01

INDIVIDUAL ANNUAL ACCOUNTS AND DIRECTORS' REPORT

EBRO FOODS, S.A.
BALANCE SHEET

AT DECEMBER 31, 2015 AND 2014

ASSETS	NOTE	12-31-15	12-31-14
A) NON CURRENT ASSETS		**1,598,177**	**1,562,737**
I. Intangible Assets	**5**	**8,556**	**8,226**
3. Patents, licenses and trademarks		7,866	7,866
5. Commputer software		690	360
II. Property, plant and equipment	**6**	**1,149**	**1,251**
1. Land and buildings		491	503
2. Plant and other items		658	748
III. Investment properties	**7**	**11,959**	**12,020**
1. Land		7,276	7,276
2. Buildings		4,683	4,744
IV. Non-current investments in group companies and associates	**8**	**1,543,051**	**1,506,049**
1. Equity instruments		1,542,800	1,505,850
2. Loans to companies	8 & 17	251	199
V. Non-current financial assets	**9**	**24,970**	**26,253**
1. Equity instruments		846	693
2. Loans to third parties		23,977	25,413
5. Other financial assets		147	147
VI. Deferred tax assets	**15**	**8,492**	**8,938**
B) CURRENT ASSETS		**16,699**	**19,575**
III. Trade an other receivables	**9 & 10**	**13,861**	**14,583**
1. Trade receivables		53	696
2. Trade receivables from group companies and associates	17	9,913	8,872
3. Other receivables		8	8
4. Receivable from employees		43	97
5. Current tax assets	15	2,817	4,343
6. Other amounts receivable from public authorities	15	1,027	567
V. Current financial assets	**9**	**1,436**	**905**
2. Loans to third parties		1,436	905
VI. Prepayment for current assets		**0**	**0**
VII. Cash and cash equivalents	**11**	**1,402**	**4,087**
1. Cash		1,402	4,087
TOTAL ASSETS		**1,614,876**	**1,582,312**

Thousands of euros

The accompanying notes 1 to 20 are an integral part of the balance sheet at December 31, 2015.

EBRO FOODS, S.A.
BALANCE SHEET

AT DECEMBER 31, 2015 AND 2014

EQUITY AND LIABILITIES	NOTE	12-31-15	12-31-14
A) EQUITY		**830,446**	**908,397**
A.1 CAPITAL AND RESERVES	12	830,191	908,252
I. Capital		92,319	92,319
1. Issued capital		92,319	92,319
II. Share premium		5	5
III. Reserves		714,647	773,474
1. Legal and statutory reserves		18,464	18,464
2. Other reserves		696,183	755,010
IV. Own shares and own equity holdings		0	(277)
VII Profit for the year		23,220	42,731
VIII. Interim dividend		0	0
A.2 VALUATION ADJUSTMENTS		255	145
B) NON-CURRENT LIABILITIES		**718,378**	**464,945**
I. Non-current provisions	14	11,322	10,681
1. Non-current employee benefit obligations		2,302	1,661
4. Other provisions		9,020	9,020
II. Non-current borrowings	9	301,446	132,873
2. Bank borrowings	13	298,634	128,061
4. Derivatives	9	2,800	4,800
5. Other financial liabilities		12	12
III. Non-current payables, group companies and associates	17	373,933	290,818
IV. Deferred tax liabilities	15	31,677	30,573
C) CURRENT LIABILITIES		**66,052**	**208,970**
III. Current borrowings:	9	45,945	196,382
2. Bank borrowings	13	45,887	191,124
5. Other financial liabilities		58	5,258
IV. Current payables, group companies and associates	17	11,622	3,884
V. Trade and other accounts payable:	9	8,485	8,704
1. Trade payables		2,574	3,035
2. Trade payables, group companies and associates		480	80
4. Employee benefits payable		3,105	3,104
5. Current income tax liabilities	15	0	0
6. Other payables to public authorities	15	2,326	2,185
7. Advanced from customers		0	300
TOTAL EQUITY AND LIABILITIES		**1,614,876**	**1,582,312**

Thousands of euros

The accompanying notes 1 to 20 are an integral part of the balance sheet at December 31, 2015.

EBRO FOODS, S.A.
INCOME STATEMENT

FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	NOTE	2015	2014
CONTINUING OPERATIONS			
Revenue		**39,184**	**61,484**
Services rendered		5,355	5,285
Dividends from group companies and associates	8 & 17	33,827	56,197
Finance income from group companies	17	2	2
Other operating income		**3,936**	**4,639**
Non-trading and other operating income		3,936	4,639
Employee benefits expense		**(10,573)**	**(10,346)**
Wages and salaries		(8,086)	(8,337)
Employee benefits		(1,156)	(1,092)
Termination benefits		0	(157)
Provisions		(1,331)	(760)
Other operating expenses		**(7,699)**	**(16,328)**
External services		(7,302)	(7,141)
Levies		(397)	(378)
Losses on, impairment of and changes in trade provisions		0	0
Other operating expenses	14	0	(8,809)
Depreciation and amortization	5, 6 & 7	**(655)**	**(897)**
Surplus provisions	14	**0**	**0**
Impairment of and gains/(losses) on disposal of fixed assets		**0**	**6**
Impairment and losses	5	0	0
Gains/(losses) on disposals	5 & 7	0	6
OPERATING PROFIT		**24,193**	**38,558**
Finance income		**897**	**919**
From marketable securities and other financial instruments:			
From third parties		897	919
Finance costs		**(6,738)**	**(6,299)**
Borrowings from group companies and associates	17	(3,481)	(3,188)
Third-party borrowings		(3,257)	(3,111)
Change in fair value of financial instruments		**2,000**	**(4,800)**
Held-for-trading portfolio and other securities	9	2,000	(4,800)
Exchange differences	9	**(2,627)**	**(1,905)**
Impairment of and gains/(losses) on disposal of financial assets		**932**	**12,707**
Impairment and losses	8	932	(1,296)
Gains/(losses) on disposals	9	0	14,003
NET FINANCE INCOME/(COST)		**(5,536)**	**622**
PROFIT BEFORE TAX		**18,657**	**39,180**
Income tax	15	4,563	3,551
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS		**23,220**	**42,731**
DISCONTINUED OPERATIONS			
Profit/(loss) for the year from discontinued operations, net of income tax		0	0
PROFIT FOR THE YEAR		**23,220**	**42,731**

Thousands of euros

The accompanying notes 1 to 20 are an integral part of the income statement for the year ended December 31, 2015.

EBRO FOODS, S.A.
STATEMENT OF RECOGNIZED INCOME AND EXPENSE

FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	NOTE	2015	2014
A) PROFIT AS PER INCOME STATEMENT		**23,220**	**42,731**
INCOME AND EXPENSE RECOGNIZED DIRECTLY IN EQUITY			
I. Measurement of financial instruments			
1. Available-for-sale financial assets	9	153	(5,171)
2. Other income/expense			
II. Cash flow hedges			
III. Grants, donations and bequests received			
IV. Actuarial gains and losses and other adjustments			
V. Tax effect		(43)	1,551
B) TOTAL INCOME AND EXPENSE RECOGNIZED DIRECTLY IN EQUITY		**110**	**(3,620)**
AMOUNTS RECLASSIFIED TO PROFIT OR LOSS			
VI. Measurement of financial instruments			
1. Available-for-sale financial assets	9	0	(14,003)
2. Other income/expense			
VII. Cash flow hedges			
VIII. Grants, donations and bequests received			
IX. Tax effect		0	4,201
C) TOTAL AMOUNTS RECLASSIFIED TO PROFIT OR LOSS		**0**	**(9,802)**
TOTAL RECOGNIZED INCOME AND EXPENSE (A + B + C)		**23,330**	**29,309**

Thousands of euros

The accompanying notes 1 to 20 are an integral part of the statement of recognized income and expense for the year ended December 31, 2015.

EBRO FOODS, S.A.

STATEMENT OF TOTAL CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	CAPITAL	SHARE PREMIUM	RESERVES	OWN SHARES	RETAINED EARNINGS	PROFIT FOR THE YEAR	INTERIM DIVIDEND	OTHER EQUITY INSTRUMENTS	VALUATION ADJUSTMENTS	GRANTS, DONATIONS AND BEQUESTS RECEIVED	TOTAL
BALANCE AT 12-31-13	**92,319**	**5**	**841,686**	**0**	**0**	**8,342**	**0**	**0**	**13,567**	**0**	**955,919**
I. Restatements for changes in accounting criteria											0
II. Restatements for prior-year errors											0
RESTATED BALANCE AT 1-1-2014	**92,319**	**5**	**841,686**	**0**	**0**	**8,342**	**0**	**0**	**13,567**	**0**	**955,919**
I. Total recognized income and expense						42,731			(13,422)		29,309
II. Transactions with shareholders and owners:	0	0	(68,212)	(277)	0	(8,342)	0	0	0	0	(76,831)
Dividend distribution			(76,932)								(76,932)
Transactions with own shares (net)			378	(277)							101
Other transactions with shareholders			8,342			(8,342)					0
III. Other changes in equity											0
CLOSING BALANCE AT 12-31-2014	**92,319**	**5**	**773,474**	**(277)**	**0**	**42,731**	**0**	**0**	**145**	**0**	**908,397**
I. Restatements for changes in accounting criteria											0
II. Restatements for prior-year errors											0
RESTATED BALANCE AT 1-1-2015	**92,319**	**5**	**773,474**	**(277)**	**0**	**42,731**	**0**	**0**	**145**	**0**	**908,397**
I. Total recognized income and expense						23,220			110		23,330
II. Transactions with shareholders and owners:	0	0	(58,827)	277	0	(42,731)	0	0	0	0	(101,281)
Dividend distribution			(101,551)								(101,551)
Transactions with own shares (net)			(7)	277							270
Other transactions with shareholders			42,731			(42,731)					0
III. Other changes in equity											0
CLOSING BALANCE AT 12-31-2015	**92,319**	**5**	**714,647**	**0**	**0**	**23,220**	**0**	**0**	**255**	**0**	**830,446**

Thousands of euros

The accompanying notes 1 to 20 are an integral part of the statement of total changes in equity for the year ended December 31, 2015.

