

ANNUAL ACTIVITY REPORT OF THE AUDIT, CONTROL AND SUSTAINABILITY COMMITTEE OF EBRO FOODS, S.A. FOR THE YEAR ENDED 31 DECEMBER 2025

1. Duties and responsibilities

The Audit, Control and Sustainability Committee was set up by virtue of a resolution adopted by the Board of Directors on 22 September 1998. As a delegated committee of the Board it has the duties and responsibilities attributed to it by law, the Articles of Association and the Regulations of the Board of Directors of Ebro Foods, S.A. (the “Company”).

The Committee was renamed “Audit, Control and Sustainability Committee” by virtue of a resolution adopted by the Board of Directors on 21 December 2022. The new name correctly reflects its competence in the area of sustainability, environment and corporate social responsibility.

The current text of Act 31/2014 of 3 December, section 529 quaterdecies.4 of the Corporate Enterprises Act (*Ley de Sociedades de Capital*, LSC) establishes that, “*Without prejudice to any other duties assigned in the Articles of Association or, in accordance therewith, in the Regulations of the Board, the Audit Committee shall have at least the following duties:*

- a) *Inform the general meeting of shareholders on any issues raised in connection with the matters falling within the competence of the committee, particularly the results of the audit, explaining how it has contributed to the integrity of the financial reporting and the role played by the committee in that process.*
- b) *Oversee the effectiveness of the internal control of the company, internal audit and risk management systems and discuss with the auditors any material weaknesses of the internal control system detected during their audit work, without jeopardising their independence. For this purpose, if appropriate, recommendations or proposals may be submitted to the board of directors, indicating the time for follow-up.*
- c) *Supervise the process of preparation and delivery of the mandatory financial reporting and submit recommendations or proposals to the board to protect its integrity.*
- d) *Submit to the board proposals for the selection, appointment, re-appointment and replacement of the external auditor(s), taking responsibility for the selection process, pursuant to Articles 16.2, 3 and 5 and 17.5 of Regulation (EU) No 537/2014 of 16 April. It shall also propose the terms of contract and regularly obtain information from the auditors on the audit plan and its fulfilment, while preserving their independence in the performance of their duties.*
- e) *Establish the appropriate relations with the external auditors to receive information on any issues that may threaten their independence, which shall be studied by the committee; any other issues related with the audit process*

and, where appropriate, the authorisation of non-audit services other than the prohibited non-audit services, pursuant to Articles 5.4 and 6.2(b) of Regulation (EU) No 537/2014 of 16 April, and Title I, Chapter IV, Section 3 of the Audit Act 22/2015 of 20 July, on independence, and any other communications contemplated in the audit laws and standards. In any case, the committee should receive each year from the external auditors a declaration of their independence from the company or any companies directly or indirectly related to it, and detailed information for each company of any additional services of whatsoever nature provided and the corresponding fees received from those companies by the external auditors or the persons or entities related to them, according to the laws and standards regulating audit activities.

- f) Issue annually, prior to issuance of the auditors' report, a report expressing the committee's opinion on whether the independence of the auditors or audit firms is jeopardised. This report shall contain at least a reasoned assessment of the presentation of each and all of any additional services contemplated in the preceding paragraph, individually or altogether, other than the legal audit and in relation to the provisions on independence or those regulating audit activity.*
- g) Inform on related party transactions that must be approved by the General Meeting or the Board of Directors and oversee the internal procedure to be established by the company for any whose approval has been delegated.*
- h) Inform the Board in advance on all matters contemplated in the law, the articles of association and the regulations of the board and, in particular, on:
 - 1. The financial information that the company is obliged to publish periodically.*
 - 2. The creation or acquisition of shares in base companies or special purpose vehicles or companies domiciled in countries or territories considered tax havens.**

The Audit Committee will not perform the duties contemplated in paragraphs (g) or (h) if they are assigned in the articles of association to another committee and that committee meets the composition requirements established in sub-section 1 above.

The provisions of paragraphs 4(d), (e) and (f) shall be without prejudice to the audit laws, regulations and standards.”

Article 22.4 of the Regulations of the Board provide as follows:

“22.4 The Audit, Control and Sustainability Committee shall have the following powers, in addition to those assigned to it by law, regulations or the Articles of Association:

- (a) With regard to supervision of financial and non-financial reporting:
 - i) Inform the General Meeting on any issues raised by shareholders regarding matters within the Committee's remit, particularly the**

outcome of the audit and verification of the sustainability report, explaining how they contributed to the integrity of the financial information and sustainability information and the role played by the Committee in those processes.

- ii) Oversee the process of preparing and presenting the financial information in the Directors' Report, which shall include, where appropriate, the mandatory information on sustainability presented, and submit recommendations or proposals to the Board with a view to safeguarding its integrity.*
- iii) Ensure that 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 and non-financial position and results of the Company, making sure that any interim 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.*
- iv) Ensure that the Board of Directors endeavours to submit the annual accounts and sustainability report to the General Meeting with unqualified and unlimited audit and verification reports. If the Auditor or Verifier have included a qualification in their audit or verification report, the Chairman of the Committee shall explain clearly at the General Meeting the Committee's opinion on the contents and extent of that qualification.*
- v) See that the internal control systems for both financial reporting (ICFR) and the non-financial statement (ICNFR), where appropriate, 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 the Company's Finance Manager, Internal Audit Manager, External Auditors and the sustainability report Verifier to perform these duties.*
- vi) Check that both the financial and non-financial information contained in the annual and interim financial reports published on the Company's website is permanently updated and coincides, where appropriate, with the information authorised for issue or approved by the Board of Directors and published on the CNMV website. If, after checking, the Committee considers any modifications necessary, it shall inform the Board.*

