

REQUIREMENTS AND PROCEDURES TO ACCREDIT SHARE OWNERSHIP, ATTENDANCE RIGHT AND EXERCISE OR DELEGATION OF VOTING RIGHTS AT GENERAL MEETINGS OF SHAREHOLDERS OF EBRO FOODS, S.A.

1. Introduction

General meetings of Ebro Foods, S.A. (the “Company”) may be attended by all shareholders who have recorded their shares in the corresponding accounting record five days prior to the date of the meeting.

Any shareholder may be represented at the general meeting by a proxy. The proxy, which must be expressly or tacitly accepted by the person to whom it is issued, shall be made in writing especially for each general meeting.

The right to representation shall be governed by the applicable legal provisions, the Articles of Association and the Regulations of the General Meeting, as well as any rules laid down in the notice of call and in the Rules on Online Attendance, Proxy and Remote Voting approved by the Board of Directors for each General Meeting.

Shareholder status shall be accredited with the presentation, duly completed, of: (i) the attendance, proxy and remote voting card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (“Iberclear”) at which their shares are deposited or by the Company, or (ii) a certificate of shareholding formally issued by the aforesaid depositary.

The Company shall make the model attendance, proxy and remote voting card available for each General Meeting on its corporate website www.ebrofoods.es.

2. Right to attend General Meetings

2.1. Onsite attendance on the date of the General Meeting

For onsite attendance on the date of the General Meeting, the shareholder or proxy must provide evidence, when registering their entrance, of the shares held and their identity, presenting a valid, current identity card.

Any individuals representing corporate shareholders must also prove that they have adequate powers of attorney.

For onsite attendance, the proxy must present documents evidencing their identity and proxy on entry to the General Meeting.

2.2. Online attendance

Shareholders and their proxies may attend General Meetings online.

a. Pre-registration, accreditation and online attendance

To enable adequate management of the online attendance systems, any shareholder or representative wishing to attend the Annual General Meeting online must:

(i) Pre-registration and accreditation

Pre-register via the “Online attendance” link enabled for this purpose on the company's website, providing proof of identity (and, where appropriate, their representation) within the dates and times established by the Company for each General Meeting, by any of the following means: (i) electronic identity card (DNIe), valid and in force and not on record as revoked; or (ii) a recognised electronic user certificate, valid and in force and not on record as revoked, issued by the Spanish public certification authority (CERES) operating under the National Mint (Fábrica Nacional de Moneda y Timbre) in pursuance of the applicable regulation.

If the person pre-registering represents a shareholder, they shall previously send documents accrediting their identity and representation by post or courier service to the Company's offices at Paseo de la Castellana nº 20, 28046 Madrid, or by e-mail to oficinadelaccionista@ebrofoods.es. Once the adequacy of their representation has been verified, the representative's access to the platform will be enabled so that they can pre-register. Unless those documents are sent in advance, the representative will not have access to the electronic platform.

This notwithstanding, if the corporate shareholder has a recognised electronic user certificate, valid and in force, and not on record as revoked, under the applicable laws, issued by the Spanish public certification authority (CERES) operating under the National Mint (FNMT) in the corporate shareholder's name, they may access the platforms directly using that certificate.

The documentation to be sent by the representative to access the electronic platforms must be received by the Company within the dates and times established for each General Meeting. If it is received later, it will not be possible for the Company to enable access by the representative to the platform.

Registration will not be permitted outside the specified times or if the accreditation requirements indicated in this section are not met.

The Company reserves the right to ask shareholders and/or proxies for such additional proof of identity as it may deem fit to confirm their shareholder status or the adequacy of the powers granted.

The dates and times for pre-registration and accreditation will be set by the Company for each General Meeting, published on its corporate website and stated in the corresponding notice of call.

