

**PROPOSED RESOLUTIONS DRAWN UP BY THE BOARD OF DIRECTORS
AND SUBMITTED FOR APPROVAL AT THE ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF EBRO FOODS, S.A.**

RESOLUTION PROPOSED UNDER ITEM 1 ON THE AGENDA

1.1. Examination and approval, if appropriate, of the separate and consolidated annual accounts of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2024.

To approve the separate and consolidated annual accounts of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2024.

1.2. Examination and approval, if appropriate, of the separate and consolidated management reports of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2024, including, as appropriate, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration and the Consolidated Non-Financial Statement and Sustainability Statement.

To approve the separate and consolidated management reports of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2024, including, as appropriate, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration and the Consolidated Non-Financial Statement and Sustainability Statement, without prejudice to the separate approval of the latter two documents.

1.3 Examination and approval, if appropriate, of the Non-Financial Statement and Sustainability Statement of the consolidated Group included in the consolidated Management Report for the year ended 31 December 2024.

To approve the Non-Financial Statement and Sustainability Statement of the Ebro Foods Group included in the consolidated Management Report for the year ended 31 December 2024.

RESOLUTION PROPOSED UNDER ITEM 2 ON THE AGENDA

Examination and approval, if appropriate, of the management of corporate affairs by the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2024.

To approve the management and actions of the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2024.

RESOLUTION PROPOSED UNDER ITEM 3 ON THE AGENDA

Examination and approval, if appropriate, of the application of profit obtained during the year ended 31 December 2024, including the cash payment of an annual dividend of 0.69 euros gross per share.

To approve the proposed application of profit of Ebro Foods, S.A. for the year ended 31 December 2024, as shown below and indicated in the notes to the separate annual accounts:

	Amount (€ 000)
<u>Basis for distribution</u>	
Unrestricted reserves	1,095,159
Balance of profit and loss account (profit)	78,638
	<u>1,173,797</u>

To approve the distribution of a cash dividend of 0.69 euros gross per share outstanding against the profit posted in 2024 and the unrestricted reserves, payable in cash over 2025 in three payments of 0.23 euros gross per share, on 1 April, 30 June and 1 October 2025.

The dividend payment made on 1 April 2025 is thus ratified.

RESOLUTION PROPOSED UNDER ITEM 4 ON THE AGENDA

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

To approve the following remuneration of the Directors for their duties as such in 2024, in accordance with Article 22 of the Articles of Association:

- Fixed remuneration for all the Directors for their duties as such: EUR 3,000 thousand gross.
- Fees for attending meetings of the: (i) Board of Directors of the Company, in a sum of EUR 1,600 gross per meeting; (ii) Audit, Control and Sustainability Committee, in a sum of EUR 1,000 gross per meeting; and (iii) Executive Committee, Nomination and Remuneration Committee and Strategy and Investment Committee, in a sum of EUR 800 gross per meeting.

RESOLUTION PROPOSED UNDER ITEM 5 ON THE AGENDA

Ratification, re-election and appointment of Directors, with a separate vote for each one.

5.1. Ratification of the appointment by cooptation and re-election and appointment as Director of Félix Hernández Callejas.

To ratify the appointment by cooptation of Félix Hernandez Callejas as Director, resolved by the Board of Directors on 27 November 2024, and to re-elect and appoint him Director of Ebro Foods, S.A. for the statutory term of four years. Félix Hernandez Callejas is classified as an Executive Director.

5.2. Ratification of the appointment by cooptation and re-election and appointment as Director of María Blanca Hernández Rodríguez.

To ratify the appointment by cooptation of María Blanca Hernández Rodríguez as Director, resolved by the Board of Directors on 27 November 2024, and to re-elect and

appoint her Director of Ebro Foods, S.A. for the statutory term of four years. María Blanca Hernández Rodríguez is classified as a Proprietary Director.

5.3. Ratification of the appointment by cooptation of Meritxell Batet Lamaña as Director.

To ratify the appointment by cooptation of Ebro Foods, S.A. of Meritxell Batet Lamaña as Director, resolved by the Board of Directors on 30 April 2025 to fill the vacancy produced upon the resignation tendered by the Director Marc Thomas Murtra Millar with effect from 27 January 2025. Meritxell Batet Lamaña is classified as an Independent Director.

5.4. Re-election of the Director Demetrio Carceller Arce.

To re-elect Demetrio Carceller Arce as Director of Ebro Foods, S.A. for the statutory term of four years. Demetrio Carceller Arce is classified as a Proprietary Director.