(b) With regard to risk control and management oversight:

- i) *Supervise, assess and promote internal control of the Company and the financial and non-financial risk management systems (including operating, technological, legal, sustainability, political, reputational and corruption risks), checking compliance with legal requirements, adequate definition of the consolidated group and correct application of the accounting principles.*
 - ii) *Submit proposals to the Board to determine the risk management and control policy, including tax risks, specifying at least:*
 - *The types of financial and non-financial risk to which the Company is exposed.*
 - *The risk level that the company considers acceptable.*
 - *The measures for mitigating the impact of identified risks, should they actually occur.*
 - *The control and reporting systems used to control and manage those risks.*
 - iii) *Supervise the unit responsible for internal risk management and control in the Company.*
 - iv) *Supervise the confidential whistle-blowing channel accessible to all Group employees and other persons related with the Company (such as Directors, shareholders and other financial investors, customers, suppliers, contractors or subcontractors) and establish a protocol for establishing priority, processing, investigating and solving any issues reported through that channel according to their importance and nature. The channel shall accommodate anonymous reporting, respecting the rights of the whistleblower and the person concerned, in pursuance of prevailing laws.*
- (c) *With regard to supervision of internal control and the Internal Audit Department:*
- i) *Supervise and promote the policies, procedures and systems used for drawing up and controlling the Company's financial and non-financial information, checking the services performed in this regard by the Internal Audit Department, the Financial Department, the CSR Department and the Management Committee and ensuring adequate awareness thereof throughout the Group.*
 - ii) *Ensure the implementation of and compliance with the internal codes and regulations applicable to the risk management and control systems.*
 - iii) *Receive the information sent regularly to the Stock Exchange Councils, issue prospectuses and any public financial and non-financial information offered by the Company and, in general, all*

information prepared for distribution among shareholders, ensuring the existence of internal control systems that guarantee the transparency and truth of the information.

iv) Secure the independence of the Internal Audit Department; report on the selection, appointment and removal of the Internal Audit Manager; propose the budget for the department, where appropriate; approve the approach and annual work plan of the Internal Audit Department, ensuring that it focuses mainly on the aspects considered most important; oversee implementation of that plan, receiving regular reports on the department's activities; and verify that Management takes into account the conclusions and recommendations of its reports.

(d) With regard to the External Auditors and the sustainability report Verifier:

i) 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 the sustainability report Verifier and inform the Board of their terms of contract and the scope of their commission.

ii) Ensure the independence of the External Auditors and the Verifier and the existence of a discussion procedure enabling the External Auditors, the Verifier, the Internal Audit Department and any other expert to inform the company of any material weaknesses in its internal control detected while checking the annual accounts, the sustainability report or any other processes in which they have worked.

iii) Issue an annual report, prior to issuance of the auditor's report and the report on verification of the sustainability report, with the content required by law, expressing an opinion on whether the independence of the External Auditors and the Verifier may be compromised.

iv) Maintain an effective, regular, two-way communication channel with the External Auditors and the sustainability report Verifier to receive information on any issues that may jeopardise their independence, and any other issues relating to the auditing of accounts and verification of the sustainability report, receiving information from and exchanging communications with the External Auditors and the Verifier in accordance with prevailing auditing standards and legislation and any standards or regulations applicable to verification of the sustainability report.

v) Be informed of the decisions adopted by the senior management according to recommendations made by the External Auditors in connection with the audit, and by the Verifier in respect of the sustainability report.

- (e) *With regard to supervision of sustainability and the corporate governance system:*
 - i) *Oversee compliance with the internal codes of conduct and corporate governance rules, including the policies approved by the Board, supervision of which corresponds to the Audit, Control and Sustainability Committee.*
 - ii) *Supervise application of the general policy on the reporting of financial, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders.*
 - iii) *Assess and regularly review the Company's corporate governance system and environmental and social policy to make sure they fulfil their mission of promoting social interests and take account, where appropriate, of the legitimate interests of the other stakeholders.*
 - iv) *Ensure that the Company's environmental and social practices comply with the strategy and policy established.*
- (f) *Other duties:*
 - i) *Inform the Board in advance on the creation or acquisition of stakes in special purpose vehicles or companies domiciled in countries or territories considered non-cooperative jurisdictions.*
 - ii) *Oversee Related Party Transactions and report to the Board or the General Meeting, as the case may be, prior to their approval, on any related party transactions that are to be submitted for approval, and propose, supervise and review any internal procedure the Company may have established for transactions whose approval has been delegated by the Board in pursuance of the applicable legal provisions.*
 - iii) *Issue an annual report on its activities during the year, on which the assessment to be made by the Board will be based.”*

2. The Good Governance Code and the Technical Guide on Audit Committees in Public Interest Entities

In June 2015, the National Securities Market Commission (CNMV) published the Good Governance Code for Listed Companies (the “Good Governance Code”). The Good Governance Code contains several recommendations for the Audit Committee. Some of those recommendations were developed in the “Technical Guide on Audit Committees in Public Interest Entities” (the “Technical Guide 2017”), published by the CNMV in June 2017.