EBRO FOODS, S.A.
STATEMENT OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

	NOTE	2015	2014
CASH FLOWS FROM/(USED IN) OPERATING ACTIVITIES		**21,731**	**34,571**
1. Profit for the year before tax		18,657	39,180
2. Adjustments for:		(26,182)	(46,430)
a) Depreciation and amortization (+)	5,6 & 7	655	897
b) Impairment charges (+/–)	8	(932)	1,296
c) Changes in provisions (+/–)	14	1,331	9,500
e) Gains (losses) on derecognition and disposal of fixed assets (+/–)	7	0	(6)
f) Gains (losses) on derecognition and disposal of financial instruments (+/–)	8	0	(14,003)
g) Finance income (–)		(899)	(921)
h) Finance costs (+)		4,738	11,099
i) Exchange differences (+/–)	9.1	2,752	1,905
k) Other income and expenses (+/–)		(33,827)	(56,197)
3. Change in working capital		(5,321)	(10,867)
b) Trade and other accounts receivable (+/–)		(6,978)	(6,874)
c) Other current assets (+/–)		1,235	886
d) Trade and other payables (+/–)		(219)	(4,879)
f) Other non-current assets and liabilities (+/–)		641	0
4. Other cash flows from operating activities		34,577	52,688
a) Interest paid (–)		(6,886)	(4,179)
b) Dividends received (+)		33,602	56,197
c) Interest received (+)		97	2
d) Income tax receipts (payments) (+/–)		7,764	3,508
e) Other payments/receipts (–/+)		0	(2,840)
CASH FLOWS USED IN INVESTING ACTIVITIES		**(4,256)**	**(16,844)**
6. Payments for investments (–)		(6,022)	(58,628)
a) Group companies and associates		(5,200)	(58,255)
b) Intangible assets		(275)	(189)
c) Property, plant and equipment	6	(547)	(184)
7. Proceeds from disposals (+)		1,766	41,784
b) Intangible assets		1,766	1,479
c) Property, plant and equipment		0	37
e) Other financial assets		0	40,268
CASH FLOWS (USED IN)/FROM FINANCING ACTIVITIES		**(20,160)**	**(15,475)**
9. Proceeds from and payments for equity instruments		274	99
c) Acquisition of own equity instruments (–)		0	(11,804)
d) Disposal of own equity instruments (+)		274	11,903
10. Proceeds from and repayment of financial liabilities		81,066	61,358
a) Issuance of:		**191,785**	**262,385**
2. Bank borrowings (+)		103,225	80,000
3. Borrowings from group companies and associates (+)		88,560	182,385
b) Repayment and amortization of:		**(110,719)**	**(201,027)**
2. Bank borrowings (–)		(108,610)	(37,925)
3. Borrowings from group companies and associates (–)		(2,109)	(163,102)
11. Dividends and payments on other equity instruments		(101,500)	(76,932)
a) Dividends (–)		**(101,500)**	**(76,932)**
EFFECT OF CHANGES IN EXCHANGE RATES ON CASH AND CASH EQUIVALENTS		**0**	**0**
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		**(2,685)**	**2,252**
Cash and cash equivalents, opening balance		4,087	1,835
CASH AND CASH EQUIVALENTS, CLOSING BALANCE		**1,402**	**4,087**

Thousands of euros

The accompanying notes 1 to 20 are an integral part of the statement of cash flows for the year ended December 31, 2015.

1. CORPORATE INFORMATION

Ebro Foods, S.A., a Spanish public limited company (sociedad anónima), hereinafter, the Company, was created by the merger by absorption of Puleva S.A. into Azucarera Ebro Agrícolas S.A. on January 1, 2001. On the occasion of that transaction, Azucarera Ebro Agrícolas, S.A.'s name was changed to Ebro Puleva, S.A. Later, at the Annual General Meeting of June 1, 2010, its registered name was changed again to its current name: Ebro Foods, S.A.

The Company's current registered office is in Madrid (28046), at Paseo de la Castellana, 20. The Company's corporate object is to perform the following business activities in Spanish and foreign markets:

a) The production, preparation, sale, research, export and import of all manner of food and dietary products for both human and animal consumption, in addition to energy food products, including their by-products and waste, and, in particular, rice, pasta, sauces and all manner of nutritional products.

b) The production, exploitation and sale of all manner of food, soft and alcoholic beverages.

c) The use of by-products and the provision of services or products of all types relating to the aforementioned activities, including refrigeration cabinets, ice, industrial gas, steam, cold and energy.

d) The acquisition, lease, creation, installation, development and management of industrial, farming and livestock facilities in the food, nutrition and beverage (including alcohol) industries.

e) The performance of projects and installation work and the provision of all manner of technical assistance to other companies in the aforementioned industries; the creation, development, protection and use of patents, trademarks and other assets susceptible to intellectual property protection.

f) Staff training, computer programming or management, investment and monetization of resources, advertising and image, transport, distribution and sale and marketing activities that are ancillary or complementary to the aforementioned activities.

The activities comprising the corporate object may be carried on through the subscription or acquisition of shares or other equity interests in companies with an identical or similar corporate purpose.

Ebro Foods, S.A. is the parent of a consolidated group comprising it and its subsidiaries and associates with which it has separately presented consolidated financial statements for 2015, which were authorized for issue by the Board of Directors of Ebro Foods, S.A. on March 31, 2016. The 2014 consolidated financial statements were approved at the Annual General Meeting held by Ebro Foods, S.A. on June 3, 2015 and duly filed with Madrid's Companies Register.

This fact should be taken into consideration in assessing the working capital position typical of year-end in the separate annual financial statements of Ebro Foods, S.A., which, as the group's parent company, has the option of financing itself via dividends and additional bank borrowings, among other alternatives.

The key figures contained in the 2015 and 2014 consolidated financial statements, which were drawn up in accordance with Final Provision Eleven of Spanish Law 62/2003, of December 30, 2003, under the International Financial Reporting Standards approved by the European Commission, are replicated below:

	AT 12-31-2014		AT 12-31-2015	
TOTAL ASSETS		**3,162,068**		**3,403,676**
Equity:		1,873,805		1,992,916
Attributable to equity holders of the parent	1,849,485		1,966,259	
Attributable to non-controlling interests	24,320		26,657	
Revenue		2,120,722		2,461,915
Profit for the year:		149,119		150,688
Attributable to equity holders of the parent	146,013		144,846	
Attributable to non-controlling interests	3,106		5,842	

Thousands of euros

2. BASIS OF PRESENTATION OF THE FINANCIAL STATEMENTS

The figures provided in these financial statements are presented in thousands of euros, unless otherwise indicated.

FINANCIAL REPORTING FRAMEWORK APPLICABLE TO THE COMPANY

The accompanying financial statements were authorized for issue by the directors in keeping with the financial reporting regulatory framework applicable to Company, namely:

a) Spain's Code of Commerce and other company law

b) The Spanish General Accounting Plan enacted by Royal Decree 1514/2007 and its sector-specific adaptations

c) The binding rules issued by the ICAC (acronym in Spanish for the Audit and Accounting Institute) enacting the General Accounting Plan and its complementary rules and regulations

d) Other applicable Spanish accounting regulations

FAIR PRESENTATION

The accompanying financial statements were prepared from the Company's accounting records in keeping with the prevailing applicable financial reporting framework and, specifically, the accounting principles and criteria contained therein, to present fairly the Company's equity and financial position at year-end and financial performance and cash flows during the year.

These financial statements have been authorized for issue by the Company's directors and will be submitted for shareholder approval at the Annual General Meeting at which they are expected to be ratified without modification. The 2014 financial statements were approved at the Annual General Meeting held on June 3, 2015.

COMPARATIVE INFORMATION

The information provided in these financial statements in respect of 2014 is presented to enable a reader comparison with the equivalent 2015 figures.

As required in the sole additional provision of the Resolution issued by the Spanish Audit and Accounting Institute (ICAC) on January 29, 2016 regarding the information to be disclosed in the financial statement notes in relation to the average term of payment to trade suppliers, the Company provides, in note 19 below, disclosures exclusively in respect of 2015; comparative information is not provided as the 2015 financial statements are deemed first-time statements, exclusively in relation to application of the principle of uniformity and the attendant prior-year disclosure requirement.

CRITICAL ISSUES REGARDING THE MEASUREMENT AND ESTIMATION OF UNCERTAINTY

The directors have prepared the Company's financial statements using estimates based on historical experience and other factors considered reasonable under the circumstances. The carrying amounts of assets and liabilities which are not readily apparent from other sources were established on the basis of these estimates. The Company reviews these estimates continually. However, given the uncertainty inherent in these estimates, there is a considerable risk that the carrying amounts of affected assets and liabilities may have to be significantly adjusted in the future should material changes occur in the assumptions, events or circumstances on which they were based.

In addition to other relevant information regarding the estimation of uncertainty at the reporting date, the key assumptions regarding the future that imply a considerable risk that the carrying amounts of assets and liabilities may require material adjustment in the next financial year, are as follows:

- Taxation

  In accordance with prevailing tax legislation, tax returns cannot be considered final until they have been inspected by the tax authorities or until the four-year inspection period from the date of presentation of the respective returns has elapsed. The directors believe that no significant additional tax liabilities would arise for the Company in the event of a tax inspection (note 15).

- Impairment of non-financial assets

  The Company tests its non-financial assets for indications of impairment annually. Intangible assets that have an indefinite useful life are tested for impairment at least annually. All other non-financial assets are tested for impairment whenever there are indications that their carrying amount may not be recoverable (notes 5, 6 and 7) and are depreciated over their remaining estimated useful lives.

- Deferred tax assets

  Deferred tax assets are recognized on the basis of the Company's estimates regarding the probability of occurrence and level of future taxable profits (note 15).

❖ Provisions

The Company recognizes provisions for liabilities in keeping with the accounting policy outlined in note 4.n below. The Company has made judgments and estimates as to the likelihood that the provisioned liabilities will materialize, as well as the corresponding amounts, and has recognized provisions when the liability is deemed probable, estimating the cost that would be generated by the obligating event (note 14).

Although these estimates were made on the basis of the best information available at year-end, events that take place in the future might make it necessary to change these estimates (upwards or downwards) in coming years. Changes in accounting estimates would be applied prospectively.

