagni Group in a large number of countries and the Riviana Group with the Olivieri brand in North America. The business in the premium dry pasta segment is conducted through Garofalo (Italy and rest of world).

In both businesses, in keeping with the Group's undertaking to promote healthy eating, practically all our brands include a range of products in the *health*, *bio* and *organic* categories.

Global Presence

The Ebro Group operates through a portfolio of 81 brands in 63 countries, with industrial and commercial facilities in 16 of them. In the remaining 47 countries, we only engage in commercial activity. Our industrial park comprises some 80 sites, including production plants, offices and warehouses.

List of countries with commercial and industrial presence

Argentina	Italy
Belgium	Morocco
Cambodia	Netherlands
Canada	Portugal
Denmark	Spain
France	Thailand
Germany	United Kingdom
India	United States

List of countries with only commercial presence

Algeria	Costa Rica	Haiti	Lebanon	Romania	US Virgin Islands
Angola	Cuba	Hungary	Libya	Saint Martin	Yemen
Austria	Curaçao	Iceland	Lithuania	Saudi Arabia	
Bahamas	Czech Republic	Ireland	Mozambique	South Africa	
Bahrain	Egypt	Israel	Oman	Sweden	
Bermuda	Estonia	Jamaica	Panama	Switzerland	
Brazil	Finland	Japan	Peru	Togo	
Chile	Ghana	Jordan	Puerto Rico	Tunisia	
Colombia	Greece	Kuwait	Qatar	United Arab Emirates	

Financial metrics

In 2023, the Group's net turnover was EUR 3,084.5 million up 3.9% on 2022. Our Adjusted EBITDA was EUR 387.1 million, a 15.7% year-on-year growth. Net profit was up 53.2% on 2022 at EUR 187 million, while net debt stood at EUR 570.4 million, EUR 192.9 million less than at year-end 2022.

The company had a market capitalisation at 31 December 2023 of EUR 2,387.9 million

Environment and trends

The economy performed surprisingly well in 2023. Economic growth stopped with several major spikes in inflation, but the dreaded stagnation was avoided and the global economy responded with greater resilience than had been expected. Existing geopolitical tensions (Ukraine war) persisted and new conflicts appeared in the Middle East, but the labour markets responded better than anticipated and the last safety cushions reserved by consumers during the pandemic and the elimination of the last bottlenecks related with it added a few decimals to the growth of the global GDP.

The global GDP was estimated to have risen by 2.6% in 2023, with uneven growth of the different economies. The United States defied all odds with a 2.5% growth, improving on the 1.9% of the previous year, while the European Union grew by only 0.4% (3.4% in 2022), hampered by the German economy, which contracted by 0.3%.

The slowdown in growth was due to the desired "soft landing" of the economy after controlling the worst of the inflation spike in 2022. The principal central banks, led by the FED, persisted in raising interest rates until the summer, when they decided to curb the upward trend in fear of going too far and triggering a recession.

The first figures on economic activity in 2024 reveal advanced economies moving at different speeds in production, consumer confidence and employment, with uncertainty in the eurozone and a high momentum in the USA, in line with the final months of 2023.

From the point of view of consumption, after overcoming the pandemic some consumption patterns that had intensified during the pandemic (such as e-commerce) continued after it had ended, although at a slower pace of transformations. Even so, new events shook the market: the Ukraine war, rampant inflation and the crisis in the Middle East have fuelled the sense of instability.

Owing to inflation, hard discount and private label brands are gaining weight within distribution, with growing numbers of outlets and market shares. This trend makes it almost impossible to secure our presence in all distributors and the market sentiment makes it difficult to maintain prices.

Consumption in the hospitality sector has fully recovered. Despite inflation, people's need to socialise, their hedonistic spirit and appreciation of convenient solutions is stronger than their budget restrictions.

The general trends are towards:

<u>Increased personal consumer experience, sustainability, health, pleasure and price</u>

Consumers now have greater decision-making capacity, more information and more shopping tools, and they are willing to pay more for products they can relate to and that meet their desires.

Their desires overlap when choosing their shopping baskets: products must be healthy, but at the same time incorporate convenience and quality. Meanwhile the demand for sustainability products is creeping in.

<u>Social changes</u>

Although several changes can be seen, price is still the main driver of consumption.

a. Population changes. Increased power of older generations. The baby boomers have transformed this segment of the population: their purchasing power has increased and their aspirations and needs (activity and health) differ from those traditionally associated with this social group. At the same time, young people (generation Z) have very different food consumption patterns from the older generation.

b. Smaller families, with a constant growth in the number of single-member households; new formats and customised goods and services.

c. The younger generations are more concerned about social and environmental issues and sustainability, but they are not prepared to pay a significantly higher price for them.

d. The increased mobility and immigration in many developed countries brings in new tastes and new ways of preparing food.

<u>New channels and services</u>

a. On-line shopping and connectivity (possibility of shopping through traditional operators, who offer easy use, fast delivery, …).

b. Growth of local supermarkets, with more frequent shopping and increased availability (24-hour opening, alliances with filling stations or other high-traffic points).

c. Consolidation of virtual stores, such as Amazon, and appearance of other new players in the distribution market along with the new consumer trends and the use of technology.

d. New ways of cooking or consuming food (by order, through vending machines, snacks as meal substitutes, …).

All these changes have brought new challenges for distributors and producers, making it essential to convert both physical and digital points of sale into strategic centres. Adequate visibility and variety is key to success.

The technological revolution has brought radical change in how brands communicate in respect of both the message and the means. The appearance of influencers as a channel and recommendation as a strategy have also changed how brands act. Investments in advertising are shifting towards digital media, which currently account for over 50% of the Group's publicity actions. Finally, Artificial Intelligence is going to bring a new cross-cutting revolution.

Strategy and value creation

The Group's strategy focuses on becoming a major player in the rice, fresh pasta, premium dry pasta and healthy grains markets, and in other cross categories within the convenience segment. Within that strategy, the Group has the following goals:

- Reach a global position in our most important markets, open to the incorporation of local products.
- Consolidate our status as a benchmark business group in our different business areas, leading in markets where the Group finds potential.
- Lead innovation in the geographical areas in which we are present.
- And establish ourselves as a responsible enterprise, committed to social well-being, environmental balance and economic progress.

To refine our strategy, the Group is underpinned by general principles of conduct and growth levers that are considered vital to raise the value of our business and step up our firm commitment to sustainable development.

Principles of conduct

- Foster ethical management based on good governance practices and fair competition.
- Comply with the laws in place, acting at all times with a view to preventing and minimising not only economic risks, including tax risks, but also legal, social and environmental risks.
- Seek a return on investment while guaranteeing the operational and financial soundness of our business activities. Uphold business profit as one of the bases for the future sustainability of the company and the large groups of agents directly and indirectly related with it.
- Generate a framework of labour relations that favours training and personal and professional development, respects the principles of equal opportunities and diversity and promotes a safe, healthy working environment.

- Reject any form of abuse or violation of the fundamental and universal rights, in accordance with international law and practice.

- Promote a relationship of mutual benefit with the communities in which the Group is present, proving ourselves sensitive to their cultures, contexts and needs.

- Satisfy and anticipate the needs of our customers and end consumers, offering a broad array of products and healthy, differentiated food.

- Steer the processes, activities and decisions of our company not only to generate profits, but also to protect the environment, prevent and minimise environmental impact, optimise the use of natural resources and preserve biodiversity.

- Develop a framework of responsible, true, transparent dialogue and communication with stakeholders, establishing stable communication channels and providing stakeholders regularly and transparently with rigorous, accurate, important information on the Group's activities.

<u>To achieve the strategic goals set for growth and sustainable leadership and ensure that we comply with our principles of conduct, the Group applies the following guidelines:</u>

1. Search for organic and inorganic growth in countries with high levels of consumption and/or high growth potential.

   - Locate and develop new territories or categories, paying special attention to new fresh products, convenience foods and new ranges of ingredients with greater value added.

   - Develop products that offer a complete culinary experience, extending our catalogue with new formats, flavours and ready-to-serve meals.

   - Achieve leadership in mature markets, opting for differentiation based on product and service quality. Expand and lead the premium category by developing the enormous potential of our flagship brands.

   - Broaden our geographical presence and complete our product/country matrix:

     - Seek business opportunities in mature markets with a business profile similar to ours and in specialist market niches that allow us to shift our strategy from a generalist position to that of a multi-specialist (individual solutions).

     - Expand into new business segments within markets in which we are already present or markets with considerable potential for growth.

2. Differentiation and innovation. We invest in our products from two standpoints:

   - Research, development (R&D) and innovation through our own research, development and innovation centres and an investment policy that enables us to convert new ideas and needs into reality for our customers and end consumers.

- Focus on leading brands in their respective segments, together with a commitment to invest in advertising to promote their development.

3. Low risk exposure. The Ebro Group deals with change in the consumer and financial markets and social change with a firm vocation to adaptation and permanence.

   To achieve this, we endeavour to secure: (i) balanced sources of recurring income (markets, currencies), (ii) low leverage so that we can grow without exposure to “financial turmoil”, (iii) new supply channels and (iv) long-term relations with our stakeholders (customers, suppliers, authorities, employees and society).

4. Implementation of sustainability throughout the entire value chain (“from the farm to the table”). In our commitment to sustainable and responsible business management, we work with the aim of integrating sustainability in all our strategic decisions and operations. The Sustainability Plan RUMBO A 2030 [“Heading for 2030”] guides our actions throughout the entire value chain, from production to consumer experience. HEADING FOR 2030 focuses on three main pillars of action:

   - **People.** We implement specific plans to promote the well-being of our professionals at work, fostering continuous training and professional development to retain talent, seeking formulas to enhance their work-life balance, flexibility, equality, inclusion and diversity, and health and safety at work. Within this area, the Group also promotes different programmes and initiatives designed to foster respect for Human Rights, social welfare, equal opportunities, education and social and economic progress in the communities in which we operate.

   - **Health and well-being.** Through our commitment to health we offer a broad array of natural, healthy, differentiated food products that help consumers maintain a healthy diet and lifestyle and provide pleasure. The R&D and innovation department works with these premises and the different communication channels of our brands focus their message on encouraging healthy eating habits and creative ways of eating through recipes, blogs and advertising campaigns.

   - **Our planet.** With the aim of preserving and protecting the environment, we work actively to minimise the impact of both our production processes and our logistics and sourcing operations. In this regard, we collaborate with different stakeholders in sustainable agriculture programmes, paying special attention to mitigating and adapting to the effects of climate change, and we make a considerable effort to reduce our carbon footprint, promoting energy efficiency measures and the use of green energies, and developing different initiatives aimed at securing the Group’s transition towards a circular economy model, such as recycling packaging materials, replacing plastics, management of surplus food stocks and reusing and recycling waste.

3. CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY MODEL

Definition of the model

The Ebro Group considers sustainable growth one of the basic pillars of its management strategy, to secure its consolidation as a benchmark business group in its areas of activity and position itself as a global, sound, innovative, responsible enterprise committed to social well-being, environmental balance and economic progress. Accordingly, it has incorporated environmental, social and ethical criteria in its decision-making processes, alongside the typical economic variables.

In this context, the Ebro Group views its Corporate Social Responsibility (CSR) as a sustainable business model, which, as well as contributing value, profitability and competitiveness, contributes towards the progress of society, generates trust among our stakeholders and leads to the creation of shared value for all those who interact with us in our business activities.

The Group has followed a four-stage procedure to define and design this CSR model:

1. Diagnosis of the sustainability measures taken by the different companies in the Group.

2. Analysis of our value chain with a view to identifying the potential risks and impacts, both positive and negative, of our operations. Within this process we have identified three key areas, in which we can make the most valuable contributions to society as they are inherent in our core business and present throughout the entire chain: (i) nutrition and health, (ii) agricultural development, by promoting and implementing sustainable agricultural practices, and (iii) environmental management.

3. Interaction with our internal and external stakeholders, which has enabled us to identify their main concerns and incorporate their suggestions in the design and implementation of the Group's action plans.

4. Materiality analysis: In 2022, following the guidelines of the new Corporate Sustainability Reporting Directive (CSRD), we worked with KREAB Spain on making a double materiality assessment. Our present materiality matrix contemplates the most important sustainability issues from the perspective of business continuity (financial materiality) and the most important issues by virtue of their environmental, economic or social impact on the Group's stakeholders or the natural environment (impact materiality).

Double materiality assessment

This assessment was based on the areas of action and impacts of Ebro Foods grouped by topics and indicators, with reference to the following standards and legislation: (i) Act 11/2018 Spain, (ii) RS Global Reporting Initiative (GRI), (iii) Dow Jones Sustainability Index (DJSI), (iv) MSCI and (v) SASB Materiality Map – Sustainability Accounting Standards Board Food and Beverages.

Following a study of the catalogue of impacts, the different indicators have been grouped into 18 material topics, in turn grouped into 4 major categories of topics encompassing the different themes: Working Capital, Governance and Organisation, Human Capital and Environmental Capital.

CATALOGUE OF POTENTIAL MATERIAL TOPICS

TOPICS THAT STAKEHOLDERS HAVE BEEN ASKED ABOUT IN THE DIFFERENT CONSULTATIONS

1. WORKING CAPITAL	1.Food quality and safety
	2.Consumer satisfaction
	3.Innovation
	4.Responsible supply chain
2. GOVERNANCE AND ORGANISATION	5.Good governance
	6.Tax contribution and institutions
3. HUMAN CAPITAL	7.Health and safety of professionals
	8.Human rights
	9. Social impact and local communities
	10.Talent attraction and retention
	11.Diversity and inclusion
	12.Development of human capital
4. ENVIRONMENTAL CAPITAL	13.Circular economy and use of resources
	14.Mitigation and adaptation to climate change
	15.Food waste
	16.Pollution control and prevention
	17.Biodiversity and ecosystems
	18.Water and marine resources

Seven countries were consulted for the assessment (Spain, United Kingdom, United States, Italy, Netherlands, India and Thailand), selected according to three essential criteria:

1. Importance for business
2. Interest in sustainability matters
3. Combination of developed and developing countries

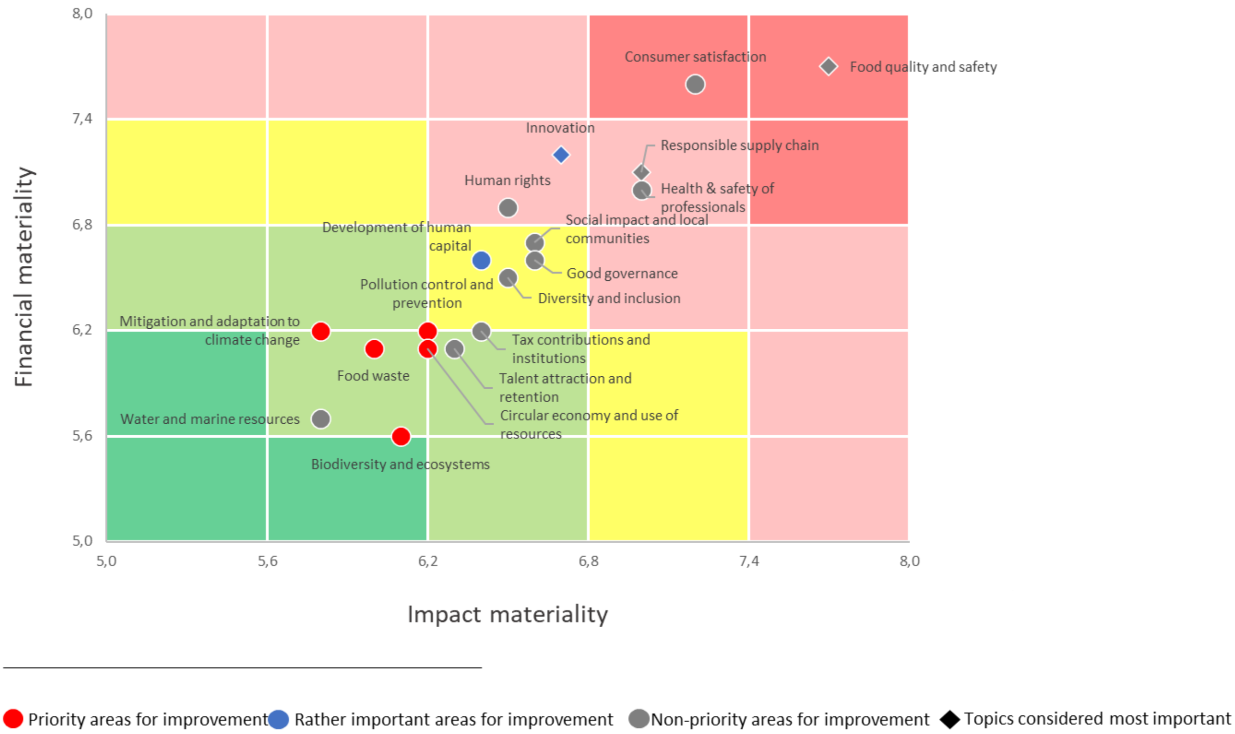
Seven stakeholders were also consulted, as priority communities for the company:

- Internal: employees and executives
- External: customers, suppliers, third sector, media and investors

Four variables were analysed:

1. Impact materiality: the matters of greatest importance for the different communities, from the point of view of the impact generated on the environment or society by the Group's management of them.
2. Financial materiality: a concept contemplated by EFRAG only for executives, and assessed with the following question: How could management of the following elements affect the company's operations (revenue, costs, liquidity, debt or asset value)?
3. Most important topics: those considered most important by the different segments of their stakeholders. (This would be equivalent to the former materiality.)
4. Priority areas for improvement: identification of the principal areas for improvement in which Ebro Foods should make progress.

Based on the foregoing, the resulting double materiality matrix and the principal topics to be managed are shown below:



PRINCIPAL TOPICS TO BE MANAGED

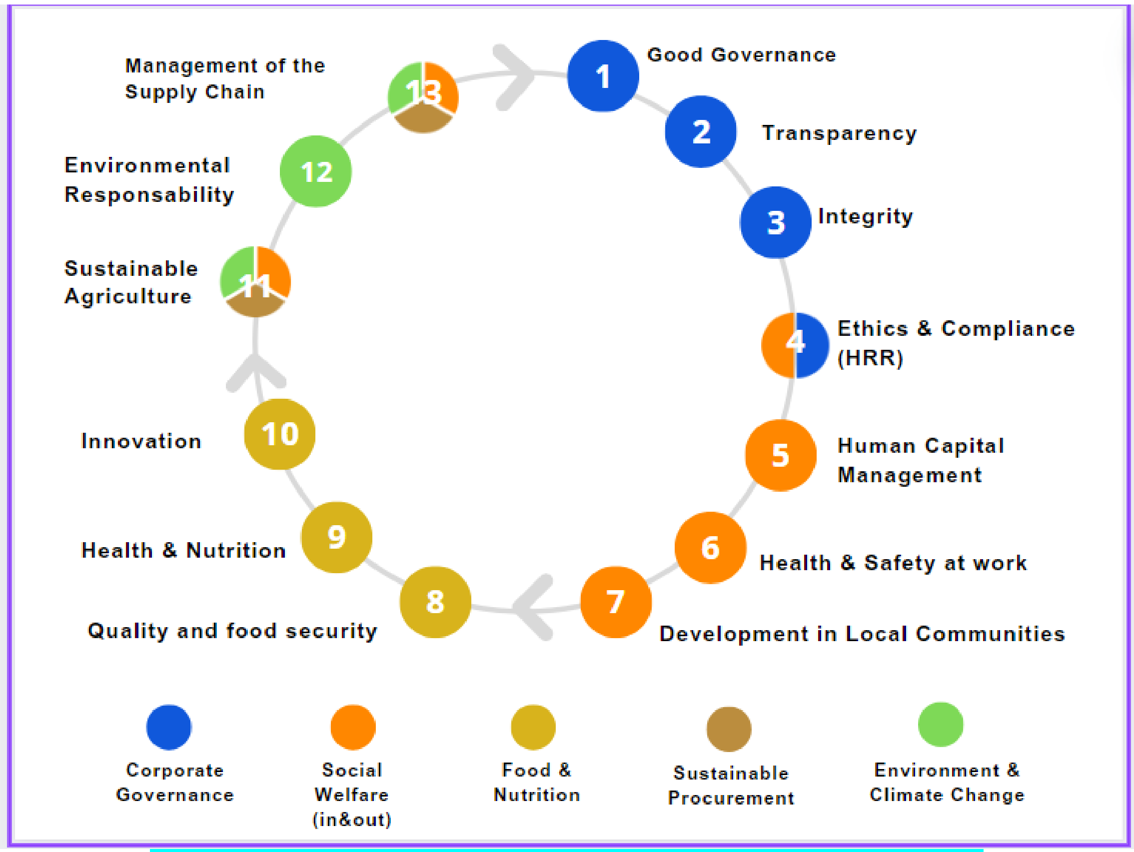
The principal topics to be managed by Ebro Foods, on the grounds that they are financially important, materially important or both, are, from a global, aggregated perspective:

1. Food quality and safety
2. Consumer satisfaction
3. Responsible supply chain
4. Health and safety of professionals
5. Innovation
6. Human rights
7. Social impact and local communities

Working areas in CSR and Sustainability

The conclusions of the double materiality assessment confirmed that the five strategic focal points identified by the Group coincide with the expectations of the different stakeholders: **Our Team, Our Community, Our Public, Our Shareholders and Our Environment**, and the corresponding five areas for action organised around the economic, environmental, social and governance pillars, namely: **Corporate Governance, In&Out Social Well-Being, Food and Nutrition, Sustainable Procurement and Climate Change**.

Thirteen principal working priorities are established around these focal points and areas for action to guarantee sustainability in each aspect of our business.



[En Ethics & Compliance (HRR), sobra una R, debería ser (HR)]

To make these 13 priorities effective, our Global Sustainability Plan (GSP) HEADING FOR 2030 ["HEADING FOR 2030"] lays down the guidelines and action plans that the Ebro Group will implement up to 2030 to grow sustainably, complying with the stipulations established in the regulatory framework of the EU and the different countries in which we operate, meeting the demands and expectations of our stakeholders, contributing towards achievement of the 2030 Agenda and minimising the negative impacts that our operations may have on the environment while maximising the positive effects of those activities.

The three main pillars of action of **HEADING FOR 2030** are people, health through food and the planet.

With regard to **people**, the Plan promotes the well-being at work of our professionals, supporting ongoing training and professional development to retain talent, seeking ways to balance work and home life and ensuring equal opportunities, diversity and health and safety at work. It also continues to implement actions that contribute towards social and economic development and equal opportunities of the most vulnerable groups in our areas of influence.

Our primary goals in caring for the **planet** are to guarantee the environmental efficiency of all the Group's operations, working to mitigate and adapt to the effects of climate change and guarantee the sustainability of our principal raw materials.

As for the third pillar, with the aim of securing the **health and well-being** of our consumers and the society at large, the Plan focuses on supplying a broad array of safe, healthy products, overseeing the quality and food safety of those products and actively promoting healthy eating habits and lifestyles.

A specific microsite has been set up as an information and monitoring tool for the Plan, on the domain caringforyouandtheplanet.com, the Group's motto in CSR and Sustainability.

Governance of sustainability

Legal framework

In order to define the general guidelines of the Group and its associates and the integration of ESG criteria in our business model, the Group is governed by the following policies and principles of conduct approved by the Board of Directors:

1. Code of Conduct of the Ebro Group
2. Supplier Code of Conduct
3. Sustainability, Environment and Corporate Social Responsibility Policy
4. Social Policy
5. Risk Control and Management Policy
6. Corporate Governance Policy
7. Corruption and Bribery Policy
8. Internal Code of Market Conduct
9. Policy for the Selection and Diversity of Directors
10. Senior Executive Remuneration Policy
11. Dividend Policy
12. Investment and Financing Policy
13. Treasury Stock Policy
14. Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors
15. Policy on Communication of Financial, Non-Financial and Corporate Information
16. Policy regarding the Internal Reporting System and Whistleblower Protection

This legal framework is subject to continuous review to ensure its timely adaptation to the new regulatory directives and incorporate the best indications and practices in the matter.

Strategic coordination and supervision of sustainability in Ebro Foods

The Board of Directors of the Group's parent establishes the general strategic principles and criteria in the area of ESG, approving the general policies and action plans applicable on a Group level.

Based on those strategic principles and criteria, the Corporate Communications and Social Responsibility Department of the parent is responsible for designing and executing the strategy and the action plans to be developed. This department coordinates and holds regular meetings with the people in the Group companies responsible for sustainability, to inform them of the actions to be taken in respect of the targets established in the plans approved by the parent's Board of Directors. The plan currently in place is the Sustainability Plan HEADING FOR 2030.

The strategy and actions taken in the area of Social Responsibility and Sustainability of the Group and the Non-Financial Statements and Sustainability Reports are supervised and monitored by the Audit, Control and Sustainability Committee of Ebro Foods, which in turn reports to the Board of Directors of the Company on the most important aspects.

Alignment of the model with the Sustainable Development Goals (SDGs)

All the actions taken by the Ebro Group within its Social Responsibility and Sustainability framework are related directly or indirectly with the 17 SDGs, but we have singled out the ones to which we make the greatest contribution by virtue of our business activities.

So based on our Sustainability Plan HEADING FOR 2030, we have defined the following priority SDGs: 1 (No poverty), 2 (Zero hunger), 8 (Decent work and economic growth), 10 (Reduced inequalities), 12 (Responsible consumption and production), 13 (Climate action) and 17 (Partnerships for the goals).

Alliances with environmental and social entities and initiatives

The Ebro Group and its Foundation belong to or have established alliances with different organisations or multi-stakeholder platforms that encourage and channel companies' commitment to the three key areas of sustainability: social, environmental and governance. Through their active participation in these organisations they are able to give greater scope to the actions developed within their CSR strategy and be immersed in a process of continuous learning and improvement. Some of the important organisations are:

UN Global Compact Network Spain WE SUPPORT	Signatory of the United Nations Global Compact www.pactomundial.org
La alimentación no tiene desperdicio	Member of the Spanish Commercial Coding Association (AECOC) project against food waste "Don't waste food, use it" http://www.alimentacionsindesperdicio.com/
seres fundación sociedad y empresa responsable	Member of the SERES Foundation http://www.fundacionseres.org/Paginas/Inicio.aspx
Socio de forética	Member of Forética http://www.foretica.org/
SAI PLATFORM	Sustainable Agriculture Initiative (SAI) Platform http://www.saiplatform.org/
SRP Sustainable Rice Platform	Sustainable Rice Platform (SRP) http://www.sustainablerice.org/

Sustainability ratings

Inclusion of the Ebro Group in sustainability ratings reflects our commitment to transparency and the development of responsible business practices. These ratings not only show our performance in social, environmental and governance aspects, but also validate our efforts and continuous improvement to attain high standards in sustainability, demonstrating our positive contribution to a more sustainable and ethical future

Sustainability indexes in which we are included

1. *Vigeo Eiris ESG*
2. *FTSE Russell ESG*
3. *The EthiFinance ESG (Gaïa Research)*
4. *S&P Global Corporate Sustainability Assessment*
5. *Morgan Stanley Capital International (MSCI)*
6. *Standard Ethics Spanix Index*
7. *IBEX Gender Equality Index* to promote gender equality
8. *Carbon Disclosure Project (Climate Change)*

4. RISK MANAGEMENT

As one of the corporate policies approved by the board of directors, the Risk Control and Management Policy lays down the basic principles and general framework for control and management of the business risks to which the Company and other Group companies are exposed.