At the end of 2017, the Committee, counselled by an external expert, reviewed the degree of alignment of that Committee with the good practices indicated in the Technical Guide, analysing them in the light of the circumstances and characteristics of the company. The

results of that work were set out in a report, which was presented to the Committee in June 2018.

In view of certain aspects mentioned in that report, the Committee adopted several decisions to establish the practices considered appropriate. Most of them were implemented in 2018.

The Good Governance Code was revised in June 2020 and certain aspects relating to audit committees were amended. In the wake of those amendments, the Regulations of the Board were revised (aligning them with the new text of the Good Governance Code, insofar as this was deemed necessary), including some of the regulatory provisions concerning the Audit, Control and Sustainability Committee.

In June 2024, the National Securities Market Commission (CNMV) published a new Technical Guide on Audit Committees in Public Interest Entities” (the “Technical Guide 2024). The main purpose of the Technical Guide 2024 is to adapt the contents of the Technical Guide 2017 to the new sustainability regulations. The principal novelties introduced are indicated below:

- (i) Terminology changes, using the term “sustainability information” to refer to environmental, social and governance (ESG) information, leaving the term “non-financial information” as a more general term, including information on management, corporate governance, directors’ remuneration and risk management and control systems, and replacing the term “corporate social responsibility” with the broader, more adequate term “sustainability”.

Similarly, the term “non-financial risks” is used in a broad sense, expressly including the risks related to sustainability and other additional risks, such as legal, reputational, tax, competition, consumer preference or cybersecurity risks.

- (ii) The roles of the audit committee and, where appropriate, the sustainability committee are clarified, stressing the importance of adequate coordination between them if they exist separately.
- (iii) The practices recommended in the Guide are extended to the auditors, who must also check sustainability information with the necessary specifications and adaptations.
- (iv) Recommendation for members of the audit committee to have, among them, the necessary expertise in accounting, auditing, financial, internal control and risk and business management aspects. It is now also considered recommendable for them to have expertise in sustainability matters.
- (v) Sustainability-related topics are included, which should preferably be covered in the regular training scheme for members of the audit committee.

The Technical Guide 2024 points out that although when it was published, the Spanish law implementing the CSRD (the European Directive as regards corporate sustainability reporting) had not yet been passed, the provisions of that Directive were taken into account when preparing the Guide.

During 2025, the Company reviewed and amended, where necessary, the regulations of the Audit, Control and Sustainability Committee set out within the Regulations of the Board, among other purposes, to adjust them to the contents of the Technical Guide 2024.

3. Composition

Following the amendment of the Corporate Enterprises Act by the Accounts Audit Act 22/2015 of 20 July, section 529 quaterdecies establishes that: *“All the members of the Audit Committee shall be non-executive directors appointed by the Board and at least the majority of them shall be independent directors, one of whom shall be appointed on the basis of their experience and expertise in accounting, auditing or both. Overall, the committee members shall have the necessary expertise regarding the sector in which the audited company operates. One of the independent directors on the Audit Committee shall be appointed to chair the committee. The Chair shall be replaced every four years and will become eligible for re-election one year after their retirement as such.”*

The composition of the Audit Committee is regulated in Article 28.2 of the Articles of Association and Article 22.1 of the Regulations of the Board.

Article 28.2 of the Articles of Association provides that: *“.../... An audit and control committee shall be set up within the Board, called the Audit, Control and Sustainability Committee, with no fewer than three nor more than five members appointed by the Board. All the members of this Committee shall be non-executive directors, at least the majority shall be independent directors and one of them shall be appointed on the basis of his experience and expertise in accounting, auditing or both. Furthermore, the committee members shall have overall the necessary expertise regarding the sector in which the audited company operates.*

The Board shall appoint one of the independent directors on the Audit, Control and Sustainability Committee to chair that committee. The Committee Chair shall be replaced every four years and will become eligible for re-election one year after their retirement as such. In the event of absence or temporary unavailability of the Chair, they shall be substituted by a member of the Committee provisionally so nominated by the Board, or otherwise by the oldest Committee member. .../...”

Article 22.1 and 2 of the Regulations of the Board establishes the following:

“22.1 An audit and control committee shall be set up within the Board, called the Audit, Control and Sustainability Committee, with no fewer than three nor more than five directors. All the members of this Committee shall be non-executive directors and at least the majority shall be independent directors. On the whole, they will be appointed on the basis of their experience and expertise in accounting, auditing, internal control and financial and/or non-financial risk management, sustainability or any other areas considered adequate to enable the Committee to perform its duties. Also on the whole, the members of the Audit, Control and Sustainability Committee shall have technical expertise in the economic sector in which the company operates.

22.2 The Board shall appoint one of the independent directors on the Audit, Control and Sustainability Committee to chair that committee, subject to a report by the

Nomination and Remuneration Committee. The Committee Chairman shall be replaced every four years and will become eligible for re-election one year after his retirement as such. The Chairman of the Audit, Control and Sustainability Committee will be appointed on the basis of their experience and expertise in accounting, auditing, internal control and financial and/or non-financial risk management, sustainability or any other areas that may be adequate to enable the Committee to perform its duties. In the event of absence or temporary unavailability of the Chairman, he will be substituted by the Committee member provisionally designated by the Board, or otherwise the oldest Committee member.”