TRANSACTIONS CONCLUDED IN 2015 THAT AFFECT THE BASIS OF PRESENTATION

The Company did not undertake any transactions in 2015 that affect the presentation or comparability of these financial statements. The transactions undertaken in prior years requiring specific disclosures in subsequent reporting periods are outlined below:

a) **Merger by absorption of Productos La Fallera, S.A.:**
See 2003 financial statements

b) **Dissolution of Azucarera Ebro Agrícolas Gestión de Patrimonio, S.L. (GDP) transferring all of its assets and liabilities to Ebro Foods, S.A.:**
See 2003 financial statements

c) **Non-monetary contribution to Ebro Financial Corporate Services S.L.:**
See 2012 financial statements

a) **Liquidation of Azucarera Energías, S.A. in December 2015:**
The wholly-owned subsidiary, Azucarera Energías, S.A., was liquidated in December 2015. The net assets obtained in the wake of this entity's liquidation, coupled with the impairment provision recognized against this investment, gave rise to the recognition of a loss of 65 thousand euros in 2015 (note 8.a).

3. DISTRIBUTION OF PROFIT

	AMOUNT
Basis of distribution	
Unrestricted reserves	693,014
Profit for the year (as per income statement)	23,220
TOTAL	**716,234**

Thousands of euros

The distribution of profit proposed by the directors of Ebro Foods, S.A. at a meeting of the Board of Directors held on March 31, 2016 for submission for ratification at the upcoming Annual General Meeting is as follows:

The profit generated by the Ebro Foods Group in 2015 makes it possible, as in prior years, to propose the payment of a cash dividend, with a charge against unrestricted reserves and profit for the year, of 0.54 euros per share, payable in the course of 2016, in a total amount of 83,087 thousand euros

The dividend will be paid out in three instalments of 0.18 euros per share on April 1, June 29 and October 3, 2016.

LIMITATIONS ON THE DISTRIBUTION OF DIVIDENDS

The Company is obliged to transfer 10% of profit for the year to a legal reserve until this reserve reaches an amount equal to at least 20% of share capital. This reserve cannot be distributed to shareholders (note 12.c) unless it exceeds and only in the amount by which it exceeds this 20% threshold.

Once the legal and bylaw-stipulated requirements have been met, dividends may be distributed against profit for the year or freely distributable reserves so long as the value of equity is not lower than or would not fall below share capital as a result of the distribution. For these purposes, any profit recognized directly in equity may not be distributed either directly or indirectly. If prior-year losses were to reduce the Company's equity to below the amount of share capital, profit would have to be allocated to offset these losses.

4. RECOGNITION AND MEASUREMENT POLICIES

A) INTANGIBLE ASSETS

Intangible assets are initially measured at either acquisition or production cost. The cost of intangible assets acquired in a business combination is their fair value as of the date of acquisition.

Following initial measurement, they are stated at cost less accumulated amortization and any impairment losses.

The Company assesses each intangible asset's useful life to determine whether it is finite or indefinite.

Intangible assets having finite useful lives are amortized on a straight-line basis over their remaining estimated useful lives, taking into account their residual value. Amortization methods and periods are reviewed at year-end and adjusted prospectively where applicable. Intangible assets are tested for impairment at least at year-end and are written down where applicable. Patents, licences and trademarks are amortized on a straight-line basis, generally four years, as is computer software.

Intangible assets with indefinite useful lives are not amortized but are tested for impairment at least annually (note 4.e). The assessment of these assets' indefinite useful life is also reviewed annually.

B) PROPERTY, PLANT AND EQUIPMENT

Items of property, plant and equipment are initially recognized at either acquisition or production cost. The cost of property, plant and equipment acquired in a business combination is the fair value of the assets at the acquisition date. Following initial recognition, they are carried at cost less accumulated depreciation and any impairment loss.

The cost of assets acquired or produced since January 1, 2008 that require more than one year to ready for use (qualifying assets) includes borrowing costs accrued prior to putting the assets to use whenever these expenses meet capitalization requirements.

Property, plant, and equipment likewise includes the initial estimate of the present value of asset dismantling or retirement obligations and other associated costs, such as the cost of restoring assets, when these obligations trigger the recognition of provisions.

Expenses for repairs which do not prolong the useful life of the assets, as well as maintenance expenses, are taken to the income statement in the year incurred. Expenses incurred for expansion or improvements which increase the productivity or prolong the useful life of these assets are capitalized as an increase in the carrying amount of the item.

Depreciation charges are recognized in the income statement. Assets are depreciated from when they are ready for their intended use. Items of property, plant and equipment are depreciated on a straight-line basis over their respective estimated useful lives, taking into consideration actual depreciation sustained through operation, usage and wear and tear, as follows:

DEPRECIATION RATES

Buildings	2.0% to 3.0%
Machinery, plant and tools	2.0% to 8.0%
Furniture and other fixtures	10.0% to 25.0%
Vehicles	5.5% to 16.0%

The Company reviews its material assets' residual values, useful lives and depreciation methods at each year-end and adjusts them prospectively where applicable.

C) INVESTMENT PROPERTIES

Investment properties comprise land and buildings that are leased to third parties or not being used for operating purposes. Buildings so classified are depreciated on a straight-line basis over an estimated useful life of 50 years.

The measurement criteria applicable to property, plant and equipment apply in full to investment properties. Transfers are made to (or from) investment property only when there is a change in use.

D) EXCHANGES OF ASSETS

Assets acquired in exchange for other assets are analyzed individually to determine whether the related transaction has commercial substance.

When the transaction has commercial substance, the asset received is measured at the fair value of the asset given up, plus any monetary compensation where applicable, except for transactions for which the evidence supporting the fair value of the asset received is better, in which case this measurement is taken. Any valuation differences arising upon derecognition of the asset given up are recognized in the income statement.

When the exchange does not have commercial substance or when the fair value of the assets exchanged cannot be reliably measured, the asset received is measured at the carrying amount of the asset given up, plus monetary consideration given, if any.

E) IMPAIRMENT OF NON-CURRENT AND NON-FINANCIAL ASSETS

The Company assesses whether there is any indication that a non-current, financial asset or cash-generating unit may be impaired at least at each reporting date. If any indication of impairment exists, and regardless of any such indications in the case of goodwill and intangible assets with indefinite useful lives, the directors estimate the assets' recoverable amounts.

The recoverable amount of its investment properties is the higher of fair value less costs to sell and value in use. When the carrying amount exceeds the recoverable amount, the asset is considered impaired.

Value in use is the present value of expected future cash flows, discounted using risk-free market rates, adjusted for the risks specific to the asset. For those assets that do not generate cash flows that are largely independent of those of other assets or groups of assets, the recoverable amount is determined for the cash-generating units to which the assets belong.

Impairment losses and any subsequent reversals are recognized in the income statement. Impairment losses are reversed only if the circumstances giving rise to them have ceased to exist. Goodwill impairment losses are not reversed. The reversal is limited to the carrying amount that would have been determined had no impairment loss been recognized for the asset.

F) LEASES

Leases are classified as finance leases when, based on the economic terms of the arrangement, substantially all the risks and rewards incidental to ownership of the leased item are transferred to the lessee. All other lease arrangements are classified as operating leases.

Company as lessee

Assets acquired under finance leases are classified as appropriate within property, plant and equipment and are measured at the lower of the fair value of the leased property and the present value of the minimum lease payments; the corresponding financial liability is recognized in the same amount. Lease payments are apportioned between finance charges and reduction of the lease liability. Leased assets are depreciated, impaired, and derecognized using the same criteria as apply to owned assets of a similar nature.

Operating lease payments are expensed in the income statement as they accrue.

Company as lessor

Rental income from operating leases is recognized in the income statement as accrued. Direct costs incurred in negotiating operating leases are added to the carrying amount of the leased asset and are expensed over the term of the lease using the same criteria as are used to recognize lease income.

G) FINANCIAL ASSETS

1. Classification and measurement

1.1. *Loans and receivables*

The Company recognizes trade and non-trade receivables in this category, which includes financial assets with fixed or determinable payments not quoted on active markets which it expects to recover in full, except, where applicable, in cases of credit impairment.

Upon initial recognition in the balance sheet, these investments are recognized at fair value, which, unless there is evidence to the contrary, is the transaction price, deemed equivalent to the fair value of the consideration paid plus directly attributable transaction costs. Subsequent to initial recognition, these financial assets are measured at amortized cost.

Nevertheless, trade receivables that mature within less than one year from the reporting date with no contractual interest rate, as well as advances, loans to employees, deposits, dividends receivable and called-up payments on equity instruments, the amount of which is expected to be realized in the short term, are carried at nominal value both upon initial and subsequent measurement when the effect of not discounting the cash flows is not material.

1.2. *Held-to-maturity investments*

Held-to-maturity investments include debt instruments with fixed maturities and fixed or determinable payments traded on active markets which the Company has the positive intention and the ability to hold to maturity.

Upon initial recognition in the balance sheet, these investments are recognized at fair value, which, unless there is evidence to the contrary, is the transaction price, deemed equivalent to the fair value of the consideration paid plus directly attributable transaction costs.

Subsequent to initial recognition, these financial assets are measured at amortized cost.

1.3. *Equity investments in group companies, jointly-controlled entities and associates*

This category includes investments in companies over which the Company exercises control, joint control under bylaw stipulations or by contractual arrangement, or has significant influence. These investments are initially measured on the balance sheet at fair value, which is equivalent, absent indications to the contrary, to the transaction price, which is the fair value of the consideration given plus directly attributable costs, except in relation to non-monetary contributions to a group company in exchange for a business, in which instance the investment is measured at the carrying amount of the assets and liabilities comprising the business. The initially-recognized amount of an equity investment includes preferential subscription and similar rights acquired.

Subsequent to initial recognition, these financial assets are measured at cost, less any accumulated impairment losses.

When an investment is newly classified as an investment in a group company, jointly controlled entity or associate, cost is deemed to be the investment's recognized carrying amount, and previously recognized unrealized value adjustments are left in equity until the investment is either sold or impaired.

Where preferential subscription or similar rights are sold or separated for the purpose of exercising them, the cost of these rights decreases the carrying amount of the respective assets.

In the case of equity investments in group companies that give control over the subsidiary, the fees paid to legal advisors and other professionals in connection with the acquisition have been recognized directly in the income statement since January 1, 2010.

1.4. *Financial assets held for trading*

This category includes financial assets created or acquired for the purpose of obtaining a profit in the short term. At also includes derivatives not designated as hedging instruments for accounting purposes.

They are initially recognized at fair value which is equivalent to their transaction price, barring evidence to the contrary. Transaction costs that are directly attributable to their issuance are recognized in profit or loss.