The structure of the Risk Management and Control System is explained below:

- The Board of Directors, as the body ultimately responsible, determines the risk control and management policy, including tax risks and control of financial reporting.

- The Audit, Control and Sustainability Committee, through the Risks Committee, supervises and monitors the financial reporting and risk control systems, regularly informing the Board of any material aspects occurring in these areas. It is also responsible for supervising and overseeing internal control of the Group and the Risk Management Systems, and for proposing to the Board the risk control and management policy and any measures for enhancing these areas.

- The Risks Committee, based on the policy established by the Board and supervised by and answering to the Audit Committee, is specifically responsible for coordinating and monitoring the risk control and management system, including the Group's financial reporting and tax risks. The analysis and assessment of risks associated with new investments also falls within the remit of the Risks Committee.

- The Management Committees of the different units, on which the Chairman of the Board and the Chief Operating Officer (COO) sit, assess the risks and determine the measures to be implemented.

- Risk officers in the different units. The Risks Committee appoints officers in the major subsidiaries to monitor the Risk Control and Management System, including tax risks and financial information, and reporting to the Committee.

- Internal Audit Department. Within the internal audits made of the different subsidiaries, the company's Internal Audit Department checks that the financial reporting and risk management testing and control have been conducted adequately, complying with the indications of the Risks Committee.

The Risk Control and Management System is dynamic, so the risks to be considered vary with the circumstances in which the Group operates.

Within this general framework, the integral, homogenous Risk Control and Management System is based on the preparation of a business risk map, where risks are identified and assessed and risk management capacity is graded to obtain a ranking of risks from greater to lesser impact for the Group and their probability of occurrence. The risk map also identifies the measures to mitigate or neutralise the risks identified.

In the process of classifying risks, a dynamic assessment is made of both inherent risk and the residual risk after applying the internal controls and protocols established to mitigate them. Those controls include preventive measures: an adequate segregation of duties, clear levels of authorisation and the definition of policies and procedures. These controls can in turn be grouped into manual and automatic, the latter being implemented by computer applications.

This model is both qualitative and quantitative and can be measured in the Group's earnings, so the risk level is considered acceptable or tolerable on a corporate level.

The risk universe is grouped into four main groups: compliance, operational, strategic and financial. The first three groups also include the principal non-financial risks related with the company's business. We describe these non-financial risks below:

Compliance risks

1. **Sector regulation.** The agro-industrial sector is subject to numerous regulations affecting export and import quotas, customs duties, intervention prices, etc., subject to the guidelines set down by the Common Agricultural Policy (CAP). The Group's activity may also be affected by changes in legislation in the countries where the Group sources raw material or sells its products.

   The Group deals with this risk by participating in or echoing the different legal and/or regulatory forums through a number of prestigious professionals who endeavour to secure adequacy and compliance.

   Within this group, the increasingly strict laws on the use of fungicides and pesticides on the basic crops for this industry, especially rice, are becoming more and more important and linked to other operational risks such as supply and food safety.

   To mitigate this risk, the Group has stepped up its quality controls and checks to detect this type of product, working on a selection of trusted suppliers, who are going to be asked to incorporate sustainability criteria in their policies, and providing more education for growers to seek natural alternatives for these products.

2. **General regulation.** This includes compliance risks concerning civil, mercantile, criminal and governance laws and regulations. To help deal with criminal risks, the Group has a Crime Prevention Model, which covers our Spanish companies. Our principal subsidiaries have similar structures, adapted to their respective local laws and regulations. The Compliance Unit monitors and controls them all.

   One specific part concerns respect for and compliance with Human Rights in accordance with the ethical standards promoted in the Group's Code of Conduct. To prevent and mitigate this risk, the Group has different SMETA audits made every year on its supply chain and implements internal awareness and training plans. In accordance with the EU 'Proposal for a Directive on corporate sustainability due diligence' published on 23 February 2022, the company has set itself the goal for 2023-2025 of developing a Due Diligence System inside and outside the perimeter. The first steps towards that goal were taken in 2023, as reported in Chapter 5 of this Report.

3. **Tax laws.** Any change in the tax laws or their interpretation or application by the competent authorities in the countries in which the Group operates could affect our earnings.

   To mitigate this risk, the Group, directed by those responsible for taxation, monitors the tax laws and possible interpretations thereof, requesting specific reports from specialists to support its stand, guided at all times by a principle of prudence in this matter.

Operational risks

1. **Food safety.** Given the nature of the business, aspects regarding food safety are a critical point to which the Group pays special attention, being bound by a large number of laws and standards in each of the countries in which our products are produced and sold.

   The Group’s policy is based on the principles of compliance with the laws in force from time to time and guaranteeing food safety and quality.

   The food safety programmes are based on following protocols to identify and control certain critical points (Hazard Analysis and Critical Control Points –HACCP-), so that the residual risk is minimal.

   The main control points are grouped into:

   - Physical points: controls to detect foreign bodies or the presence of metals
   - Chemical points: detection of chemical elements or the presence of allergens
   - Biological points: presence of elements such as salmonella or any other kind of pathogens.

   Most of our handling processes have obtained IFS (International Food Safety), SQF (Safe Quality Food) and/or BRC (British Retail Consortium) certificates, recognised by the Global Food Safety Initiative (GFSI) as food product certification standards, as well as local and special product certificates (Kosher, gluten-free or Halal foods).

   The Group has also defined, developed and implemented a quality, environment and food safety management system compliant with the requirements of the standards UNE-EN-ISO 9001 (Quality management), UNE-EN-ISO 14001 (Environmental management) and ISO 22000 (Food safety management).

2. **Technological (trailing behind) risk.** One of the most important tools for standing up to competition is differentiation and product alignment, which is based on constant technological innovation and the endeavour to adapt to consumer desires. The R&D and innovation strategy is a fundamental part of the Group’s general

strategy. The R&D and innovation departments, in close collaboration with the Commercial and Marketing departments, work on reducing this risk.

3. **Cybersecurity.** The exponential growth of internet access exposes companies and users to different types of attack: identity theft, malware, attacks on websites, zero-day attacks, etc. The Group has an action plan contemplating: (i) the ongoing training of personnel on these threats, (ii) the definition of an adequate network infrastructure (firewalls, Wi-Fi access, network electronics, browsing possibilities and design of connected industrial networks), (iii) the correct definition of user points (antivirus, mobile device management systems, permissions, updates) and (iv) a programme for data preservation and management (back-ups, use of the cloud, shared information).

Environmental and strategical risks

1. **Environment and natural risks.** These include risks associated with natural disasters and climate change. Drought and flooding in the commodity-producing countries can cause problems of availability and price instability. These natural risks can also affect consumers in the affected regions or even the Group's assets in those locations.

   The best way of mitigating this type of risks is to diversify both the sourcing of raw materials and the countries in which our products are sold. The Group also makes sure it has flexible production capacity with plants in four continents, which minimises possible local problems. In addition, the Group has taken out insurance policies covering all its plants and sites, which would mitigate any disaster that could jeopardise their value.

   ► **Climate change**. Climate variables are a fundamental part of the environmental criteria that the Ebro Group contemplates in its management strategy. In this regard, in 2023 we analysed the climate risks and opportunities under the reference framework of the Task Force on Climate-related Financial Disclosures (TCFD), which provides guidelines for identifying, managing, reporting and monitoring the principal physical and transition risks to which the Organisation may be exposed as a result of climate change, as well as potential business and development opportunities.

   We covered the rice and wheat sectors in this analysis, including processing plants, the principal warehouses and the sourcing areas of these commodities in Spain and worldwide.

   We selected RCP 8.5 (pessimistic scenario) and RCP 4.5 (intermediate scenario), developed by the International Panel of Experts on Climate Change (IPCC), as reference climate scenarios and took the years 2030, 2040 and 2050 as time horizons, in line with national and international climate-related commitments.

   The transitional scenarios taken as reference were the conservative scenario STEPS (*The Stated Policies Scenario*) and the NZE (*The Net Zero Emissions*

Scenario), which assumes that the global energy sector will reach zero net emissions by 2050 and is consistent with limiting the global rise in temperature to 1.5°C.

A. STRATEGY

The analysis of physical and transition risks was made through an analysis of the probability of occurrence of the hazards identified for different climate scenarios and the exposure and vulnerability of our facilities, sourcing areas and different sectors of operations. No risks were classified as critical or high.

The variations in rainfall and temperature patterns are the most significant physical risks, but even so their risk level for our business is moderate.

Crop performance would be directly affected by both risks, so also the producers' selling prices and other possible factors deriving from the fact of being the main source of nutrition in part of the sourcing regions, which could lead to an export ban or limitation in the event of a situation of shortage, especially in Southeast Asia.

Of all the transition risks assessed, those most affecting our business are the obligation to calculate scope 3 emissions including sourcing areas and suppliers, the high costs associated with the energy transition required and possible changes in demand by end consumers. Nonetheless, these risks are still classified as “immaterial” because we are working on all of them.

Ebro Foods has also analysed a number of opportunities associated with climate change. We aim to take advantage of the more feasible opportunities and position ourselves adequately to face the major disruption of climate change. For each opportunity we have analysed its feasibility (technical and economic) and current development level. The most important opportunities are:

- Develop energy efficiency plans and increase the number of renewable energy facilities for self-supply at our production plants.

- Establish synergies to reach targets set for packaging, reducing emissions and reducing commodity consumption.

- Develop sustainable agriculture programmes with suppliers.

B. MANAGEMENT

Based on this initial analysis and the matrices developed for this purpose, the climate-related risks to which Ebro Foods is exposed have been included in the Group’s Risk Management System. The matrices are supplemented with a risk map (rainfall, high temperatures, flooding, drought and wildfires) associated with our sourcing and industrial areas assessed and the heat maps developed, which are a key element in risk monitoring and the early detection of significant changes in any of the identified risks.

Quantification of the financial impact of the most important risks identified is extremely complex as it involves a large number of variables apart from climate variables, which are very difficult to isolate in the assessment. We have therefore made a detailed bibliographic study of the principal environmental variables that might affect the purchase prices of rice and durum wheat, since Ebro Foods buys agricultural raw materials from suppliers all over the world.

We indicate below the measures identified to mitigate the principal risks and develop the opportunities considered most important.

Physical risk	Measures
Variations in rainfall and temperature patterns are the most significant risks identified for Ebro Foods, with a moderate risk level for our business	Ebro Foods has the following competitive advantages: ✓ Sufficient stock, and stock forecast, of raw materials to solve one-off supply crises. ✓ Well diversified supply chain. ✓ It is able to change its rice and wheat sourcing areas. ✓ When prices rise, one possible measure for mitigation is to pass on the increased cost in the final price of our products.

Since all transition risks have been classified as "immaterial", it is not considered necessary to develop specific measures to reduce their impact. Nevertheless, Ebro Foods is developing the following initiatives.

Transition risk	Measures
- Potential obligation to quantify indirect GHG emissions (sourcing areas and suppliers) - CSRD: double materiality - Scope 3: emissions related with sourcing areas and suppliers	Ebro Foods has already made a double materiality assessment and calculated its scope 1, 2 & 3 emissions. We also participate in initiatives to reduce emissions in the logistics sector, such as Lean & Green, and before the end of 2024 we will have completed our adherence to the Science Based Targets initiative (SBTi).
High costs associated with the transition to low-	Owing to the nature of our activity, Ebro Foods is not strongly dependent on fossil fuels.

emission technologies	At present, all the dryers in the Ebro Foods plants work on natural gas, which is also used for the instant rice plants in the USA. As regards electricity consumed, the Ebro Foods Group uses partly self-supplied energy at some of its processing plants and approximately 7% of the energy acquired has Guarantee of Origin of renewable sources.
Changes in end consumers' behaviour and demand (local products (zero emissions) / ecological / more sustainable products)	- The Ebro Group currently has products that meet these business assumptions in all its brands. It is not considered a particularly important risk because several specific studies of rice and pasta consumer trends indicate that there has not been a significant increase in the demand for these products. We maintain a state of permanent alert to anticipate any changes in consumer behaviour. - We strive to achieve differentiation and value creation for our brands through Innovation.

Opportunities	Measures
Development of energy efficiency plans at production plants	The Group companies regularly invest in measures to increase their energy efficiency. Over the past three years they have invested a total of €2.2 million and the Company aims to continue developing actions in this respect.
Increase in renewable energy facilities (solar, biomass, cogeneration) at our production plants, according to the conditions of each country, and green energy purchases (certified as renewable energy)	In 2023, over 4% of the energy directly consumed by the Group was self-generated at our photovoltaic and cogeneration facilities at the following production plants: Photovoltaic facilities • Arotz: Navaleno • Bertagni: Avio and Vicenza • Ebro Frost Germany: Offingen • Ebro India: Taraori • Garofalo: Gragnano • Geovita: Bruno • Herba Bangkok: Nong Khae • Herba Ricemills: Rinconada and Algemesí • Mundiriso: Vercelli • Riviana Foods: Colusa

<table>
<tr><th>Opportunities</th><th>Measures</th></tr>
<tr><td></td><td>• Transimpex: Lambsheim

<u>Cogeneration facilities</u>

• Bertagni: Avio and Vicenza
• Ebro Frost Germany: Offingen
• Garofalo: Gragnano
• Geovita: Vilanova Monferrato

This investment is expected to continue increasing over the next few years.

More than 7% of the electricity purchased (indirect consumption) is guaranteed as generated from renewable sources.</td></tr>
<tr><td>Generation of synergies with targets for packaging: reduction of emissions and raw material consumption</td><td>The Group has defined the following targets for packaging in its Sustainability Plan RUMBO A 2030:

✓ Increase in the use of recyclable and reusable materials
✓ Reduction of the quantity of packaging materials
✓ Use of paper and cardboard obtained from FSC / PFSC managed forests
✓ Use of recycled cardboard
✓ Reduction of the use of non-reusable plastics
✓ Search for alternatives to plant-based plastic</td></tr>
<tr><td>Development of Sustainable Agriculture programmes in our principal sourcing areas

Promotion of sustainable growing standards</td><td>Ebro is actively involved in the promotion and research of environmentally sustainable for rice and wheat crops in different growing areas, to contribute towards greater conservation of the environment, promote biodiversity and mitigation of the effects of climate change.

This work is done through own initiatives and specific collaborations with stakeholders, as well as through our membership of the two principal international platforms in this matter: SAI Platform (SAI-P) y Sustainable Rice Platform (SRP).</td></tr>
</table>

C. METRICS AND GOALS

At the date of closing this Report, this work is still at the development stage. It is expected to be completed in the second quarter of 2024.

2. **Reputational risk.** This risk is associated with possible changes of opinion, giving rise to a negative perception of the Group, its brands or products by customers, shareholders, suppliers, market analysts, etc., which could have an adverse effect on the Group's ability to maintain relations (commercial, financial, labour, etc.) with its environment.

   To deal with this risk, the Group has approved a Code of Conduct to guarantee ethical, responsible conduct by the organisation, its employees and all persons and institutions with which it interacts in the course of its business activities.

   In this context, we have included as a significant risk unfounded negative comments or opinions that can so easily be posted in the social networks, owing to the very limited possibilities of controlling them other than close monitoring and specific communication actions to reverse their impact.

   The Group's brands and employees are our most valuable intangible assets, so they are submitted to continuous assessment, considering different aspects, such as management, marketing, health and food safety, compliance and legal defence of intellectual property.

3. **Changes in lifestyle.** The proliferation of low carbohydrate diets and other food trends can have a bearing on consumers' perception of our products.

   These risks can be mitigated by assessing consumption patterns and adapting the offer of products to the alternatives on the market, while participating actively in social forums to encourage healthy habits that are compatible with our products.

NB: Further information on the description of risks and risk control and management system is available in section 4 of the Management Report and section E of the Annual Corporate Governance Report, both available on the corporate website.

5. HUMAN RIGHTS IN THE VALUE CHAIN

<table>
<tr><th colspan="2">Human Rights Principles in Ebro Foods</th></tr>
<tr><td colspan="2">Article 9.7 of the Code of Conduct of the Ebro Foods Group

“The Group respects and promotes human rights and acknowledges that they are fundamental, universal rights and should be construed and recognised in accordance with international laws and practice, particularly the United Nations Universal Declaration of Human Rights and the principles proclaimed by the International Labour Organization (ILO).”</td></tr>
<tr><td>Employees

The Group promotes and upholds the principle of equal treatment and equal opportunities for all Professionals, regardless of their race, colour, nationality, ethnic origin, religion, sex, political or sexual inclination, civil status, age, disability or family responsibilities, as a principle behind all Human Resources policies and applicable in the recruitment of Professionals, training, career opportunities, pay levels and all other aspects of relationships with Professionals.</td><td>Suppliers

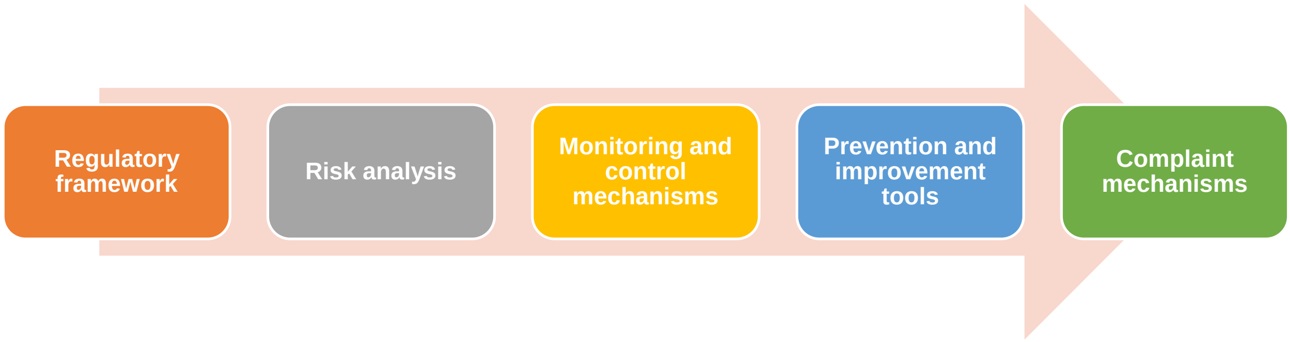
The Group promotes the assessment and selection of its suppliers based on social, ethical and environmental criteria, with a view to selecting those which, apart from offering the best bargaining terms, share the principles and commitments to Human Rights described in the Company’s Code of Conduct.</td></tr>
<tr><td>Customers

The Group undertakes to offer top quality services and products according to the quality requirements and standards established in law and its Food Safety and Quality Policy.</td><td>Local communities

The Group is committed to making a positive contribution to human rights in the communities in which we operate, through the development of initiatives that contribute positively towards equal opportunities, reduction of inequalities and welfare of the people who live there.</td></tr>
</table>

Ensuring respect for Human Rights throughout our supply chain is one of the Group’s priorities in Social Responsibility. With a view to reinforcing the achievement of this goal, in 2023 the Group’s parent started working on the design and implementation of a due diligence system to detect, prevent and remedy, where necessary, any existing or potential impacts on Human Rights produced by or as a result of our operations.

This system contemplates the development of an action plan that will be supplemented over the coming three years, the progress and results of which will be reported annually through this Report and our corporate website. The plan includes the following actions: (i) a regulatory framework, (ii) evaluation and diagnosis systems, (iii) monitoring and control mechanisms that check compliance with our policies, (iv) implementation of tools for prevention, (v) complaint mechanisms, and (vi) fostering of good practices.



Although the groundwork was done in 2023 for an orderly, structured development of this work, the Group has already been performing a substantial part of the actions contemplated in the due diligence system for years. In this context, we explain below the work done so far in each of each of these aspects.

1. Regulatory framework

Based, among others, on the Universal Declaration of Human Rights, the UN Guiding Principles on Business and Human Rights and the Fundamental Principles and Rights at Work of the International Labour Organization (ILO), the Ebro Foods Group's commitment is set out in: (i) our Code of Conduct, which establishes the principles and values that must underlie the actions of all people and companies in the Ebro Foods Group, (ii) our Supplier Code of Conduct, which establishes the principles, standards and business practices to be met by our suppliers and service providers in their relations with the Group and its professionals, and (iii) our Sustainability, Environment and Corporate Social Responsibility Policy, which establishes the basic principles and general framework for actions undertaken by the Company and the Group in respect of sustainability, environment and corporate social responsibility.

The Group's commitment to Human Rights is set out in Section IV, points 9, 11, 12, 13, 14 and 15 of our Code of Conduct in respect of our professionals. Specifically in points 9.1, 9.3, 9.4, 9.5 and 9.6 it lays down the guidelines for eliminating discrimination in employment and occupation, eliminating forced or compulsory labour, effectively abolishing child labour and exercising the rights of freedom of association, to join unions and collective bargaining, in accordance with the laws currently in place. In points 11-15 it sets out our commitment to personal and professional development, occupational health and safety, the right to fair remuneration and privacy and data protection.

The Supplier Code of Conduct sets out the same commitments in respect of the workers in our supply chain in point 3 and the Sustainability, Environment and Corporate Social Responsibility Policy reinforces all the commitments acquired by the Group in respect of its stakeholders in points 5.3-5.9.

Those Codes and Policy can be consulted on the Ebro Foods corporate website (https://www.ebrofoods.es/rse/rse-en-ebro/codigos-y-politicas/).

The Company intends to draw up a specific policy on Human Rights during 2024.

2. Risk analysis

The assessment of risks and impacts requires the involvement of different areas of the Group, from the Sustainability departments to Human Resources and Procurement.

A Due Diligence questionnaire on Governance, Human Rights and Environment is being sent out by the Corporate Communications and Social Responsibility Department to the general managements of the different subsidiaries to make an internal analysis and diagnosis. These questionnaires must be completed jointly with the respective management teams to define, identify, assess and measure risks, generate opportunities for subsequent verification and control and adopt the necessary, proportionate measures to mitigate, reduce or remedy those risks, as the case may be. We anticipate completing this work in the first half of 2024.

With regard to the supply chain, the suppliers of the Ebro Group are classified into four categories:

1. Suppliers of rice and durum wheat
2. Suppliers of other commodities
3. Packaging suppliers
4. Service providers

As the Group has decentralised certain management areas, such as the Procurements Area, to its respective companies, each subsidiary has traditionally had its own procurement policies and criteria, in keeping with the laws and characteristics of the countries in which they operate. Above them all, the Supplier Code of Conduct of Ebro Foods regulates the minimum criteria and rules of conduct in labour and environmental aspects that must be met by the Group's suppliers.

With a view to establishing globally the integral management of the supply chain, in 2019 we embarked on a work plan to: 1) make sure that all our suppliers comply with the Group's Supplier Code of Conduct and 2) require them to complete a questionnaire on ethics. The replies to this questionnaire enable us to identify the critical issues and risks we need to address in order to guarantee the sustainability of our supply chain, designing, together with our companies, a roadmap to achieve the goal set in our Global Sustainability Plan HEADING FOR 2030, that 100% of our suppliers and service providers will have signed the Group's Supplier Code of Conduct (COC) or incorporated ESG criteria in their policies.

In 2023 we mapped our global supply chain, with the following proportions per continent:

Continent	% suppliers 2023	% suppliers 2022
Europe	69%	68%
Africa	10%	10%
Asia	10%	8%
North America	8%	8%
South America	3%	6%

NB: The % of suppliers in Africa out of the global total gives a distorted view of the percentage weight this continent really has in the Group's supply chain because of the- large number of small suppliers of the agricultural commodity rice (some 564). If we take the amount of rice supplied in relation to the global supply of rice for the Group, it only accounts for 1%.

According to our goal of 100% of our suppliers signing the Ebro Group's Supplier Code of Conduct, we continued making progress in 2023, as shown in the following table:

Continent	2023	2022
Europe	17%	11%
Asia	54%	54%
North America	22%	8%
South America	37%	17%

Another of the tasks performed within the due diligence of our supply chain was to identify the risk levels of the principal commodity sourcing regions of the Ebro Group in order to prioritise our work. To do this we used the online tool https://www.countryrisk.io/ - an international risk assessment platform that is constantly updated using the parameters provided by different international databases, combining qualitative and quantitative information.

Countryrisk.io offers different risk rankings, each specialising in different matters. We concentrated on two of them for the risk assessment in our Group:

- ESG RANKING ► classifies countries according to their will and ability to meet their public debt obligations (foreign currency), explicitly taking into account social and environmental indicators.
- SUPPLY CHAIN RANKING ► enables an oversight of the Social, Environmental and Governance laws in place in the different countries, covering some 250 countries.

Based on the outcome of this country risk analysis and the volume of purchases from each country as a proportion of the Group's global supplies, we will focus our efforts in 2024 on stepping up the due diligence procedure with the suppliers who have the most critical scores.

3. Monitoring and control mechanism

As a tool to strengthen the monitoring and control of respect for Human Rights, both within and outside the Group perimeter, we use the Sedex Members Ethical Trade Audit (SMETA) protocol to assess our internal manufacturing sites against a common set of corporate social responsibility standards developed for the consumer goods industry.

In the specific case of the supply chain, in addition to our corporate account on the Sedex Platform, where all the Group companies are already registered and their respective suppliers are in the process, we continue improving our due diligence systems in Human Rights by developing internal capacities, frequent meetings and visits by the

Procurement Department to their suppliers to check first hand that they comply with the Group's ESG standards and incorporate good practices.

- <u>Audits made on plants of the Ebro Group</u>

We made 17 SMETA audits on Group plants in 2023.

Company	Country	Plant	Date	Type of audit	Auditors
Herba Ricemills	Spain	San Juan	07/02/2023	SMETA	Intertek Spain
	Spain	Algemesi	03/07/2023	SMETA	
	Spain	Los Palacios	28/06/2023	SMETA	
Bertagni 1882	Italy	Avio	14/03/2023	SMETA	Bureau Veritas Certification
	Italy	Arcugnano	29/03/2023	SMETA	
Ebro India	India	Taraori	03/11/2023	SMETA	DNV
Herba Bangkok	Thailand	Nong Khae	03/10/2023	SMETA	SGS
Herba Cambodia	Cambodia	Phnom Phen	24/04/2023	SMETA	UL Responsible Sourcing
Ebro Foods Netherlands	Netherlands	Wormer	10/05/2023	SMETA	SGS CBE Belgium
Ebro Ingredients	Netherlands	Plant D	10/05/2023	SMETA	
	Belgium	Schoten	01/07/2023	SMETA	
Ebro Foods Belgium	Belgium	Merksem (Plant A)	01/07/2023	SMETA	
Mundi Risol	Italy	Vercelli	24/10/2023	SMETA	SGS Italy
S&B Herba	UK	Fulbourn (Cambridge)	16/11/2023	SMETA	Bureau Veritas Certification
Pastificio Lucio Garofalo	Italy	Gragnano	22/02/2023	SA8000	DNV
			19/01/2023	Customer audit	Arche Advisors
			27/09/2023	Customer audit	Bureau Veritas

13 ethics audits were made at Group workplaces during 2022.