The composition of the Committee at 31 December 2025 is set out below, with no changes up to the date of issue of this Report:

Audit, Control and Sustainability Committee		
Elena Segura Quijada	Chair	Independent Director
Meritxell Batet Lamaña	Member	Independent Director
Mercedes Costa García	Member	Independent Director
Javier Fernández Alonso	Member	Proprietary Director
Jordi Xuclà Costa	Member	Proprietary Director

In pursuance of the Regulations of the Board, Luis Peña Pazos, (non-director) Secretary of the Board, has the status of (non-member) Secretary of the Committee.

Between 1 January 2025 and 31 December 2025, the following changes occurred within the composition of the Committee:

- Marc Murtra Millar was member and Chair of the Committee up to 28 January 2025.
- Elena Segura Quijada, member of the Committee from 31 January 2024, she was appointed Chair on 28 January 2025.
- Meritxell Batet Lamaña was appointed member of the Committee on 30 April 2025.
- Belén Barreiro Pérez-Pardo was a member of the Committee from 28 January 2025 to 29 April 2025.

In the opinion of the Committee and the Board, the members of the Committee have the necessary diversity of expertise required for its increasingly more complex remit. Apart from the members who are experts in accounting and auditing, there is a wide diversity of expertise and experience among the professional profiles of the Committee members, including financial and non-financial risk management.

The professional profiles of the members of the Audit, Control and Sustainability Committee can be consulted on the corporate website: www.ebrofoods.es.

4. Procedure

Article 28.2 of the Articles of Association provides as follows: “*The Audit, Control and Sustainability Committee shall meet with the frequency stipulated in the Regulations of the Board and as and when called by its Chair, whenever so decided by at least two of its members or at the request of the Board. Committee meetings shall be held at the registered office or wheresoever else may be decided by the Chair and indicated in the notice of call, and shall be quorate when attended, in person or by proxy, by the majority of its members. Resolutions shall be carried with the votes in favour of the majority of members attending the meeting. In the event of a tie, the Chair, or acting Chair, shall have the casting vote. The Secretary of the Committee shall be appointed by the Board and shall issue minutes of the resolutions adopted, which shall be reported to the Board.*”

Article 20 of the Regulations of the Board, which sets out provisions common to all the internal committees of the Board, establishes the following provisions on procedure in paragraphs 4 to 15:

- “20.4. *The Committees shall meet when called by their respective Chairmen or at the request of two of their members, and in any case whenever the law requires or the Board requests the issuing of reports, submission of proposals or adoption of resolutions within their remit. Notices of call shall be sent by the Secretary of the Committee, following instructions from the Chairman of the Committee.*
- 20.5. *Committee meetings shall be held at the registered office or anywhere else decided by the Chairman and indicated in the notice of call.*
- 20.6. *The Committees shall establish an annual work plan contemplating the principal activities of each Committee during the year.*
- 20.7. *Whenever so requested by a Committee of its Chairman, its meetings may be attended, with the right to speak but not vote, by any member of the management team or employees of the Company, or by the external auditors and such other professional(s) as may be deemed fit, limiting their attendance to the items on the agenda for which they are called and only when necessary. Anyone thus invited to Committee meetings shall not be present during discussion and voting, except in specific cases, adequate justification of which shall be included in the minutes of the meeting.*
- 20.8. *In the interests of better performing their respective duties, Committees may, after submitting a reasoned request to their Chairman, require attendance by external experts to counsel them in respect of especially complex issues, making sure there are no conflicts of interest that might affect the independence of the external counselling received.*
- 20.9. *Committee meetings shall be quorate when attended, in person or by proxy, by the majority of their members. Resolutions shall be adopted by the majority of*

members attending the meeting. In the event of a tie, the Chairman or acting chairman shall have a casting vote.

- 20.10. The members of each Committee may grant written proxies to other members and may issue specific voting instructions on one or all of the items on the agenda.*
- 20.11. Committee members shall perform their duties with the utmost professional diligence and loyalty to the corporate interests, devoting the necessary time to preparing meetings taking into account the information received, and shall act with independence of judgement, collaborating with active participation to encourage discussion and decision-making within the Committees.*
- 20.12. The resolutions adopted by the Committees shall be reported to the Board at its first meeting thereafter and the Board members will have access to the minutes of Committee meetings through the Secretary.*
- 20.13. The Committees shall set up the necessary mechanisms to coordinate with the other internal Committees, so that each Commission can correctly perform the duties assigned to them regarding concurrent affairs.*
- 20.14. The Chairman of the Board may attend the meetings of any Committees of which he is not a member, with the right to speak but not vote, at the proposal of the Chairman of the corresponding Committee.*
- 20.15. Committees may establish their own rules of procedure, in accordance with the applicable laws, the Articles of Association and these Regulations. In the absence of specific rules of procedure, the provisions stipulated herein for Board meetings shall be applicable and shall supplement those rules insofar as this may be compatible with the function and nature of the Committee in question.”*

Finally, Article 22.3 of the Regulations of the Board stipulates that: *“The Audit, Control and Sustainability Committee shall meet at least once every three months.”*

5. Summary of activities performed during 2025

The Committee held 6 meetings in 2025, all attended by the Committee Chair, Elena Segura Quijada. The meetings were all held in person, although video conferencing was also enabled.

The main actions taken by the Committee during the year are summarised below:

- **Meeting on 24 February 2025:**
 - The external auditing (by EY) of the separate and consolidated annual accounts and the Non-Financial Statement and Sustainability Report 2024 was reviewed.
 - The Committee checked and agreed to issue a favourable report to the Board on the H2 2024 (cumulative) financial report, including the presentation to analysts at a meeting held after that report had been approved by the Board.