The initially-recognized amount of an equity investment includes preferential subscription and similar rights acquired.

Subsequent to initial recognition, financial assets held for trading are carried at fair value without any deduction for transaction costs the Company may incur on sale or other disposal. Changes in fair value are recognized in profit or loss.

1.5. *Available-for-sale financial assets*

This category includes financial assets created or acquired for the purpose of obtaining a profit in the short term. It also includes derivatives not designated as hedging instruments for accounting purposes.

Upon initial recognition in the balance sheet, these investments are recognized at fair value, which, unless there is evidence to the contrary, is the transaction price, deemed equivalent to the fair value of the consideration paid plus directly attributable transaction costs. The initially-recognized amount of an equity investment includes preferential subscription and similar rights acquired.

After initial recognition, these assets are stated at fair value including any transaction costs relating to their sale. Changes in fair value are recognized directly in equity until the investment is derecognized or determined to be impaired, at which time the cumulative gain or loss previously deferred in equity is taken to the income statement. However, foreign exchange gains and losses on monetary assets denominated in foreign currency are recognized in the income statement.

Equity instruments whose fair value cannot be reliably determined are measured at cost, less any cumulative impairment.

Where preferential subscription or similar rights are sold or separated for the purpose of exercising them, the cost of these rights decreases the carrying amount of the respective assets.

1.6. *Hedging derivatives*

These are derivatives that qualify for hedge accounting.

Financial instruments that have been designated as hedging instruments or hedged items are measured as described in note 4.j.

2. Derecognition

Financial assets are derecognized when the contractual rights to the related cash flows have expired or when the assets have been transferred, provided that the risks and rewards incidental to ownership have been substantially transferred.

If the Company has neither substantially transferred nor retained the risks and rewards incidental to ownership of the financial asset, it is derecognized when control over the asset is relinquished. If control over the asset is retained, the Company continues to recognize it to the extent to which it is exposed to changes in the value of the transferred asset, i.e. to the extent of its continuing involvement, recognizing the associated liability as well.

The difference between the consideration received, net of attributable transaction costs, including any new financial asset obtained less any liability assumed, and the carrying amount of the asset transferred, plus any cumulative gain or loss recognized directly in equity, determines the gain or loss generated upon derecognition, and is included in the income statement for the year to which it relates.

The Company does not derecognize financial assets in respect of the sale of financial assets in which it has retained substantially the risks and rewards incidental to ownership, such as discounted bills, recourse factoring, disposals of financial assets under repurchase agreements at fixed prices or at the sale price plus interest, and securitizations of financial assets in which it retains subordinate financing or other types of guarantees which substantially absorb estimated losses. In these instances, it recognizes a financial liability at an amount equal to the consideration received.

3. Interest and dividend income generated by financial assets

Interest and dividends accrued on financial assets subsequent to their acquisition are recognized as income; specifically, dividends and finance income received from group companies are classified as revenue in the income statement. Interest is recognized using the effective interest rate method; dividends are recognized when the right to receive them is established.

To this end, financial assets are recognized separately upon initial measurement based on maturity, accrued explicit interest receivable at that date, and the dividends approved by the competent governing body up to the date the assets are acquired. Explicit interest refers to the contractual interest rate applied to the financial instrument.

In addition, when distributed dividends are derived unmistakably from profit generated prior to the date of acquisition, based on the conclusion that the amounts distributed exceed the profit generated by the investee since acquisition, the dividends are not recognized as revenue but rather as a decrease in the carrying amount of the investment.

H) IMPAIRMENT OF FINANCIAL ASSETS

The carrying amount of financial assets is adjusted against the income statement when there is objective evidence of an impairment loss.

To determine whether its financial assets may be impaired, the Company tests individual assets and portfolios of assets with similar risk traits for impairment.

Debt instruments

There is objective evidence that debt instruments (trade receivables, loans and debt securities) are impaired when an event has occurred after the initial recognition of the instrument that has an adverse impact on the related estimated future cash flows.

The Company designates debt instruments as impaired assets (doubtful exposures) when there is objective evidence of impairment, which refers basically to the existence of unpaid balances, contractual breaches, refinancing activity and/or other information evidencing the possibility that the total agreed-upon cash flows will not be collected on time, or at all.

For financial assets measured at amortized cost, impairment loss is measured as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the market rate prevailing upon initial recognition. For financial assets with floating interest rates, the effective interest rate at the reporting date is used.

For trade and other receivables, the Company considers balances past due by more than six months for which collection is uncertain, as well as balances owed by counterparties that have filed for creditor protection, to be doubtful assets.

Market value is used instead of the present value of estimated future cash flows in the case of quoted instruments, provided that this is considered a sufficiently reliable proxy for fair value.

The reversal of an impairment loss is recognized in the income statement. Such reversal is limited to the carrying amount of the financial asset that would have been recognized on the reversal date had no impairment loss been recognized.

Equity instruments

There is objective evidence that equity instruments are impaired when one or more events have occurred after initial recognition that indicate that the cost of the investment in equity instruments may not be recovered due to a prolonged or significant decline in fair value. Specifically, the Company considers that its equity instruments are impaired when their quoted value has decreased by 40% or for 18 months without having recovered their initial value.

In the case of equity instruments measured at fair value and included in the available-for-sale financial asset portfolio, impairment losses are measured as the difference between acquisition cost and fair value, less any previously recognized impairment losses. Unrealized capital losses deferred in equity are recognized immediately in profit or loss whenever it is deemed that such losses reflect a decline in fair value resulting from impairment. In the case of available-for-sale equity instruments, impairment losses give rise to a new cost basis for the impaired asset that provide the benchmark going forward for determining whether the investment has sustained additional permanent impairment and recognizing the related impairment losses. If, in a subsequent period, impairment losses are partially or totally reversed, a valuation adjustment is recognized for the related amount in equity.

In the case of equity instruments measured at cost and included in 'Available-for-sale financial assets' and 'Investments in group companies and associates', impairment loss is measured as the difference between the carrying amount of the financial asset and the recoverable amount, which is the greater of the asset's fair value, less costs to sell, and the present value of future cash flows derived from the investment. Unless better evidence is available, impairment of this type of asset is estimated based on the investee's equity adjusted for any unrealized capital gains existing on the measurement date. Impairment losses are recognized in the income statement and offset directly against the equity instrument.

For investments in group companies and associates, the reversal of an impairment loss is recognized in the income statement and is limited to the carrying amount of the investment that would have been recognized on the reversal date had the original impairment not occurred, whereas an impairment loss recognized in previous years on available-for-sale financial assets measured at cost cannot be reversed.

I) FINANCIAL LIABILITIES

1. Classification and measurement

1.1. *Debts and payables*

These instruments include financial liabilities generated by the purchase of goods and services in the ordinary course of the Company's business and non-trade payables that are not derivative instruments.

Upon initial recognition in the balance sheet, they are recognized at fair value, which, barring evidence to the contrary, is the transaction price, deemed equivalent to the fair value of the consideration received, adjusted by directly attributable transaction costs.

Subsequent to initial recognition, these financial liabilities are measured at amortized cost. Accrued interest is recognized in the income statement using the effective interest rate method.

Nevertheless, trade payables that mature within less than one year with no contractual interest rate, as well as called-up payments on shares, payment of which is scheduled in the short term, are carried at their nominal value when the effect of not discounting the cash flows is not significant.

1.2. *Financial liabilities held for trading:*

This category includes financial liabilities issued with the intention of buying them back in the near term and derivative instruments that have not been designated as hedging instruments. These financial assets are recognized and measured using the same criteria as apply to financial assets held for trading.

1.3. *Hedging derivatives*

These are derivatives that qualify for hedge accounting. Financial instruments that have been designated as hedging instruments or hedged items are measured as described in note 4.j below.

2. Derecognition

The Company derecognizes a financial liability when the obligation under the liability is extinguished.

When debt instruments are exchanged, insofar as their contractual terms are substantially different, the original financial liability is derecognized and the new financial liability is recognized. Financial liabilities whose contractual terms are substantially modified are treated in the same manner.

The difference between the carrying amount of the derecognized financial asset (or part of it) and the consideration paid, including any attributable transaction costs, which extends to any asset transferred other than cash and/or any liability assumed, is recognized in the income statement in the year to which it relates.

When debt instruments are exchanged for other instruments whose contractual terms are not substantially different, the original financial liability is not derecognized and the commissions paid are recognized as a correction to the carrying amount. The new amortized cost of the financial liability is determined by applying the effective interest rate, namely that which equates the carrying amount of the financial liability on the modification date to the cash flows to be paid as per the new terms.

J) HEDGE ACCOUNTING

The Company typically arranges fair value hedges in respect of its foreign currency-denominated accounts receivable and cash flow hedges on loans arranged at floating rates and also hedges its net investments in its US subsidiaries.

Transactions are only designated as hedges when they effectively eliminate any risk inherent to the hedged item or position throughout the duration of the hedge, which implies that, at the inception of the contract, the hedging item is highly effective (prospective effectiveness) and that there is sufficient evidence that the hedge will be effective throughout the life of the hedge (retrospective effectiveness).

The Company adequately documents its hedges, including how they are intended to achieve and measure effectiveness under current risk management policies.

To test its hedges for effectiveness, the Company verifies the actual results of the hedge, i.e., that the changes in the cash flows of the hedged item are offset by changes in the cash flows of its hedging instrument within a range of 80% and 125% throughout the life of the hedge, effectively delivering the forecasts established at inception.

If this correlation ceases to hold at any time, hedge accounting is discontinued and the hedges are reclassified as trading derivatives.

For measurement purposes, the Company classifies its hedges into three categories:

- **Fair value hedges:** These arrangements hedge the risk of variations in the fair value of accounts receivable as a result of changes in exchange rates. The changes generated by exchange differences in respect of both the hedging instrument and the hedged item are recognized in profit or loss.

- **Cash flow hedges:** These instruments hedge the risk of variations in cash flows attributable to changes in the interest rates borne on loans taken on. The Company uses interest rate swaps to exchange floating for fixed rates. The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognized temporarily in equity; the cumulative gain or loss is reclassified to profit or loss in the year or years in which the hedged transaction affects profit or loss.

- **Hedges of net investments in foreign operations:** These instruments hedge the foreign currency risk associated with the Company's net investments in its US subsidiaries. These hedges take the form of the dollar-denominated loans used to finance the acquisition of these businesses. The exchange gains and losses arising on both the hedging instrument and the US investments are recognized in profit or loss.