(ii) Online attendance (connection on the date of the General Meeting)

After due registration and accreditation as above, on the date of the General Meeting the shareholder or proxy shall connect as an electronic attendee by clicking on the

“Online attendance” link on the Company’s website within the times established by the Company for each General Meeting, using the means indicated in the first paragraph of the previous section (electronic identity card or electronic certificate).

Only shareholders and proxies who have registered in advance as described above will be able to connect and attend the General Meeting online. And only those shareholders and proxies who have connected correctly on the date of the General Meeting will be able to vote and/or participate.

The times for online connection on the date of the General Meeting will be established by the Company for each General Meeting, indicated in the corresponding notice of call and published on its corporate website.

b. Exercising the rights of participation, information and proposal

Any shareholders and representatives who attend online and, exercising their rights, wish to participate through that channel and, as the case may be, request information or explanations in connection with items on the agenda, on the publicly accessible information that the company has delivered to the National Securities Market Commission (CNMV) since the date of the last General Meeting, or make proposals allowed by law, must submit their requests or proposals in writing by sending an electronic communication containing (or attaching) those requests or proposals via the “Online attendance” link enabled on the company’s website. These rights may be exercised from the time of their connection as online attendees at the general meeting up to the time when the Chairman of the General Meeting declares it quorate.

Any online attendees who wish to have their contributions included in the minutes of the general meeting must state this clearly and expressly within the text of their request or proposal.

The contributions of online attendees will be answered orally during the general meeting or in writing within seven days thereafter, in accordance with the Corporate Enterprises Act.

c. Voting

Anyone attending the General Meeting online may vote on the motions tabled under the items on the agenda from the time of their connection as online participant on the date of the general meeting up to the time when the Chairman of the General Meeting declares the conclusion of voting during the general meeting, using the form available on the “Online attendance” link enabled for each General Meeting on the Company’s corporate website.

For resolutions on business not included on the agenda proposed in the cases permitted by law, online attendees may vote from the time when those proposals are read out by the Secretary of the General Meeting in order to be put to the vote, to the time when the Chairman of the General Meeting declares the conclusion of voting during the general meeting, using the voting form available on the “Online attendance” platform enabled for each General Meeting on the Company’s corporate website.

The rules on counting of votes set out in the Articles of Association and the Regulations of the General Meeting will be applicable for online voting.

d. Other issues

Onsite attendance will preclude online attendance.

Onsite or online attendance will prevail over any votes and/or proxies made by means of remote communication.

Shareholders (or their representatives) are exclusively responsible for the safekeeping of the means of identification required to access and use the online attendance platform.

3. Remote voting prior to the General Meeting

Any shareholders of Ebro Foods entitled to attend and vote and their validly appointed representatives may vote prior to the meeting on the items on the agenda for the General Meeting, on the terms set out in the Corporate Enterprises Act, the Articles of Association and the Regulations of the General Meeting.

Shareholders or their representatives may use any of the following means for remote voting prior to the General Meeting:

3.1. Delivery of the voting card at the Company's offices

Shareholders or their representatives may exercise their voting right prior to the General Meeting by delivering the voting card issued by the member of Iberclear at which they have deposited their shares, or the remote voting card that the Company puts at shareholders' disposal through its corporate website, duly completed, to the Company's offices.

If the voting right is exercised through a representative, the latter must also deliver the documents accrediting their representation.

If the shareholder or representative is a legal person, the Company may require presentation, along with the voting card, of documentation evidencing sufficient powers of attorney of the individual(s) signing the cards.

3.2. Vote by post or equivalent courier service

Shareholders or their representatives may exercise their voting rights prior to the General Meeting by sending the voting card issued by the member of Iberclear at which they have deposited their shares or the remote voting card that the Company puts at shareholders' disposal for each General Meeting through its corporate website, duly completed, by post or courier service to the Company's offices.

If the voting right is exercised by the representative of a shareholder, documents accrediting their representation must also be sent.

If the shareholder or representative is a legal person, the Company may require presentation, along with the voting card, of documentation evidencing sufficient powers of attorney of the individual(s) signing the cards.