- The Committee was informed of the review of the principle related-party transactions produced during the preceding year (2024), done by the Internal Audit Department and those responsible for such transactions in Herba Ricemills, confirming that the transactions had been made on arm's length terms and according to the terms contracted. This *ex post* verification supplemented the checks made during 2024 within the Protocol on Related-Party Transactions.
- The Committee received and analysed the report from the Risks Committee on monitoring of the Risk Control Policy, implementation of the risk control action plan, the internal control over the financial reporting system and updating of different tax issues in the second half of 2024.
- The Committee received and analysed the report from the Compliance Unit corresponding to the second half of 2024 on monitoring of the main aspects of legal compliance, including the Crime Prevention Model and similar figures in some of our foreign subsidiaries, the prevention of work-related hazards and accidents in the principal units of the Group and functioning of the Internal Reporting System and the Whistleblowing Channel.
- The Protocol on Related-Party Transactions was monitored and, based on the information reported by the Compliance Unit, the Committee: (i) was informed on the related-party transactions pending from 2024; (ii) analysed the related-party transactions planned for 2025 reported by the Direct Related Parties or detected within the Protocol on Related-Party Transactions, confirming that those transactions were being negotiated on arm's length terms; (iii) verified that the transactions for 2025, in the broadest possible terms and even grouping them by related party, would not exceed the thresholds stipulated for publication and approval by the General Meeting; and (iv) resolved to table a motion to the Board to approve those transactions.
- The Protocol on the provision of non-audit services approved by the Committee in 2017 was reviewed and amended.
- The Committee's 2024 Activity Report was issued, to be submitted to the Board, summarising the work done by the Committee during that year.
- In pursuance of the new Protocol on non-audit services provided by the external auditors, the non-audit services contracted with the external auditors, EY, since the previous Committee meeting were put on record.
- The Committee assessed the review made by the Strategy and Investment Committee of the degree of achievement of the non-financial goals established in the Long-Term Bonus Scheme tied to the Strategic Plan 2022-2024.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

- **Meeting on 25 March 2025:**

- The Committee checked and resolved to submit a favourable report to the Board of Directors on the separate and consolidated annual accounts for the year ended 31 December 2024, following confirmation by the Company and Group auditors and that their auditors' reports would be unqualified.
- The Committee was informed of the favourable review by the external auditors of the Non-Financial Statement and Sustainability Report. In this regard, the Group's CSR management informed the Committee on the main aspects of the non-financial reporting and the most important aspects of the Non-Financial Statement and Sustainability Report included within the Group's consolidated Management Report 2024.
- The Committee was informed of the draft special report required by Article 11 of Regulation (EU) No 537/2014 and section 36 of the Auditors Act, submitted by the external auditors.
- A favourable report was issued on the independence of the Company and Group auditors, to be submitted to the Board, based on the letter of independence submitted by the auditors.
- The draft Annual Corporate Governance Report 2024 on matters within the Committee's remit and the draft report by the auditors on the internal control over the financial reporting system (ICFR) 2024 were reviewed, indicating the absence of any material irregularities.
- The Committee verified the information on related party transactions, potential conflicts of interest and risk control (falling within the remit of the Committee) to be included in the Annual Corporate Governance Report 2024 and resolved to submit a favourable report to the Board.
- The Committee received the report by the Internal Audit Department on the monitoring of CAPEX investments approved by the Board in 2021.
- The Committee monitored the degree of implementation of the Action Plan on risks approved in April 2023 on the basis of the report prepared and presented by the Risks Committee.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

- **Meeting on 29 April 2025:**

- The Committee checked and agreed to issue a favourable report to the Board on the Q1 2025 earnings presentation to analysts.
- The appropriate monitoring was made of the Group's sustainability, environment and corporate social responsibility policy.

- The Committee was informed of the most important work and degree of progress in respect of the targets set in the long-term Sustainability Plan “Heading for 2030”.
- The Committee was informed of the analysis made by the Risks Committee of the potential impact of the US tariff policy on production of the Group’s raw materials and products.
- The Committee was informed of the report submitted by the Internal Audit Department on the testing of the internal control over the financial reporting system (ICFR) in the Group subsidiary Ebro India.

In accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

- **Meeting of 28 July 2025:**

- The Committee reviewed and resolved to submit a favourable report to the Board on the periodic financial reporting on H1 2025, including the presentation to analysts given after approval of that information by the Board.
- The Committee was informed of the report submitted by the Internal Audit Department on the financial audits made of two Group subsidiaries, Mundi Riz and Mundi Riso.
- The Committee monitored the degree of progress of the work included in the Annual Work Plan of the Internal Audit Department.
- The Protocol on Related-Party Transactions was monitored and, based on the information reported by the Compliance Unit, the Committee (i) assessed and analysed the transactions reported by the Direct Related Parties since the last meeting; (ii) confirmed that those transactions, in the broadest possible terms and grouped, would not go above the applicable thresholds for publication and approval by the General Meeting; and (iii) resolved to submit a proposal to the Board for the approval of those transactions.
- In pursuance of the applicable Protocol (mentioned earlier), the non-audit services contracted with the external auditors, EY, since the previous Committee meeting were put on record.
- The Committee was informed of the letter of recommendations by EY regarding internal control within their audit of the 2024 accounts, discussing the adoption of the reinforcement measures considered necessary.
- The Committee reviewed and resolved to submit a favourable report to the Board on the final fees proposed for auditing the 2024 accounts and the proposed fees for auditing the 2025 accounts, both presented by the auditors EY.
- The Committee was informed of the report submitted by the auditors EY on the use of digital tools and artificial intelligence in the Group’s audit work.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