K) OWN SHARES

Own shares are recognized at the amount of consideration delivered; they are recognized in equity (as a deduction) when they are acquired and when they are sold or cancelled no gain or loss is recognized in the income statement. The costs incurred to trade in own shares are recognized directly in equity as a deduction from reserves.

L) CASH AND CASH EQUIVALENTS

This heading includes cash, current accounts, short-term deposits and purchases of assets under resale agreements that meet the following criteria:

- They are readily convertible to cash
- They mature within less than three months from the acquisition date
- The risk of change in value is insignificant
- They are part of the Company's standard cash management strategy

For cash flow statement purposes, occasional bank overdrafts used as part of the Company's cash management strategy are recognized as a decrease in cash and cash equivalents.

M) GRANTS

Grants are classified as non-repayable once the terms attaching to their award have been met. They are recognized directly in equity, net of the corresponding tax effect.

Repayable grants are recognized as liabilities by the Company until deemed non-repayable; no income is recorded until that point.

Grants received to finance specific expenses are recognized as income over the periods necessary to match them with the related costs which they are intended to compensate. Grants received to acquire property, plant and equipment are released to income in proportion to the related depreciation charges.

N) PROVISIONS AND CONTINGENCIES

Provisions are recognized in the balance sheet when the Company has a present obligation (legal or constructive, explicit or implicit), arising from past events, settlement of which is expected to result in an outflow of resources embodying economic benefits that can be measured reliably.

Provisions are measured at the present value of the best possible estimate of the amount needed to cancel the obligation or transfer it to a third party, recognizing the increase in the carrying amount of the provision due to the passage of time as borrowing cost. Provisions due to be settled within twelve months are not discounted if the impact of not doing so is not material. Provisions are reviewed at each reporting date and adjusted to reflect the best estimate of the liability at each review date.

O) NON-CURRENT EMPLOYEE BENEFIT LIABILITIES

Under the prevailing collective bargaining agreement and other non-binding agreements, the Company is obliged to make annual supplementary payments of various kinds and other bonuses for long service and retirement, where applicable, to its permanent employees upon retirement at the legally stipulated age or early retirement. At present, the Company only has these commitments with some of its current employees.

The provision recognized for long-service bonuses represents the present value, calculated using actuarial studies performed by independent experts, of the potential future payments to these employees.

The post-employment and similar obligations have been externalized as stipulated under prevailing legislation. Since externalizing this obligation, the Company is committed to making annual contributions to the externalized pension fund in an estimated amount that is not material in respect of the universe of employees affected.

In addition, the Company grants its employees certain voluntary retirement bonuses of undetermined amount. These bonuses, which are scantly material, are recognized as an expense when they are paid.

P) INCOME TAX EXPENSE

Income tax expense for the year is calculated as the sum of current tax resulting from applying the corresponding tax rate to taxable profit for the year, less any applicable tax credits, taking into account changes during the year in recognized deferred tax assets and liabilities. The corresponding tax expense is recognized in the income statement, except when it relates to transactions recognized directly in equity, in which case it is likewise recognized in equity, and when it relates to business combinations, in which case it is recognized with a charge or credit to goodwill.

Deferred income tax is recognized using the liability method on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts. The tax base of an asset or liability is the amount attributed to it for tax purposes.

The tax effect of temporary differences is included in 'Deferred tax assets' or 'Deferred tax liabilities' on the balance sheet, as applicable.

The Company recognizes deferred tax liabilities in respect of all taxable temporary differences, except as stipulated in prevailing legislation.

The Company recognizes deferred tax assets for all deductible temporary differences and the carryforward of unused tax credits and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized, except as disallowed under prevailing legislation.

At each reporting date the Company reassesses recognized and unrecognized deferred taxes. Based on the outcome of this assessment, the Company derecognizes a previously recognized deferred tax asset if its recovery is no longer deemed probable, and recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rate expected to apply in the period in which they reverse, as required by enacted tax laws, and in the manner in which it reasonably expects to recover or settle the deferred tax asset or liability, respectively.

Deferred tax assets and liabilities are not discounted and are classified as non-current assets or non-current liabilities, respectively.

Q) DISTINCTION BETWEEN CURRENT AND NON-CURRENT

A distinction is made between current and non-current assets and liabilities in the balance sheet. An item is classified as current if it is associated with the Company's normal operating cycle and its realization, sale or consumption is expected to occur within this cycle; falling beyond this scope, if its realization is expected to occur within twelve months of the reporting period; if it is held primarily for the purpose of trading; or if it is cash or a cash equivalent, so long as its use is not restricted for more than one year.

R) INCOME AND EXPENSE

Revenue and expenses are recognized in the income statement on an accruals basis, regardless of when actual payment or collection occurs.

Revenue from sales of goods and rendering of services

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable, net of any discounts, price reductions or similar promotions the Company may grant, and, where relevant, net of the interest income arising from sales financing granted. Applicable indirect taxes on transactions which are reimbursed by third parties are not included.

Revenue is recognized based on the economic substance of the transaction and only when all of the following prerequisites have been met:

a) The Company has transferred to the buyer the significant risks and rewards of ownership of the goods (regardless of when they are legally transferred)

b) The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold

c) The amount of revenue can be measured reliably

d) It is probable that the economic benefits associated with the transaction will flow to the Company; and

e) The costs incurred or to be incurred in respect of the transaction can be measured reliably

S) DISCONTINUED OPERATIONS

The income and expenses of discontinued operations are included in a single line item, net of the corresponding tax effect, under 'Profit/(loss) for the year from discontinued operations, net of income tax'. This heading also includes the after-tax gain or loss recognized upon measuring the assets or disposal groups constituting the discontinued operation at fair value less costs to sell.

T) FOREIGN CURRENCY TRANSACTIONS

The Company's functional and presentational currency is the euro.

Transactions in foreign currency are initially translated at the spot rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the spot rate prevailing at the balance sheet date. All exchange gains or losses arising from translation as well as those resulting from settlement of balance sheet items are recognized in the income statement in the year in which they arise.

Non-monetary items measured at historical cost are translated at the exchange rate prevailing on the date of the transaction. As an exception, as indicated in note 4.j above, valuation adjustments deriving from the impact of exchange rate movements on the Company's US subsidiaries are recognized by restating the value of these net investments with a credit or charge in profit or loss.

Non-monetary items measured at fair value are translated at the exchange rate prevailing when fair value is determined. When a gain or loss on a non-monetary item is recognized directly in equity, any exchange component of that gain or loss is similarly recognized in equity; conversely, when the gain or loss is recognized in profit or loss, any exchange component is recognized in the income statement.

U) ENVIRONMENTAL ASSETS AND LIABILITIES

Expenses relating to decontamination and restoration work in contaminated areas, as well as the elimination of waste and other expenses incurred to comply with environmental legislation are expensed in the year to which they relate, unless they correspond to the purchase of assets for the purpose of long-standing use in its business operations whose main use is to minimize environmental damages and/or enhance environmental protection, in which case they are recognized in the corresponding heading within 'Property, plant and equipment' and are depreciated using the same criteria as other assets so classified.

V) SEVERANCE

Under prevailing legislation, the Company is obliged to pay severance to employees that are discontinued under certain circumstances. Termination benefits that can be reasonably estimated are recognized as an expense in the year in which the redundancy decision is taken.

X) RELATED-PARTY TRANSACTIONS

The Company conducts all related party transactions on an arm's length basis. In addition, its transfer prices are duly documented so that the Company's directors do not believe there is a significant risk of related liabilities going forward.

5. INTANGIBLE ASSETS

The reconciliation of the carrying amounts of the various items comprising intangible assets at the beginning and the end of 2015 and 2014 is as follows:

CARRYING AMOUNTS

	TRADEMARKS & PATENTS	COMPUTER SOFTWARE	TOTAL
Balance at December 31, 2013	7,866	467	**8,333**
Balance at December 31, 2014	7,866	360	**8,226**
Balance at December 31, 2015	7,866	690	**8,556**

GROSS CARRYING AMOUNTS

	TRADEMARKS & PATENTS	COMPUTER SOFTWARE	TOTAL
BALANCE AT DECEMBER 31, 2013	**13,110**	**2,285**	**15,395**
Business combination			0
Additions		189	189
Decreases			0
Translation differences			0
Transfers			0
BALANCE AT DECEMBER 31, 2014	**13,110**	**2,474**	**15,584**
Business combination			0
Additions		547	547
Decreases			0
Translation differences			0
Transfers			0
BALANCE AT DECEMBER 31, 2015	**13,110**	**3,021**	**16,131**

AMORTIZATION AND IMPAIRMENT CHARGES

	TRADEMARKS & PATENTS	COMPUTER SOFTWARE	TOTAL
BALANCE AT DECEMBER 31, 2013	**(5,244)**	**(1,818)**	**(7,062)**
Business combination			0
Additions		(296)	(296)
Decreases			0
Translation differences			0
Transfers			0
BALANCE AT DECEMBER 31, 2014	**(5,244)**	**(2,114)**	**(7,358)**
Business combination			0
Additions		(217)	(217)
Decreases			0
Translation differences			0
Transfers			0
BALANCE AT DECEMBER 31, 2015	**(5,244)**	**(2,331)**	**(7,575)**

At year-end 2015, the Company had patents and trademarks with an original cost of 1,648 thousand euros (year-end 2014: 1,648 thousand euros) and computer software with an original cost of 2,216 thousand euros (year-end 2014: 1,280 thousand euros) still in use that were fully amortized.

None of the Company's intangible assets is located outside Spain other than the Portuguese brand "Saludaes" and the Dutch brand "Lassie", acquired in 2011. The Company was not party to any firm commitments for the acquisition of intangible assets at either year-end.

There were no major movements in intangible assets in either reporting period.

In 2015, the Company recognized 217 thousand euros of amortization charges in respect of these intangible assets (2014: 296 thousand euros); it did not recognize any impairment losses on these assets in either reporting period.

The recoverable amount of these trademarks and brands was determined by calculating their value in use, using cash flow projections that are based on budgets that cover a five-year horizon and are then projected for another five years. The rates used to discount these assets' projected cash flows in 2015 were 6.5% in Netherlands (2014: 5.9%) and 8.3% in Portugal (7.8%), depending on the business market of each brand. Cash flows beyond the initial 5-year budget horizon were extrapolated using the corresponding units' medium to long-term growth rates, which are typically between 1.7% and 1.9% (1.4% - 1.5% in 2014), depending on the business.