If the shareholder or their representative sends the voting card and, where appropriate, the documents evidencing the representation to the Iberclear member at which their shares are deposited, they must make sure that the institution in question will send the card to the Company in due time and form.

The Company accepts no responsibility for any difficulties or detriment suffered by shareholders as a result of restrictions or delays in the postal and courier services as a result of the restrictions, if any, that may be established in view of the current situation.

3.3. Voting through the electronic platform

Shareholders and their representatives may exercise their voting rights by electronic means prior to the General Meeting through the “Electronic voting and proxy” platform enabled by the Company for each General Meeting on its corporate website. For this purpose shareholders and their representatives must have either a recognised digital signature based on a recognised, valid electronic certificate not on record as revoked, issued by the Spanish public certification authority (CERES) operating under the National Mint (FNMT), or a valid electronic identity card (DNIe) not on record as revoked. Instructions for voting through this channel can be found in the “Electronic voting and proxy” platform.

The electronic platform is initially enabled exclusively for use by shareholders.

Any shareholder’s representative wishing to access the electronic platform must previously send the documents accrediting their identity and representation by post or courier service to the Company’s offices, or by e-mail to oficinadelaccionista@ebrofoods.es. Once the adequacy of their representation has been verified, the representative’s access to the platforms will be enabled.

This notwithstanding, if the corporate shareholder has a recognised user electronic certificate, valid and in force and not on record as revoked under the applicable laws, issued by the Spanish public certification authority (CERES) operating under the National Mint (FNMT) in the corporate shareholder’s name, they may access the platforms directly using that certificate.

The documents to be remitted by the representative to access the electronic platform must be received by the Company no later than the time specified for each General Meeting. If they are received later, it will not be possible for the Company to enable access by the representative to the platform.

4. Remote proxies granted prior to the General Meeting

Shareholders may grant proxies prior to the General Meeting, on the terms set out in the Corporate Enterprises Act, the Articles of Association and the Regulations of the General Meeting. Validly appointed representatives of shareholders may also appoint substitutes.

Shareholders and their representatives may use any of the following means to grant proxies or substitutes by remote communication prior to the General Meeting:

4.1. Delivery of the proxy card at the Company's offices

Shareholders may grant proxies prior to the General Meeting by presenting at the Company's offices the proxy card issued by the member of Iberclear at which they have deposited their shares or the proxy card that the Company puts at shareholders' disposal for each General Meeting through its corporate website duly completed and signed. For substitutions, documents accrediting the representation of the substituted representative must also be presented.

If the shareholder or representative is a legal person, the Company may require presentation, along with the voting card, of documentation evidencing sufficient powers of attorney of the individual(s) signing the cards.

4.2. Proxies granted by post or equivalent courier service

Shareholders may grant proxies prior to the General Meeting by sending the proxy card issued by the member of Iberclear at which they have deposited their shares or the proxy card that the Company puts at shareholders' disposal for each General Meeting through its corporate website, duly completed, by post or courier service to the Company's offices. For substitutions, documents accrediting the representation of the substituted representative must also be presented.

If the shareholder or representative is a legal person, the Company may require presentation, along with the voting card, of documentation evidencing sufficient powers of attorney of the individual(s) signing the cards.

If the shareholder or their representative sends the proxy card and, where appropriate, the documents evidencing the representation to the Iberclear member at which their shares are deposited, they must make sure that the institution in question will send the card to the Company in due time and form.

The Company accepts no responsibility for any difficulties or detriment suffered by shareholders as a result of restrictions or delays in the postal and courier services as a result of the restrictions, if any, that may be established in view of the current situation.

4.3. Proxies granted through the electronic platform

Shareholders and their representatives may grant proxies by electronic means prior to the General Meeting through the "Electronic voting and proxy" platform enabled by the Company for each General Meeting on its corporate website. For this purpose shareholders and their representatives must have either a recognised digital signature based on a recognised, valid electronic certificate not on record as revoked, issued by the Spanish public certification authority (CERES) operating under the National Mint (FNMT), or a valid electronic identity card (DNIe) not on record as revoked. Instructions for granting proxies through this channel can be found in the "Electronic voting and proxy" platform.