- **Meeting on 28 October 2025:**

- The Committee heard the report presented by the external auditors, EY, on their preliminary work to define the audit strategy for the annual accounts 2025.
- The Committee reviewed and resolved to submit a favourable report to the Board on the fees proposed by EY for checking the Non-Financial Statement and Sustainability Report.
- The Committee checked and agreed to issue a favourable report to the Board on the Q3 2025 earnings presentation to analysts.
- The Committee received the report presented by the Internal Audit Department on the financial audit made of the subsidiary Ebro India.
- The Committee analysed the degree of progress of the work included in the annual work plan of the Internal Audit Department.
- The Committee analysed and was informed on the report by the Risks Committee on monitoring of the Risk Control Policy and the internal financial control system corresponding to Q1 2025 and the evolution of implementation of the Action Plan, focusing especially on the work done by the Group's IT Department in this area.
- The Committee received, analysed and was informed on the report by the Compliance Unit on the monitoring of the principal aspects of legal compliance, including the Crime Prevention Model and information on work-related accidents in Spanish subsidiaries and occupational hazard prevention in the Group corresponding to H1 2025.
- The Protocol on Related-Party Transactions was monitored and, based on the information reported by the Compliance Unit, the Committee: (i) assessed and analysed the transactions reported by the Direct Related Parties since the last meeting; (ii) confirmed that those transactions, in the broadest possible terms and grouped, would not go above the applicable thresholds for publication and approval by the General Meeting; and (iii) resolved to submit a proposal to the Board for the approval of those transactions.
- In pursuance of the applicable Protocol (mentioned earlier), the non-audit services contracted with the external auditors, EY, since the previous Committee meeting were put on record.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

- **Meeting on 16 December 2025:**

- The Committee was informed on the progress of the preliminary work by the Company and Group external auditors on the audit of the separate and consolidated accounts 2025.
- The Committee was informed of the report submitted by the Internal Audit Department on the ICFR control testing in Ebro Foods, S.A. and Herba Bangkok.
- The Committee received the report by the Internal Audit Department on their audit work on the Non-Financial Statement and Sustainability Report 2025.
- The Committee assessed the degree of fulfilment of the annual work plan of the Internal Audit Department for 2025, confirming that all the scheduled work had been done.
- The annual work plan of the Internal Audit Department for 2026 was assessed and approved.
- The Committee reviewed and positively assessed the degree of fulfilment of its own Annual Work Plan for 2025 and approved the Plan for 2026.
- The Committee reviewed and agreed to submit a favourable report to the Board on the proposal for an ordinary dividend against the 2025 profits, payable in 2026.
- The Committee reviewed and agreed to submit a favourable report to the Board on the amendment of the Regulations of the Board on matters within the Committee's remit.
- The Committee was informed of the functioning of the Whistleblowing Channel during 2025.
- The Committee reviewed the monitoring and oversight of application of the Group Codes and Policies within its remit, confirming that they had all been duly applied and followed during 2025.

And in accordance with the Technical Guide on Audit Committees, it was noted that the corporate website was fully updated.

The Committee informed the Board promptly on all issues discussed at its meetings during 2025.

6. Principal aspects of the Committee's actions

6.1. Supervision of financial reporting

The Committee supervised and checked during 2025 the process of preparing and presenting the statutory (half-year and annual) financial reporting, prior to its assessment

and approval by the Board of Directors. After supervision and review, the Committee submitted a proposal to the Board in this regard.

In addition, during 2025 the Committee supervised and checked the preparation of the Annual Accounts 2024, both the separate accounts of the parent and the consolidated accounts of the Group, which were subsequently approved for issue by the Board of Directors and approved by the shareholders at the Annual General Meeting of the company. The Committee was assisted in this task by the Finance Department and, primarily, by the external auditors of the company and its Group, to ensure an unqualified auditors' report.

In 2025, as in previous years, the Committee participated in defining the planning and strategy for auditing the annual accounts, strictly respecting at all times the independence of the external auditors right from commencement of the audit work, as indicated in the summary of business transacted at the meeting on 25 October 2025.

6.2. Oversight of information communicated to the market

After the legal obligation to present quarterly public reports was repealed, the Company decided to continue presenting the information on evolution of its business to analysts in the first and third quarters of the year. The presentations put together for this are checked by the Committee (not so much because the contents of that information might be considered financial information, but rather because the Committee is responsible for overseeing and monitoring the Group's Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors and the Policy on Communication of Financial, Non-Financial and Corporate Information of the Group).

6.3. Scepticism and promotion of constructive dialogue. Relations with management

Since its meeting on 17 December 2018, the Committee has established a number of measures designed to reinforce the sceptical, critical approach by its members and constructive dialogue at meetings, as recommended in the analysis of the degree of compliance of the Committee's duties and procedures with the CNMV Technical Guide on Audit Committees in Public-Interest Entities, which had been commissioned to an external expert in 2018.