Company	Country	Plant	Date	Type of audit	Auditors
Ebro India	India	Taraori	06/10/2022	SMETA	DNV
Herba Cambodia	Cambodia	Phonm Phen	25/04/2022	SMETA	ELEVATE
Herba Ricemills	Spain	San Juan	21/03/2022	SMETA	Intertek Spain
Pastificio Lucio Garofalo	Italy	Gragnano	05/07/2022	SA8000	DNV
Riviana Foods	USA	Brinkley	01/02/2022	SMETA	Accordia Global Compliance Group
		Memphis	05/05/2022	BSCI	
		Carlisle	02/02/2022	SMETA	
		Clearbrook	18/01/2022	SMETA	
		Alvin	08/03/2022	SMETA	
		Colusa	13/01/2022	SMETA	Control Union
S&B Herba Foods	UK	Regent mill	12/01/2022	SMETA	Bureau Veritas Certification
			18/05/2022	SMETA	
Herba Bangkok	Thailand	Nong Khae	26/10/2022	SMETA	SGS

- <u>Audits made on our supply chain</u>

62 SMETA audits were made on suppliers in 2023.

Country	Date of audit	Auditors
Argentina	26/06/2023	Intertek Argentina Uruguay and Paraguay
	11/07/2023	Bureau Veritas Certification
	12/07/2023	
	12/07/2023	
Austria	06/11/2023	Bureau Veritas Certification
France	27/06/2023	Intertek France
	01/06/2023	
	15/02/2023	SGS France
	23/01/2023	
	26/06/2023	
	13/12/2023	DNV
	30/03/2023	Bureau Veritas Certification
Germany	14/04/2023	Intertek Germany
	21/02/2023	SGS Germany
Greece	24/07/2023	Intertek Bulgaria
India	14/04/2023	DQS India
	15/06/2023	DQS CFS GmbH
	28/03/2023	Intertek India
Ireland	18/08/2023	SGS_UK
	16/08/2023	
Italy	09/08/2023	Intertek Italy
	12/01/2023	
	01/01/2023	
	27/04/2023	
	14/11/2023	
	16/01/2023	BUREAU VERITAS CPS - EMEA
Mexico	17/05/2023	Intertek Mexico
Netherlands	04/05/2023	SGS CBE Belgium
	13/06/2023	
Pakistan	22/08/2023	ELEVATE
	19/06/2023	Eurofins South Asia
	14/02/2023	SGS Pakistan
	30/05/2023	SGS Pakistan
	21/11/2023	ALGI Pakistan
	26/12/2023	GSCS International Ltd

Country	Date of audit	Auditors
Peru	03/10/2023	Intertek Peru
	25/04/2023	SGS DEL PERU S.A.C.
	10/03/2023	SIPAS CR-PERU
	04/09/2023	
	23/11/2023	
Portugal	29/06/2023	SGS Portugal
Spain	26/04/2023	Bureau Veritas Certification
	30/10/2023	Intertek Spain
Switzerland	08/03/2023	Intertek Germany
Thailand	24/07/2023	SGS Thailand
	17/05/2023	
	07/08/2023	
	10/10/2023	
	07/08/2023	
Turkey	14/02/2023	ELEVATE
	19/06/2023	
UK	27/03/2023	BSI Group
	24/08/2023	SGS_UK
	27/03/2023	
	31/07/2023	
	06/12/2023	
	21/11/2023	
	27/11/2023	
	29/08/2023	
	04/10/2023	BUREAU VERITAS CPS - EMEA
USA	08/02/2023	Intertek Peru
	21/04/2023	

54 SMETA audits were made on suppliers in 2022, 6 of them follow-up audits.

Country	Date of audit	Auditors
Argentina	13/07/2022	Bureau Veritas Certification
	14/07/2022	
	16/07/2022	
Belgium	19/09/2022	Intertek France
	25/01/2022	SGS CBE Belgium
Cambodia	19/08/2022	SGS (Cambodia) Limited
France	05/04/2022	SGS France
	17/05/2022	
	19/10/2022	

Country	Date of audit	Auditors
	03/02/2022	Bureau Veritas Certification
	21/07/2022	
	27/07/2022	
	15/06/2022	BUREAU VERITAS CPS - EMEA
	01/12/2022	
	05/09/2022	DNV
Germany	21/04/2022	Intertek Germany
	19/04/2022	
	05/05/2022	Bureau Veritas Certification
	12/08/2022	
	14/07/2022	TUV NORD CERT GmbH
Greece	07/07/2022	Intertek Bulgaria
	31/05/2022	SGS_UK
Hungary	01/07/2022	Bureau Veritas Certification
India	26/05/2022	Bureau Veritas Certification
	20/07/2022	SGS ASIA
	07/11/2022	
	18/03/2022	Intertek India
Italy	22/06/2022	Intertek Italy
	14/04/2022	
	06/06/2022	SGS Italy
	25/05/2022	
	23/11/2022	BUREAU VERITAS CPS - EMEA
Mexico	08/06/2022	DNV
Netherlands	25/08/2022	Bureau Veritas Certification
Pakistan	04/10/2022	ALGI Pakistan
	29/09/2022	ELEVATE
	16/07/2022	ALGI Pakistan
Peru	10/08/2022	SIPAS CR-PERU
Poland	03/11/2022	SGS Poland
Portugal	14/10/2022	Intertek Portugal
Thailand	02/09/2022	SGS Thailand
	02/11/2022	
	17/03/2022	

Country	Date of audit	Auditors
Turkey	19/09/2022	Intertek Turkey
	25/05/2022	
	14/02/2022	
	24/05/2022	
UK	22/02/2022	SGS_UK
	28/09/2022	Verisio
	01/08/2022	Intertek UK
	08/08/2022	Verner Wheelock (incorporating KSSA)
	21/11/2022	
USA	18/01/2022	Accordia Global Compliance Group (Home Office)
	23/02/2022	Intertek Peru

4. Prevention and improvement tools

- Training

In an effort to prevent and facilitate identification of possible negative impacts within and outside the Group perimeter, towards the end of 2022 the parent launched a compulsory training course on Human Rights for all the company's professionals. This has now been done in most of the Group companies and will be completed within the first half of 2024.

This Training Plan, the content of which has been tailored to different professional categories, is being implemented through the SAP Litmos e-learning platform for professionals who have a corporate e-mail account, and in person for factory workers.

- Good practices

Another of the fundamental tools used by the Group in the area of prevention is to encourage good practices, both within the Company and in the rest of our value chain.

Within the Group we highlight the certification of Ebro India as a *'Great Place to Work'*, in recognition of its excellent team management, its positive labour culture and its outstanding work in social responsibility. Another highlight was the certification of our subsidiary Tilda as B Corp, a recognition that encompasses all the operations of a company and guarantees high standards of social and environmental performance.

We have also developed several training and collaboration actions with our agricultural commodity suppliers, such as:

- **Pakistan** (Herba Ricemills): Together with Pakistan Basmati Heritage Foundation (PBHF) and Rice Exporter Association Pakistan (REAP), the Procurements and Exports team of Herba Ricemills participated in several work seminars with their suppliers in the Punjab area, which is very important for the Ebro Group's purchases of Basmati rice. The underlying goal was to train growers, exporters and other interested parties in our value chain and make them aware of the importance of sustainable production.

- **Morocco** (Mundiriz): Our company in Morocco holds an annual meeting with its rice suppliers in the Gharb region to boost its relations with suppliers, fostering coexistence and sharing good practices among them all to enable a sustainable, efficient management of the Mundiriz supply chain.
- **India** (Ebro India): This company has implemented several initiatives with both direct and indirect suppliers. Through the EKTA programme, the company provides training focused on sustainable agricultural practices, thus forestalling adverse impacts by its agricultural suppliers. The training contemplates aspects of modern farming techniques, ways of optimising the use of water in planting and production processes, and providing free biocontrol products to ensure a rational use of pesticides. Ebro India also has a team of graduate farmers who provide free counselling to its suppliers on ethics and compliance. Their support embraces issues such as Human Rights, the protection and safety of workers, the provision of free safety kits and even topics such as government legislation, the Land Law, etc.

In the area of agricultural raw materials, more specifically in rice production, Ebro India, Herba Bangkok, Herba Ricemills, La Loma Alimentos, Mundiriso and Riviana are, together with their agricultural suppliers, developing different sustainability programmes to assess and verify the sustainability of the crop using the FSA standard of the Sustainable Agriculture Initiative Platform (SAI Platform) and the SRP standard of the Sustainable Rice Platform, as well as the Ecological Agriculture Platform and Fair Trade. All these programmes together have produced a positive impact on approximately 10,500 growers who supply the Ebro Group.

At this point, we also highlight the sustainable agriculture projects we are developing in some of our principal sourcing areas, the main goals of which are: (i) improve growers' revenues, (ii) optimise their agricultural returns, (iii) mitigate climate change by reducing the use of water, (iv) cut emissions and (v) encourage the use of biological means to combat pests. Our global investment in all these projects was EUR 4.7 million.

The details of these programmes can be consulted in Chapter 10 of this Report, Commitment to the Environment.

In this regard, the start-up of all these projects has contributed towards the fact that no negative environmental or social impacts have been identified in our supply chain.

5. Grievance mechanism

During 2023, in pursuance of Act 2/2023 transposing the EU Whistleblowing Directive into national law, the Ebro Group established an Internal Reporting System (IRS) guaranteeing protection of whistleblowers who act in good faith and integrating all the complaint channels existing within the Group.

Within the structure of the IRS, a new Corporate Whistleblowing Channel has been created for the entire Group, through which anyone can inform Ebro Foods, S.A., as parent of the Group, of any possible irregularities detected in any of the Group companies. This Channel does not replace the complaints channels that some of our companies have established in pursuance of their local laws, but supplements them and the parent has also implemented it alongside its own complaints channel.

The Corporate Whistleblowing Channel is available for all stakeholders on the Group's corporate website, in the section "Contact" https://www.ebrofoods.es/contacto/ and on the websites of the different subsidiaries. In companies that do not have a website, it is advertised through other channels, such as within the signatures on e-mails, on notice boards, etc.

In Ebro Foods it is also possible to access the Canal from its intranet, where we have created a tab called "Internal Reporting System of the Ebro Group" and included the link to the channel within that tab: Access to the Corporate Whistleblowing Channel of the Ebro Foods Group.

As a result of the foregoing, we updated the Code of Conduct of the Ebro Foods Group. The new version of the Code introduces two changes in respect of the previous version: (i) it includes regulation of the new Corporate Whistleblowing Channel created within the structure of the Internal Reporting System of the Ebro Foods Group; and (ii) it includes the current name of the Audit, Control and Sustainability Committee of Ebro Foods, S.A., previously called "Audit and Compliance Committee".

It should also be noted that in addition to the Corporate Whistleblowing Channel, the Human Resources Departments of the different Group companies have also enabled channels to process, investigate and resolve any incidents that may occur within the respective companies.

In this context, seven Human Rights grievances were reported during 2023 in the Human Rights Department of Riviana Foods, two of which had been resolved by the closing date of this Report. The same company received one complaint through the Corporate Whistleblowing Channel. In 2022, a total of 11 grievances were received in four Group companies.

	2023			2022		
Company	**No. of grievances lodged**	**No. of grievances processed**	**No. of grievances resolved**	**No. of grievances lodged**	**No. of grievances processed**	**No. of grievances resolved**
Riviana Foods	7	6	2	6	6	1
La Loma Alimentos	---	---	---	1	1	1
S&B Herba Foods	---	---	---	2	2	2
Tilda	---	---	---	2	2	2
Total grievances	**7**	**6**	**2**	**11**	**11**	**6**

6. ANTI-CORRUPTION AND BRIBERY MEASURES

CORRUPTION AND BRIBERY

The Ebro Group has a global Code of Conduct, known to and binding on not only its workers and professionals, but also its customers, suppliers, shareholders and other stakeholders.

The Code of Conduct establishes the principal values that must underlie the Group's conduct, including those of transparency, honesty and strict compliance with the laws and regulations in place.

The Code of Conduct dedicates a specific section (29) to anti-corruption, bribery, illegal commissions, influence peddling and money laundering. It establishes the following general principles: (i) the obligation undertaken by the Group to eradicate any form of corruption and (ii) the absolute prohibition of any form of corruption or bribery. These principles are accompanied by specific rules of conduct designed to guarantee compliance with them.

All the Group's workers and professionals are obliged to be familiar with and accept the Code of Conduct. They receive a copy of it when they join the Group (or after any amendment) and formally acknowledge receipt, knowledge thereof and their obligation to comply. This is backed up with a grievance channel through which any interested person may confidentially inform the parent company of any potential infringement of the Code.

The general regulation set out in the Code of Conduct is supplemented on a corporate level with the Policy against Corruption and Bribery approved by the parent's board of directors in April 2019. All the principles, values and rules for action established in the Code of Conduct for combating corruption and fraud are developed in the specific, verifiable terms of that Policy.

In 2023, in pursuance of Act 2/2023 of 20 February regulating the protection of people reporting breaches of law and infringements of anti-corruption regulations, transposing EU Directive 2019/1937 on the protection of persons who report breaches of Union law (known as the Whistleblowing Directive) into Spanish law, Ebro Foods, S.A., as parent of the Ebro Group, defined and implemented its Internal Reporting System, establishing a Corporate Whistleblowing Channel applicable throughout the Group (while the local complaints channels and breach control structures continue to exist in the countries where they are required) and different procedures for handling reports received through that channel. The Internal Reporting System is fully implemented and training actions are currently being defined to instruct on its existence, structure and functioning.

In addition, the global regulation of the Code of Conduct, the principles set out in the Policy against Corruption and Bribery and the structure of the Group's Internal Reporting System are backed up locally in the different regions in which the Group operates. In this regard:

- In the principal Spanish companies, the Ebro Group also has a crime prevention model that identifies the potential criminal risks deriving from its activities and the mitigation measures established to try to eliminate (or minimise as far as possible) the risk of committing criminal offences, which include corruption and bribery. The crime prevention model identifies the measures implemented to mitigate the risk of committing offences of corruption, bribery, influence peddling and money laundering. Its effectiveness and application are monitored and checked regularly by the Compliance Unit, within the reporting system of the current crime prevention model. During 2020 the Group revised and updated its criminal risk map and crime prevention model, with counselling from external specialists. Along with the revision and updating and with counselling from the same external specialists, the Group has started to design an employee training plan in this area.

- In pursuance of local legislation (Legislative Decree of 8 June 2001) on companies' liability for certain types of offence (including corruption), the Italian companies in the Group have established organisation and management models that include measures to preclude the risk of committing those offences. Although the degree of implementation and functioning of those organisation models varies among the different subsidiaries, it is operative in all of them.

- The Group's North American subsidiaries have specific policies and measures to control and mitigate the risk of committing this type of offence. All the employees of Riviana Foods Inc. and Riviana Foods Canada Corporation (jointly "Riviana") receive and are obliged to sign a copy of the Ebro Foods Group Code of Conduct as confirmation of having been informed of the requirements established in that Code and their strict adherence to the principles of the Code that are applicable to the company and its employees under North American laws and regulations. In particular, and in pursuance of the special requirements under local laws, the North American companies have an Anti-Bribery Compliance Officer, who is responsible for ensuring compliance with the law and making sure that all workers and executives are aware of and comply with it. Training and refresher courses are provided regularly for this purpose.

- The Group's Indian subsidiary has a Vigil Mechanism/Whistleblower Policy, adapted to the applicable local laws (section 177(9) of the Companies Act and Rule 7 of the Companies Rules), through which a communication channel is made available to all employees to report to the company any conduct that infringes the Code of Conduct (in addition to the Group's reporting channel). Through that channel, any possible indication of unlawful conduct (including, therefore, any that may be considered acts of corruption) must be reported to the Vigilance and Ethics Officer of the company for investigation and adoption of whatever measures may be necessary. All new hires in the Group's Indian subsidiary receive specific information within their inception training on combating corruption, including the general rules established in the Code of Conduct, the specific rules of the Vigil Mechanism and the hierarchical structure for reporting suspicious conduct.

- In France, apart from incorporating the Corporate Whistleblowing Channel of the Ebro Group's Internal Reporting System, Lustucru Premium Group (parent of the business in that country) has drawn up its own risk map and established its own Code of Conduct applicable to the company and its subsidiaries.

The following table shows the companies that provided anti-corruption training for their employees in 2023. That ongoing training is included in regular training plans, thus ensuring that employee knowledge on the matter is constantly refreshed.

	2023			2022		
Company	No. employees	No. employees receiving training	% employees receiving training	No. employees	No. employees receiving training	% employees receiving training
Bertagni	---	---	---	417	417	100.00%
Ebro India	214	44	20.56%	179	23	12.85%
Herba Bangkok	206	206	100.00%	194	194	100%
Herba Cambodia	32	32	100.00%	20	9	45.00%
Herba Ricemills	803	33	4.11%	---	---	---
Lustucru Frais	544	137	25.18%	---	---	---
Riviana Foods	1,040	1,040	100.00%	1,043	1,043	100.00%
Riviana Foods Canada	240	240	100.00%	237	237	100.00%

No cases of corruption have been reported in any companies of the Ebro Group. Nor have any of the Group's business partners reported any cases of this nature. No cases were reported in 2022 either.

MONEY LAUNDERING

The Ebro Group has established: (i) payment and collection processes and (ii) a structure of attorneys for bank transactions, through whom it guarantees adequate control and monitoring of money movements in all its transactions.

The Ebro Group uses bank transfers and nominative payment instruments for payments made and received as they guarantee full traceability of any money movement. It also has strict rules for cash management, which allow the different companies to hold only negligible amounts of cash and regulate in detail any drawings against the cash balances, requiring in all cases justification of cash requests and proof of use of those funds.

The reimbursement of expenses incurred by employees in the course of their work is also strictly controlled, requiring proof of the expense and the reason and justification for it prior to any reimbursement. Drawings made using a company bank card (by employees who have a card, by virtue of their category) are subject to the same requirements of proof and justification of use, such that if any use of the card is not justified and proved, the corresponding sums are withheld from payments to be made by the relevant company to the employee.

According to the Group’s power of attorney structure, in order to draw funds from bank accounts, a prior decision by must be adopted by the competent corporate body and, as a rule, joint signatures are required, except for negligible amounts compared to the volume of transactions of the company in question.

7. VALUE CREATION MODEL

The Ebro Group makes a significant contribution to the social and economic development of the communities in which it operates. Its business activities generate wealth through the creation of jobs, payment of salaries, tax contribution, purchase of goods and services from suppliers, distribution of dividends, implementation of welfare programmes, development of environmental initiatives, commitment to the value chain and investment in R&D and innovation.

SOCIAL CASH FLOW *(EUR thousand)*

	2023	2022
Economic value generated		
Net proceeds from operations	865,294	419.351
Sale of assets and businesses	15,652	27.411
Dividends received from third parties	1,317	2.319
	882,263	**449.081**
Economic value distributed		
Payments to or on behalf of employees	(332,694)	(334.371)
Corporate income tax	(41,146)	(90.821)
Contribution to not-for-profit entities and support for sustainable agriculture	(6,917)	(4.933)
Interest income/expenses	(7,368)	(5.562)
Business acquisitions	(1,628)	(48.556)
CAPEX	(141,670)	(118.808)
Dividends paid (*)	(97,345)	(96.528)
	(628,768)	**(699.579)**
Economic value retained	**253.495**	**(250,498)**

(*) Dividends paid in the corresponding year

TAX INFORMATION

With a view to guaranteeing responsible compliance with the tax laws in place in the jurisdictions in which it operates, the Ebro Group has developed several procedures to secure transparent, honest tax management and payment of taxes.

The Ebro Group does not use opaque structures consisting of interposing base companies in low-tax or non-tax countries and/or territories not cooperating with the tax authorities. Nor does it engage in any business in any of the jurisdictions listed as tax havens, regulated in Spain in **Supplementary Provisions 1 and 10 and Transitional Provision Two of the Tax Fraud Prevention Measures Act 36/2006 of 29 November (as amended by Act 11/2021 of 9 July on measures to prevent and combat tax fraud, effective from 11 July 2021).**

In 2023, the Ebro Group directly paid more than EUR 47.56 million to the tax authorities in the different countries in which it operates, compared to EUR 97.2 million in the previous year.

Breakdown of tax payments *(EUR thousand*

	2023	2022
Income tax paid	41,146	90,821

Taxes paid by geographic areas

	2023		2022	
	Net IT	Other Taxes	Net IT	Other Taxes
Spain	-21,006	524	36,615	613
Rest of Europe	25,947	2,273	24,426	2,492
America	32,825	3,618	29,067	3,304
Asia	1,954	0	170	0
Africa	1,426	0	543	0
Total	**41,146**	**6,415**	**90,821**	**6,409**

Most significant countries

	2023		2022	
	IT	Other Taxes	IT	Other Taxes
Spain	-21,006	524	36,615	613
France	5,730	1,994	6,245	2,226
Italy	6,800	279	5,133	208
United States	32,991	3,503	11,690	3,196
United Kingdom	6,199	0	5,879	0

Pre-tax profit, by countries *(EUR thousand)*

	Pre-tax profit	
	2023	2022
Spain	20,369	-315
Rest of Europe	126,768	74,130
America	113,783	89,668
Asia	9,849	18,353
Africa	3,088	3,971
Total	**273,857**	**185,807**

Most significant countries

	BAI	
	2023	2022
Spain	20,369	-315
France	22,769	-3,627
Italy	48,279	28,468
United States	106,756	87,087
United Kingdom	27,700	32,665

Public grants received *(EUR thousand)*

	2023	2022
Capital grants received	6,304	1,026
Operating grants received	1,633	2,509

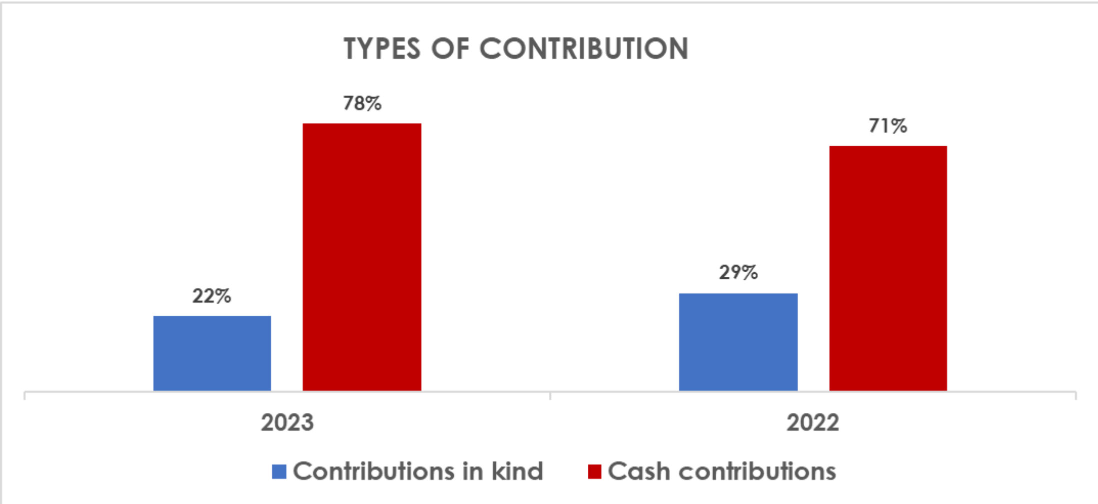
COMMITMENT TO THE DEVELOPMENT OF LOCAL COMMUNITIES

One of the main pillars of social responsibility action within the Ebro Group is ensuring the well-being and socio-economic development of the local communities directly related with our business activities.

During 2023, as in previous years, the Ebro Foundation and the Group participated in projects created by different not-for-profit organisations and promoted and developed *motu proprio* several initiatives of social and environmental interest.

Within this context, the global amount spent on social action during 2023 was EUR 6.9 million, compared to EUR 4.9 million in 2022.

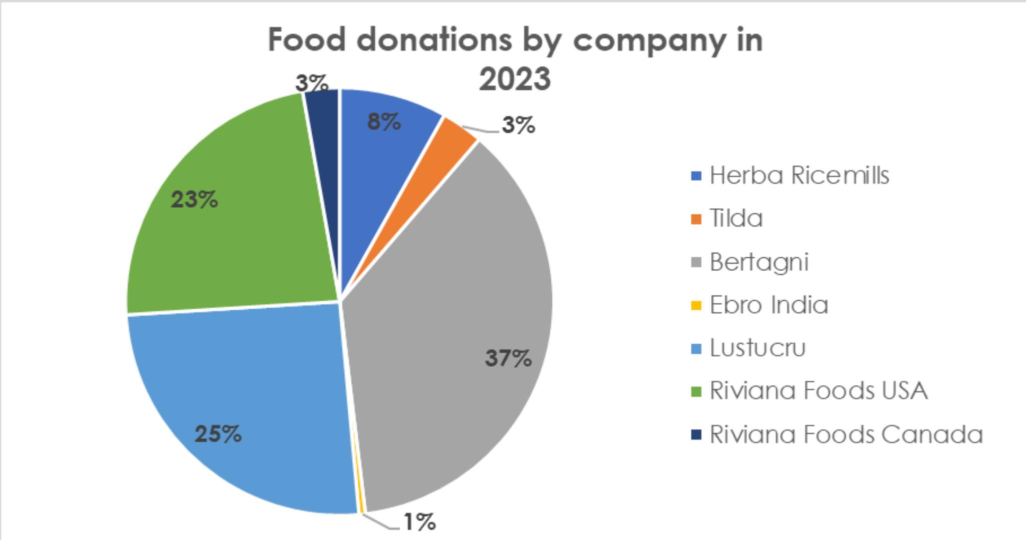
Social action	2023	2022
Food donations subsidiaries	1,529,646.26	1,415,232.06
Ebro Foundation activities	699,907.99	601,459.37
Sustainable Agriculture	4,687,526.00	2,916,070.00
Total amount (EUR)	**6,917,080.25**	**4,932,761.43**

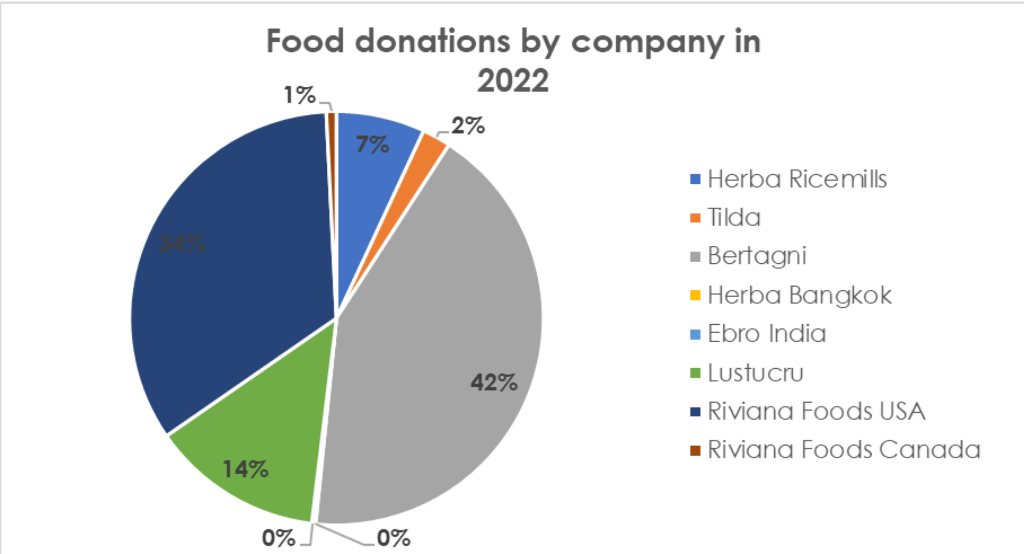


Food Donations

During 2023, Group companies in Spain, United Kingdom, Italy, France, India, United States and Canada made food donations for an aggregate value of EUR 1.5 million, delivering 606,742 thousand kilogrammes of food. Donations in 2022 amounted to EUR 1.4 million and 600 thousand kilogrammes of food.