With respect to the assumptions used to calculate these brands' value in use, management believes that no reasonably-possible change in the key assumptions used would cause their carrying amounts to significantly exceed their recoverable amounts, indicating the need to recognize additional impairment losses.

6. PROPERTY, PLANT AND EQUIPMENT

The reconciliation of the carrying amounts of the various items comprising property, plant and equipment at the beginning and the end of 2015 and 2014 is as follows:

CARRYING AMOUNTS

	LAND	BUILDINGS	PLANT AND OTHER PP&E	PP&E UNDER CONSTRUCTION & PREPAYMENTS	TOTAL
Balance at December 31, 2013	307	207	1,116	0	**1,630**
Balance at December 31, 2014	307	195	749	0	**1,251**
Balance at December 31, 2015	307	183	659	0	**1,149**

GROSS CARRYING AMOUNTS

	LAND	BUILDINGS	PLANT AND EQUIPMENT	PP&E UNDER CONSTRUCTION	TOTAL
BALANCE AT DECEMBER 31, 2013	**307**	**1,149**	**4,581**	**0**	**6,037**
Additions			184		184
Decreases			(41)		(41)
Transfers					0
BALANCE AT DECEMBER 31, 2014	**307**	**1,149**	**4,724**	**0**	**6,180**
Additions			275		275
Decreases					0
Transfers					0
BALANCE AT DECEMBER 31, 2015	**307**	**1,149**	**4,999**	**0**	**6,455**

ACCUMULATED DEPRECIATION

	LAND	BUILDINGS	PLANT AND EQUIPMENT	PP&E UNDER CONSTRUCTION	TOTAL
BALANCE AT DECEMBER 31, 2013	**0**	**(942)**	**(3,465)**	**0**	**(4,407)**
Additions		(12)	(528)		(540)
Decreases			18		18
Transfers					0
BALANCE AT DECEMBER 31, 2014	**0**	**(954)**	**(3,975)**	**0**	**(4,929)**
Additions		(12)	(365)		(377)
Decreases					0
Transfers					0
BALANCE AT DECEMBER 31, 2015	**0**	**(966)**	**(4,340)**	**0**	**(5,306)**

There were no movements in these assets of material amount in either reporting period.

According to the directors' estimates and projections, there are no indications that its property, plant or equipment may be impaired. The Company has taken out insurance policies to cover the carrying amount of its property, plant and equipment. The breakdown at year-end of the original cost of fully-depreciated items of property, plant and equipment still in use is shown in the next table:

	2014	2015
Other fixtures, tools and furniture	219	605
Other items of PP&E	1,749	2,175

There were no firm commitments for the acquisition of material amounts of property, plant and equipment at either year-end. No material items of property, plant or equipment are located outside Spain.

OPERATING LEASES

The Company leases its head offices in Madrid under an agreement in force until April 6, 2018, and its Barcelona office, which it opened in 2009, under an agreement that terminates on December 1, 2018; it also leases its systems office space in Granada. These leases are rolled over automatically if neither party gives termination notice. There are no material contingent payments under these leases. Expenditure under operating leases totaled 1,171 thousand euros in 2015 (2014: 1,145 thousand euros). The future minimum payments under the Company's non-cancelable operating leases at December 31, 2015 break down as follows:

	12-31-2014	12-31-2015
Within one year	1,145	1,171
Between one and five years	1,905	1,353
More than five years	0	0
	3,050	**2,524**

7. INVESTMENT PROPERTIES

The reconciliation of the carrying amounts of the Company's investment properties at the beginning and the end of 2015 and 2014 is as follows:

CARRYING AMOUNTS

	LAND	BUILDINGS	TOTAL
Balance at December 31, 2013	7,276	4,805	12,081
Balance at December 31, 2014	7,276	4,744	12,020
Balance at December 31, 2015	7,276	4,683	11,959

GROSS CARRYING AMOUNTS

	LAND	BUILDINGS	TOTAL
BALANCE AT DECEMBER 31, 2013	7,276	6,062	13,338
Additions			0
Decreases			0
BALANCE AT DECEMBER 31, 2014	7,276	6,062	13,338
Additions			0
Decreases			0
BALANCE AT DECEMBER 31, 2015	7,276	6,062	13,338

ACCUMULATED DEPRECIATION

	LAND	BUILDINGS	TOTAL
BALANCE AT DECEMBER 31, 2013	0	(1,257)	(1,257)
Additions		(61)	(61)
Decreases			0
BALANCE AT DECEMBER 31, 2014	0	(1,318)	(1,318)
Additions		(61)	(61)
Decreases			0
BALANCE AT DECEMBER 31, 2015	0	(1,379)	(1,379)

There were no material changes in this heading in either reporting period.

None of the investment properties is located outside Spain. The original cost of fully-depreciated investment properties still in use was 81 thousand euros at both year-ends. The expenses associated with these properties related to their upkeep and the related depreciation charges. Maintenance expenses totaled 299 thousand euros in 2015 (2014: 337 thousand euros). All expenses are recognized in the income statement as accrued. The Company has no contractual obligations to acquire, build on or develop its investment properties or to repair, maintain or upgrade them.

The breakdown of the future minimum payments receivable under non-cancelable operating leases at year-end is as follows:

	12-31-2015
Within one year	122
Between one and five years	195
More than five years	0
	317

There are no restrictions on the realizability of the Company's investment properties or the remittance of income or proceeds of disposal.

8. NON-CURRENT INVESTMENTS IN GROUP COMPANIES AND ASSOCIATES

The reconciliation of the carrying amounts of the Company's investments at the beginning and the end of 2015 and 2014 is as follows:

ITEM	BALANCE AT 12-31-13	ADDITIONS	DECREASES	TRANSFERS	BALANCE AT 12-31-2014
Equity instruments in group companies	1,452,048	102,409	0	0	1,554,457
Equity instruments in associates	18,000	0	0	0	18,000
Impairment losses	(65,311)	(1,296)	0	0	(66,607)
	1,404,737	**101,113**	**0**	**0**	**1,505,850**
Loans to group companies	197	2	0	0	199
TOTAL INVESTMENTS IN GROUP COMPANIES AND ASSOCIATES	**1,404,934**	**101,115**	**0**	**0**	**1,506,049**

ITEM	BALANCE AT 12-31-14	ADDITIONS	DECREASES	TRANSFERS	BALANCE AT 12-31-2015
Equity instruments in group companies	1,554,457	37,570	(3,917)	0	1,588,110
Equity instruments in associates	18,000	0	0	0	18,000
Impairment losses	(66,607)	997	2,300	0	(63,310)
	1,505,850	**38,567**	**(1,617)**	**0**	**1,542,800**
Loans to group companies	199	52	0	0	251
TOTAL INVESTMENTS IN GROUP COMPANIES AND ASSOCIATES	**1,506,049**	**38,619**	**(1,617)**	**0**	**1,543,051**

A) EQUITY INSTRUMENTS IN GROUP COMPANIES:

The main changes in each year are as follows:

IN 2015

1. An increase of 20,254 thousand euros: The original cost basis of the investment in Riviana Foods Inc. (acquisition cost) is 240,753 thousand euros. However, this financial asset is a designated hedged item; the hedging item, which is effective, is the loan taken on to fund the acquisition; accordingly, the changes in value arising between its original cost in US dollars and its euro equivalent give rise to adjustments in this cost basis. The corresponding adjustment in 2015 was an increase of 20,254 thousand euros, which was recognized as a gain in the income statement; the accumulated net gain at year-end stood at 23,004 thousand euros.

2. An increase of 17,316 thousand euros: The original cost basis of the investment in New World Past Co. (original acquisition cost) is 285,884 thousand euros. However, this financial asset is a designated hedged item; the hedging item, which is effective, is the loan taken on to fund the acquisition; accordingly, the changes in value arising between its original cost in US dollars and its euro equivalent give rise to adjustments in this cost basis. The corresponding adjustment in 2015 was an increase of 17,316 thousand euros, which was recognized as a gain in the income statement; the accumulated net gain at year-end stood at 19,667 thousand euros.

3. A decrease of 3,048 thousand euros due to liquidation of the wholly-owned subsidiary, Azucarera Energías, S.A. The net assets obtained in the wake of this company's liquidation, coupled with the impairment provision recognized against this investment, gave rise to the recognition of an accounting loss of 65 thousand euros in 2015.

4. A decrease of 869 thousand euros in the carrying amount of the investment in Semola, S.r.l. (see paragraph 7 below) due to the distribution of a dividend against reserves endowed prior to acquisition of this investment.

IN 2014

5 An increase of 21,000 thousand euros: the original cost basis of the investment in Riviana Foods Inc. (original acquisition cost) is 240,753 thousand euros. However, this financial asset is a designated hedged item; the hedging item, which is effective, is the loan taken on to fund the acquisition; accordingly, the changes in value arising between its original cost in US dollars and its euro equivalent gives rise to adjustments in this cost basis. The corresponding adjustment in 2014 was an increase of 21,000 thousand euros that was recognized as a gain in the income statement; the accumulated net gain at year-end stood at 2,750 thousand euros.

6. An increase of 17,954 thousand euros: the original cost basis of the investment in New World Past Co. (original acquisition cost) is 285,884 thousand euros. However, this financial asset is a designated hedged item; the hedging item, which is effective, is the loan taken on to fund the acquisition; accordingly, the changes in value arising between its original cost in US dollars and its euro equivalent gives rise to adjustments in this cost basis. The corresponding adjustment in 2014 was an increase of 17,954 thousand euros that was recognized as a gain in the income statement; the accumulated net gain at year-end stood at 2,351 thousand euros.

7. An increase of 63,455 thousand euros in the investment in Italiana Semola, S.r.l. due to the acquisition of 100% of its share capital: On June 18, 2014, Ebro Foods, S.A. acquired 52% of Italy's Garofalo through a wholly-owned subsidiary, Semola, S.r.l. This Italian company owns the Garofalo, Santa Lucia and Russo de Cicciano brands, among others, giving it a significant position in the premium dry pasta segment in Italy and other countries. The Company acquired a 52% interest, through Semola, S.r.l., for a total of 63,455 thousand euros, of which 58,255 thousand euros was paid in 2014, with the remaining 5,200 thousand euros paid on June 30, 2015. The Group financed the acquisition using a mix of internal funds and bank borrowings.

