

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026****PROPOSED RESOLUTIONS DRAWN UP BY THE BOARD OF DIRECTORS OF EBRO FOODS, S.A.**

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**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 2025.*

To approve the separate and consolidated annual accounts of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2025.

*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 2025, including, as appropriate, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration and the Consolidated Non-Financial Statement and Sustainability Information.*

To approve the separate and consolidated management reports of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2025, including, as appropriate, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration and the Consolidated Non-Financial Statement and Sustainability Information, 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 2025.*

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 2025.

**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 2025.*

To approve the management and actions of the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2025.

**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 2025, 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 2025, as shown below and indicated in the notes to the separate annual accounts:

	Amount (€ 000)
<b><u>Basis for distribution</u></b>	
Unrestricted reserves	1,067,639
Balance of profit and loss account (profit)	248,292
	<u>1,315,931</u>

To approve the distribution of a cash dividend of 0.69 euros gross per share outstanding against the profit posted in 2025, payable in cash over 2026 in three payments of 0.23 euros gross per share, on 1 April, 30 June and 1 October 2026.

The dividend payment made on 1 April 2026 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 2025, 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**

*Re-election of Directors, with a separate vote for each one.*

##### *5.1. Re-election of the Director Antonio Hernández Callejas.*

To re-elect Antonio Hernandez Callejas as Director of Ebro Foods, S.A. for the statutory term of four years. Antonio Hernandez Callejas is classified as an Executive Director.

##### *5.2. Re-election of the Director Elena Segura Quijada.*

To re-elect Elena Segura Quijada as Director of Ebro Foods, S.A. for the statutory term of four years. Elena Segura Quijada is classified as an Independent 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](http://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**

*Advisory vote on the Annual Report on Directors' Remuneration for 2025.*

In an advisory vote, to approve the Annual Report on the Remuneration of Directors for 2025.

#### **RESOLUTION PROPOSED UNDER ITEM 7 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. to increase the capital on one or several occasions over a period of five years, up to the maximum amount stipulated in law, by means of monetary contributions in such amounts as may be decided by the Board on each occasion up to the legal limit. Capital increases shall be made by issuing new voting or non-voting, ordinary or preference shares, including redeemable shares or shares of any other nature permitted by law, contemplating the possibility of incomplete subscription. Authorisation also to exclude preferential subscription rights in those share issues, in pursuance of section 506 of the Corporate Enterprises Act, in which case the power to increase the capital would be limited to 20% of the capital, as stipulated in the aforesaid legal provision*

To approve the authorisation of the Board of Directors, as extensively as may be required by law, to increase the capital in accordance with section 297.1(b) of the Corporate Enterprises Act, over a period of five years from the date of this General Meeting, by a sum not exceeding 50% of the Company's capital as at the date of this authorisation. The capital may be increased on one or several occasions by such amount as the Board may decide, through the issuance of new voting or non-voting, ordinary or preference shares, including redeemable shares, or shares of any other nature permitted by law, with or without share premium, paid up in cash. The Board may establish the terms and conditions of the capital increase, determining, among other aspects, the par value of the

shares to be issued, their features and any privileges they may confer, establishment of the right to redemption and conditions thereof, and exercise of that right by the Company.

To approve the authorisation of the Board of Directors, as extensively as may be required by law, to exclude preferential subscription rights and expressly authorise it in this regard, pursuant to Article 506 of the Corporate Enterprises Act, with regard to the shares issued in execution of this resolution. If the power to exclude preferential subscription rights is exercised, the authorisation to increase the capital shall be limited to 20% of the Company's capital as at the date of this authorisation, in pursuance of section 506 of the Corporate Entities Act.

To further authorise the Board to freely offer any shares not subscribed within the preferential subscription period or periods, whenever such periods are established, and to determine that in the event of incomplete subscription, the capital will be increased by the amount of the subscriptions made, in pursuance of sections 311 and 507 of the Corporate Enterprises Act, altering accordingly Article 6 ("Capital") and Article 7 ("Shares") of the Articles of Association.

Upon making each capital increase, to apply for admission to listing of the shares issued under this resolution on the stock exchanges on which the Company's shares are quoted, subject to meeting the applicable legal requirements. The Board of Directors will be authorised, with express power to delegate one or several Board members, to issue such documents and take such actions as may be required for this purpose, including any actions, declarations or formalities with any other competent authority.

To authorise the Board also to delegate the foregoing powers conferred upon it by the General Meeting in connection with the foregoing resolutions to one or several Board members.

This resolution is adopted in view of a written report by the Directors justifying the proposed resolution, approved at the Board meeting held on 29 April 2026, in pursuance of sections 286 and 506 of the Corporate Enterprises Act. That report has been published on the Company's website [www.ebrofoods.es](http://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 9 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 10 ON THE AGENDA**

*Reporting of the modification of the Regulations of the Board resolved by the Board of Directors.*

It is put on record that the General Meeting of Shareholders has been informed of the approval of a new consolidated text of the Regulations of the Board, resolved by that body on 17 December 2025, which contains all the modifications to the Regulations agreed by the Board on that date.

The reason for modification of the Regulations of the Board is to adapt them to the standards, guidelines and recommendations of good governance approved since April 2023, improve its wording and correct a few errata detected.

It is put on record that the corresponding explanatory report by the Board and report by the Audit and Control Committee (regarding the contents of the modification) were issued on the modification and approval of the new consolidated text of the Regulations of the Board, in accordance with the terms thereof.

The new consolidated text of the Regulations of the Board, showing tracked changes, is included in the written report by the Directors, drawn up by the Board on 29 April 2026, which has been published on the corporate website [www.ebrofoods.es](http://www.ebrofoods.es) and available for shareholders since the publication of the notice of call.

#### **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.

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<p><b>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.</b></p>
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