The electronic platform is initially enabled exclusively for use by shareholders.

Any shareholder's representative wishing to access the electronic platform to appoint a substitute must previously send the documents accrediting their identity and representation by post or courier service to the Company's offices, or by e-mail to oficinadelaccionista@ebrofoods.es. Once the adequacy of their representation has been verified, the representative's access to the platforms will be enabled.

This notwithstanding, if the corporate shareholder has a recognised user electronic certificate, valid and in force and not on record as revoked under the applicable laws, issued by the Spanish public certification authority (CERES) operating under the National Mint (FNMT) in the corporate shareholder's name, they may access the platforms directly using that certificate.

The documents to be remitted by the representative to access the electronic platform must be received by the Company no later than the time specified for each General Meeting. If they are received later, it will not be possible for the Company to enable access by the representative to the platform.

5. Basic rules for remote voting and proxy prior to the General Meeting

5.1. Period enabled for voting and proxies prior to the General Meeting through electronic platforms

The application for voting and proxies prior to the General Meeting through the electronic platforms will be enabled on the corporate website for the time established for each General Meeting. That time will be stated in the notice of call and on the Company's corporate website.

Any representative wishing to access the electronic voting and proxy platform must previously send copies of the documents accrediting their identity and representation, by post or courier service to the Company's offices or by e-mail to oficinadelaccionista@ebrofoods.es. The documents to be remitted by the representative to access the electronic platform must be received by the Company no later than the time specified for each General Meeting. If they are received later, it will not be possible for the Company to enable access by the representative to the platform.

5.2. Deadline for receipt by the Company of remote proxies and voting prior to the General Meeting

In order to be valid, in pursuance of the Regulations of the General Meeting, both proxies and votes cast as above must be received by the Company no later than the time specified for each General Meeting. Otherwise, the proxy will be deemed not granted and the vote not cast, unless subsequent receipt prior to the General Meeting does not hamper due checking and counting for the preparation and holding of the General Meeting.

This deadline is set to enable the Company to verify the shareholder status of the person voting or granting a proxy electronically and that the number of shares

corresponding to the vote or proxy made is correct. For this purpose, the Company will check the information provided by each shareholder against the information provided by Iberclear as the institution responsible for keeping accounting records of the Company's shares.

5.3. Rules of priority for remote voting and proxy and onsite and online attendance of the General Meeting

a. Priorities between onsite or online attendance and remote voting or proxies prior to the General Meeting

- (i) Onsite attendance of the General Meeting will preclude online attendance.
- (ii) Onsite or online attendance at the General Meeting by a shareholder who has previously granted a proxy or voted by remote communication will annul such proxy or vote.
- (iii) Remote voting will render void any proxy made by remote communication, whether earlier, in which case the proxy will be deemed revoked, or later, in which case it will be deemed not made.

b. Priorities between several proxies or several remote votes prior to the General Meeting

If one shareholder validly grants several proxies by remote communication prior to the General Meeting, the last one received by the Company will prevail.

Shareholders may validly vote by remote communication only once in respect of each share position. If one shareholder remits several remote votes prior to the General Meeting in respect of the same shares, the first vote received by the Company will prevail and any received thereafter will be void. Remote votes prior to the General Meeting can only be revoked or changed by the shareholder's onsite or online attendance of the General Meeting.

5.4. Other provisions

- a. Both proxies and remote voting prior to the General Meeting will be rendered void by any sale or disposal of the shares conferring the right to attend, of which the Company may be aware.
- b. If the shareholder is a legal person, the Company will assume that the powers of attorney evidenced by the individual signing the documents on behalf of that shareholder are currently in force and have not been revoked, unless the corporate shareholder has formally notified it otherwise. The Company accepts no responsibility until such notification has been made.
- c. Proxies must be accepted by the representative (proxy). For this purpose, representatives will be deemed to accept the proxy if they exercise it through attendance of the General Meeting, evidencing their identity and the proxy granted in their favour.