These measures include, among others: (i) setting in advance the agenda for meetings and the supporting documents for the business to be transacted (as per the Annual Work Plan); (ii) the participation of executives at meetings when so required by the business to be transacted; (iii) preparation and delivery to new Committee members of a "welcome pack" giving them a rapid insight into the structure of the Group and key aspects for the Committee (in view of its remit), to make their incorporation in the Committee expeditious and effective; (iv) limitation of the participation by executives in Committee meetings, establishing in any case that all meetings will end with the exclusive presence of the Committee members (and Secretary) in order to reflect, without the presence of any member of the management, on the business transacted at the meeting or such other matters as it may deem fit; and (v) the holding of meetings prior to the dates scheduled for Board meetings to give members a chance to reflect after the Committee meeting, should they consider this necessary.

Based on these measures, the Committee maintains constructive dialogue with both the external auditors and the Group management, although the attendance of outsiders at Committee meetings is limited to presentation of the business in question and responding to any questions or comments from the Committee members on that business. Following their participation, when it occurs, the outsiders (external auditors, Finance Manager, Chief Audit Officer, COO, etc.) leave the meetings once the business within their specific remit has been discussed, and the Committee discusses the information presented, with total freedom and independence, and adopts the measures and decisions it deems fit in each case.

In addition, at the end of all meetings and with only the Committee members (and Secretary) present, they reflect on any matters within their remit. Whenever those reflections reveal aspects of which management needs to be informed, the Secretary passes on any instructions or comments from the Committee.

6.4. Relations with the external auditors

During 2025, the Committee's relations with the external auditors have, as in previous years, essentially been conducted through: (i) their attendance of Committee meetings where appropriate, according to the business to be transacted; and (ii) the meetings held with the Committee Chair, Elena Segura Quijada, during 2025, prior to the meetings in which the external auditors were going to participate.

Through those meetings between the external auditors and the Committee Chair, not only has the preparation of Committee meetings improved, but also it has been possible to inform the external auditors in advance on the issues that the Committee considers most important, thus enabling the auditors to address at those meetings the objectives, concerns and expectations of the Committee. In any case, the Committee members may contact the members of the external audit team directly to discuss any matter, should they so deem fit.

Every time the external auditors have attended Committee meetings, they have prepared the relevant supporting documents for the matters that they have presented and sent them to the Committee members (through the Secretary). At the different meetings, the external auditors have answered any questions or requests raised by Committee members.

In addition, at the Committee's proposal, in 2025 the external auditors and the verifier of the Non-Financial Statement and Sustainability Report attended the Board meeting at which the Annual Accounts 2025 were authorised for issue, in order to present directly to the directors their conclusions on the audit and verification made.

6.5. Independence of the external auditors

During 2025, the Committee monitored constantly and thoroughly any aspects that could potentially jeopardise the necessary independence of the external auditors.

In this regard:

- (i) Through the Protocol on non-audit services provided by the external auditors (approved by the Committee in February 2017 and amended in February 2025), the Committee maintains permanent control over any potential

contracting to the external auditors of non-audit services. That control is made not only over those services that require pre-approval by the Committee as prohibited but authorisable services (pursuant to Article 5(3) of Regulation (EU) No 537/2014), but over all non-audit services.

- (ii) At its meeting on 25 March 2025, the Committee checked the declaration of independence made by the external auditors and issued a favourable report on their independence for the Board, which was made available to shareholders together with the notice of call to the Annual General Meeting held on 11 June 2025.
- (iii) At the same meeting, the external auditors presented their special report required under Article 11 of Regulation (EU) No 537/2014.

The increased contact between the Committee (through its Chair) and the external auditors by no means affects the independence of the latter, and both the Committee and the auditors take all necessary measures to guarantee that independence.

6.6. Relations with the internal auditors

During 2025, the Committee monitored the implementation of the Internal Audit Plan approved at the beginning of the year. The Chief Audit Officer (head of the Internal Audit Department) informed the Committee on the different work done during the year in accordance with the approved Plan.

The relations of the Committee with the Internal Audit Department are channelled through the checking and approval of the Internal Audit annual work plan and attendance by the head and deputy head of the department at Committee meetings whenever this is considered necessary or convenient.

Furthermore, during 2025 the Chief Audit Officer regularly (quarterly) informed the Committee on the degree of progress of the department's scheduled work, thus enabling the Committee, if necessary, to decide on any change in the work pending should circumstances so require or make this advisable.

The work plan for the Internal Audit Department for 2025 was approved by the Committee on 16 December 2024.

With regard to the current year 2026, the Internal Audit Department presented its work plan for 2026 at the Committee meeting held on 16 December 2025, when it was approved.

6.7. Assistance from external experts

The Committee members are entitled to request external advice on any matters within the Committee's remit whenever they consider this necessary, in accordance with Articles 20.8 and 38.3 of the Regulations of the Board.

The Committee did not seek external advice on any matters during 2025, apart from the information received from time to time from the external auditors and the verifier of the

Non-Financial Statement and Sustainability Report on specific aspects of the matters corresponding to each one.

6.8. Risk control and the Internal Control over the Financial Reporting System

Within the measures implemented for monitoring and control of management risks and the internal control over the financial reporting system (ICFR), during 2025 the Committee received the regular reports of the Risk Committee by the stipulated dates, ensuring that it had constant, adequate knowledge of the different risks and important aspects, as well as the measures taken to control and mitigate them. With regard to the ICFR, the Committee monitored during the year the assessment of controls (tests) and updates made by subsidiaries in which testing had been conducted in previous years, receiving timely information on the progress of that work.