Company	2023	2022
Herba Ricemills	124,408.31	98,104.62
Tilda	48,479.00	31,552.60
Bertagni	562,713.85	600,732.00
Herba Bangkok	---	1,493.15
Ebro India	7,294.00	2,832.49
Lustucru	389,201.00	190,379.00
Riviana Foods USA	355,059.10	479,026.95
Riviana Foods Canada	42,491.00	11,111.25
Total amount (EUR)	**1,529,646.26**	**1,415,232.06**





Social and Environmental Initiatives

Apart from the food donations and in their determination to contribute to sustainable development of the communities in which we operate, the Ebro Group and the Foundation continued working in 2023 to set up different social and environmental initiatives.

The Foundation worked in three major areas during 2023:

1. **Food and health**: This includes aid given to neighbourhood associations, soup kitchens, fraternities and sororities, humanitarian disasters, etc., as well as participation in projects that encourage healthy lifestyles through food and sport.

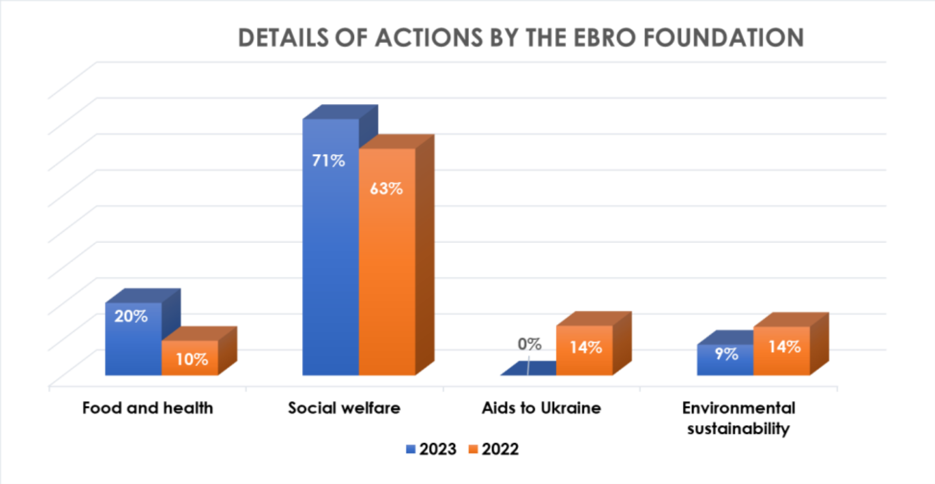
   The total investment made in this area in 2023 was EUR 141,218.09, up from EUR 58,070.57 in 2022.

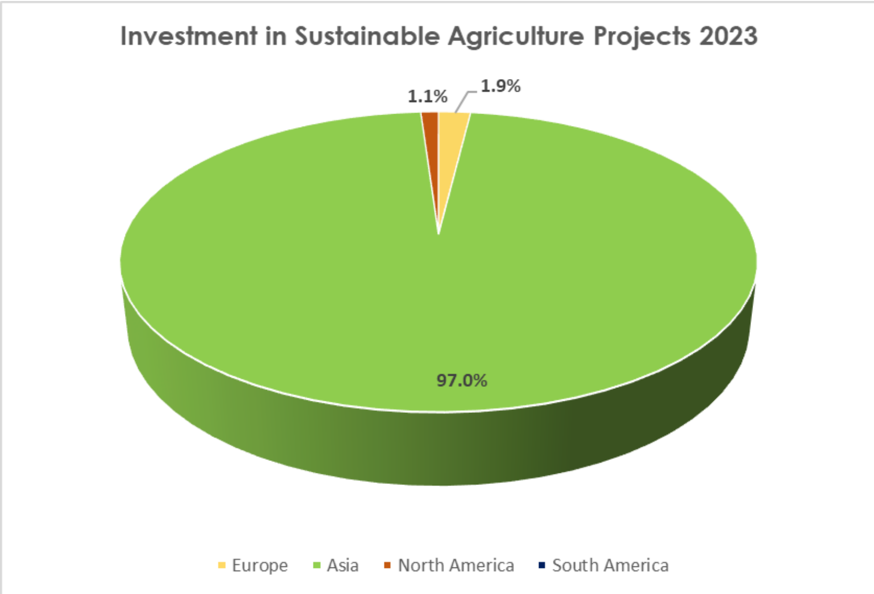
2. **Social welfare**: This working area comprises support for education through scholarships, research projects, educational programmes that contribute towards equal opportunities, training projects for integration into society and employment, entrepreneurship and job promotion initiatives, and community aid programmes that contribute to achieving the full, effective social integration of these individuals and groups at risk of exclusion.

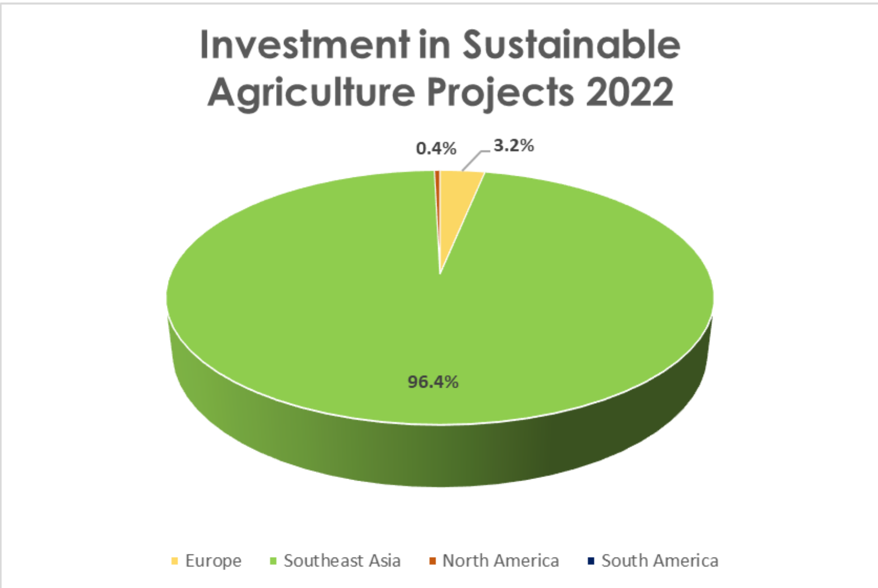
   The total investment made in this area in 2023 was EUR 498,689.90, compared to EUR 379,011.80 in 2022.

3. **Environmental sustainability:** Environmental conservation is another essential aspect within the work of the Ebro Foundation. The Foundation supports the sustainable agriculture strategy put into practice by the Ebro Group and works on promoting and achieving the Group's sustainability goals through the *EBRO FOUNDATION SUSTAINABILITY & ENVIRONMENTAL AWARDS*, which aim to bring out the talent of the Group's professionals in the search for innovative solutions that contribute towards achievement of the goals contemplated in our sustainability plan HEADING FOR 2030. The Foundation invested EUR 60,000 in these awards in 2023, compared to EUR 81,334 in the previous year.

   In addition, different Group companies invested EUR 4,687.526 (EUR 2,916,070 in 2022) in the launching of sustainable agriculture programmes in our principal sourcing areas, and the payment of a premium fee to growers with a view to improving not only their agricultural yields but also their revenues.







NB: Information on all our sustainable agriculture projects is set out in the chapter "Commitment to the Environment" in this Report.

To conclude this chapter, it should be mentioned that the Ebro Group did not receive any complaints or claims regarding possible adverse impacts on the local communities in which we operate in 2023 or 2022.

8. OUR PROFESSIONALS

People, their personal well-being and their professional development, are among the prime targets of the Ebro Group in Social Responsibility.

Scope of the reporting perimeter

Information on all the companies currently engaged in the Ebro Group's core businesses and their respective industrial facilities is included on a consolidated level (see Annex 1).

Management focus

The most valuable asset of the Ebro Group is its **6,457 professionals, of whom 5,496 are employed directly by the company and 961 are contracted** through different external agencies. A very close-knit team of professionals with enormous talent potential aligned with the organisation's strategy. Through the human resources departments of the different subsidiaries, the Ebro Group endeavours to motivate these professionals by offering a high quality job while at the same time strengthening their skills, powers and personal and professional leadership.

The Ebro Group's personnel management policy is designed to secure a high level of knowledge and contact with the workforce through a decentralised structure formed by the human resources managers in all the major companies of the Group and the implementation of bespoke policies in each one (in addition to the provisions of labour laws), taking account of the specific features of the countries in which they operate. These policies also include general guidelines regulating company/employee relationships, specific guidelines on Occupational Health & Safety, Training & Education, Diversity and Equal Opportunities and Equal Pay for Men and Women. Companies with a small personnel structure (essentially commercial companies with fewer than 10 employees) are governed exclusively by the labour laws in place in the countries in which they operate.

Above all of them and without prejudice to the provisions of the specific policies mentioned above, the Ebro Group has a Code of Conduct, which not only secures ethical, responsible conduct by the professionals in all the subsidiaries of the Ebro Group in the performance of their duties, but also serves as a reference to define the minimum objectives of the employment policy and guarantees, namely:

1. Occupational health and safety
2. Training and career development of all employees
3. Non-discrimination, diversity and equal opportunities in access to employment (including gender equality, the integration of people with different abilities and promotion of a multi-cultural workforce)
4. Right to form and join unions
5. Compliance with collective rights

In view of the contents of the different programmes launched by the most important business units in the Ebro Group, the management of Human Resources of the Ebro Group can be grouped into five pillars, indicating the different working areas within each one, for each company of the Ebro Group.

A. EMPLOYMENT

Total number and distribution of employees by gender

	2023		2022	
	No. employees	% total employees	No. employees	% total employees
Men	3,906	71.07%	3,848	71.10%
Women	1,590	28.93%	1,564	28.90%
Total Employees	**5,496**		**5,412**	

NB: The gap between men and women is largely due to the nature of the Group, which is predominantly factory-based, as factory work has traditionally been done by men. 71% of the personnel employed within the Ebro Group overall are men, 67% of whom are factory employees.

Breakdown of employees by age group

	2023		2022	
Age group	No. employees	% total employees	No. employees	% total employees
<=30	767	13.96%	861	15.91%
30 - 50	2,854	51.93%	2,764	51.07%
>= 50	1,875	34.12%	1,787	33.02%
Total employees	**5,496**		**5,412**	

Breakdown of employees by country

	2023		2022	
Country	**No. employees**	**% total employees**	**No. employees**	**% total employees**
Argentina	194	3.53%	170	3.14%
Belgium	201	3.66%	220	4.07%
Cambodia	32	0.58%	15	0.28%
Canada	240	4.37%	237	4.38%
Denmark	69	1.26%	61	1.13%
France	588	10.70%	571	10.55%
Germany	166	3.02%	167	3.09%
Hungary	5	0.09%	5	0.09%
India	214	3.89%	179	3.31%
Italy	786	14.30%	780	14.41%
Morocco	254	4.62%	254	4.69%
Netherlands	85	1.55%	80	1.48%
Portugal	70	1.27%	72	1.33%
Spain	917	16.68%	934	17.26%
Thailand	206	3.75%	194	3.58%
United Kingdom	429	7.81%	430	7.95%
United States	1,040	18.92%	1,043	19.27%
Total employees	**5,496**		**5,412**	

Breakdown of employees by professional category

	2023		2022	
Professional category	**No. employees**	**% total employees**	**No. employees**	**% total employees**
Executives	302	5.49%	317	5.86%
Technical staff & middle management	939	17.09%	852	15.74%
Administrative & auxiliary staff	815	14.83%	835	15.43%
Factory employees	3,370	61.32%	3,346	61.83%
Others	70	1.27%	62	1.15%
Total employees	**5,496**		**5,412**	

Total number of employment contracts and breakdown by type

This table shows the total number of contracts at 31 December 2023.

Type of contract	2023	2022
Permanent	3,859	3,750
At Will	1,234	1,258
Temporary	305	356

Total number of contracts	5,398	5,364

NB: The At-Will contracts are the form of employment contract most commonly used in the USA and Canada, and corresponds to our companies Riviana Foods Inc. and Riviana Foods Canada Corporation.

Annual average contracts by gender

The At-Will contracts are included in permanent contracts, and the average number of part-time contracts is included in the average number of permanent and temporary contracts.

	2023			2022		
Average contracts	Men	Women	Total	Men	Women	Total
Permanent	3,592	1,468	**5,060**	3,502	1,438	**4,941**
Temporary	294	124	**418**	328	140	**468**
Part-time	60	86	**146**	90	107	**197**

Annual average contracts by age group

The At-Will contracts are included in permanent contracts, and the average number of part-time contracts is included in the average number of permanent and temporary contracts.

	2023				2022			
Average contracts	<= 30	30-50	>= 50	Total	<= 30	30-50	>= 50	Total
Permanent	619	2,646	1,796	**5,060**	681	2,549	1,711	**4,941**
Temporary	152	200	65	**418**	173	215	80	**468**
Part-time	24	50	72	**146**	36	69	92	**197**

NB: 2023 saw the greatest transfer of temporary employees to permanent contracts and the hiring of part-time employees was reduced because of the reduced activity in the Company's plants, due to the absence or reduction of harvests in the wake of the negative impact of weather conditions (droughts and flooding).

Annual average contracts by professional category

- Average full-time and part-time permanent contracts

Professional category	2023	2022
Executives	294	301
Technical staff & middle management	908	849
Administrative & auxiliary staff	746	803
Factory employees	3,047	2,934
Others	65	54
Average permanent contracts	**5,060**	**4,941**

NB: At-will contracts are included in permanent contracts

- <u>Average full-time and part-time temporary contracts</u>

Professional category	2023	2022
Executives	12	14
Technical staff & middle management	11	14
Administrative & auxiliary staff	60	60
Factory employees	329	376
Others	7	5
Average temporary contracts	**418**	**468**

- <u>Average part-time permanent and temporary contracts</u>

Professional category	2023	2022
Executives	5	6
Technical staff & middle management	20	19
Administrative & auxiliary staff	54	70
Factory employees	59	89
Others	9	13
Average part-time contracts	**146**	**197**

Number of dismissals by gender, age and professional category

	2023							2022						
	Men			Women			TOTAL	Men			Women			TOTAL
Professional category	<= 30	30-50	>= 50	<= 30	30-50	>= 50		<= 30	30-50	>= 50	<= 30	30-50	>= 50	
Executives	0	2	0	1	1	2	**6**	1	1	8	3	2	1	**16**
Technical staff & middle management	2	11	11	1	6	0	**31**	4	9	9	6	9	8	**45**
Administrative & auxiliary staff	0	0	0	4	4	2	**10**	8	3	1	4	3	7	**26**
Factory employees	38	58	23	13	31	13	**176**	66	110	34	22	59	21	**312**
Others	0	3	0	0	0	0	**3**	0	0	0	0	0	0	**0**
Number of dismissals	**40**	**74**	**34**	**19**	**42**	**17**	**226**	**79**	**123**	**52**	**35**	**73**	**37**	**399**

NB: The variation in the global number of dismissals in 2023 compared to 2022 is due to an erroneously high figure reported in 2022, originating in an incorrect interpretation of the concept by one of the subsidiaries.

B. ORGANISATION OF WORK

Organisation of working time

The organisation of working time varies in the different countries in which the Group companies operate. Working hours may thus vary between 35 and 48 hours a week, distributed over 5 or 6 days a week. The total weeks worked a year ranges between 44 and 52, depending on the production facilities.

Absenteeism

The employees of Group companies were absent for a total 389,220 hours in 2023, which is similar to the previous year, when absenteeism totalled 378,123 hours.

This includes absenteeism due to illness, injury, occupational disease, commuting incidents and unjustified leave.

Welfare benefits for employees

The following table shows, by company, the benefits provided for employees:

Company	Welfare benefits	Type of employee
Agromeruan	Parental leave Disability/invalidity cover	All employees
	Medical insurance	Full-time employees
Arrozeiras Mundiarroz	Parental leave Disability/invalidity cover	All employees
	Medical insurance	Full-time employees
Bertagni	Parental leave Disability/invalidity cover Fuel cards Life insurance Medical insurance	All employees
Ebro Foods	Parental leave Disability/invalidity cover Education grant for children	All employees
Ebro Foods Belgium	Parental leave Pension fund Life insurance Medical insurance	All employees
Ebro Foods Netherlands	ASR / Felison insurance Parental leave Disability/invalidity cover Pension fund	All employees

Company	Welfare benefits	Type of employee
Ebro India	Parental leave Pension fund Life insurance Medical insurance	All employees
Ebro Ingredients	Parental leave Disability/invalidity cover Pension fund Life insurance Medical insurance	All employees
Geovita	Food Healthcare Fund	All employees
Herba Bangkok	Parental leave	All employees
	Disability/invalidity cover Pension fund Social welfare Life insurance Medical insurance	Full-time employees
Herba Ricemills	Shares Parental leave Disability/invalidity cover Life insurance Medical insurance	All employees
Indo European	Parental leave Medical insurance	All employees
La Loma Alimentos	Parental leave Disability/invalidity cover Pension fund Life insurance Medical insurance	All employees
Lustucru Frais	Parental leave	All employees

Company	Welfare benefits	Type of employee
	Disability/invalidity cover Pension fund Life insurance Medical insurance	
Mundi Riso	Parental leave Disability/invalidity cover Pension fund Life insurance Medical insurance Welfare Bit	All employees
Mundi Riz	Parental leave Disability/invalidity cover	All employees
	Medical insurance	Full-time employees
Pastificio Lucio Garofalo	Parental leave Disability/invalidity cover Pension fund Life insurance Medical insurance	All employees
Riceland Magyarorzag	Medical insurance	Full-time employees
Riviana Foods	Parental leave Disability/invalidity cover	Full-time employees
	Pension fund	All employees
	Life insurance Medical insurance	Full-time employees
Riviana Foods Canada	Parental leave Disability/invalidity cover Pension fund Life insurance Medical insurance	Full-time employees

Company	Welfare benefits	Type of employee
S&B Herba Foods	Parental leave Disability/invalidity cover Pension fund Life insurance	All employees
	Medical insurance	Full-time employees
Tilda	Annual flu jab Parental leave Meal vouchers Vouchers for eye specialist Medical grants Life insurance Medical insurance	All employees

NB: "All employees" includes both full-time and part-time employees.

Work-life balance

The Group continues working on the implementation of measures that give our professionals greater flexibility to cope with different times and circumstances in their lives, such as parenthood, childcare, care of elderly relatives, personal concerns related with volunteer activities, furthering their training, etc.

One of the company's most prominent flexibility measures is homeworking, which in some cases follows a regulated procedure and in others it forms part of the flexibility offered by the different companies to work remotely on specific days when the professionals need to be at home. In the same context, most of the businesses have introduced flexi-time to enable their employees to strike a better balance between their personal and professional lives.

Moreover, within its commitment to employees' work-life balance, the parent of the Group has established a protocol for digital disconnection so that its employees do not work outside their stipulated working times. This protocol will be reviewed and updated regularly in the event of any change in the organisation and/or activity of the company and in response to any suggestions or proposals for improvement received from our professionals.

Apart from the parent, Bertagni and Lustucru Premium Groupe also have digital disconnection protocols. Moreover, in Ebro Foods Belgium, Ebro Ingredients and Herba

Bangkok, disconnection from work outside working hours is recognised in their national laws.

Employees homeworking with a regulated procedure

	2023			2022		
Professional category	**Men**	**Women**	**Total**	**Men**	**Women**	**Total**
Executives	87	67	**154**	92	68	**160**
Technical staff & middle management	85	65	**150**	61	55	**116**
Administrative & auxiliary staff	46	98	**144**	46	87	**133**
Factory employees	1	0	**1**	2	3	**5**
Others	0	0	**0**	1	0	**1**
Total employees homeworking	**219**	**230**	**449**	**202**	**213**	**415**

Parental leave

	2023			2022		
	Men	**Women**	**Total**	**Men**	**Women**	**Total**
Employees who took leave / employees entitled to leave (%)	96.34%	100.00%	98.10%	97.78%	100.00%	98.77%

C. HEALTH AND SAFETY

All the Group companies and their respective production plants have an Occupational Hazard Prevention and Management System in place. This system is implemented using both internal resources and external firms. In addition, 87.35% of the workforce is represented on the Health and Safety Committees in the different companies (85.83% in 2022).

Health and safety aspects covered in formal agreements with unions

The health and safety aspects covered by formal agreements with unions are:

- **Global agreements:** in accordance with ILO principles, organisational structures for problem-solving, commitments regarding target performance or the level of practice to apply.
- **Local agreements:** personal protection equipment, mixed health and safety committees, participation of workers' representatives in health and safety audits, inspections and investigations, training and education and right to refuse unsafe work.

The production plants associated with Herba Ricemills in Spain and Pastificio Lucio Garofalo in Italy obtained ISO 45001 certification in occupational Health and Safety in 2023.

Other Group companies such as Lustucru Frais, Riviana Foods and Ebro India have risk prevention policies and agreements to provide a safe and healthy work environment, identifying and rectifying potential occupational risks at their workplaces.

Workplace safety

All our employees are covered for Occupational Hazard Prevention.

The following figures correspond to employees on the Group's payroll:

	2023		2022	
	Men	Women	Men	Women
No. lost-day injuries	122	54	137	47
Frequency rate	16.58	19.61	21.21	18.05
Severity rate	0.51	0.42	0.88	0.81
No. employees with occupational disease	0	2	1	2

NB:

(i) The rates were calculated using the following formulas:

- *Frequency rate = (total no. lost time injuries/total no. hours worked) x1000000*
- *Severity rate = (no. lost days due to injury/total no. hours worked) x1000*

(ii) Occupational disease is work-related ill health.

(iii) The number of injuries includes lost-day commuting incidents.

One fatal accident occurred in the company La Loma Alimentos (Argentina) during 2023. The same company also recorded one fatal accident in 2022.

There are no jobs within the Group with a high risk of work-related ill health among employees.

D. LABOUR RELATIONS

Employees covered by collective bargaining agreements

66.93% of the employees of the Ebro Group are covered by the collective bargaining agreements of their respective business areas or another kind of collective agreement, compared with 63.58% in the previous year.

The remainder are top executives of the Group, the professionals of the North American and Anglo Saxon companies (as such agreements have not been used there for over 20 years), those of Herba Cambodia, Mundiriz, Agromeruan and Ebro India (where this type of agreement is not used either) and those of Riceland Magyarorzag, since it has fewer employees than the number required by local law for these collective agreements. In those cases, all the professionals are protected by the national labour laws in place in their respective countries, their respective personnel policies and the guidelines of the

Ebro Group's Code of Conduct. Furthermore, external ethical audits are conducted regularly in some of them.

	% Employees covered by collective bargaining or other agreements	
	2023	2022
Argentina	73.20%	78.24%
Belgium	100%	100.00%
Cambodia	0%	0%
Canada	67.50%	74.26%
Denmark	100%	100%
France	100%	100%
Germany	0%	0%
Hungary	0%	0%
India	0%	0%
Italy	100%	100%
Morocco	0%	0%
Netherlands	100%	100%
Portugal	100%	100%
Spain	100%	100%
Thailand	100%	0%
United Kingdom	5.78%	5.58%
United States	40.29%	37.39%

E. TRAINING

One of the main goals of the Ebro Group in respect of human resources is to foster the training of our employees to ensure both successful performance of their duties and their professional promotion. This training is tailored in most cases to the profiles and levels existing within the company to try to achieve a progressive improvement in their level of qualification and favour their professional growth.

This commitment is set out in section IV, point 11 of the Group's Code of Conduct..

The training may be internal, with the training of teams designed and conducted by personnel within the company, or external, through collaboration with external training institutions.

During 2023, 134,601 hours of training were given, against 136,230 hours in the previous year, with the participation of 81.88% of our employees.

Total hours training of our employees by professional category

	2023			2022		
Professional category	**Men**	**Women**	**TOTAL**	**Men**	**Women**	**TOTAL**
Executives	1,275	367	**1,642**	2,343	1,441	**3,784**
Technical staff & middle management	9,851	3,411	**13,262**	9,344	3,072	**12,417**
Administrative & auxiliary staff	2,847	3,849	**6,696**	3,231	3,580	**6,812**
Factory employees	83,514	29,388	**112,902**	82,856	29,497	**112,353**
Others	53	46	**99**	618	248	**866**
Total hours training	**97,539**	**37,061**	**134,601**	**98,392**	**37,838**	**136,230**

NB: The difference in hours in the Executives category between 2022 and 2023 is due to the shaping of new executive teams in Lustucru Frais during 2022 following the exit of the Panzani Group from the consolidated group.

F. DIVERSITY AND EQUAL OPPORTUNITIES

The Ebro Foods Code of Conduct specifies in section IV, point 9.5 that the Group promotes and upholds the principle of equal treatment and equal opportunities for all its professionals, regardless of their race, colour, nationality, ethnic origin, religion, gender, political or sexual inclination, civil status, age, disability or family responsibilities, as a principle behind all human resources policies and applicable in the recruitment of professionals, training, career opportunities, pay levels and all other aspects of relationships with professionals.