- d. If the voting intentions or instructions to the proxy are not expressly issued in the remote voting or proxy card prior to the General Meeting, the shareholder will be deemed to vote for, or to instruct their proxy to vote for, the resolutions proposed by the Board.
- e. If the proxy card does not name the proxy, it will be deemed made in favour of the Chairman of the General Meeting or such person as the Chairman may delegate. When the representation of the shareholder corresponds to the Chairman of the General Meeting or a Director, by express or tacit designation, and the proxy card does not contain specific voting instructions, should the proxy be in a conflict of interest in respect of one or several of the items on the agenda, the proxy will be deemed granted, for that item or items, to the Secretary of the General Meeting, unless otherwise indicated by the shareholder in the proxy card.
- f. Save otherwise indicated by the shareholder in the proxy card (in which case the shareholder will be deemed to instruct their proxy to abstain), the proxy will be extended to any items that may be put to the vote at the General Meeting, even if they are not included on the agenda. In this case the proxy will vote howsoever they may uphold to be in the best interests of their principal, the provisions of the preceding paragraph being applicable in the event of any conflict of interest.
- g. The validity of the vote or proxy prior to the General Meeting will be conditional upon confirmation of shareholder status and verification that the information on title and number of shares provided by the shareholder voting or granting a proxy coincides with the records kept by Iberclear. In the event of any discrepancy, the information in the records of Iberclear will prevail.
- h. Possible conflicts of interest between proxies and their principals, and the internal relationships between them, will be governed by the relevant provisions of the Corporate Enterprises Act and the Company may not be held responsible for any failure by proxies to comply with agreements or instructions received from their principal.
- i. In the event of jointly held shares, for the purposes contemplated in section 126 of the Corporate Enterprises Act the joint holder voting or granting a proxy by remote communication will be presumed designated by the other joint holders to exercise the rights corresponding to the shares.

6. Split votes and proxies

Any intermediaries legitimately recognised as shareholders by virtue of the accounting record of the shares but acting on behalf of several final beneficiaries may split votes and vote differently in fulfilment of different voting instructions, as the case may be.

Similarly, the intermediaries may grant proxies in favour of each of the final beneficiaries or to third parties designated by the latter, with no limit on the number of proxies that may be granted.

For this purpose they may use as many voting or proxy cards of the Company as may be necessary to split the vote or grant the corresponding proxies, accompanied in all cases by the cards issued by the depositaries.

If one proxy represents more than one shareholder, they may vote differently according to the instructions issued by each shareholder.

7. Technical failures

The Company will not be liable for any detriment to shareholders caused by malfunctioning of the postal service or any similar means used by shareholders or representatives to send the Company the documentation corresponding to the remote vote or proxy.

The Company will not be liable either for any difficulties or losses that the shareholders or their representatives may suffer as a result of occasional unavailability of the Company's website, or faults, overload, fallen lines, connection faults or whatsoever other similar incidents beyond the Company's control, although the necessary measures will be taken in each situation, including possibly suspending or extending the general meeting should this be necessary to guarantee full exercise by shareholders or their representatives of their rights.

8. Recommendations

Without prejudice to the onsite or online attendance of the General Meeting, the Company may recommend all shareholders who plan to exercise their voting and proxy rights by remote communication prior to the General Meeting to do so preferably through the electronic platforms enabled for this purpose or, if this is not possible, by post or equivalent courier service.

The Company may also recommend all shareholders who wish to attend the General Meeting to do so online, through the "Online Attendance" platform enabled by the Company for this purpose for each General Meeting on its corporate website.

These recommendations will be included in the notice of call and published on the Company's corporate website.