   In addition, the Ebro Group has arranged two options with the other shareholder over the remaining 48%, granting the seller a put option (exercisable until May 2024) and the Ebro Group a call option (exercisable from June 2024 to May 2026). The price of these options will be determined as a function of Garofalo's average earnings metrics over a series of years, as well as other terms and conditions customary in arrangements of this nature. This put option contractually gives rise to a financial derivative for the next four years (until June 30, 2018), due to the existence of a minimum price guarantee during that period, which has been recognized as a non-current financial liability (note 9.2.b).

B) EQUITY INSTRUMENTS IN ASSOCIATES:

No changes in 2015. The 18,000 thousand euro investment corresponds to the acquisition in August 2013 of 25% of Italy's Riso Scotti S.p.A., the parent company of the Scotti Group. The Scotti Group is an Italian group specialized in the production and processing of rice. It is the leading maker of risotto rice in Italy and boasts a broad portfolio of products that it sells under the Scotti brand in more than 70 markets. This portfolio includes multiple value-added products (rice and soy milk, rice biscuits, rice oils, ready meals etc.) that represent a modern take on Italian cuisine and are targeted at the premium segment. The Company's 25% interest in the Scotti Group is accounted for as an investment in an associate.

C) NON-CURRENT LOANS TO GROUP COMPANIES:

The loan extended by the Company to Beira Terrace Soc. de Construçoes, Ltda., a 100%-owned Portuguese subsidiary, is the most significant item presented under non-current loans to group companies (note 17) at year-end; the balance receivable at December 31, 2015 stood at 251 thousand euros (year-end 2014: 199 thousand euros).

These loans don't have a fixed maturity and earn interest at 3-month Euribor plus 0.86% (0.9% in 2014).

D) IMPAIRMENT LOSSES:

The increases and decreases recognized in 2015 and 2014 correspond to impairment allowances on the Company's investments in Beira Terrace Soc. de Construçoes, Ltda., Ebro Germany, Gmbh., Dosbio, S.L. and Azucarera Energías, S.A.

The earnings of the companies shown in the table provided at the end of this note correspond to continuing operations.

None of the group companies is publicly traded other than Ebro Foods, S.A.

The Company has sent its investees the notifications required under the Spanish Corporate Enterprises Act .

The direct investments held by Ebro Foods, S.A. in group companies and associates at December 31, 2015 are:

SUBSIDIARIES AND ASSOCIATES

	INVESTMENT	IMPAIRMENT LOSSES	PERCENTAGE INTEREST	REGISTERED OFFICE	BUSINESS ACTIVITY	(A) CAPITAL AND RESERVES	(A) 2014 PROFIT/(LOSS)	DIVIDEND PAID IN 2014	TOTAL EQUITY	OP. PROFIT/ (LOSS)
Dosbio 2010, S.L.	22,297	(14,239)	100.00%	Madrid (Spain)	Flour production	9,242	(1,108)	-	8,134	(1,548)
Fincas e Inversiones Ebro, S.A.	4,926	-	100.00%	Madrid (Spain)	Agricultural holding	7,825	48	-	7,873	67
Azucarera Ebergías, S.A.	-	-	100.00%	Madrid (Spain)	Liquidated in 2015	1,401	0	(1,401)	0	0
Arotz Foods, S.A.	22,864	-	100.00%	Madrid (Spain)	Tinned vegetables	31,307	249	-	31,556	88
Herba Foods S.L.	59,695	-	100.00%	Madrid (Spain)	Investment management	87,954	9,274	(980)	96,248	6,578
Herba Ricemills S.L	153,451	-	100.00%	Madrid (Spain)	Production and sale of rice	186,761	13,958	(27,183)	173,536	20,671
Herba Nutrición S.L	526	-	100.00%	Madrid (Spain)	Production and sale of rice	2,919	2,500	(2,293)	3,126	(7)
Jiloca Industrial, S.A.	1,500	-	100.00%	Teruel (Spain)	Production of organic fertilizer	1,809	423	(504)	1,728	624
Networks Meal Solutions, S.A.	2	-	100.00%	Madrid (Spain)	Dormant	1	0	-	1	0
Fundación Ebro	0	-	100.00%	Madrid (Spain)	Charitable foundation	301	0	-	301	0
Ebro Financial Corporate Services, S.L.	150,003	-	100.00%	Madrid (Spain)	Financial and insurance management	154,005	813	-	154,818	(147)
Beira Terrace Soc. de Const., Ltda.	12,436	(11,024)	100.00%	Porto (Portugal)	Real estate	1,484	(72)	-	1,412	(70)
Riceland, Ltda. *	597	-	20.00%	Budapest (Hungary)	Production and sale of rice	1,288	143	-	1,431	194
Riviana Foods Inc. (Group) **	263,758	-	75.00%	Houston, Texas (USA)	Production and sale of rice	648,935	57,123	-	706,058	86,08
Panzani, SAS (Group)	440,838	-	100.00%	Lyon (France)	Production and sale of pasta and sauces	595,854	37,109	-	632,963	61,219
New World Pasta Comp. (Group)	305,552	-	100.00%	Harrisburg (USA)	Production and sale of pasta and sauces	591,474	21,117	-	612,591	32,587
Ebro Germany, Gmbh (Group) ***	87,078	(38,047)	68.90%	Germany	Production and sale of pasta and sauces	85,147	41	-	85,188	195
Ebro Foods Alimentación, S.A.	1	-	100.00%	Mexico	Sale and marketing of rice	513	25	-	538	244
Pastificio Lucio Garofalo, S.r.l. (Group)	62,586	-	52.00%	Naples (Italy)	Production and sale of pasta and sauces	122,382	7,277	(1,129)	128,53	12,037
Riso Scotti, S.p.a.	18,000	-	25.00%	Milan (Italy)	Production and sale of rice	75,257	1,500	(337)	76,420	4,200
TOTAL	**1,606,110**	**(63,310)**						**(33,827)**		

(a) Whenever the subsidiary's name is followed by "(Group)", the figures pertaining to that company's capital, reserves and profit or loss refer to the consolidated figures of that investee and its own subsidiaries and associates before considering dividends paid in 2015. In order to present uniform data for the various companies and groups of companies, the capital, reserves and earnings figures are obtained applying the International Financial Reporting Standard adopted by the European Union.

(*) Ebro Foods, S.A. owns 100% of this company, 20% directly and the other 80% indirectly via Herba Foods, S.L.

(**) Ebro Foods, S.A. owns 100% of this company, 75% directly and the other 25% indirectly via wholly-owned subsidiaries of Riviana.

(***) Ebro Foods, S.A. owns 100% of this company, 68.9% directly and the other 31.1% indirectly via subsidiaries.

The direct investments held by Ebro Foods, S.A. in group companies and associates at December 31, 2014 are itemized below:

SUBSIDIARIES AND ASSOCIATES

	INVESTMENT	IMPAIRMENT LOSSES (B)	PERCENTAGE INTEREST	REGISTERED OFFICE	BUSINESS ACTIVITY	(A) CAPITAL AND RESERVES	(A) 2013 PROFIT/(LOSS)	DIVIDEND PAID IN 2013	TOTAL EQUITY	OP. PROFIT/ (LOSS)
Dosbio 2010, S.L.	22,297	(13,059)	100.00%	Madrid (Spain)	Flour production	10,463	(1,216)	-	9,247	(1,582)
Fincas e Inversiones Ebro, S.A.	4,926	-	100.00%	Madrid (Spain)	Agricultural holding	7,779	46	-	7,825	68
Azucarera Ebergías, S.A.	3,048	(899)	100.00%	Madrid (Spain)	Liquidated in 2015	1,899	257	-	2,156	238
Arotz Foods, S.A.	22,864	-	100.00%	Madrid (Spain)	Tinned vegetables	31,113	194	-	31,307	(39)
Herba Foods S.L.	59,695	-	100.00%	Madrid (Spain)	Investment management	89,821	(412)	-	89,409	616
Herba Ricemills S.L	153,451	-	100.00%	Madrid (Spain)	Production and sale of rice	222,788	13,45	(49,349)	186,889	199,839
Herba Nutrición S.L	526	-	100.00%	Madrid (Spain)	Production and sale of rice	2,904	6,015	(6,000)	2,919	60
Jiloca Industrial, S.A.	1,500	-	100.00%	Teruel (Spain)	Production of organic fertilizer	1,806	504	(501)	1,809	766
Networks Meal Solutions, S.A.	2	-	100.00%	Madrid (Spain)	Dormant	1	0	-	1	0
Fundación Ebro	0	-	100.00%	Madrid (Spain)	Charitable foundation	301	0	-	301	0
Ebro Financial Corporate Services, S.L.	150,003	-	100.00%	Madrid (Spain)	Financial and insurance management	153,153	852	-	154,005	(144)
Beira Terrace Soc. de Const., Ltda.	12,436	(10,952)	100.00%	Porto (Portugal)	Real estate	1,555	(71)	-	1,484	(69)
Riceland, Ltda. *	597	-	20.00%	Budapest (Hungary)	Production and sale of rice	1,250	42	-	1,292	120
Riviana Foods Inc. (Group) **	243,504	-	75.00%	Houston, Texas (USA)	Production and sale of rice	535,576	45,655	-	581,231	68,929
Panzani, SAS (Group)	440,838	-	100.00%	Lyon (France)	Production and sale of pasta and sauces	557,328	38,229	-	595,557	63,782
New World Pasta Comp. (Group)	288,236	-	100.00%	Harrisburg (USA)	Production and sale of pasta and sauces	528,978	29,257	-	558,235	43,996
Ebro Germany, Gmbh (Group) ***	87,078	(41,697)	68.90%	Germany	Production and sale of pasta and sauces	67,241	498	-	67,739	(534)
Ebro Foods Alimentación, S.A.	1	-	100.00%	Mexico	Sale and marketing of rice	423	122	-	545	182
Pastificio Lucio Garofalo, S.r.l. (Group)	63,455	-	52,00%	Napoles (Italy)	Production and sale of pasta and sauces	122,548	1,410	-	123,958	4,518
Riso Scotti, S.p.a.	18,000	-	25.00%	Milan (Italy)	Production and sale of rice	75,967	2,250	(347)	77,870	6,500
TOTAL	**1,572,457**	**(66,607)**						**(56,197)**		