With the aim of strengthening this commitment, some of the Group companies have drawn up additional policies that specifically build on the guidelines established in the corporate Code of Conduct. For example, the subsidiaries Riviana Foods, S&B Herba Foods and Lustucru Frais have a Policy for Equal Opportunities in Employment; Ebro India and Riviana Foods have an Anti-Discrimination and Anti-Harassment Policy; and in 2022 the parent, Ebro Foods, finished preparing an Equality Plan defining the framework for adequate action to promote effective gender equality. The Plan has been sent to the competent State Labour Authority for registration, filing and publication and at the date hereof we are pending completion of that formality by the Authority. In the same context, the Negotiating Committee for the Ebro Foods, S.A. Equality Plan also drew up the Ebro Foods Protocol for Sexual and Gender-Based Harassment, which was approved by Company Management on 9 January 2023. This Plan has also been supplemented with training in the matter for all the Company's professionals.

We also have the Ebro Foods Policy on the Selection of Directors and Diversity in the Composition of the Board of Directors, which lays down specifically and verifiably the basic principles and criteria that must be followed in the selection of candidates to sit on the company's Board of Directors and to ensure diversity in the composition of the Board.

Diversity in governing bodies and workforce

Board of Directors	2023 Number	2023 % of total	2022 Number	2022 % of total
Men	9	64.29%	9	64.29%
Women	5	35.71%	5	35.71%

	2023		2022	
	No. employees	% total employees	No. employees	% total employees
Men	3,906	71.07%	3,848	71.10%
Women	1,590	28.93%	1,564	28.90%
Total Employees	**5,496**		**5,412**	

Employees with different abilities

2023		2022	
Men	Women	Men	Women
61	32	67	31

All professionals with different abilities are included, regardless of the degree of disability recognised officially.

During 2023, several actions were taken in Spain to promote the socio-occupational integration of persons with different abilities, through the contracting of certain services with special employment centres (CEE).

Centre	Services	Amount 2023 (€)	Amount 2022 (€)
C.E.E. CADEMADRID	Printing	4,207	1,948
C.E.E. INSERCIÓN PERSONAL DISCAPACITADOS " IPD"	Cleaning head office in Madrid	83,701	81,326
	Total	**87,908**	**83,275**

With regard to the universal accessibility and integration of persons with different abilities in physical environments, examples of measures taken by some Group companies included: (i) making the necessary adaptations to eliminate architectural barriers, (ii) applying ergonomic principles to adapt work stations to the person, and (iii) limiting certain tasks, and reducing and constantly reviewing their workload.

Remunerations

The basic salary is identical for men and women in all the companies of the Ebro Group.

Average remuneration by professional category (EUR)

Professional category	2023 Men	2023 Women	2023 Average	2022 Men	2022 Women	2022 Average
Executives	110,126	84,470	97,298	105,423	83,353	94,388
Technical staff & middle management	52,662	46,444	49,553	51,614	50,379	50,997
Administrative & auxiliary staff	33,817	33,749	33,783	37,618	32,128	34,873
Factory employees	30,203	26,461	28,332	28,064	24,560	26,312
Others	27,682	34,344	31,013	31,306	31,195	31,251

NB:

(i) The calculation of this average remuneration is based on the average gross annual salaries of the employees (men and women) in each category.

The gross salary includes the sum of the basic salary plus bonuses, such as seniority, cash bonuses and bonuses in kind (e.g. shares), overtime and any other work-related benefit, such as transport, housing benefits, child benefits, etc.

(ii) The remuneration of the Senior Management is included in the information reported for the professional category "Executives".

(iii) The average remuneration of men in the category Technical staff & middle management in 2022 has been recalculated following correction of the data provided by one of the subsidiaries.

Average remuneration by age group (EUR)

2023			2022		
<= 30	30 - 50	>= 50	<= 30	30 - 50	>= 50
34,836	48,922	60,229	34,357	49,849	58,486

NB:

(i) The calculation of this average remuneration is based on the average gross annual salaries of the employees (men and women) in each age group.
(ii) The average remuneration for 2022 in the category 30-50 has been recalculated following correction of the data provided by one of the subsidiaries.

Average remuneration by gender (EUR) and pay gap

2023			2022		
Men	Women	Pay gap	Men	Women	Pay gap
50,898	45,094	0.11	50,805	44,323	0.13

NB:
(i) The calculation of this average remuneration is based on the average gross annual salaries of the employees, which includes the sum of the basic salary plus complements, such as seniority, bonuses and any other welfare benefit.
(ii) To calculate the pay gap, we used the following formula:
(average remuneration men - average remuneration women) / average remuneration men
(iii) The average remuneration of men in 2022 has been recalculated following correction of the data provided by one of the subsidiaries.

Average remuneration of directors, by gender

	2023		2022	
	Men	**Women**	**Men**	**Women**
Average remuneration of directors *(EUR thousand)*	254	179	252	178

** NB:*

1) The 2023 remuneration of directors for their duties as such was taken into account, excluding the remuneration received by the Executive Chairman for his executive duties. The Chairman is the only executive director who performs executive duties and receives remuneration for them.

2) The directors' remuneration for their duties as such is stated individually for each one in the Annual Report on Directors' Remuneration 2023, published on the website of the CNMV (www.cnmv.es) and the corporate website (www.ebrofoods.es). The remuneration of directors for their duties as such is established with no consideration for the gender of the person holding office.

9. CUSTOMERS AND CONSUMERS

Customers and consumers are two of the driving forces for development, evolution and growth of the company. The Ebro Group uses a wide variety of tools to:

1. Offer them a broad portfolio of healthy, differentiated products.
2. Anticipate and meet their needs for consumption.
3. Guarantee top quality in its products and services, meeting not only the quality standards and requirements stipulated in law, but also any stricter standards to guarantee that top quality.
4. Watch out for their health and safety, meeting the strictest food safety standards.

Our main tools

1. R&D and innovation

This is what distinguishes us from our rivals, enabling us to develop unique products and technologies to meet the needs of our customers and consumers and provide them with a differentiated range of products delivering value added.

2. Quality Control and Food Safety Systems

i. **Good Manufacturing Practices (GMP):** contemplating good practices for the handling, packaging, storage and carriage of fresh products.

ii. **Hazard Analysis and Critical Control Point (HACCP):** a system for identification and control of any problems that may come to light during the design and production processes.

iii. **Quality Assurance Standards,** such as:

- The standards established by the International Organisation for Standardization (ISO 9001:2000, ISO 9001:2008 and ISO 22000).

- The International Food Standards (IFS), which, structured in line with ISO 9001:2000, are among the highest distinctions in Food Safety in all distribution sectors in Europe.

- The BRC (British Retail Consortium) certification, one of the internationally most widespread models for distributors and large retail outlets to rate their brand product suppliers.

- The standards FSSC22000, which provides a reference framework for the food safety requirements, incorporating good practices in the agricultural, manufacturing and distribution systems for HACCP.

In this context, all the Ebro Group plants have been certified for quality and food safety, having a total of 196 certifications (Annex 2), compared to 198 in 2022.

During 2023, Arrozeiras Mundiarroz, Bertagni, Ebro Foods Netherlands, Pastificio Lucio Garofalo, Lustucru Frais, Riviana Foods and Riviana Foods Canada made regular assessments of their products with a view to reinforcing safety and improving them.

Product and Service Labelling

All our companies comply with the national laws and regulations applicable in each country.

Customer and consumer services

Information on the nutritional properties of all Ebro Group products is provided on the packaging, along with the physical address of the company and, where appropriate, its website, e-mail and telephone number.

The different customer services departments collect information and, in turn, generate information for the quality system. Grievances are answered by telephone or e-mail, according to the details given by the customer. A case file is opened for each incident and reported internally to the Quality Department, which carries out internal checks and monitoring of the relevant quality system in case there is a fault and, if so, takes the necessary measures to offer a solution.

As a rule, the companies follow up all grievances by telephone to check consumer satisfaction.

Statistical monitoring is regularly conducted of all incidents and proposals for improvement made by consumers, which are discussed at the different Management Committee meetings held every month within each company.

The communication channels used with consumers in the different companies are indicated below:

Company	Country	Communication channels with customers
Arrozeiras Mundiarroz	Portugal	E-mail, post, website and social media
Bertagni 1882	Italy	E-mail, website and social media
Ebro Foods Belgium	Belgium	E-mail, website and social media
Ebro Foods Netherland	Netherlands	Telephone, e-mail, website and social media
Ebro India	India	Telephone, e-mail and social media
Euryza	Germany	Telephone, e-mail, website and social media
Herba Ricemills	Spain	Telephone and e-mail
Lustucru Frais	France	Telephone and post
Lustucru Riz	France	Telephone, post, e-mail and social media

Pastificio Lucio Garofalo	Italy	Telephone, e-mail, website and social media
Riceland Magyarorszag	Hungary	Telephone, e-mail and website
Risella	Finland	Telephone
Riviana Foods Canada	Canada	Telephone, e-mail, website and social media
Riviana Foods	United States	Telephone, e-mail, website and social media
Tilda	United Kingdom	Telephone, e-mail, post and social networks

Incidents during the year

Incidents registered with customers

Overall, 10 incidents were registered in 2023, compared with 5 in 2022 (3 claims from 2022 have been deducted as they were not correctly assigned).

	Incidents	
	2023	2022
Health and safety	**8**	**2**
Ebro Foods Netherlands	1	0
Ebro Ingredients	3	2
Herba Ricemills	4	0
Information and labelling	**2**	**3**
Lustucru Frais	1	0
Herba Ricemills	1	0
Arrozeiras Mundiarroz	0	1
Bertagni	0	2

Claims from end consumers

The following table shows the number of claims for packaging defects, requests for information, sensory properties, etc. handled, by company.

Company	No. incidents 2023	No. incidents 2022
Arrozeiras Mundiarroz	157	243
Bertagni 1882	329	348
Ebro Foods Belgium	277	236
Ebro Foods Netherlands	482	181
Ebro India	40	48
Euryza	886	726
Herba Ricemills	237	250
Lustucru Frais	1,248	1,344

Company	No. incidents 2023	No. incidents 2022
Lustucru Riz	1,914	1,509
Pastificio Lucio Garofalo	1,004	506
Riceland Magyarorszag	45	35
Risella	129	151
Riviana Foods	13,466	15,489
Riviana Foods Canada	1,968	1,501
Tilda	1,252	1,122

No claims were received in 2023 in any Group company related with privacy and customers' personal data leaks. Nor were any incidents registered in the previous year.

Promotion of healthy food and healthy lifestyles

Within our undertaking to encourage and promote healthy eating, all the brands of the Ebro Group include product categories targeting health, such as ancient grains, gluten free, quinoa, whole grain, etc., focusing increasingly on everything to do with healthy, organic and natural foods.

The Ebro Group has the blog Sentirsebiensenota.com (.es) [lit.: 'when you feel good, it shows'], an informative space in which nutritionists, researchers and professionals of the sector post articles, recipes and advice for the public promoting healthy eating habits and maintaining an active lifestyle.

10. COMMITMENT TO THE ENVIRONMENT

Scope of Reporting

The information set out below includes the environmental performance corresponding to the 64 production plants (representing all our plants) and 8 of the 16 offices that the Ebro Group has through its different companies.

Calculation of our carbon footprint excludes the emissions from the 8 offices that the Ebro Group leases because the information is not available. Those offices are:

- The 3 offices of Ebro Foods, S.A. in Spain: Madrid, Granada and Barcelona
- The commercial office of Riceland in Hungary
- The Toronto office of Riviana Foods Canada
- The Houston office of Riviana Foods Inc.
- The Delhi office of Ebro India
- The Thailand office of Herba Bangkok

All the emission factors, low calorific values (LCV) and global warming effect used are set out in Annex 3.

Management focus

The main goals of the Ebro Group's environmental commitment are defined as follows in our Policy on Sustainability, Environment and Corporate Social Responsibility: "Steer the company's processes, activities and decisions to protect our environment, prevent and minimise environmental impact, optimise the use of natural resources and preserve biodiversity."

According to this declaration, the Group's actions are based on the following:

1. Ensure that our companies comply with the environmental laws applicable to their respective activities by implementing internal management systems and monitoring the applicable laws and regulations.

2. Minimise the environmental impact of our activity by seeking eco-friendly solutions and embarking on initiatives to reduce our emissions, optimising our consumption of water, energy and packaging materials.

3. Transition towards a circular economy, recovering waste and favouring its recycling and reuse, using recycled raw materials and/or those respectful of the environment, whenever possible.

4. Organise environmental awareness and training programmes for Group employees.

5. Promote the use of sustainable crop techniques among our agricultural suppliers.

With regard to our operations, the processes used at Ebro Group's production plants in both the Rice and Pasta Divisions are simple agri-food processes with a low environmental impact and entail minimal risks of accidental pollution. The most significant environmental risks relating to the Ebro Group can be classified as follows:

1. Air emissions: Mainly emissions of particles during the handling of cereals and greenhouse gas (GHG) emissions related to the consumption of fossil fuels and electricity. The fuel most widely used is natural gas.

2. Noise emissions: Produced during the operation of engines, compressors, sleeve filters and other manufacturing equipment. All our plants comply with the environmental standards and the noise levels are monitored regularly, taking mitigation measures wherever necessary.

3. Production processes: Essentially mechanical and hydrothermal, requiring the use of very few chemical products and in very small quantities. Most of these products are used to clean the equipment and cleanse the raw materials and are relatively harmless for the environment.

4. Water consumption: The amount of water used in our processes is negligible (the vast majority of our products are dry) so the volume of effluent generated is also small. Moreover, the little effluent produced has a low level of contamination since the water consumed is basically used to produce steam, for cooling or as an ingredient in the finished products.

5. Waste generation and management: The company generates minimal amounts of waste, both non-hazardous (mainly packaging of ingredients and ancillary materials) and hazardous (maintenance operations) and it is managed through authorised waste disposal contractors.

Precautionary principle

The guidelines on which the precautionary principle is based are set out in the Group's Code of Conduct and Policy on Sustainability, Environment and Corporate Social Responsibility. In both texts, Ebro Foods declares its firm commitment to respect and conserve the environment and preserve biodiversity. It also sees that its companies comply with the environmental laws applicable to their operations and any additional commitments assumed voluntarily, and applies environmental sustainability programmes in specific matters.

GRI 301: Materials

This indicator is reported under standard GRI 301 (2016).

- <u>Raw Materials [301-1]</u>

The raw materials used are divided into two major categories:

1. Those used in the preparation of finished goods
2. Those used for the packaging materials

► The **raw materials used in finished goods** are divided into five categories:

1. Rice
2. Durum wheat and semolina/durum wheat flour
3. Other raw materials of plant origin: quinoa, pulses, other cereals, other flours/semolinas, fruit and vegetables and soya/soybean oil
4. Raw materials of animal origin: meat, fish and eggs
5. Other ingredients: e.g. spices and flavourings used mainly in precooked food.

	2023		2022	
Raw Materials	**t**	**%**	**t**	**%**
Rice	2,033,040	84.22%	2,058,274	86.19%
Wheat and wheat flours/semolina	211,242	8.75%	222,542	9.32%
Other plant origin RM	95,312	3.95%	75,022	3.14%
Animal origin RM	21,422	0.89%	20,175	0.84%
Other ingredients	53,038	2.20%	12,179	0.51%
Total (t)	**2,414,054**		**2,388,191**	

We **do not use palm oil** in the preparation of any of our products.

The use of raw materials from animal origin in our products is less than 1% of the total. With regard to egg, the Ebro Group has undertaken to use exclusively ingredients from cage-free eggs in the production of any foods requiring that raw material as from 2025. This undertaking is extended to all the Group's companies in Spain and has also been adopted by Lustucru Frais in France. In 2023, the use of ingredients from cage-free eggs was 100% in Spain and 87% in France. We aim to reach 100% within 2024 in France.

► Packaging materials [301-1]

The **packaging materials for finished products** are mainly paper, cardboard and plastic.

Type of Material	2023		2022	
Plastic	45,369	49.16%	45,086	48.35%
Paper	45,771	49.59%	46,830	50.22%
Glass	0	0.00%	0	0.00%
Metal	4	0.00%	3	0.00%
Others	1,146	1.24%	1,340	1.44%
Total (t)	**92,291**		**93,258**	

- Recycled input materials [301-2]

Based on the information received from the suppliers of packaging materials regarding the composition of their materials, we have calculated the recycled fibre/polymer content of the different types of packaging we use.

To preserve and guarantee the utmost food safety of our products, the primary packaging, which is in direct contact with the food, must have a 100% virgin material composition or be certified as suitable for use in the food industry. In this scenario, our primary packaging contains 2% recycled material.

The different secondary and tertiary packaging formats used by the different Group companies both contain 61% of recycled fibre, on average.

Recycled fibre content	2023	2022
Primary packaging	2%	6%
Secondary/tertiary packaging	61%	74%

GRI 302: Energy

This indicator is reported under standard GRI 302 (2016).

The energy consumption and inventory of greenhouse gas (GHG) emissions of all the Group companies is calculated under standard ISO 14064-1:2019.

- Energy consumption within the organisation [302-1]

We separate energy consumption within the organisation into direct consumption and indirect consumption.

The calculation of direct energy consumption includes:

1. The consumption of non-renewable fuels in stationary and mobile sources
2. The consumption of renewable fuels:
    a. Rice husk, a by-product of our industrial processes, used by the subsidiaries Ebro India, Herba Ricemills and Mundiriso
    b. Wood chips used by Ebro Frost
    c. Charcoal used by Ebro India
3. The self-supplied energy in own photovoltaic and cogeneration facilities
4. The self-supplied energy sold (practically non-existent) from own photovoltaic and cogeneration facilities

Direct consumption (GJ)

Most of our direct energy consumption comes from natural gas, followed by renewable fuels (rice husk, wood chips and charcoal), other non-renewable fuels (mainly propane, petrol and diesel) and self-generated electricity.

Non-renewable energy sources consumed	2023		2022	
Natural gas	2,743,305	93.43%	2,807,055	94.50%
Other non-renewables	74,579	2.54%	76,690	2.58%
Total consumption non-renewables (GJ)	**2,817,884**	**95.97%**	**2,883,745**	**97.08%**
Renewable energy sources consumed	**2023**		**2022**	
Biomass/Charcoal	99,185	3.38%	80,976	2.73%
Total consumption renewables (GJ)	**99,185**	**3.38%**	**80,976**	**2.73%**
Self-generated energy	**2023**		**2022**	
Photovoltaic panels	19,512	0.66%	6,361	0.21%
Cogeneration	114,914	3.91%	101,081	3.40%
Total self-generation (GJ)	**134,426**	**4.58%**	**107,442**	**3.62%**
Self-generated energy sold	**2023**		**2022**	
Photovoltaic panels	10	0.00%	6	0.00%
Stationary combustion/Cogeneration	491	0.02%	553	0.02%
Total self-generation sold (GJ)	**501**	**0.02%**	**559**	**0.02%**
Self-consumption photovoltaic	**2023**		**2022**	
Self-consumption PV (GJ)	**19,502**	**0.66%**	**6,355**	**0.21%**
Total Direct Consumption (GJ)	**2,936,080**	**100.00%**	**2,970,524**	**100%**

4.6% of the direct consumption energy is self-generated at the photovoltaic and cogeneration facilities of our production plants, at:

<u>Photovoltaic facilities</u>

- Arotz: Navaleno
- Bertagni: Avio and Vicenza
- Ebro Frost Germany: Offingen
- Ebro India: Taraori
- Garofalo: Gragnano
- Geovita: Bruno
- Herba Bangkok: Nong Khae
- Herba Ricemills: Rinconada and Algemesí

- Mundiriso: Vercelli
- Riviana Foods: Colusa
- Transimpex: Lambsheim

Cogeneration facilities

- Bertagni: Avio and Vicenza
- Ebro Frost Germany: Offingen
- Garofalo: Gragnano
- Geovita: Vilanova Monferrato

Indirect consumption (GJ)

8.89% of our indirect consumption is electricity with guarantee of renewable origin.

Indirect consumption	2023		2022	
Electricity without GO	870,541	90.08%	920,955	91.55%
Electricity with GO	85,937	8.89%	76,643	7.62%
Steam	9,623	1.00%	7,768	0.77%
Heat	360	0.04%	551	0.05%
Cooling	0	0.00%	0	0.00%
Total indirect consumption (GJ)	**966,461**	**100.00%**	**1,005,916**	**100.00%**

Total energy consumption	2023		2022	
Direct consumption	2,936,080	75.24%	2,970,524	74.70%
Indirect consumption	966,461	24.76%	1,005,916	25.30%
Total energy consumption (GJ)	**3,902,541**	**100.00%**	**3,976,440**	**100.00%**
(GWh)	**1,084**		**1,105**	

Energy consumption outside of the organisation [302-2]

We do not have the methodologies or activity data to calculate energy consumption outside of the organisation.

Energy intensity [302-3]

Energy intensity	2023	2022
Total energy consumed (GJ)	1,084	1,105
Net Sales Ebro (€m)	3,084.5	2,967.6
Energy intensity (GJ/€m net sales)	**0.35**	**0.37**

Reduction of energy consumption [302-4]

Eleven companies in the Ebro Group have invested a total of EUR 905,971 to implement different initiatives to reduce their energy consumption.

Company	Plant	Initiative	Cost (€)
Ebro Foods Belgium, N.V.	Merksem (plant A)	Insulation of production building	120,000
Ebro Foods Netherlands BV	Wormer + H.I Netherlands Plant D	Cladding of pipes and boiler	5,857
Ebro Ingredients, B.V.	Plant F	Modification of presses	33,750
Garofalo	Gragnano	New direct heat exchange boilers	436,976
Herba Ricemills	Jerez de la Frontera	Installation of biocool ducts to preserve energy	25,385
Lustucru Frais	St Genis Laval	Change from conventional lighting to LED with radar sensor	19,520
Riviana Foods Canada	Hamilton	Change from conventional lighting to LED	14,523
Tilda	Classic Jazz	Energy saving and enhanced efficiency project	159,369
Arrozeiras Mundiarroz	Coruche	Change from conventional lighting to LED	2,110
Bertagni	Avio Vicenza	Electricity consumption monitoring system	31,495
Bertagni	Vicenza	Electricity consumption monitoring system	6,507
Ebro India	Taraori	Water heating system using renewable energy (rice husk)	50,480

GRI 303: Water and Effluent

This indicator is reported under standard GRI 303 (2018)

- Interactions with water [303-1]

Water consumption in Ebro includes water consumed in offices and in the manufacturing process. In this regard it should be noted that, apart from the production processes of pasta and precooked food, which are somewhat more water-intensive, the other processes, such as the dry rice production process, have a minimum water consumption.

This indicator also includes the consumption of water used by our company Agromeruan on the farm it leases to grow rice. This is the only agricultural process performed by the Ebro Group.

Most of the water we use in our industrial processes is tap water, and a small portion is well water.

In 2023 Ebro India installed a rain harvester to save water; with this equipment the company will save an estimated 40,000 m^3/year.

- Management of water discharge-related impacts [303-2]

All effluent is discharged to the sewage networks, except from Bertagni, Ebro India, Ebro Frost Germany, Ebro Frost Denmark and Mundiriz, which discharge into inland waters.

- Water withdrawal [303-3]

78% of the water withdrawal for our global industrial operations comes from the municipal water supply (third-party water) and 22% comes from groundwater.

Water consumption in industrial processes

Water withdrawal - Industrial	2023		2022	
Third-party water	2,464,180	78%	2,757,089	83%
Groundwater	698,982	22%	544,884	17%
Total Withdrawal - Industrial water (m^3)	**3,163,162**		**3,301,972**	

Water consumption in agricultural process

Surface water is used for irrigation of the agricultural land leased by Agromeruan in Morocco. It is very important to note in this respect that of the water used for this process, **approximately 20-25% evaporates** (the % varies according to the weather conditions), **5% filters into the land**, where it nourishes the crop, and **the remaining 75% recirculates and returns to the flow.**

Water withdrawal - Rice crop	2023		2022	
Inland surface freshwater	11,880,000	100%	11,880,000	100%
Inland surface seawater	0	0%	0	0%
Total Withdrawal - Rice crop water (m³)	**11,880,000**		**11,880,000**	

NB: The water consumption by the crop is estimated at 12,000 m³/ha.

Water withdrawal by areas of water stress

Using the World Resources Institute (WRI) classification of water stress areas, the group's water withdrawal by areas of water stress is as follows:

Industrial water withdrawal by areas of Water Stress	2023		2022	
High	935,546	85%	976,367	85%
Low	73,687	0%	84,929	1%
Low-medium	1,403,477	9%	1,505,808	10%
Extremely high	65,279	0%	46,239	0%
Medium-high	685,174	5%	688,630	5%
Total water withdrawal (m³)	**3,163,162**		**3,301,972**	

NB: The withdrawal figure for 2022 has been recalculated to exclude the water consumption by Agromeruan (used for agricultural, not industrial, process in Morocco).

With regard to the agricultural process, the water withdrawal by Agromeruan for its rice crop corresponds to a high water stress area.

- Water discharge [303-4]

As mentioned earlier, 75% of the water withdrawn by Agromeruan for its rice crop is returned to the river. In this context, we have recalculated the 2022 figures, which did not include this important detail.

Destination of Discharge	2023	2022
Third party water (sewage network, treatment plants)	1,972,758	2,002,340
Inland water	9,181,278	9,147,695
Seawater	0	0
Total (m³)	**11,154,036**	**11,150,035**
Discharge treatment	**2023**	**2022**
No treatment	9,952,313	9,958,824

Aerobic treatment	1,201,723	1,191,211
Anaerobic treatment	0	0
Total (m³)	**11,154,036**	**11,150,035**
Type of discharge	**2023**	**2022**
Freshwater (SS<1000 mg/l)	10,530,012	10,593,276
Other water (SS>1000 mg/l)	624,024	556,760
Total (m³)	**11,154,036**	**11,150,035**

	2023		**2022**	
Discharge by areas of Water Stress	**Freshwater discharged (SS<1000 mg/l)**	**Other Water discharged (SS>1000 mg/l)**	**Freshwater discharged (SS<1000 mg/l)**	**Other Water discharged (SS>1000 mg/l)**
High	9,623,120	0	9,723,284	0
Low	62,611	0	73,808	0
Low-medium	406,940	460,627	272,994	483,600
Extremely high	32,480	0	20,858	0
Medium-high	404,861	163,397	502,331	73,160
Total discharge (m³)	**10,530,012**	**624,024**	**10,593,276**	**556,760**

Just as in 2022, there were no accidental discharges in 2023.

- Reduction of water consumption and improvements to effluent quality

Three companies in the Ebro Group have developed initiatives to reduce water consumption or improve the quality of the effluent, with a total investment of EUR 796,862.

