

REPORT ON THE INDEPENDENCE OF THE AUDITOR

To the Board of Directors of Ebro Foods, S.A.:

In pursuance of the Corporate Enterprises Act, section 529(4)(f) and Article 24(4)(j) of the Regulations of the Board, the Audit, Control and Sustainability Committee of Ebro Foods, S.A. (the “**Company**”) issues this Report on the independence of the Auditor of the Company and its Group prior to the issuance of its audit report on the separate and consolidated accounts for the year ended 31 December 2024.

This report will be published on the Company's website along with the notice of call to the Annual General Meeting of Shareholders 2025, in accordance with the good governance recommendations.

1. Independence of the Auditor

The Audit, Control and Sustainability Committee has established the appropriate relations with the external auditors of the Company and its Group, Ernst & Young, S.L. (the “**Auditor**”) to receive information on any issues that may threaten its independence, to be studied by the Audit, Control and Sustainability Committee, any other issues related with the audit process and any other communications contemplated in the auditing laws and standards.

1.1. Attendance by the Auditor of Audit, Control and Sustainability Committee meetings

The Auditor attended six Audit, Control and Sustainability Committee meetings in 2024 to provide the Committee with timely information on its work related with auditing of the Company’s and Group’s 2023 accounts and the planning and preliminary work for audit of the 2024 accounts.

At the meeting held on 25 March 2025, the Auditor presented its conclusions on the audit of the 2024 annual accounts, including drafts of the audit reports to be issued on that work.

At the same meeting, the Auditor presented to the Committee written confirmation of its independence (on the terms set out hereinbelow) and the draft additional report for the Committee required by Article 11 of Regulation (EU) No 537/2014.

1.2. Confirmation by the Auditor

In pursuance of the Corporate Enterprises Act, section 529 quaterdecies.4(3) and International Auditing Standards adapted for Spanish Public-Interest Entities [*Norma Técnica de Auditoría*] (NIA-ES) 26 (revised), the Audit, Control and Sustainability Committee received written confirmation from the Auditor of its independence from the Company and all companies directly or indirectly related with the Company.

In its written confirmation, the Auditor informed the Committee as follows:

- a) That both the Auditor and other employees in its company or other companies in the same network, had complied with the applicable requirements of independence under the Spanish Audit Act 22/2015 of 20 July and Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities; and
- b) That the Auditor had implemented internal policies and procedures designed to provide reasonable assurance that the Auditor (as an audit firm) and its employees and, where appropriate, other persons subject to independence requirements (including members of the audit firms in the same network) upheld their independence whenever so required under the applicable standards. Those procedures includes those designed to identify and assess any threats that may arise from circumstances related with audited undertakings, including any that might be causes of incompatibility and/or that may require application of the necessary safeguard measures to reduce the threats to an acceptably low level.

Accordingly, the Auditor informed the Committee that in its professional opinion and with regard to the audit of the Company's and Group's 2024 accounts, no circumstances had been identified that might separately or jointly represent a significant threat to its independence and that might, consequently, require the application of safeguard measures or be considered causes of incompatibility.

1.3. Internal measures

The Audit, Control and Sustainability Committee has established a protocol for contracting the provision of certain non-audit services to the Auditor of the Company and its Group, establishing a procedure for detecting and approving the provision of such services to the Company or any of the companies in its Group. That protocol ensures that, prior to the contracting of any non-audit services to the Auditor, the Audit, Control and Sustainability Committee has the necessary information to assess and conclude on any impact that said contracting might have on the Auditor's independence.

2. Services rendered by the Auditor

The aggregate fees received by the Auditor for services rendered to the Company and its related companies in 2024 are shown in the following table, distinguishing between audit services, audit-related services and other non-audit services.

Services rendered	Fees (figures in thousand euros)			TOTAL
	Company	Controlled companies	Other related companies	
Audit services	341	1,674	114	2,129
Other audit-related services	83	70	-	153
• Total audit and audit-related services	424	1,744	114	2,282
Tax services	168	50	-	218
Other services	-	26	5	31
• Total fees	592	1,820	119	2,531

The amounts indicated in the above table for audit-related services, tax services and other services correspond to the sums that the Auditor invoiced to the Company or Group companies in 2024 for provision of the types of services indicated, regardless of the possibility that: (i) the invoicing may correspond to services authorised in earlier years and (ii) some of the services approved by the Audit, Control and Sustainability Committee in 2024 may not have generated any invoicing during that year.

2.1. Audit and audit-related services

The fees for audit services, amounting to EUR 2,282 thousand, include both auditing of the Company's separate annual accounts and the consolidated accounts of the Group headed by the Company (in a sum of EUR 2,129 thousand) and other audit-related services (in a sum of EUR 153 thousand).