5.5. Re-election of the Director María Carceller Arce.

To re-elect María Carceller Arce as Director of Ebro Foods, S.A. for the statutory term of four years. María Carceller Arce is classified as a Proprietary Director.

5.6. Re-election of the Director José Ignacio Comenge Sánchez-Real.

To re-elect José Ignacio Comenge Sánchez-Real as Director of Ebro Foods, S.A. for the statutory term of four years. José Ignacio Comenge Sánchez-Real is classified as a Proprietary Director.

5.7. Re-election of the Director Javier Fernández Alonso.

To re-elect Javier Fernández Alonso as Director of Ebro Foods, S.A. for the statutory term of four years. Javier Fernández Alonso is classified as a Proprietary Director.

5.8. Re-election of the Director Jordi Xuclà Costa.

To re-elect Jordi Xuclà Costa as Director of Ebro Foods, S.A. for the statutory term of four years. Jordi Xuclà Costa is classified as a Proprietary Director.

5.9. Re-election of the Director Belén Barreiro Pérez-Pardo.

To re-elect Belén Barreiro Pérez-Pardo as Director of Ebro Foods, S.A. for the statutory term of four years. Belén Barreiro Pérez-Pardo is classified as an Independent Director.

5.10. Re-election of the Director Mercedes Costa García.

To re-elect Mercedes Costa García as Director of Ebro Foods, S.A. for the statutory term of four years. Mercedes Costa García is classified as an Independent Director.

5.11. Appointment of Javier Gómez-Trenor Vergés as Director.

To appoint Javier Gómez-Trenor Vergés as Director of Ebro Foods, S.A. for the statutory term of four years. Javier Gómez-Trenor Vergés is classified as a Proprietary Director.

5.12. Appointment of Alejandra Olarra Icaza as Director.

To appoint Alejandra Olarra Icaza as Director of Ebro Foods, S.A. for the statutory term of four years. Alejandra Olarra Icaza is classified as a Proprietary Director.

Pursuant to section 529 decies of the Corporate Enterprises Act on the ratification, appointment and re-election of Directors, the resolutions laid before the shareholders under this item on the agenda are proposed by the Board of Directors following proposals and favourable reports submitted by the Nomination and Remuneration Committee and the necessary reports by the Board. Those proposals and reports are incorporated in the minutes of the General Meeting and, together with the information regarding the identity, curriculum and category of the Directors, they have been published on the corporate website www.ebrofoods.es and available to shareholders since the date of publication of the notice of call to the General Meeting.

RESOLUTION PROPOSED UNDER ITEM 6 ON THE AGENDA

Approval, if appropriate, of the amendment to the Directors' Remuneration Policy for 2025, 2026 and 2027.

To approve the amendment to the Directors' Remuneration Policy for 2025, 2026 and 2027 according to the reasoned proposal issued by the Board of Directors, accompanied by the specific report by the Nomination and Remuneration Committee.

Pursuant to section 529 novodecies of the Corporate Enterprises Act, the amendment to the Directors' Remuneration Policy laid before the General Meeting under this item on the agenda was contemplated in the reasoned proposal by the Board, which includes: (i) the specific report issued by the Nomination and Remuneration Committee; and (ii) the recast text of the Policy. Those documents have been published on the Company's website www.ebrofoods.es and available to shareholders since the date of publication of the notice of call to the General Meeting.

RESOLUTION PROPOSED UNDER ITEM 7 ON THE AGENDA

Advisory vote on the Annual Report on Directors' Remuneration for 2024.

In an advisory vote, to approve the Annual Report on the Remuneration of Directors for 2024.

RESOLUTION PROPOSED UNDER ITEM 8 ON THE AGENDA

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

To expressly authorise the Board, with the fullest powers necessary and the power of delegation, to make one or several contributions over the forthcoming years to the Ebro Foods Foundation, up to a maximum of EUR 700,000.

This authorisation is granted without prejudice to the authorisations to fund the Ebro Foods Foundation granted to the Board of Directors by the General Meeting of Shareholders of Ebro Foods, S.A. in earlier years.

RESOLUTION PROPOSED UNDER ITEM 8 ON THE AGENDA

Authorisation of the Board of Directors of Ebro Foods, S.A., with the power to delegate, to acquire own shares directly or indirectly in accordance with the requirements and limits established in sections 146 et seq. and sections 509 and related provisions of the Corporate Enterprises Act, expressly authorising it, where appropriate to reduce the capital on one or several occasions in order to redeem the own shares purchased and, consequently, to amend Articles 6 (“Capital”) and 7 (“Shares”) of the Articles of Association. Delegation of powers to the Board of Directors to execute this resolution.