Company	Plant	Initiative	Cost (EUR)
Bertagni	Avio	New purification plant	113,961
Bertagni	Vicenza	New purification plant	647,763
Ebro India	Taraori	Rain harvester	18,737
Herba Ricemills	Silla	Installation of decalcification /chlorination to improve water quality	16,401

- Water consumption [303-5]

Water Consumption	2023	2022
Water withdrawal	15,043,162	15,181,972
Water discharge	11,154,036	11,150,035
Water sold	0	0
Total water consumption (m³)	**3,889,126**	**4,031,937**

NB: The 2022 figures have been recalculated taking into account that 75% of the water withdrawn by Agromeruan for its rice crop is returned to the river (discharge).

Discharge by areas of Water Stress	2023		2022	
High	3,192,426	82%	3,133,083	93%
Low	11,076	0%	11,121	0%
Low-medium	535,909	14%	749,214	6%
Extremely high	32,799	1%	25,381	0%
Medium-high	116,915	3%	113,139	1%
Total water consumption (m³)	**3,889,126**		**4,031,937**	

- Intensity of water consumption

Intensity of water consumption	2023	2022
Water consumed (Th m³)	3,889	4,032
Net Sales Ebro (€m)	3,084.5	2,967.6
Intensity of water (Th m³/€m net sales)	**1.26**	**1.36**

GRI 304: Biodiversity

This indicator is reported under standard GRI 304 (2016).

- Operational sites in or adjacent to protected areas and areas of high biodiversity value outside protected areas [304-1]

1. The Riviana plant in Freeport, Texas (United States) is adjacent to a protected area of wetland, PEM1A, Brazos River.

2. Tilda has a jetty on the River Thames (United Kingdom).

- Significant impacts of activities, products, and services on biodiversity [304-2]

Just as in 2022, there were no impacts in any areas considered of high biodiversity value during 2023.

- <u>Habitats protected or restored [304-3]</u>

Just as in 2022, no restoration measures were implemented in protected habitats in 2023.

GRI 305: Emissions

This indicator is reported under standard GRI 305 (2016).

Methodologies for measurement of Scope 1, 2 and 3 emissions

To calculate Scope 1 and 2 of the Group's Carbon Footprint we developed a Greenhouse Gas Emissions Inventory procedure for all the Group companies under standard ISO 14064-1:2019. The methodology used is of calculation based on activity data from each company/plant and emission factors taken from official sources (Annex 3), applied to all the Group plants. All gases are included in the calculation: CO2, CH4, N2O, HFC, PFC, SF6 and NF3.

In 2023 we completed for the first time the exercise of measuring the Group's Scope 3 footprint, following the calculation and reporting standards established by GHG Protocol, and had it verified externally (as part of the audit process for this Report).

We started by assessing the applicability and relevance of the different Scope 3 categories defined by GHG Protocol (**screening**), which served as the basis for a subsequent **detailed calculation** for the different companies in the Group. As a result of this initial analysis, we were able to go into greater detail in the calculation of the most important categories, in terms of volume in the Group's total carbon footprint and the potential definition and application of decarbonisation levers.

Our Scope 3 calculation is thus based on both analyses made on activity data obtained from the different Group companies and on primary information provided directly by our suppliers.

As a result of the Group-wide measurement of our Scope 3 carbon footprint, we have included in the analysis the following categories and indirect emission sources (focusing on the most important ones within the framework of the analysis):

- **Cat.1. Purchased goods and services.** The purchases we make from our supply chain are the principal source of the Group's emissions, especially emissions associated with the sourcing of rice and raw materials used to manufacture pasta (wheat, wheat flour). In order to obtain data for calculation of the footprint with optimum granularity (by geographical region and level of processing), we used information obtained from HowGood, which has the largest sustainability database for the agri-food sector. We also included considerations regarding the sustainable agriculture projects developed by some of the Group companies.

- **Cat.2. Capital goods.**
- **Cat.3. Fuel- and energy-related activities.**
- **Cat.4 and Cat.9. Upstream and downstream transportation**. Given the complexity of the Group's international logistics activities, we made a detailed analysis of the emissions associated with sea and land transportation of the different companies. Moreover, in order to calculate the emissions in categories "3.4 - Upstream Transportation and Distribution" and "3.9 - Downstream Transportation and Distribution" we used primary information on the carbon footprints of our suppliers (including EccoFreight and the European logistics providers of Tilda UK) and the calculations made as part of our commitment to the Lean & Green Programme.
- **Cat.5. Waste generated in operations.**
- **Cat.6 and Cat.7. Business travel and employee commuting.**
- **Cat.10 and Cat.11. Use, processing and disposal of sold products.** Iour calculation of the emissions associated with the processing of our sales to industrial customers, the cooking of our products by consumers and end-customers and the disposal of food and packaging waste, were based on product life cycle assessments made by Herba Ricemills and Garofalo (within the framework of their collaboration with the Association of Pasta Manufacturers of the European Union) for our SOS rice and dry pasta products, respectively.
- **Cat.15. Investments**. We included in our analyses the emissions associated with the Group's investments, owing to the importance of our participation in other companies in the rice sector (Riso Scotti).
- **Cat.8 and Cat.13 (upstream and downstream leased assets)** and **Cat.14 (franchises)** are not applicable.

In the next stage, we will incorporate the results of this Scope 4 measurement within the definition of the different emission reduction plans to be developed within the Group.

The Ebro Group's GHG emissions are consolidated under the operational control approach, including: (a) direct Scope 1 emissions, (b) indirect Scope 2 emissions and (c) indirect Scope 3 emissions.

Direct (Scope 1) GHG emissions [305-1]

The sources of direct (Scope 1) GHG emissions are:

- Emissions of CO2, CH4 and N2O from fossil fuel consumption by stationary sources and mobile sources (fleet of vehicles and machinery).
- Leaks of cooling gases (HFC) from HCAV equipment.
- Emissions of CH4 from the rice crop. The emissions generated by the rice crop of Agromeruan in Morocco represent 2.6% of the Scope 1 emissions and 1.7% of the total emissions of the Group.
- Emissions of N2O from elimination of nutrients in water treatment.
- Direct emissions of CH4 and N2O from Biomass (rice husk, wood and charcoal).

Indirect (Scope 2) GHG emissions [305-2]

The Scope 2 emissions are calculated according to location, using the specific emission factors of each country.

The sources of indirect (Scope 2) GHG emissions are:

- Emissions of CO_2 from energy consumption (electricity, heat, steam and cold) in installations and processes.

GHG emissions	2023		2022	
Scope 1 emissions	168,777	67%	171,685	63%
Scope 2 emissions	84,619	33%	102,467	37%
Total Scope 1 & 2 emissions (t CO_2e)	**253,396**		**274,153**	

Biogenic CO_2 emissions

Biogenic CO_2 emissions are produced in the combustion of renewable fuels, in our case rice husk, wood chips and charcoal.

Biogenic CO_2 Emissions	2023	2022
Biogenic CO_2 (t)	10,534	8,666

Indirect (Scope 3) GHG emissions [305-3]

Scope 3 Emissions		2023	
Upstream	3.1 - Purchased goods and services	**4,262,696**	**78.69%**
	3.2 - Capital goods	18,774	0.35%
	3.3 - Fuel- and energy-related activities	40,973	0.76%
	3.4 - Upstream transportation	**310,030**	**5.72%**
	3.5 - Waste	6,135	0.11%
	3.6 - Business travel	504	0.01%
	3.7 - Employee commuting	4,581	0.08%
Downstream	3.9 - Downstream transportation	**194,500**	**3.59%**
	3.10 - Industrial processing of sold products	47,957	0.89%
	3.11 - Use of sold products	**361,138**	**6.67%**
	3.12 - End-of-Life treatment of sold product	16,226	0.30%
	3.15 - Investments	153,794	2.84%
	Total Scope 3 emissions (t CO_2e)	**5.417.308**	

GHG emissions intensity [305-4]

Scope 3 emissions account for 96% of the Group's global carbon footprint.

GHG emissions	2023	
Scope 1 emissions	168,777	3%
Scope 2 emissions	84,619	1%
Scope 3 emissions	5,417,308	96%
Total emissions (t CO_2e)	**5,670,705**	

Emissions intensity	2023
Total GHG emissions (kt CO_2e) Scopes 1-2-3	5,671
Ebro Net Sales (€m)	3,084.5
GHG emissions intensity (kt CO_2e/€m net sales)	**1.84**

Emissions of ozone-depleting substances (ODS) [305-6]

Thanks to the development of specific laws (international, European and national) and the efforts of the sectors affected, ODS production and consumption have been practically phased out. The Ebro Group's activities are not included in any of the main sectors that use or used ODS, so it is not a material indicator in our case and is not calculated.

NOx, SOx other significant air emissions [305-7]

We calculate the emissions of air pollutants associated with the stationary and mobile combustion processes, as they are the most significant. The NOx, SOx, etc. emissions are obtained by multiplying the GJ by a specific emissions factor for each type of pollutant.

In accordance with the applicable environmental laws and regulations, regular inspections and measurements are made by an external company to check compliance. No non-compliance was detected during the year.

NOx, SOx & other emissions (t)	2023 NOX	CO	COV	SOx	PM10	PM2.5	PM	TOTAL
Stationary combustion	219	138	94	3	17	16		487
Mobile combustion	8	13	2				0	24
Total Pollutants (t)	**228**	**151**	**96**	**3**	**17**	**16**	**0**	**511**

NOx, SOx & other emissions (t)	2022 NOX	CO	COV	SOx	PM10	PM2.5	PM	TOTAL
Stationary combustion	224	129	90	3	14	14		474
Mobile combustion	9	13	2				1	25
Total Pollutants (t)	**233**	**142**	**92**	**3**	**14**	**14**	**1**	**499**

Measures to reduce noise and light pollution and particulate matter

All our plants comply with the environmental standards applicable in their respective areas and make the necessary measurements to make sure they keep within the noise and light pollution limits.

Initiatives to reduce noise and light pollution and particulate matter

Three companies in the Ebro Group have developed measures intended to reduce noise and light pollution and particulate matter. The total amount invested in those actions was EUR 1,118,428.

Company	Plant	Initiative	Cost (€)
Ebro Ingredients, B.V.	Plant F	New silencer	16,000
Herba Ricemills	Algemesi/Saladar	New suction turbine in mill to reduce particles in suspension	5,035
Herba Ricemills	La Rinconada	New aspiration in cooking area to reduce particles in suspension	5,703
Mundi Riso	Vercelli	New aspiration system	1,091,690

Mitigation of the risk and reduction of Ebro's carbon footprint [305-5]

Climate change poses a serious threat for the Group's business activities as it directly affects essential aspects such as the production of raw materials, the availability of critical resources (such as water), the viability of product transportation, logistics and distribution operations and increased energy needs of our production processes, among others. Therefore, climate variables are an essential part of the environmental criteria that the Ebro Group includes in our management strategy.

Accordingly, in 2023 the Group began the analysis of climate-related risks and opportunities of our Organisation under the reference framework of the Task Force on Climate-related Financial Disclosures (TCFD), which provides guidelines for identifying, managing, reporting and monitoring the principal physical and transition risks to which the Organisation may be exposed as a result of climate change, as well as potential business and development opportunities. This analysis covers the Rice and Pasta (wheat) Divisions, including both the processing plants and the principal warehouses and sourcing areas of these commodities in Spain and worldwide. (For more information see Chapter 4 of this Report.)

Moreover, this year (2024) when we have completed the calculation of our Scope 3 carbon footprint, we plan first to define the science-based reduction targets (SBTi) for the entire Group and secondly to develop a first Decarbonisation Plan for our companies in Spain.

Decarbonisation levers for Scopes 1&2

The Group has already taken various actions aimed at decarbonising the emissions generated by our companies, namely:

1) Installation of photovoltaic plants for self-consumption
2) Installation of renewable biomass combustion plants (using rice husk, charcoal and wood chips) to obtain thermal energy
3) Installation of cogeneration (CHP) plants
4) Purchase of electricity with guarantee of renewable origin (GO).

During 2023, **4 new photovoltaic facilities** came on stream in Bertagni, Herba Bangkok, Herba Ricemills and Riviana Foods, adding to those we already had.

Details of photovoltaic, biomass and cogeneration facilities in the Ebro Group

Company	Plant	Photovoltaic	Biomass	Cogeneration
Arotz	Navaleno	x		
Bertagni	**Avio**	**x**		x
	Vicenza	x		x
Ebro Frost Denmark	Orbaek		x	
Ebro Frost Germany	Offingen	x		x

Company	Plant	Photovoltaic	Biomass	Cogeneration
Ebro Frost UK	Beckley			
Ebro India	Taraori	x	x	
Garofalo	Gragnano	x		x
Geovita	Bruno	x		
	Villanova Monferrato			x
Herba Bangkok	**Nong Khae**	**x**		
Herba Ricemills	**Algemesí**	**x**		
	Rinconada	x		
	San Juan		x	
Mundiriso	Vercelli	x		
Riviana Foods	**Colusa**	**x**		
S&B	Fullbourn			
	Regent			
Tilda	Classic			
	Jazz			
Transimpex	Lambsheim	x		

In 2023, we avoided the emission of 13,170 t CO_2e, 41% more than in 2022, through a 25% increase in the purchase of electricity with guarantee of origin (GO), photovoltaic self-generation and the use of renewable fuels.

	2023	2023	2022	2022
Activity	MWh	Emissions avoided	MWh	Emissions avoided
Electricity with GO	23,871	5,103	21,290	4,117
Photovoltaic self-generation	5,420	2,497	1,767	685
Biomass	27,551	5,570	22,493	4,547
Total (t CO_2e)	**56,843**	**13,170**	**45,550**	**9,350**

In addition to the energy reduction initiatives described in section 302 Energy, which entail reducing emissions, five Group companies have implemented initiatives to reduce GHG emissions, for a total value of EUR 1,774,462. The global investment in GHG emissions and energy reduction programmes is EUR 2,680,433.

Company	Plant	Initiative	Cost (€)
Arrozeiras Mundiarroz	Coruche	Hybrid cars	9,359
Bertagni	Avio	Photovoltaic plant	964,000
Herba Ricemills	La Rinconada	Expansion photovoltaic plant	86,757
Bertagni	Avio	Interconnection photovoltaic plant	168,405
Ebro India	Taraori	Dust filters to reduce particles in suspension	110,548
Ebro India	Taraori	RECD (retrofit emission control device)	55,682
Ebro India	Taraori	New air-conditioning equipment using a refrigerant with a lower GWP and enhanced efficiency	8,708
Herba Bangkok	Nong Khae	Photovoltaic plant	371,002

- Scope 3 decarbonisation levers

After completing the calculation of Scope 3 emissions and identifying the most important categories and decarbonisation levers for the Group, in 2024 we will set reduction targets in at least some of the following categories: (i) purchase of goods and services, (ii) upstream and downstream transportation, (iii) end-of-life treatment and (iv) waste.

This notwithstanding, the Group already has a clear, defined path in the development of measures and actions to reduce our Scope 3 emissions.

Principal actions to reduce Scope 3 emissions

Purchase of goods and services (category 1)

In this specific category, the Group has considerable expertise in the research and promotion of environmentally sustainable growing practices applicable to the rice crop in our principal sourcing areas. The main goals of these programmes are to contribute towards greater environmental conservation, promote biodiversity and mitigate the effects of climate change. This work is done through own initiatives and specific collaborations with stakeholders and industry associations such as the SAI Platform (SAI-P) and the Sustainable Rice Platform (SRP).

The best examples of the work we did in 2023 are indicated below:

Company	Crop	Country	Name of Project	Indicators
Herba Ricemills	Rice	Spain	Origins	- Training in good practices - Optimisation of resources - Incorporation of women and young people in agriculture
			Oryzonte	- Reduction of use of water through AWD - Reduction of GHG emissions: -60% in 255 Ha with AWD - Improvement of biodiversity - SRP verification
		Pakistan	SRP verification	- SRP verification - Certified seed - Laser levelling - Intermittent irrigation (AWD) - Reduction of water consumption
Ebro India	Rice	India	Organic farming	- Organic certification - Fair Trade certification
			Control farming & EKTA	- Training in good practices - Reduction pesticides - Certified seed - Laser levelling - Intermittent irrigation (AWD) - Reduction of water consumption - Biological pest control - Reduction of GHG emissions
			Sustainable practices	
			Stop stubble burning	- Use of fungi to produce bioenzymes developed by the Indian Agricultural Research Institute (IARI), which break down the straw in approx. 25 days so that the soil can be prepared for the next crop. - Reduction in use of fertilizers by around 20-25%
Mundiriso	Rice	Italy	FSA verification	- FSA verification
Herba Bangkok	Rice	Thailand	SARI-T	- Training in good practices - Increase in productivity of water - Increase in number of women in agriculture - Biological pest control - Reduction of GHG emissions - SRP verification
Herba Bangkok	Rice	Thailand	Green Climate Fund	- Reduction of GHG emissions - Climate smart technologies and crop practices - Carbon credits as additional income

Company	Crop	Country	Name of Project	Indicators
La Loma /Neofarms	Rice	Argentina	Organic farming	- Organic Verification
Riviana Foods	Rice	USA	Regenerative Agriculture	- Reduction of water: reductions obtained of 7-3% - Reduction of GHG emissions: reduction of methane by 32-80%, depending on number of dryings made (AWD) - FSA verification
Garofalo	Durum wheat	Italy	Sustainable durum wheat	Use of climate smart technology for: - Optimisation use of fertilizers - Optimisation use of pesticides - Optimisation use of water

The Sustainable Aromatic Rice Initiative for Thailand (SARI-T)" programme developed to improve the economic viability of 1,200 rice growers in the Roi Et province and the sustainable production of high quality Hom Mali aromatic rice has concluded after almost 6 years. The work done and the growers participating in this project will have continuity in a new project called "Strengthening Climate-Smart rice farming, Green Climate Fund" (FAA), which will commence this year (2024).

Upstream and downstream transportation (categories 4 and 9)

The work to reduce emissions in this category are tackled from the point of view of land and sea transport.

- Emissions associated with national land logistics (Spain). After joining the Lean & Green Programme, in 2023 we continued working to reduce our logistics carbon footprint. Thus, after defining 2019 as the base year and the total t CO_2e/tonne of product transported for sale as the indicator for monitoring, significant progress has been achieved:
    - 2020: 6.06% reduction
    - 2021: 0.14% reduction (recalculated after receiving new data from suppliers)
    - 2022: 35.83% reduction
    - 2023: measurement in progress

- For the emissions associated with the maritime logistics, we have primary data from our logistics provider Ecco-freight, which has developed a calculation tool, Eccoprint, that includes transport (by rail and/or road) from the source plant to the port of departure and from the port of arrival to our plant.

  In 2023, Eccofreight handled 320,363 tonnes shipped and GHG emissions of 81,649 t CO_2e, representing 16.18% of all the Group's logistics emissions.

By choosing more efficient routes instead of other alternative routes available with larger carbon footprints, we avoided the emission of 24,764 t CO2e.

End-of-life treatment (category 12)

The principal actions to reduce emissions in this category are associated with changes in the packaging material of our products. In accordance with the Group's commitment to making its packaging 100% recyclable by 2030, the packaging of the dry rice products of the brands SOS, SOS Specialties, La Fallera, Sabroz and La Cigala in Spain, Risella in Finland and the Brillante rice cups, one of the Group's best selling formats, are already 100% recyclable.

Further developing that commitment, the Group worked on three main projects in 2023 to continue making progress in the recyclability of our packaging.

1. Our subsidiary Pastificio Lucio Garofalo developed a new line of packaging made up of 30% recycled plastic obtained from chemical recycling, which is different from the mechanical recycling process and opens up unprecedented recycling possibilities for fractions of waste that are currently difficult to recycle, such as plastic from domestic waste collection. Chemical recycling breaks down the molecules of the polymers that make up the different types of plastic used for packaging, converting them into a raw material equivalent to a virgin material that can be used to produce new plastic.
   Initially, this new packaging is being used for five SKUs: Spaghetti, Penne, Fusilli, Farfalle and Elicoidale, and the brand aims to progressively increase the number of SKUs and the percentage of recycled plastic used.
   In line with this programme, Garofalo has joined the Zero Impact project of LifeGate, a programme based on three concepts: calculate, reduce and offset. Its participation in this initiative will allow Garofalo to offset the CO_2 emissions generated in the manufacturing and sale of the primary packaging of its products for the Italian market. The emissions will be offset by buying carbon credits for the project being developed in the Rimba Raya Reserve (Indonesia), which seeks to conserve the tropical peat swamp forest, a very important area in biodiversity that is home to 94 threatened species from the Red List of the UICN, such as the Bornean Orangutan, the Sunda Pangolin and the Clouded Leopard.

2. During 2023 Ebro Benelux started developing the project 'Sustainable Boil in the Bag Solution', which aims to replace the material currently used for the 'boil in the bag' category (HDPE, made from fossil fuels) with a biological-based bioplastic (PLA), specifically made from corn starch. This initiative will also have a positive impact on reducing emissions, since bioplastics have the unique property of neutralising CO_2.

3. We continue testing and seeking alternatives that guarantee the food preservation properties of the doypack formats currently in use: the triplex Polyester/Polyamide/Polypropylene and Polyester/High Barrier Polyester/

Polypropylene (PET/PA/PP and PET/HB PET/PP) and the compact polypropylene format for 1 kg and 0.5 kg doypacks.

To guarantee meeting the reduction, recycling and re-use targets defined in the Packaging and Packaging Waste Act 11/97 of 24 April, our Spanish subsidiary Herba has joined Ecoembalajes España, S.A. (Ecoembes), which has the mission of designing and developing systems for selective collection and recovery of used packaging and packaging waste. Ecoembes uses the "Green Dot" (symbol that appears on the packaging) to show that the packager of the product has paid a sum of money for each package put on the market.

Both the European rice companies and the head offices of Ebro Foods have signed agreements with companies similar to Ecoembes for the destruction of paper and other data carriers. With these agreements, apart from complying with the Data Protection Act, they guarantee a sustainable management of the documentation through the undertaking by these companies to destroy and recycle the material.

Waste (category 5)

This category includes actions developed to increase waste recovery and/or reduce food waste in our operations.

- Waste management

On a Group level, in 2023 we reduced waste disposal by 34% year on year and increased recovery by 18%. In this respect, Herba Ricemills (Spain) has made a major change in its waste management. As a result, during 2023 95% of the waste it generated was managed through recovery operations.

Another four Group companies also embarked on different initiatives to improve waste management and recovery. The total amount of these initiatives was EUR 189,990.

Company	Plant	Initiative	Cost (€)
Tilda	Classic and Jazz	Improvements in waste separation	59,599
Lustucru Frais	St Genis Laval	Improvements in waste separation to increase waste recovery	103,874
Herba Ricemills	Silla	Fumigation boxes recirculated to silos	26,017
Riviana Foods Canada	Hamilton	Recovery of tertiary packaging that previously went to the landfill	500

- Food waste action policy

The main internal policy for food surplus within the Group (defining surplus as products suitable for consumption but which, for different reasons -such as packaging defects, being close to their use-by date, etc.- are not suitable for sale to consumers) is donation to food banks.

The Ebro Group also participates actively in the programme “Don’t waste food”, a collaborative initiative to reduce food waste, led by AECOC, the association of large consumer companies.

The three principal objectives of the project are to:

- Establish prevention and efficiency practices throughout the food chain to reduce waste
- Maximise use of the surplus produced in different stages of the value chain (redistribution, reuse and recycling)
- Make society aware of this problem and the need to reduce food waste

The initiative is supported by over 600 manufacturers and distributors in the large consumer sector, logistics and haulage operators, business associations, consumer organisations and other institutions and is coordinated by AECOC.

The programme aims to inform people about the efforts being made by companies to prevent food waste and promote enhanced collaboration to gradually reduce the problem. Every year some 7.7 million tonnes of food is wasted in Spain. Therefore, the “Don’t waste food” programme aims to make consumers throughout the world aware of the problems of food waste and get them to participate in the initiative, encouraging them to collaborate in order to reduce the waste generated by each person.

GRI 306: Waste

This indicator is reported under standard GRI 306 (2020).

- Waste generation [306-1]

Most of the waste generated by our business is classified as non-hazardous waste. There is also a small proportion of hazardous waste generation, mainly waste from the packaging of chemical products used in maintenance work at our facilities.

- Management of significant waste-related impacts [306-2]

All the companies in our Group have contracted the management of hazardous and non-hazardous waste to authorised waste disposal contractors.

All waste of whatever type is separated by kind and taken to authorised waste disposal contractors for treatment according to the laws in place in each geographical area, giving priority to recycling and reuse wherever possible.

- Waste generated [306-3]

Waste	2023		2022	
Non-hazardous	35,493	98%	36,757	99%
Hazardous	712	2%	285	1%
Total Waste (t)	**36,205**		**37,042**	

- Waste for recovery [306-4] and disposal [306-5]

Destination of Waste	2023		2022	
Total Waste for Disposal	9,321	26%	14,193	38%
Total Waste for Recovery	26,884	74%	22,850	62%
Total Waste (t)	**36,205**		**37,042**	

Non-Hazardous Waste for Disposal	2023		2022	
Landfill	7,008	20%	10,416	28%
Incineration	635	2%	727	2%
Other disposal operations	1,020	3%	2,801	8%
Total disposal NH waste (t)	8,663	24%	13,943	38%

Non-Hazardous Waste for Recovery	2023		2022	
Recycled	8,854	25%	8,913	24%
Composted	3,665	10%	3,552	10%
Reused	9,519	27%	10,164	28%
Other recovery operations	4,793	14%	185	1%
Total recovery NH waste (t)	26,830	76%	22,814	62%
Total Non-Hazardous Waste (t)	**35,493**		**36,757**	

Hazardous Waste for Disposal	2023		2022	
Landfill	325	46%	218	76%
Incineration	327	46%	16	6%

Other disposal operations	5	1%	16	6%
Total disposal H waste (t)	658	92%	250	88%

Hazardous Waste for Recovery	**2023**		**2022**	
Recycled	48	7%	32	11%
Composted	0	0%	0	0%
Reused	0	0%	1	0%
Other recovery operations	6	1%	2	1%
Total recovery H waste (t)	54	8%	36	12%
Total Hazardous Waste (t)	**712**		**285**	

- Waste intensity

Waste Intensity	**2023**	**2022**
Total Waste (t)	36,205	37,042
Ebro Net Sales (€m)	3,084.5	2,967.6
Waste Intensity (t/€m net sales)	**11.74**	**12.48**

GRI 2-27 Environmental Compliance

- Non-compliance with environmental laws and regulations [2-27]

In 2023, two plants reported cases of minor non-compliance with environmental laws and regulations that did not lead to fines as appropriate measures had been taken in each case.

Company	**Plant**	**Environmental non-compliance**	**Remedial Action**
Lustucru	St. Genis Laval	Non-compliance of pH and temperature of effluent	Investment in effluent treatment plant
	Lorette	Non-compliance with effluent parameters	Maintenance contract with specialist

In 2022, there were three cases of minor non-compliance with no fines.