2.2. Non-audit services

During 2024 the Audit, Control and Sustainability Committee authorised hiring the external auditor, either by the Company or by other Group companies, to provide the following non-audit services:

- (i) Issuance of an opinion on the treatment of revenues following the reform of the Income Tax Act in Costa Rica, for fees of USD 1.5 thousand;
- (ii) Issuance of two limited assurance reports in response to requests for verification by a third party based on the French law Egalim III, which regulates the protection of farmers' trade relations, for fees of EUR 49 thousand;
- (iii) Provision of counselling services regarding the management and measurement of financial instruments in the Herba sub-group, for fees of EUR 26 thousand;

- (iv) Checking of the Non-Financial Statement for 2023, for fees of EUR 48 thousand;
- (v) Pre-arranged procedures to check the accounts supporting the grant received from the Centre for Industrial Technological Development (CDTI) in 2023, for fees of EUR 3 thousand;
- (vi) Checking of the annual packaging declarations at 31 December 2023 of several Spanish companies in the Group, for fees of EUR 4 thousand;
- (vii) Checking of the declarations for end-customers of packaging put into circulation in Germany during 2024 under German law (Verpackungsgesetz), for fees of EUR 13 thousand;
- (viii) Counselling on transfer pricing in relation to preparation of the 2023 Master File and Local Files for certain companies in the Ebro Foods Group, for fees of EUR 170 thousand;
- (ix) Review of tax implications in Costa Rica and Guatemala related with the winding-up and liquidation of Ebro Costa Rica Limitada and Ebro Riviana Guatemala (update of work done in 2015), for fees of EUR 8.5 thousand;
- (x) Counselling to Ebro Foods S.A. in relation to the tax inspection proceedings opened in France on the former subsidiary Panzani SAS, regarding the years inspected in which that company was part of the Ebro Group, for fees of EUR 50 thousand;
- (xi) Rendering of a variety of services related with the Belgian Pillar II Notification Form, for fees of between EUR 5 and 10 thousand;
- (xii) Counselling on the implications of VAT in the anticipation of a new business flow in Belgium, for fees of EUR 17 thousand;
- (xiii) Checking of the CSPE (Contribution to the Public Electricity Service) in France, for fees of EUR 3 thousand;
- (xiv) Services for validation of the certificate of turnover from the rice business of Lustucru Riz (France), in pursuance of the requirements established by the "Syndicat de la Rizerie Française", for fees of EUR 2.5 thousand;
- (xv) Issuance of a report (ISA 805) checking the R&D expenses recognised by the Italian subsidiary of the Group Geovita in 2023 to obtain a tax allowance under Italian law, for fees of EUR 3 thousand;
- (xvi) Checking of the Internal Control over Financial Reporting (ICFR) system, limited to identification of inconsistencies in the application of internal control procedures related with the requirements established in Article 540 of the Recast Corporate Enterprises Act (TRLSC) and Circular No 7/2015 of 22 December of the National Securities Market Commission (CNMV) regarding the description of the ICFR system in the Annual Corporate Governance Reports, for fees of EUR 35 thousand;

- (xvii) Checking of the annual packaging declarations at 31 December 2024 of several Spanish companies in the Group, for fees of EUR 4 thousand;
- (xviii) Checking of the annual packaging declaration at 31 December 2024 of Arotz Foods, S.A.U., for fees of EUR 1 thousand;
- (xix) Assurance services to obtain limited assurance and issue a written report in which the auditor expresses its negative conclusion as to whether the Sustainability Report for the year ended 31 December 2024 had been prepared, in all material aspects, in accordance with the contents and criteria established in the EU Directive on Corporate Sustainability Reporting (CSRD), for fees of EUR 123 thousand;

All the above-mentioned services were previously authorised by the Audit, Control and Sustainability Committee once it had verified, with the information provided by the Auditor and other information required: (i) that none of the services listed were prohibited (under the Spanish Audit Act and Regulation (EU) No 537/2014); (ii) for any services that are prohibited but may be authorised (pursuant to Article 5(3) of Regulation (EU) No 537/2014, to which section 39 of the Spanish Audit Act expressly refers), that the necessary regulatory requirements for said authorisation were met; and (iii) the report issued by the Auditor on threats to its independence and the safeguard measures applied, if necessary.

The Audit, Control and Sustainability Committee also monitors the amount of the fees for those services in relation to those received for audit work, to make sure the legal limits are met in this respect.

3. Conclusion by the Audit, Control and Sustainability Committee on the Auditor's independence

After assessing the information obtained through the above-mentioned communication channels and, in particular, the additional non-audit services provided by the Auditor, considered separately and in aggregate, the Audit, Control and Sustainability Committee considers that no aspects were identified in 2024 that might jeopardise compliance by the Auditor with the auditing standards in place in Spain in respect of the independence of the auditor and, in particular, that no aspects of this nature were identified in connection with the additional services of any nature provided.

In Madrid, on 25 March 2025.

Signed: Elena Segura Quijada
Chair of the Audit, Control and
Sustainability Committee
Ebro Foods, S.A.