- To authorise the Board of Directors, with the power to delegate, to acquire shares in Ebro Foods, S.A., directly or through its subsidiaries, through buyback, swap or under whatsoever other title, on one or several occasions, in pursuance of the conditions stipulated in sections 146 et seq. and sections 509 and related provisions of the Corporate Enterprises Act and the following conditions:

- The par value of the shares acquired directly or indirectly, when added to the value of shares already held by the Company and its subsidiaries, shall not exceed 10 per 100 of the subscribed capital.
- Equity shall not be reduced to below the amount of capital plus the legal and restricted reserves stipulated in the Articles of Association as a result of the acquisition, including any shares that the Company, or any person acting in their own name but for the Company’s account, may have acquired previously and hold in its treasury stock. For this purpose, equity shall mean the amount qualifying as such according to the criteria for drawing up the annual accounts, less the amount of profits attributed directly thereto, plus the amount of uncalled subscribed capital and the par value and share premiums of the subscribed capital entered as liabilities in the Company’s accounts.
- The shares acquired shall be fully paid up.
- The lowest and highest considerations for the acquisitions shall be, respectively, the equivalent of the par value of the own shares acquired and their market price on an official secondary market at the time of the acquisition.

By virtue of this authorisation, the Board of Directors may, by direct resolution, by delegation to the Executive Committee or by delegation to such person or persons as may be authorised by the Board for this purpose, acquire own shares to be held as treasury stock, sell or, as the case may be, to table a motion at the General Meeting for their redemption, within the legal limits and on the conditions set out in this resolution. This authorisation is also extended to the possibility of acquiring own shares for delivery, on one or several occasions, to the Company or Group employees directly or upon exercise by those employees of any share options they may hold, pursuant to section 146.1(a)(3) of the Corporate Enterprises Act.

The authorisation contemplated in this resolution is granted for the maximum term of five years from the date of this General Meeting and covers all treasury stock transactions made within the terms hereof, with no need to reiterate it for each acquisition or for the allocations of reserves made in accordance with the Corporate Enterprises Act.

The directors shall especially ensure that the conditions established at this General Meeting and the requirements stipulated in the Corporate Enterprises Act are respected in any acquisition made hereunder.

This authorisation is extended to any acquisitions by subsidiaries of shares in Ebro Foods, S.A.

- To authorise the Board of Directors to reduce the capital in order to redeem the own shares in the Company that the Company or other companies in its Group may have acquired, against the capital (for their par value) and unrestricted reserves (for the purchase price in excess of that par value), by such amounts as it may deem fit from time to time up to the maximum value of treasury stock held at any time.

- To delegate execution of the preceding resolution to reduce the capital to the Board of Directors, which may do so on one or several occasions, or render it void, within a maximum of five years from the date of this General Meeting, taking such actions as may be necessary or required by law for this purpose.

In particular, to delegate to the Board of Directors so that it may, within the times and limits stipulated in this resolution: (i) make or render void the reduction of capital, setting the specific date(s) of the transactions, if appropriate, taking account of all internal and external factors affecting the decision; (ii) specify in each case the amount of the reduction of capital; (iii) determine the destination of the amount of the reduction of capital; (iv) in each case adapt Articles 6 (“Capital”) and 7 (“Shares”) of the Articles of Association to the new amount of capital and the 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 deemed necessary for the redemption and consequent reduction of capital, appointing the individuals who are to execute the corresponding deed.

A prior, written report was issued by the Directors justifying this proposed resolution, approved at the Board meeting held on 30 April 2025, in pursuance of section 286 of the Corporate Enterprises Act. That report has been available to shareholders since the date of publication of the notice of call to the General Meeting and is included within the documentation delivered.

RESOLUTION PROPOSED UNDER ITEM 10 ON THE AGENDA

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

To approve the calling extraordinary general meetings of the Company at least fifteen (15) days in advance, provided that the Company offers shareholders the real possibility of voting by electronic means available to all of them. Pursuant to section 515 of the Corporate Enterprises Act, this resolution to shorten the time for calling meetings will remain in force until the date of the next AGM.

RESOLUTION PROPOSED UNDER ITEM 11 ON THE AGENDA

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

To expressly delegate to the Chairman, Secretary and Vice-Secretary of the Board of Directors as extensively as may be required by law, so that any one of them, acting individually and with his sole signature, may execute, put on record and give notice of each and all of the resolutions adopted at this General Meeting, supplement, develop and remedy those resolutions, deliver them and secure their full or partial entry in the Trade Register or in any other registers kept by the corresponding public or private institutions, execute and rectify public or private documents of whatsoever nature and take such other action or actions as may be necessary.

<p>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.</p>
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