Provisions and guarantees for environmental risks

All the Group companies have taken out third party liability insurance covering any damage caused by sudden, unintentional, accidental pollution; that insurance is considered to cover any possible risks of this nature. To date there have been no significant claims for environmental issues, favourable outcomes of audits and inspections, and no allegations in the processing of Integrated Environmental Authorisations, etc.

Environmental assessment and certification procedures

Total compliance with the laws and regulations applicable to its activities is a basic principle and goal in the Ebro Group environmental management. All the production plants of the Ebro Group operate under the applicable certifications, specifications and authorisations in their respective geographical areas and internally manage their environmental aspects accordingly.

The following workplaces have an environmental management system certified under UNE-EN-ISO 14.001:

- Herba Ricemills: San Juan, Coria, Los Palacios, La Rinconada and Isla Mayor plants
- Pastificio Lucio Garofalo: Gragnano plant

Investments in environmental risk prevention

Thirteen of the 34 companies covered by this Report have reported investments in measures to mitigate climate change risks.

The investments reported here include measures to reduce energy consumption, reduce water consumption, improve the quality of effluent, reduce GHG and particle emissions, improve waste management, sustainable agriculture and due diligence, and the costs of waste management, regulatory inspections, noise measurements and analyses.

Those companies were:

- Arrozeiras Mundiarroz
- Bertagni
- Ebro Foods Belgium
- Ebro Foods Netherlands
- Ebro India
- Ebro Ingredients
- Garofalo
- Herba Bangkok
- Herba Ricemills
- Lustucru Frais
- Mundiriso

- Riviana Foods Canada
- Tilda

The principal investments were made by Bertagni, Mundiriso and Herba Bangkok.

Environmental expense and investment	2023 (€)	2022 (€)
Cost of management and control	2,337,768	1,404,433
Initiatives to mitigate climate change risks	9,473,237	5,763,427
Total	**11,811,005**	**7,167,860**

NB: The 2022 figures have been recalculated to include the investment in sustainable agriculture projects, which had not been reported earlier.

Summary of initiatives to mitigate climate change risks	2023 (€)	2022 (€)
Energy - direct and indirect consumption	905,971	1,017,718
Water	35,138	184,308
Effluent	761,724	233,298
GHG emissions - scopes 1&2	1,774,462	1,397,933
Air quality	1,102,428	0
Waste - cat. 5 scope 3	189,990	14,100
Noise pollution	16,000	0
Sustainable agriculture - cat. 1 scope 3	4,687,526	2,916,070
Total	**9,473,237**	**5,763,427**

ANNEX 1

List of subsidiaries of the Ebro Group

Company	Country	Business Area
Agromeruan, S.A.R.L. AU	Morocco	Rice
Arotz Foods, S.A.	Spain	Others
Arrozeiras Mundiarroz, S.A.	Portugal	Rice
Bertagni 1882, S.P.A.	Italy	Fresh pasta
Ebro Foods Belgium, N.V.	Belgium	Rice
Ebro Foods Netherland, B.V.	Netherlands	Rice
Ebro Foods, S.A.	Spain	Parent (Holding)
Ebro India, Private Ltd.	India	Rice
Ebro Ingredients, B.V.	Netherlands and Belgium	Ingredients
Ebro UK	United Kingdom	Rice
Ebrofrost Denmark, A/S	Denmark	Rice and pasta
Ebrofrost Germany, Gmbh	Germany	Rice and pasta
Ebrofrost UK, Ltd	United Kingdom	Rice and pasta
Euryza, Gmbh	Germany	Rice
Geovita Functional Ingredients, S.R.L.	Italy	Ingredients
Herba Bangkok, S.L.	Thailand	Rice
Herba Cambodia, Co. Ltd	Cambodia	Rice
Herba Ricemills, S.L.U.	Spain	Rice
Indo European Foods Limited	United Kingdom	Rice
La Loma Alimentos, S.A.	Argentina	Rice
Lustucru Frais, S.A.S.	France	Fresh pasta
Lustucru Premium Groupe	France	Rice and pasta
Lustucru Riz, S.A.S.	France	Rice
Mundi Riso, S.R.L.	Italy	Rice
Mundi Riz, S.A.	Morocco	Rice
Neofarms Bio, S.A.	Argentina	Rice
Pastificio Lucio Garofalo, Spa	Italy	Pasta
Riceland Magyarorzag, Kft	Hungary	Rice
Riviana Foods Canada Corporation	Canada	Fresh pasta
Riviana Foods, Inc.	United States	Rice
S&B Herba Foods, Ltd.	United Kingdom	Rice
Santa Rita Harinas, S.L.U.	Spain	Others
Tilda, Ltd.	United Kingdom	Rice
Transimpex, Gmbh	Germany	Rice

List of industrial facilities (production plants and warehouses) and offices of the Ebro Group

Company	Country	Workplace	Type of facility
Agromeruan, SARL AU	Morocco	Coruche	Office (lease)
Arotz Foods, S.A.	Spain	Navaleno	Industrial
Arrozeiras Mundiarroz	Portugal	Coruche	Industrial
		Lisbon	Office (lease)
Bertagni 1882, S.P.A.	Italy	Vicenza (Arcugnano)	Industrial
		Avio	Industrial
		Avio (ex Le Cont)	Warehouses
		Avio (ex Ginos)	
		Arcugnano (via Fermi)	
		Arcugnano (ex Campagnolo)	
Ebro Foods Belgium, N.V.	Belgium	Merksem (plant A)	Industrial
Ebro Foods, S.A.	Spain	Madrid	Offices (lease)
		Barcelona	
		Granada	
Ebro Foods Netherlands BV	Netherlands	Wormer + Plant D	Industrial
Ebro India, Private Ltd.	India	Taraori	Industrial
		Delhi	Office (lease)
Ebro Frost Denmark, A/S	Denmark	Orbaek	Industrial
Ebrofrost Germany, Gmbh	Germany	Offingen	Industrial
Ebrofrost UK, Ltd	United Kingdom	Beckley	Industrial
Euryza, Gmbh	Germany	Hamburg	Office (lease)
Geovita Functional Ingredients, S.R.L.	Italy	Bruno	Industrial
		Nizza Monferrato	
		Verona	
		Villanova Monferrato	
Herba Bangkok, S.L.	Thailand	Nong Khae	Industrial
		Bangkok	Office (lease)
Herba Cambodia, Co. Ltd	Cambodia	Phnom Phen	Industrial
Ebro Ingredients, B.V.	Belgium	Plant B	Industrial
		Plant C	Industrial
		Euro Rice Handling+Plant E	Industrial

Company	Country	Workplace	Type of facility
		Plant F	Industrial
		Beernem	Office (lease)
	Netherlands	Plant D	Industrial
Herba Ricemills, S.L.U.	Spain	Jerez de la Frontera	Industrial
Herba Ricemills, S.L.U.	Spain	Silla	Industrial
Herba Ricemills, S.L.U.	Spain	Algemesí	Industrial
Herba Ricemills, S.L.U.	Spain	L'Aldea	Industrial
Herba Ricemills, S.L.U.	Spain	La Rinconada	Industrial
Herba Ricemills, S.L.U.	Spain	Los Palacios	Industrial
Herba Ricemills, S.L.U.	Spain	San Juan de Aznalfarache	Industrial
Herba Ricemills, S.L.U.	Spain	Coria del Río	Industrial
Herba Ricemills, S.L.U.	Spain	Isla Mayor	Industrial
Herba Ricemills, S.L.U.	Spain	Cotemsa	Warehouses
Herba Ricemills, S.L.U.	Spain	Raza	Warehouses
Herba Ricemills, S.L.U.	Spain	Ecorub	Warehouses
Indo European Foods Ltd.	United Kingdom	Felixstowe	Industrial
La Loma Alimentos, S.A.	Argentina	Los Charrúas	Industrial
La Loma Alimentos, S.A.	Argentina	Chajarí	Industrial
La Loma Alimentos, S.A.	Argentina	Los Conquistadores	Industrial
La Loma Alimentos, S.A.	Argentina	Buenos Aires	Office (lease)
Lustucru Frais, S.A.S.	France	St Genis Laval	Industrial
Lustucru Frais, S.A.S.	France	Lorette	Industrial
Lustucru Frais, S.A.S.	France	Communay	Industrial
Lustucru Frais, S.A.S.	France	Lyon	Office (owned)
Mundi Riz, S.A.	Morocco	Larache	Industrial
Mundi Riso, S.R.L.	Italy	Vercelli	Industrial
Neofarms BIO, S.A.	Argentina	Concordia	Office (lease)
Pastificio Lucio Garofalo, Spa	Italy	Gragnano	Industrial
Riceland Magyarorzag, Kft	Hungary	Budapest	Office (lease)
Riviana Foods Canada	Canada	Delta	Industrial
Riviana Foods Canada	Canada	Hamilton	Industrial
Riviana Foods Canada	Canada	Toronto	Office (lease)
Riviana Foods	United States	Houston	Office (lease)
Riviana Foods	United States	Memphis	Industrial
Riviana Foods	United States	Carlisle	Industrial
Riviana Foods	United States	Brinkley	Industrial

Company	Country	Workplace	Type of facility
		Hazen	
		Clearbrook	
		Freeport	
		Alvin	
		Colusa	
S&B Herba Foods, Ltd.	United Kingdom	Fullbourn	Industrial
		Regent	
		Orpington	Office (lease)
Santa Rita Harinas, S.L.U.	Spain	Loranca de Tajuña	Industrial
Tilda, Ltd.	United Kingdom	Classic	Industrial
		Jazz	
Transimpex, Gmbh	Germany	Lambsheim	Industrial
		Lambsheim	Office (owned)

ANNEX 2

List of Food Safety and Quality certifications of the Group's subsidiaries

Company	Country	Workplace	Certification
Arotz Food	Spain	Navaleno	IFS
			CAAE (ecological products)
Arrozeiras Mundiarroz	Portugal	Coruche	ISO 9001
			IFS
Bertagni 1882	Italy	Avio	BRC
			MSC
			ASC
			ORGANIC
			IFS
		Arcugnano	ORGANIC
			BRC
			IFS
Ebro Foods Belgium	Belgium	Merksem	IFS
			KOSHER
			FEED CHAIN ALLIANCE (FCA)
			ORGANIC
Ebro Foods Netherlands	Netherlands	Wormer	ORGANIC
			IFS
			GMP +
Ebrofrost Denmark	Denmark	Orbaek	ORGANIC
			KOSHER
			BRC
Ebrofrost Germany	Germany	Offingen	IFS
			KAT
			ORGANIC/BIO
Ebrofrost UK	United Kingdom	Beckley	BRC
Ebro India	India	Taraori	ORGANIC (organic paddy rice crop)
			ORGANIC (organic rice processing)
			BRC
			IPQC
			PPQS USA

Company	Country	Workplace	Certification
			ISO 22000
			FSSAI
			HALAL
Euryza	Germany	Hamburg	ORGANIC
Geovita Functional Ingredients	Italy	Bruno	BCR
			ORGANIC
			KOSHER
			IFS
			HALAL
		Villanova Monferrato	BRC
			KOSHER
			IFS
			ORGANIC
Harinas Santa Rita	Spain	Loranca de Tajuña	IFS
Herba Bangkok	Thailand	Saraburi	ISO 9001
			BRC
			ORGANIC EU
			ORGANIC USA
			HALAL
			KOSHER
			GMP & HACCP
			NATURLAND ORGANIC
			GLUTEN FREE
Herba Cambodia	Cambodia	Phnom Phen	ORGANIC EU
			BRC
			ORGANIC USA
			KOSHER
Ebro Ingredients	Belgium	Schoten (planta B)	IFS
			GMP + B1
		Schoten (planta C)	IFS
			GMP + B1
			BIO EU
		Schoten (planta F)	IFS
			BIO EU
			GMP + B1
	Netherlands	Wormer	IFS

Company	Country	Workplace	Certification
			GMP + B3
			GMP + B1
			KOSHER
			HALAL
			NON-GMO
			BIO EU
			BIO CHINA
			ORGANIC EU
			NATURLAND ORGANIC
Herba Ricemills	Spain	Coria del Río	IFS
			ISO 9001
			ECOLOGICAL
			KOSHER
		San Juan de Aznafarache	ISO 9001
			BRC
			IFS
			ECOLOGICAL
			KOSHER
		Jerez de la Frontera	ISO 9001
			IFS
			KOSHER
			GLUTEN FREE
			ECOLOGICAL
			BRC
		Silla	IFS
			KOSHER
			ISO 9001
			GLUTEN FREE
			BRC
		Algemesí (ready foods plant)	GLUTEN FREE
			IFS
			BRC
		Algemesí (rice plant)	ISO 9001
		Algemesí (flour mill)	IFS
			KOSHER
		La Rinconada	BRC
			GLUTEN FREE

Company	Country	Workplace	Certification
			IFS
		Isla Mayor	ECOLOGICAL
		Los Palacios	ISO 9001
			ECOLOGICAL
Indo European Foods	United Kingdom	Felixtowe	BRC
			FEMAS
La Loma Alimentos	Argentina	Los Charrúas	GLUTEN FREE
			GMP + HACCP
			KOSHER
		Chajarí	KOSHER
			GMP + HACCP
			GLUTEN FREE
Lustucru Frais	France	Saint Genis Laval	IFS
		Lorette	IFS
		Communay	IFS
Mundi Riso	Italy	Vercelli	IFS
			BRC
			ORGANIC EU
			FSSC 22000
			KOSHER
Mundi Riz	Morocco	Larache	ISO 22000
Neofarms Bio	Argentina	Entre Ríos	ORGANIC CHINA
			KOSHER
			ORGANIC USA
			GLUTEN FREE
Pastificio Lucio Garofalo	Italy	Gragnano	BRC
			IFS
			FSMA-VQIP
			VEGAN
			KOSHER
			HALAL
			BIO CERTIFICATE
			PGI
			GLUTEN FREE
Riviana Foods Canada	Canada	Delta	BRC
		Hamilton	BRC
Riviana Foods		Memphis	KOSHER

Company	Country	Workplace	Certification
	United States		SQF
			HALAL
			ORGANIC
			NON-GMO
			GLUTEN FREE
		Brinkley	SQF
			KOSHER
			GLUTEN FREE
			NON-GMO
			HALAL
			ORGANIC
		Clearbrook	KOSHER
			GLUTEN FREE
			NON-GMO
			SQF
		Alvin	KOSHER
			SQF
			GLUTEN FREE
			NON-GMO
			ORGANIC
		Carlisle	KOSHER
			ORGANIC
			GLUTEN FREE
			NON-GMO
			HALAL
			SQF
		Freeport	KOSHER
			GLUTEN FREE
			NON-GMO
			SQF
		Memphis **(EbroFrost)**	BRC
			KOSHER
			ORGANIC
			HALAL
		Colusa **(Inharvest)**	BRC
			ORGANIC
			NON-GMO

Company	Country	Workplace	Certification
			GLUTEN FREE
			KOSHER
S&B Herba Foods	United Kingdom	Cambridge	BRC
			FEMAS
			NON-GMO
			ORGANIC
			KOSHER
		Liverpool	BRC
			ORGANIC
			NON-GMO
			KOSHER
Tilda	United Kingdom	Rainham (classic site)	BRC
			KOSHER
			FEMAS
		Rainham (Jazz site)	BRC
Transimpex	Germany	Lambsheim	IFS
			ORGANIC
			NATURLAND ORGANIC

ANNEX 3

Calorific power of fuels, emission factors and water stress classification

Table 1. Net calorific value (NCV) of Fuels

Fuel in Stationary Sources	NCV	Unit NCV	Source NCV
Natural Gas	0.03789	GJ/m3N	National GHG Inventory of Spain (Annex 7), based on 2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Liquefied Petroleum Gas (LPG)	0.0473	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Propane	0.0473	GJ/kg	IDEA
Liquefied Natural Gas (LNG)	0.0442	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Butane	0.0473	GJ/kg	IDEA
Gasoline	0.0443	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Diesel	0.043	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Charcoal	0.0295	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1)
Biomass (wood chip)	0.0156	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 and 2)
Biomass (rice husk)	0.0116	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 and 2)
Fuel in Mobile Sources	**NCV**	**Unit NCV**	**Source NCV**
Liquefied Natural Gas (LNG)	0.0442	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 and 3)
Liquefied Petroleum Gas (LPG)	0.0473	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 and 3)
Gasoline	0.0443	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 and 3)
Diesel	0.043	GJ/kg	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.1 and 3)

Table 2. Emission Factors of fuels and activities

Fuel in Stationary Sources	EF CO2e (kgCO2e/GJ NCV)	EF CO2 (kgCO2/ GJNCV)	EF CH4 (kgCH4/ GJNCV)	EF N2O (kgN2O/GJ NCV)	Unit EF	Source NCV
Natural Gas	56.1545	56.1	0.001	0.0001	kg CO2/ GJNCV	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Liquefied Petroleum Gas (LPG)	63.1545	63.1	0.001	0.0001	kg CO2/ GJNCV	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Propane	62.7000	63.6	0	0	kg CO2/ GJPCI	EF of MITERD* v.23
Liquefied Natural Gas (LNG)	64.4430	64.2	0.003	0.0006	kg CO2/ GJPCI	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Butane	62.7000	66.2	0	0	kg CO2/ GJPCI	EF of MITERD* v.23
Gasoline	69.5430	69.3	0.003	0.0006	kg CO2/ GJPCI	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Diesel	74.3430	74.1	0.003	0.0006	kg CO2/ GJPCI	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Charcoal	6.66	0	0.2	0.004	kg CO2/ GJPCI	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch.2)
Biomass (wood chips)	1.90	0	0.03	0.004	kg CO2/ GJPCI	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch. 1&2)
Biomass (rice husk)	1.90	0	0.03	0.004	kg CO2/ GJPCI	2006 IPCC Guidelines for National Greenhouse

						Gas Inventories (vol.2, ch. 1&2)
Fuel in Mobile Sources	**EF CO2e (kgCO2e/GJ NCV)**	**EF CO2 (kgCO2/ GJNCV)**	**EF CH4 (kgCH4/ GJNCV)**	**EF N2O (kgN2O/GJ NCV)**	**Unit EF**	**Source NCV**
Liquefied Natural Gas (LNG)	59.4710	56.1	0.092	0.003	kg CO2/ GJPCI	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch. 1&3)
Liquefied Petroleum Gas (LPG)	64.8890	63.1	0.062	0.0002	kg CO2/ GJPCI	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch. 1&3)
Gasoline	72.1200	69.3	0.025	0.008	kg CO2/ GJPCI	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch. 1&3)
Diesel	75.2427	74.1	0.0039	0.0039	kg CO2/ GJPCI	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch. 1&3)
Propane	62.7000	63.6	0	0	kg CO2/ GJPCI	EF of MITERD* v.23
Butane	62.7000	66.2	0	0	kg CO2/ GJPCI	EF of MITERD* v.23
Other data on activity	**EF CO2e (kgCO2e/GJ NCV)**	**EF CO2 (kgCO2/ GJNCV)**	**EF CH4 (kgCH4/ GJNCV)**	**EF N2O (kgN2O/GJ NCV)**	**Unit EF**	**Source NCV**
Rice crop	33.32	0	1.1900	0	kg CO_2/GJPCI	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.4, ch.5) IPCC for fields not flooded for less than 180 days prior to growth, permanently flooded during growth and without organic fertiliser

Elimination of N	2.0821	0	0	0.005	kg CO_2/GJ$_{PCI}$	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.5, ch.6)

* MITERD = Ministry for Ecological Transition and Demographic Challenge

Table 3. Emission Factor of biogenic CO_2

Fuel	EF	Unit EF
Charcoal	112	kg CO_2e/GJ
Biomass (wood chips)	112	kg CO_2e/GJ
Biomass (rice husk)	100	kg CO_2e/GJ

Source: 2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.2, ch. 1 & 2)

Table 4. Global Warming Potential of GHG

GHG	GWP	Source GWP
CO_2	1	IPPC fifth assessment report
CH_4	28	IPPC fifth assessment report
N_2O	265	IPPC fifth assessment report

Table 5. Emission Factor Electricity (based on location)

Country	EF	Unit EF	Source EF
Spain	0.2720	kgCO2e/kWh	Emission factors, Registration of Carbon Footprint, CO2 Offset and Absorption Projects. MITERD v.23
UK	0.207074	kgCO2e/kWh	UK Government GHG Conversion Factors for Company Reporting. DEFRA 2023
France	0.0521	kgCO2e/kWh	Ecoinvent
Germany	0.4610	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
Argentina	0.3670	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
Belgium	0.2200	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
Cambodia	0.8040	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
Canada	0.1860	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency

Country	EF	Unit EF	Source EF
Denmark	0.3600	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
United Arab Emirates	0.5980	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
USA	0.4170	kgCO2e/kWh	US EPA
Morocco	0.7180	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
Netherlands	0.4150	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
Portugal	0.2550	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
Romania	0.4990	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
Hungary	0.3170	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
India	0.9120	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
Italy	0.4060	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency
Thailand	0.5130	kgCO2e/kWh	Centre de ressources sur les bilans de gaz a effet de serre. Base Carbone. ADEME. International Energy Agency

Steam or heat purchased and consumed	0.17965	kgCO2e/kWh	UK Government GHG Conversion Factors for Company Reporting. DEFRA 2023
Cooling purchased and consumed	0.12	kgCO2e/kWh	Centre de ressources sur les bilans de gaz à effet de serre 2021. Base Carbone. ADEME.

Table 6. Emission Factors of Refrigerants

Name of Refrigerant	EF (KgCO2e/kg)
Carbon dioxide	1
Desflurane	1.790
hexafluoroethane	11.100
HFC-125	3.170
HFC-134	1.120
HFC-134a	1.300
HFC-143	328
HFC-143a	4.800
HFC-152	16
HFC-152a	138
HFC-161	4
HFC-227ea	3.350
HFC-23	12.400
HFC-236cb	1.210
HFC-236ea	1.330
HFC-236fa	8.060
HFC-245ca	716
HFC-245fa	858
HFC-32	677
HFC-365mfc	804
HFC-41	116
HFC-43-10mee	1.650
Isoflurane	491
Methane	28
Nitrogen trifluoride	16.100
Nitrous oxide	265
Octofluoropropane	8.900
Perfluorobutane (PFC-31-10)	9.200
Perfluorocyclobutane (PFC-318)	9.540
Perfluoroethane (PFC-116)	11.100
Perfluorohexane (PFC-51-14)	7.910

Name of Refrigerant	EF (KgCO2e/kg)
Carbon dioxide	1
Desflurane	1.790
hexafluoroethane	11.100
HFC-125	3.170
HFC-134	1.120
HFC-134a	1.300
Perfluoromethane (PFC-14)	6.630
Perfluoropentane (PFC-41-12)	8.550
Perfluoropropane (PFC-218)	8.900
R-403A	3.100
R-404A	3.943
R-407A	1.923
R-407B	2.547
R-407C	1.624
R-407F	1.674
R-408A	3.257
R-410A	1.924
R-410B	2.048
R-413A	1.945
R-417A	2.127
R-417B	2.742
R-422A	2.847
R-422D	2.473
R-424A	2.212
R-426A	1.371
R-427A	2.024
R-428A	3.417
R-434A	3.075
R-437A	1.639
R-438A	2.059
R-442A	1.754
R-448A	1.387

Name of Refrigerant	EF (KgCO2e/kg)
Carbon dioxide	1
Desflurane	1.790
hexafluoroethane	11.100
HFC-125	3.170
HFC-134	1.120
HFC-134a	1.300
R-449A	1.282
R-452A	1.945
R-453A	1.636
R-507A	3.985
R-508B	11.698
Sevoflurane	216
Sulphur hexafluoride	23.500

Source: MITERD v.23,
DEFRA 23

Table 7. Emission Factors of Pollutants NOx, CO, SOx, COV, PM

	STATIONARY COMBUSTION		
GJ	Natural Gas+LNG+LPG+Butane+Propane	Gasoline+Diesel	Rice husk +Wood chips +Charcoal
Pollutant	FC (g/GJ)	FC (g/GJ)	FC (g/GJ)
NOX	74	513	91
CO	29	66	570
COV	23	25	300
SOx	0.67	47	11
PM10	0.78	20	143
PM2,5	0.78	20	140

	MOBILE COMBUSTION			
GJ	**Gasoline**	**Diesel**	**LPG, Propane & Butane**	**LNG**
Pollutant	**FC (g/GJ)**	**FC (g/GJ)**	**FC (g/GJ)**	**FC (g/GJ)**
CO	1,911.96	77.44	1,790.70	128.96
COV	226.86	16.28	288.37	5.88
NOX	197.07	301.40	321.35	294.12
PM	0.68	25.58		49.77

Source: European Environment Agency (emep) [https://www.eea.europa.eu/publications/emep-eea-guidebook-2019/part-b-sectoral-guidance-chapters [eea.europa.eu]](https://www.eea.europa.eu/publications/emep-eea-guidebook-2019/part-b-sectoral-guidance-chapters)

Table 8. Rice Crop Emission Factor

EF CH4 (kg/Ha/day)	Source NCV
1.19	2006 IPCC Guidelines for National Greenhouse Gas Inventories (vol.4, ch.5) IPCC for fields not flooded for less than 180 days prior to growth, permanently flooded during growth and without organic fertiliser

Table 9. Water stress classification *(World Resources Institute)*

Country	Water Stress Classification *(World Resources Institute)*
Argentina	Low-Medium
Belgium	High
Cambodia	Low
Canada	Low
Denmark	Medium-High
France	Medium-High
Germany	Medium-High
Hungary	Low
India	Extremely High
Italy	High
Morocco	High
Netherlands	Low-Medium
Portugal	High
Romania	Low-Medium

Country	Water Stress Classification *(World Resources Institute)*
Spain	High
Thailand	Medium-High
UAE	Extremely High
UK	Low-Medium
USA	Low-Medium

ANNEX 4

Report regarding EU Taxonomy

- Regulatory context

To facilitate the shift of capital flows towards more sustainable activities, meet the EU's climate and energy targets for 2030 and reach the objectives of the European Green Deal, on 22 June 2020 the EU published the Taxonomy Regulation 2020/852.

The Taxonomy Regulation establishes six environmental objectives:

1. Climate change mitigation
2. Climate change adaptation
3. Sustainable use and protection of water and marine resources
4. Transition to a circular economy
5. Pollution prevention and control
6. Protection and restoration of biodiversity and ecosystems

The Regulation also indicates the four conditions that must be met by an economic activity to be considered environmentally sustainable:

1. It must contribute substantially to one or more of the six environmental objectives.
2. It must not significantly harm any of the environmental objectives.
3. It must be carried out in compliance with the minimum (social) safeguards laid down in Article 18 of the Taxonomy Regulation.
4. It must comply with the technical screening criteria established by the Commission through specific delegated acts.

Against this backdrop, a first delegated act on sustainable activities for climate change mitigation and adaptation objectives was approved on 21 April 2021 and formally adopted on 4 June 2021 (Delegated Regulation (EU) 2021/2139).