On 25 March 2025, the external auditors presented the Committee with their draft ICFR assessment report for 2024, revealing that the assessments had not detected any inconsistencies or irregularities that could affect the ICFR. This notwithstanding, on 29 April 2025, as in previous years, the external auditors presented their recommendations regarding the internal control processes in place in the Group, intended to reveal any minor inefficiencies detected and propose measures to strengthen the controls over the internal control processes.

During 2025, the Internal Audit Department continued the ICFR control testing begun in 2019, as mentioned when reporting on the business transacted at the different meetings held during that year.

6.9. Compliance, Crime Prevention Model and other compliance-related matters

In 2025, with assistance from the Compliance Unit, the Committee carried out its six-monthly monitoring of the principal compliance matters, including the Spanish Crime Prevention Model. That monitoring, expressly requested of the Compliance Unit by the Committee, was extended to the foreign companies of the Ebro Group that have implemented their own crime prevention models or schemes in accordance with their local laws. For this purpose, the reporting received from the aforesaid Group companies in respect of crime prevention was analysed at the meetings in February and October 2025.

6.10. Related-party transactions

In February 2022, the Committee prepared and submitted to the Board for approval, together with a favourable report, the Protocol on Related-Party Transactions of the Ebro Group, to adjust the rules on those transactions to the new regulations established in the Corporate Enterprises Act, as amended by Act 5/2021 of 12 April.

After approval and implementation of the Protocol and its subsequent review in 2023, the Committee has, with assistance from the Compliance Unit: (i) reviewed the related-party transactions detected, assessing whether they are reasonable from the point of view of the market and the Group's interest, and (ii) checked the amounts of those transactions to identify immediately any need to submit them for publication or approval by the General

Meeting (according to the legally applicable thresholds). The conclusions of that monitoring have been passed on to the Board for its approval of the transactions.

6.11. Corporate Social Responsibility and Sustainability

During 2025, the Committee monitored actions in the area of Corporate Social Responsibility, Sustainability and Environment and the extent to which they are aligned with the principles established in the Sustainability, Environment and Corporate Social Responsibility Policy and the Social Action Policy.

In particular, the Committee's work focused on reviewing the Non-Financial Statement and Sustainability Report (before it was authorised for issue by the Board of Directors) and monitoring the degree of progress of the long-term Sustainability Plan "Heading for 2030".

Special monitoring was also made during the year of the new legislation in place regarding Sustainability, as the Sustainability Report 2024 was issued for the first time in 2025, which has made it necessary to allocate new human and IT resources (and implement the new tool Workiva).

6.12. Corporate Whistleblowing Channel

During 2025 the Committee tracked the handling of complaints received through the Corporate Whistleblowing Channel integrated within the Internal Reporting System of the Ebro Group.

In addition, the Committee monitored through the Compliance Unit the functioning of the local whistleblowing channels existing in some of the Group's subsidiaries (in countries where the local laws in place contemplate them), which are also integrated within the Internal Reporting System of the Ebro Group on the terms indicated in the Policy on the Internal Reporting System.

6.13. Codes and Policies

The Committee monitored and supervised the application of the Group's Codes and Policies falling within its remit and checked that they were all duly applied in 2025.

In addition, at its meeting of 17 December 2025, the Committee reviewed and agreed to submit a favourable report to the Board on the proposed amendment of the Regulations of the Board on the matters falling within its remit.

6.14. Annual Work Plan of the Committee for 2026

Following the best corporate governance practices and the recommendations set out in the CNMV Practical Guidelines on Audit Committees in Public-Interest Entities, the Committee approved its Annual Work Plan for 2026 at its meeting on 16 December 2025.

That Annual Work Plan schedules the meetings planned for the year (without prejudice to any extraordinary meetings that may be considered necessary), setting the agenda for each one and the documents to be sent to the Committee members on the business to be discussed at each meeting.

The Annual Work Plan also defines the aspects within the Committee's remit on which specific work is recommended during the year, and training for Committee members on any new or especially complex matters on which it is considered appropriate to boost the Committee members' knowledge.

The Annual Work Plan will enable the Committee, at the end of 2026 (as it did at the meeting on 16 December 2025 in respect of the Annual Work Plan 2025), to assess the degree of compliance with the provisions thereof and, where necessary, take such measures as it may deem fit in respect of any targets not met.

7. Assessment and performance

The Committee does not assess its own performance during the year, although the annual assessment of the Board of Directors, its Committees and the Executive Chairman includes aspects corresponding exclusively to the Committee. Those aspects are intended to assess both the internal procedures of the Committee (with questions aimed exclusively at its members) and its relations with and counselling of the Board of Directors in matters falling within its remit (with questions aimed at all Directors regarding their perception of the composition, powers, duties, procedures and reporting to the Board by the Committee).

In this regard, in the self-assessment made in 2025 (in respect of 2024), both the internal aspects of the Committee and the perception by other directors of its work were found to be satisfactory.

8. Responsibility for the information contained in the Annual Activity Report of the Audit, Control and Sustainability Committee

The Audit, Control and Sustainability Committee assumes responsibility for the contents of this Report, approved by the Committee on 24 February 2026.

This report will be made available to the company's shareholders and investors within the General Meeting section on the corporate website www.ebrofoods.es coinciding with publication of the notice of call to the forthcoming Annual General Meeting.

Issued in Madrid, on 24 February 2026.

Elena Segura Quijada
Chair

Luis Peña Pazos
Secretary

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In the event of any discrepancy between the Spanish and English versions
of this document, the Spanish version will prevail.**