On 6 July 2021, the European Commission adopted Delegated Regulation (EU) 2021/2178, which specified the content, methodology and presentation of information to be disclosed by financial and non-financial undertakings. Under this Regulation, companies must disclose the extent of eligibility and alignment of their activities through the three key performance indicators (KPIs): turnover, capital expenditure (CapEx) and operating expenditure (OpEx), as well as the accounting policy used to report how the three KPIs were determined and allocated to the numerator.

On 9 March 2022, the European Commission adopted Delegated Regulation (EU) 2021/2139 amending Delegated Regulation (EU) 2021/2139 as regards economic activities in certain energy sectors and Delegated Regulation (EU) 2021/2178 as regards specific public disclosures for those economic activities.

On 27 June 2023, the European Commission adopted Delegated Regulation (EU) 2023/2486 supplementing Regulation (EU) 2020/852 of the European Parliament and of the Council by establishing the technical screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to the sustainable use and protection of water and marine resources, to the transition to a circular economy, to pollution prevention and control, or to the protection and restoration of biodiversity and ecosystems and for determining whether that economic activity causes no significant harm to any of the other environmental objectives and amending Commission Delegated Regulation (EU) 2021/2178 as regards specific public disclosures for those economic activities. It also adopted Delegated Regulation (EU) 2023/2485 establishing additional technical screening criteria for determining the conditions under which certain economic activities qualify as contributing substantially to climate change mitigation or climate change adaptation and for determining whether those activities cause no significant harm to any of the other environmental objectives.

To help interpret and implement the Delegated Acts, the European Commission publishes documents regarding certain legal provisions on Taxonomy, with a view to reducing any uncertainty deriving from the current regulatory framework.

- Application of the Taxonomy in Ebro Foods: eligibility analysis

The Taxonomy Regulation stipulates that the undertakings subject to the Non-Financial Reporting Directive (NFRD) are obliged to publish how their economic activity is contemplated within the regulatory framework on taxonomy. Accordingly, for 2023 non-financial undertakings must report on:

- The eligibility and alignment of the economic activities contemplated in the Climate Delegated Act.
- The eligibility of new activities contemplated in the Environmental Delegated Act and the amendment to the Climate Delegated Act.

In line with these reporting obligations, in 2023 the Social Responsibility, Sustainability and Finance departments of Ebro Foods, as parent of the Group, carried out an eligibility analysis to determine whether the Group's economic activities fitted in with the descriptions of activities included in the Annexes of the Delegated Regulations.

The economic activities of the different companies that perform the Ebro Group's business - classified within the Statistical Classification of Economic Activities of the European Community (NACE) in C1061 (manufacture of grain mill products), C1073 (manufacture of pastas) and C1085 (manufacture of prepared meals and dishes) - are not included within the taxonomy-eligible activities. However, during our eligibility analysis we identified two secondary activities related with activities included in the Climate Delegated Act:

- Activity 4.30 of climate change mitigation: High-efficiency cogeneration of heat/cool and power from fossil gaseous fuels.
- Activity 7.6 of climate change mitigation: Installation, maintenance and repair of renewable energy technologies.

Following a more exhaustive analysis of taxonomy, the Group concluded that the eligible activity reported in the previous year (4.20. Combined cooling, heat and power cogeneration from bioenergy) did not correspond to any of the economic activities performed by Ebro Foods, so it was excluded from the eligibility analysis.

Moreover, in accordance with the regulatory changes published in 2023, the Environmental Delegated Act was also reviewed, concluding that there were no other eligible activities related with the sustainable use and protection of water and marine resources, the transition to a circular economy, pollution prevention and control or the protection and restoration of biodiversity and ecosystems.

- Application of the Taxonomy in Ebro Foods: alignment analysis

To analyse the substantial contribution of eligible activities to climate change mitigation, we reviewed the substantial contribution criteria.

Technical screening criteria

- To comply with the technical screening criteria for activity 7.6, the activity must consist of the installation, maintenance and repair of certain individual measures if installed on-site as technical building systems. In this case, we directly meet the technical screening criteria because photovoltaic panels have been installed on-site for self-supply.
- The technical screening criteria for activity 4.30 were reviewed, concluding that as we have no internal system for compiling and segregating the information on taxonomy, we cannot prove that those criteria are met.

Do no significant harm (DNSH)

► Climate change adaptation

Appendix A to Annex I of the Climate Delegated Act establishes as one of the general criteria of not causing significant harm to climate change adaptation, that undertakings should carry out an analysis of physical climate risks for the activity, by making a vulnerability assessment using climate projections based on state-of-the-art science. They are also required to adopt adaptation solutions that reduce the most important physical climate risks. The Ebro Group is currently making an analysis of both physical and transition climate risks under the reference framework of the Task Force on Climate-related Financial Disclosures (TCFD) and the International Panel of Experts on Climate Change (IPCC), considering short-term (0-5 years), medium-term (5-10 years) and long-term (more than 10 years) time horizons. Since the analysis is currently being developed, the Ebro Group will report the results for the coming year in 2024. For more information on the assessment of climate risks, see chapter *4 Risk Management*.

► Sustainable use and protection of water and marine resources

For high-efficiency cogeneration of heat/cool and power from fossil gaseous fuels, in order to meet the general criteria established in Appendix B to Annex I of the Climate Delegated Act, environmental degradation risks related to preserving water quality and avoiding water stress must be identified and addressed. The company did not identify such risks in 2023.

► Transition to a circular economy

Although neither of the two activities analysed is obliged to meet the DNSH criteria, the company is developing new packaging made of recycled plastic, developing zero impact programmes and replacing packaging materials with biological-based bioplastic. For more information on the assessment of climate risks, see the section *Scope 3 decarbonisation levers* in Chapter 10 Commitment to the Environment.

► Pollution prevention and control

High-efficiency cogeneration of heat/cool and power from fossil gaseous fuels must conform to the general criteria established in Appendix C to Annex I of the Climate Delegated Act (not place on the market or use substances, whether on their own, in mixtures or in articles of the polluting substances). Moreover, the emissions must be within or lower than the emission levels associated with the best available techniques (BAT) ranges. We were unable to confirm those criteria in 2023.

► Protection and restoration of biodiversity and ecosystems

High-efficiency cogeneration of heat/cool and power from fossil gaseous fuels must conform to the general criteria established in Appendix D to Annex I of the Climate Delegated Act, which include the completion of an Environmental Impact Assessment (EIA) that includes a description of the project and measures to avoid and reduce the adverse impact of the facilities. We were unable to make that assessment in 2023.

Minimum social safeguards

In accordance with Article 18 of the Taxonomy Regulation, undertakings must implement a number of procedures to ensure the alignment of their economic activities with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, including the principles and rights set out in the eight fundamental conventions identified in the Declaration of the International Labour Organisation on Fundamental Principles and Rights at Work and the International Bill of Human Rights. The Company has a number of policies, procedures and mechanisms to ensure compliance with the minimum social safeguards required: Human Rights, corruption and bribery, taxation and fair competition. To be more specific, the Company has a global Code of Conduct with public access, binding on all our stakeholders and characterised by values such as the protection of human rights and the fight against corruption and bribery. These issues are described in Chapter 5. Human Rights in the value chain and Chapter 6. Anti-corruption and bribery measures of this Report. In addition our Group, led by those responsible for taxation, monitor legislation and possible interpretations, requesting specific reports from specialists.

Following this assessment, we concluded that the activities identified by the Ebro Group as eligible cannot be considered taxonomy-aligned because:

- We do not have a sufficient breakdown of the information to comply with the technical screening criteria for activity 4.30.
- We have not been able to meet the requirements of doing no significant harm to the other environmental objectives.

- Calculation methodology and main results

In order to calculate the three KPIs required by the taxonomy, we extracted information from the accounting systems of the Group companies that are included in the Internal Control over the Financial Reporting System.

To make sure no items have been duplicated, the same controls have been applied to the extracted data as to the rest of the Group's consolidated reporting.

Key performance indicators related to turnover

The proportion of turnover was calculated as the part of the net turnover derived from products or services, including intangibles, associated with taxonomy-aligned economic activities (numerator), divided by the net turnover as recognised in the Consolidated Statement of Profit or Loss in the Annual Accounts (denominator), as defined in section 1.1.1. of Annex I of the Disclosures Delegated Act.

Key performance indicators related to capital expenditure (CapEx)

The proportion of CapEx was calculated through identification of the capital expenditure of the economic activities contemplated in the Climate Delegated Act (numerator) divided by the total CapEx of the Group (denominator), as specified in points 1.1.2.1. and 1.1.2.2. of Annex I of the Disclosures Delegated Act (additions to the tangible and intangible assets during the year before depreciation, amortisation and possible revaluations, including those resulting from any increases in value or impairment losses, for the relevant year, excluding changes in fair value and including additions to tangible and intangibles as a result of business combinations and RoU. The CapEx denominator is thus the total movements of new investments indicated in Notes 9, 10 and 11 to the Consolidated Annual Accounts.

Key performance indicators related to operating expenditure (OpEx)

The proportion of OpEx was calculated as the operating expenditure included in the denominator associated with taxonomy-aligned economic activities (numerator), divided by the direct non-capitalised costs that represent research and development, building renovation measures, short-term lease, maintenance and repair, and any other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment by the undertaking or third party to whom activities are outsourced that are necessary to ensure the continued and effective functioning of such assets (denominator).

According to section 1.1.3.2 of Annex I of the Disclosures Delegated Act, where the operational expenditure is not material for the business model of non-financial undertakings, those undertakings shall:

a) be exempted from the calculation of the numerator of the OpEx KPI in accordance with point 1.1.3.2 and disclose that numerator as being equal to zero;

b) disclose the total value of the OpEx denominator calculated in accordance with point 1.1.3.1;

c) explain the absence of materiality of operational expenditure in their business model.

In 2023, the Ebro Group analysed the eligible proportion of its operating expenditure associated with the economic activities included in the Climate Delegated Act (EUR 390.8 million associated with cogeneration and the photovoltaic panels), representing

0.46% of the total OpEx in 2023 (EUR 84,107.3 million). Consequently, we determined that the OpEx KPI is not material.

Proportion of turnover

2023		2023		Substantial contribution criteria						DNSH criteria ("Does not significantly harm")									
Economic activities	Codes	Absolute turnover (€m)	Proportion of turnover, 2023	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Taxonomy-aligned (A.1.) or taxonomy-eligible (A.2) proportion of turnover, 2022	Category enabling activity	Category transitional activity
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (taxonomy-aligned)																			
Turnover of environmentally sustainable activities (taxonomy-aligned) (A.1)		**0**	**0.0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	-	-	-	-	-	-	-	**0.0%**		
Of which: enabling		0	**0.0%**	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	-	-	-	-	-	-	-	0.0%	F	
Of which: transitional		0	**0.0%**	0.0%						-	-	-	-	-	-	-	0.0%		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)																			
Turnover of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2)		0	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**								**0.0%**		
A. Turnover of taxonomy-eligible activities (A.1+A.2)		**0**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**								**0.0%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of taxonomy-non-eligible activities		**3084457.0**	**100%**																
TOTAL		**3084457.0**	**100%**																

	Proportion of Turnover/Total Turnover	
	Taxonomy-aligned by objective	Taxonomy-eligible by objective
CCM	0.0%	0.0%
CCA	0.0%	0.0%
WTR	0%*	0.0%
CE	0%*	0.0%
PPC	0%*	0.0%
BIO	0%*	0.0%

* According to the reporting obligations for FY23, the proportion of taxonomy-aligned KPIs should not be reported for the four new environmental objectives.

Proportion of CapEx

2023	2023			Substantial contribution criteria						DNSH criteria ("Does not significantly harm")									
Economic activities	Codes	CapEx (€m)	Proportion of CapEx, 2023	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Taxonomy-aligned (A.1.) or taxonomy-eligible (A.2) proportion of CapEx, 2022	Category enabling activity	Category transitional activity
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (taxonomy-aligned)																			
CapEx of environmentally sustainable activities (taxonomy-aligned) (A.1)		**0**	**0.0%**	**0%**	**0%**	**0%**	**0%**	**0%**	**0%**	-	-	-	-	-	-	-	**0.0%**		
Of which: enabling		0	**0.0%**	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	-	-	-	-	-	-	-	0.0%	F	
Of which: transitional		0	**0.0%**	0.0%						-	-	-	-	-	-	-	0.0%		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)																			
Installation, maintenance and repair of renewable energy technologies	CCM 7.6	**3563.6**	2.3%	**EL**	N/EL	N/EL	N/EL	N/EL	N/EL								N/A*		
CapEx of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2)		**3563.6**	**2.3%**	**2.3%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**								**0.0%**		
A. CapEx of taxonomy-eligible activities (A.1+A.2)		**3563.6**	**2.3%**	**2.3%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**								**0.0%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CapEx of taxonomy-non-eligible activities		**151027.4**	**97.7%**																
TOTAL		**154591.0**	**100%**																

*This activity was not reported as eligible last year.

	Proportion of CapEx/Total CapEx	
	Taxonomy-aligned by objective	Taxonomy-eligible by objective
CCM	0.0%	2.3%
CCA	0.0%	0.0%
WTR	0%*	0.0%
CE	0%*	0.0%
PPC	0%*	0.0%
BIO	0%*	0.0%

* According to the reporting obligations for FY23, the proportion of taxonomy-aligned KPIs should not be reported for the four new environmental objectives.

Proportion of OpEx

2023		2023		Substantial contribution criteria						DNSH criteria ("Does not significantly harm")									
Economic activities	Codes	OpEx (€m)	Proportion of OpEx, 2023	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimum safeguards	Taxonomy-aligned (A.1.) or taxonomy-eligible (A.2) proportion of OpEx, 2022	Category enabling activity	Category transitional activity
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (taxonomy-aligned)																			
OpEx of environmentally sustainable activities (taxonomy-aligned) (A.1)		N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	-	-	-	-	-	-	-	N/A		
Of which: enabling		N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	-	-	-	-	-	-	-	N/A	F	
Of which: transitional		N/A	N/A	N/A						-	-	-	-	-	-	-	N/A		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)																			
OpEx of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2)		N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A								N/A		
A. OpEx of taxonomy-eligible activities (A.1+A.2)		N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A								N/A		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of taxonomy-non-eligible activities		**84107.3**	**100%**																
TOTAL		**84107.3**	**100%**																

The OpEx KPI is immaterial

Activities related with nuclear energy and fossil gas Delegated Regulation (EU) 2022/1214)

Template 1 Nuclear and fossil gas related activities		
Row	Nuclear energy related activities	
1	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	No
2	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	No
3	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	No
	Fossil gas related activities	
4	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	No
5	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	Yes
6	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	No

During 2023, Activity 4.30 (High-efficiency cogeneration of heat/cool and power from fossil gaseous fuels) did not generate eligible income because the activity is for self-supply. With regard to the amount and proportion of CapEx, there were no investments associated with that activity. Finally, the maintenance costs were considered not material. Consequently, templates 2, 3, 4 and 5 of the Delegated Regulation (EU) 2022/1214 are not completed for that year.

ANNEX 5

Index of contents required by Act 11/2018 of 28 December amending the Commercial Code, the recast Corporate Enterprises Act approved by Legislative Royal Decree 1/2010 of 2 July, and the Audit Act 22/2015 of 20 July, regarding the disclosure of non-financial and diversity information

General areas

Area		Reporting framework	Reference	Comments / Reason for omission
Business model	Description of the business model: Business environment Organisation and structure Markets in which it operates Objectives and strategies Principal factors and trends that may affect its future evolution	GRI 2-1 Organizational details GRI 2-2 Entities included in the organization's sustainability reporting GRI 2-6 Activities, value chain and other business relationships GRI 2-9 Governance structure and composition GRI 2-23 Policy commitments GRI 3-3 Management of material topics	P. 4 - 11	
	Materiality	GRI 3-2 List of material topics GRI 3-1 Process to determine material topics	P. 13 - 15	
General	Reporting framework	GRI 2-5 External assurance	P. 3 Independent Verification Report	
Policies and results of the policies	Description of the policies applied by the group and the results of those policies, including the key indicators of the relevant non-financial results	GRI 2-23 Policy commitments GRI 2-24 Embedding policy commitments	P.12 - 20	
Principal risks and impacts identified	The main risks related with those issues linked to the group's activities, including, where necessary and proportional, its commercial relations, products or services that	GRI 3-3 Management of material topics	P.21 - 30	

	may have an adverse effect on those areas			

Environmental aspects

Area		Reporting framework	Reference	Comments / Reason for omission
Environmental management	**Existing and foreseeable effects** of the company's activities	Internal framework: internal procedures, Code of Conduct, GRI 2-27	P.75 - 76	
	Environmental **certification or assessment procedures**	ISO 14001	P.103	
	Resources employed for preventing environmental risks	Internal framework: Accounting	P.103 -104	
	Application of the **precautionary principle**	Internal framework: Code of Conduct, Sustainability Environmental and CSR policy	P.76	
	Quantity of **provisions and guarantees** for environmental risks	Internal framework: Insurance policy for third-party liability and accidental pollution damage	P.102 - 103	
Pollution	**Measures** to prevent, reduce or remedy carbon emissions (including noise and light pollution)	Internal framework: Sustainability Plan HEADING FOR 2030, sustainability programmes GRI 305-5 GRI 305-7 Nitrogen oxides (NO_X), sulphur oxides (SO_X), and other significant air emissions	P.90 - 91	
Circular economy and waste management and prevention	**Measures** for waste prevention, recycling, reuse and other forms of recovery and elimination	GRI 306-3	P.99 - 102	
	Actions to combat food waste	Internal framework: 1) AECOC programme 2) Donations to food banks	P.99 - 100	
Sustainable use of resources	**Water consumption** and water supply within local limits	GRI 303-1, 303-2, 303-3, 303-4 & 303-5	P.82 - 86	

Area		Reporting framework	Reference	Comments / Reason for omission
	Consumption of raw materials	GRI 301-1, 301-2	P.76 - 78	
	Direct and indirect energy **consumption**	GRI 302-1, 302-2, 302-3, 302-4	P.78 - 81	
	Measures implemented to enhance energy efficiency	GRI 302-4	P.81 - 82	
	Use of renewable energies	GRI 302-1	P.79 - 80	
Climate change	Important **elements** of the GHG emissions generated	GRI 305-1, 305-2, 305-3	P.86 - 90	
	Measures taken to adapt to the consequences of climate change	1) Decarbonisation levers and actions of scopes 1, 2 & 3	P.91 - 100	
	Reduction **goals** established voluntarily	Mitigation of risk and reduction of carbon footprint GRI 305-5	P.91 - 100	
Protection of biodiversity	**Measures** taken to preserve or restore biodiversity	GRI 304-1, 304-2 & 304-3 Internal framework: CSR internal reporting tool	P.86	
	Impacts caused by activities or operations in protected areas			

Social and labour aspects

Area		Reporting framework	Reference	Comments / Reason for omission
Employment	Total **number** and distribution of employees by gender, age, country and professional category	Internal framework: Quantitative information of the CSR tool GRI 2-7 Employees	P.56 - 57	
	Total **number** and distribution of types of employment contract		P. 58	
	Annual **average** of permanent, temporary and part-time contracts by gender, age and professional category	Internal framework: Quantitative information of the CSR tool	P. 58 - 59	
	Number of dismissals by gender, age and professional category	Internal framework: Quantitative information of the CSR tool	P. 59	
	Pay gap	Internal framework: Calculated with the following formula: (Average pay Men –		

Area		Reporting framework	Reference	Comments / Reason for omission
		Average pay Women)/ Average pay Men GRI 405-2 Ratio of basic salary and remuneration of women to men	P. 69	
	Average **remuneration** by gender, age and professional category	Internal framework: Average remuneration (including total remuneration for the year, fixed remuneration and all variable remunerations (attendance fees, etc.) obtained during the year	P. 68 - 69	
	Average **remuneration** of directors by gender		P. 70	
	Average **remuneration** of executives by gender		P. 69	
	Implementation of **policies** on disconnection from work	Internal framework: Management of material topics	P. 63 - 64	
	Employees with disability	Internal framework: Quantitative information of the CSR tool	P. 68	
Organisation of work	**Organisation** of working time	Internal framework: Management of material topics	P. 60	
	Number of hours absenteeism	Internal framework: Absentee rate	P. 60	
	Measures to facilitate work-life balance and responsible joint exercise of those measures by both parents	Internal framework: Management of material topics	P. 63 - 64	
Health and safety	**Conditions** of health and safety at work	Internal framework: Management system for health and safety at work GRI 3-3 Management of material topics	P. 64 – 65 P.13 - 15	
	Number of occupational injuries and disease by gender, frequency rate and severity by gender	Internal framework: Work-related injuries Frequency rate = (total no. lost-time injuries / total no. hours worked) x1000000 Severity rate = (no. lost days due to work-related injuries / total no. hours worked) x1000 GRI 3-3 Management of material topics	P. 65 P.13 - 15	
Labour relations	**Organisation** of social dialogue	GRI 3-3 Management of material topics	P.13 - 15	
	Percentage of employees covered by collective agreements by country	GRI 2-30 Collective agreements	P. 66	

<table>
<tr><th colspan="2">Area</th><th>Reporting framework</th><th>Reference</th><th>Comments / Reason for omission</th></tr>
<tr><td></td><td>Balance of collective agreements, particularly in the area of health and safety at work</td><td>Internal framework: Quantitative information of the CSR tool</td><td>P. 64 - 66</td><td></td></tr>
<tr><td></td><td>Mechanisms and procedures that the company has to promote employee engagement in the management of the company, in terms of information, consultation and participation</td><td>Internal framework: Focus on participation of stakeholders</td><td>P. 66</td><td></td></tr>
<tr><td rowspan="2">Training</td><td>Policies implemented in the training area</td><td>Internal framework:
1) Corporate Code of Conduct
2) Internal CSR reporting tool
GRI 3-3 Management of material topics</td><td>P. 66 - 67</td><td rowspan="2"></td></tr>
<tr><td>Total hours training by professional category</td><td>Internal framework: Quantitative information of the CSR tool
GRI 3-3 Management of material topics</td><td>P.13 – 15</td></tr>
<tr><td colspan="2">Universal accessibility by persons with disability</td><td>Internal framework: Qualitative description of the universal accessibility measures for persons with disability</td><td>P. 67 - 68</td><td></td></tr>
<tr><td rowspan="4">Equality</td><td>Measures implemented to promote equal treatment and opportunities between women and men</td><td>Internal framework:
1) Corporate Code of Conduct
2) Internal CSR reporting tool</td><td>P. 67 – 68</td><td rowspan="4"></td></tr>
<tr><td>Equality plans Measures taken to promote employment, protocols against sexual and gender-related harassment</td><td>Internal framework:
1) Corporate Code of Conduct
2) Internal CSR reporting tool</td><td>P. 68</td></tr>
<tr><td>Integration and universal accessibility of persons with different abilities</td><td>Internal framework: Qualitative description of the universal accessibility measures for persons with disability</td><td></td></tr>
<tr><td>Policy against all forms of discrimination and, where appropriate, diversity management</td><td>Internal framework:
1) Corporate Code of Conduct
2) Internal CSR reporting tool
GRI 3-3 Management of material topics</td><td>P. 67 - 68
P.13 - 15</td></tr>
</table>

Information on respect for human rights

Area	Reporting framework	Reference	Comments / Reason for omission
Application of due diligence procedures in respect of human rights	GRI 2-26 Mechanisms for seeking advice and raising concerns GRI 3-3 Management of material topics	P. 31 – 43 P.13 - 15	
Prevention of the risks of violating human rights and, where necessary, **measures** to mitigate, manage and redress possible abuse committed	GRI 3-3 Management of material topics GRI 2-23 Policy commitments GRI 2-26 Mechanisms for seeking advice and raising concerns	P.13 - 15 P. 31 – 43	
Complaints of violation of human rights	Internal framework: Quantitative information on the number of complaints GRI 3-3 Management of material topics GRI 406-1 Incidents of discrimination and corrective actions taken	P. 43 P.13 - 15	
Promotion and compliance with the ILO fundamental conventions related with respect for the freedom of association and right to collective bargaining, elimination of discrimination in employment and occupation, elimination of forced or mandatory labour and effective abolition of child labour	Internal framework: Corporate Code of Conduct GRI 3-3 Management of material topics	P. 31 - 33 P.13 - 15	

Information on anti-corruption and bribery

Area	Reporting framework	Reference	Comments / Reason for omission
Anti-corruption and bribery **measures**	GRI 2-23 Policy commitments GRI 2-25 Processes to remediate negative impacts GRI 2-26 Mechanisms for seeking advice and raising concerns GRI 205-2 Communication and training about anti-	P. 44 - 46	

	corruption policies and procedures		
Anti-money laundering **measures**	GRI 2-23 Policy commitments GRI 2-25 Processes to remediate negative impacts GRI 2-26 Mechanisms for seeking advice and raising concerns	P. 47	
Contributions to foundations and not-for-profit entities	Internal framework: Quantitative description of contributions to not-for-profit foundations	P. 48	

Information on the company

Area		Reporting framework	Reference	Comments / Reason for omission
Company's commitments to sustainable development	**Impact** of the company's activities on local development and employment	Internal framework: Qualitative description of the company's impact on employment and local development GRI 3-3 Management of material topics	P. 51 - 54	
	Impact of the company's activities on local populations and region	Internal framework: CSR internal reporting tool GRI 3-3 Management of material topics	P. 51 - 54	
	Relations with local communities and forms of dialogue with them	Internal framework: Qualitative description of the relations with local communities GRI 3-3 Management of material topics	P. 51 - 54	
	Association or sponsorship **actions**	GRI 3-3 Management of material topics GRI 2-28 Membership associations Internal framework: Description of association or sponsorship actions	P. 51 - 54	
Outsourcing and suppliers	**Inclusion** in the procurement policy of social, gender equality and environmental issues	Internal framework: Supplier Code of Conduct		

	Consideration in relations with suppliers and subcontractors of their social and environmental responsibility	CSR internal reporting tool GRI 3-3 Management of material topics GRI 2-6 Activities, value chain and other business relationships	P. 33 - 41	
	Supervision and audit **systems** and results			
Consumers	**Measures** to guarantee consumer health and safety	Internal framework: Qualitative description of the measures for consumer health and safety GRI 3-3 Management of material topics	P. 71 – 73 Annex 2	
	Grievance **systems**	GRI 2-16 Communication of critical concerns GRI 2-25 Processes to remediate negative impacts	P. 72	
	Complaints received and solution provided	GRI 2-25 Processes to remediate negative impacts Internal framework : Information on complaints and opportunities for improvement	P. 73 – 74	
Tax information	**Profit** obtained, country by country	Internal framework: Tax and Finance Department	P. 49 - 50	
	Corporate income **tax** paid	GRI 201-1 Direct economic value generated and distributed		
	Government **grants** received	Internal framework: Tax and Finance Department		