9. FINANCIAL INSTRUMENTS

9.1 FINANCIAL ASSETS

The breakdown of financial assets, excluding investments in group companies and jointly-controlled entities (note 8), at year-end, is as follows:

NON-CURRENT FINANCIAL INSTRUMENTS (ASSETS)

	EQUITY INSTRUMENTS		DEBT INSTRUMENTS		LOANS & RECEIVABLES AND DERIVATIVES		TOTAL	
CATEGORIES	12-31-15	12-31-14	12-31-15	12-31-14	12-31-15	12-31-14	12-31-15	12-31-14
Assets at fair value through profit or loss:								
a) Held for trading							0	0
b) Other							0	0
Held-to-maturity investments							0	0
Loans and receivables					24,375	25,759	24,375	25,759
Available-for-sale financial assets:								
a) Measured at fair value	846	693					846	693
b) Measured at cost							0	0
Hedging derivatives							0	0
TOTAL	**846**	**693**	**0**	**0**	**24,375**	**25,759**	**25,221**	**26,452**

CURRENT FINANCIAL INSTRUMENTS (ASSETS)

	EQUITY INSTRUMENTS		DEBT INSTRUMENTS		LOANS & RECEIVABLES AND DERIVATIVES		TOTAL	
CATEGORIES	12-31-15	12-31-14	12-31-15	12-31-14	12-31-15	12-31-14	12-31-15	12-31-14
Assets at fair value through profit or loss:								
a) Held for trading							0	0
b) Other							0	0
Held-to-maturity investments							0	0
Loans and receivables					11,453	10,578	11,453	10,578
Available-for-sale financial assets:								
a) Measured at fair value							0	0
b) Measured at cost							0	0
Hedging derivatives							0	0
TOTAL	**0**	**0**	**0**	**0**	**11,453**	**10,578**	**11,453**	**10,578**

AVAILABLE-FOR-SALE FINANCIAL ASSETS

1. **Investment in Deoleo, S.A.**

   This investment was fully sold during the first half of 2014. The investment in Deoleo, S.A. was made in December 2010, in the amount of 47,756 thousand euros, when the Company acquired 95,510,218 of this entity's shares as part of a rights issue at a cost of 0.50 euros per share. This investment gave the Company an 8.272% ownership interest in Deoleo in the wake of equity issues undertaken in 2013.

   This financial investment was carried at fair value and changes therein were recognized in equity insofar as the investment was neither impaired nor sold, at which time the fair value gains or losses would be reclassified to profit or loss.

This entire shareholding was sold down in a series of transactions during the first half of 2014 for an overall sum of 40,267 thousand euros. The pre-tax gain on the sale of this investment, which was recognized in the income statement under finance income in 2014, was 14,003 thousand euros (the reclassification of the pre-tax fair value gain recognized directly in equity in 2013 in the amount of 18,626 thousand less the loss generated on its sale in 2014 with respect to its carrying amount at year-end 2013).

2. Investment in Biosearch, S.A.
   This financial investment is carried at fair value and changes therein are recognized in equity insofar as the investment is neither impaired nor sold, at which time the fair value gains or losses would be reclassified to profit or loss.

   At year-end 2014, this investment corresponded to 1,801,000 shares of Biosearch, S.A., equivalent to a 3.121% ownership interest. At that date, this investment's fair value, based on its share price, was 693 thousand euros (0.385 euros per share).

   The Company did not sell any shares of Biosearch, S.A. in 2015, so that at year-end, this investment continued to correspond to 1,801,000 shares of Biosearch, S.A. and a 3.121% ownership interest. At year-end 2015, the fair value of this investment, based on its share price, was 846 thousand euros, equivalent to 0.470 euros per share; in keeping with prevailing accounting standards, the increase in value from year-end 2014 was recognized directly in equity in the amount of 110 thousand euros (a 153 thousand euro pre-tax gain less the corresponding tax effect of 43 thousand euros).

LOANS AND RECEIVABLES	12-31-15	12-31-14
Non-current financial assets		
Loans to group companies (notes 8 & 17)	251	199
Loans to third parties	23,977	25,413
Long-term deposits	147	147
	24,375	**25,759**
Non-current financial assets		
Trade and other receivables (note 10)	10,017	9,673
Loans to third parties	1,436	905
	11,453	**10,578**
TOTAL	**35,828**	**36,337**

The balance of loans to third parties at both reporting dates corresponds mainly to the deferred portion of the purchase price for the Nomen brands under the agreement reached in 2012. This agreement was renegotiated in September to extend the collection term by a further two years and reduce the interest rate from 4.2% to 3.4%.

The non-current portion of this vendor loan is 23,977 thousand and the current portion, 1.436 thousand euros. This loan accrues interest at a rate of 3.4% and the last instalment is due in September 2027. The Nomen trademarks have been pledged as collateral to guarantee repayment of this loan.

Exchange differences recognized in profit or loss for the year

The exchange differences recognized in profit or loss in 2015 and 2014 for each financial asset category are broken down below:

EXCHANGE DIFFERENCES RECOGNIZED IN PROFIT OR LOSS

	LOANS AND RECEIVABLE		EQUITY INSTRUMENTS IN GROUP COMPANIES		LOANS AND PAYABLE		TOTAL	
	2015	2014	2015	2014	2015	2014	2015	2014
For transactions settled during the year	82	(136)	0	0	20	104	102	(32)
For transactions pending settlement at year-end	0	0	0	0	(2,729)	(1,873)	(2,729)	(1,873)
For foreign exchange hedges	0	0	37,570	38,954	(37,570)	(38,954)	0	0
TOTAL EXPENSE/(INCOME) RECOGNIZED IN THE INCOME STATEMENT FOR THE YEAR	**82**	**(136)**	**37,570**	**38,954**	**(40,279)**	**(40,723)**	**(2,627)**	**(1,905)**

9.2 FINANCIAL LIABILITIES

The breakdown of financial liabilities at December 31, 2015 and 2014 is as follows:

NON-CURRENT FINANCIAL INSTRUMENTS (LIABILITIES)

	BANK BORROWINGS		BONDS AND OTHER MARKETABLE SECURITIES		DERIVATIVES & OTHER ACCOUNTS PAYABLE		TOTAL	
CATEGORIES	12-31-15	12-31-14	12-31-15	12-31-14	12-31-15	12-31-14	12-31-15	12-31-14
Debts and payables (liabilities at amortized cost)	298,634	128,061			12	12	298,646	128,073
Liabilities at fair value through profit or loss								
a) Held for trading							0	0
b) Other					2,800	4,800	2,800	4,800
Hedging derivatives							0	0
TOTAL	**298,634**	**128,061**	**0**	**0**	**2,812**	**4,812**	**301,446**	**132,873**

CURRENT FINANCIAL INSTRUMENTS (LIABILITIES)

	BANK BORROWINGS		BONDS AND OTHER MARKETABLE SECURITIES		DERIVATIVES & OTHER ACCOUNTS PAYABLE		TOTAL	
CATEGORIES	12-31-15	12-31-14	12-31-15	12-31-14	12-31-15	12-31-14	12-31-15	12-31-14
Debts and payables (liabilities at amortized cost)	45,887	191,124			6,217	11,777	52,104	202,901
Liabilities at fair value through profit or loss								
a) Held for trading							0	0
b) Other							0	0
Hedging derivatives							0	0
TOTAL	**45,887**	**191,124**	**0**	**0**	**6,217**	**11,777**	**52,104**	**202,901**

a) Bank borrowings: See note 13.

b) Derivatives and other accounts payable

The breakdown of the financial liabilities included in this category is as follows:

	2015	2014
Non-current		
Derivatives	2,800	4,800
Deposits	12	12
	2,812	**4,812**
Current		
Derivatives	0	0
Trade and other payables	6,159	6,519
Other financial liabilities	58	5,258
	6,217	**11,777**

Thousands of euros

Non-current derivatives includes the value allocated to the contractual derivative implied by the put option granted over 48% of the Garofalo pasta group (note 8.a.7). And the most significant item under other current financial liabilities is the 5,200 thousand euro vendor loan from Semola, S.r.l. (the portion of the purchase price deferred until June 30, 2015).

c) Nature and extent of risks arising from financial instruments

The main objective of the Company's capital management policy is to guarantee a capital structure that complies with prevailing regulations in its group's operating markets. In addition, its capital management policy is designed to preserve its credit metrics and to maximize shareholder value.

The Company's business activities and operations expose it to financial risks including foreign currency and interest rate risk.

Interest rate risk: The Company is exposed to changes in market interest rates, mainly on account of its non-current payment obligations arranged at floating rates of interest. Its policy is to manage its borrowing costs by using a mix of fixed and variable rates. The goal is minimize the Company's exposure to this risk factor, to which end it tracks market rate trends exhaustively with the help of external experts.

It arranges interest-rate hedges as deemed necessary under which it agrees to swap, during specific periods, the difference between the amount of fixed and variable interest, calculated on the basis of a notional amount of principal agreed between the parties. These derivative or structured products are designed to hedge the underlying payment obligations.

Foreign currency risk: As a result of the investments made in the US, the carrying amounts of the Company's assets and liabilities are significantly exposed to changes in the USD / EUR exchange rate. The Company attempts to mitigate the impact of this structural exchange-rate risk by denominating its borrowings in US dollars. As a result, 61.3% of the Company's US investments are hedged in this manner.

At year-end 2015, non-current borrowings include two loans in an aggregate amount of 271 million US dollars (year-end 2014: 290 million euros) (note 13), while non-current borrowings from group companies include a loan of 124 million US dollars (year-end 2014: 105 million US dollars) (note 17), all of which have been designated as hedges of the Company's net investments in its US subsidiaries; they are used to hedge the Company's exposure to exchange rate risk on these investments. The gains and losses generated upon translation of these loans into euros are recognized in the income statement and exactly offset the exchange gains and losses recognized on the translation of these net investments into euros (notes 8.a & 9.1).

Liquidity risk: The Company manages the risk of a shortfall of short-term liquidity with a liquidity planning tool. This tool analyzes the maturity of the Company's financial assets and liabilities in conjunction with its operating cash flow projections. Ebro Foods, S.A. is the parent of a consolidated group comprising it and its subsidiaries and associates with which it separately presents consolidated financial statements. This fact should be taken into consideration in assessing the working capital position typical of year-end in the separate annual financial statements of Ebro Foods, S.A., which, as the group's parent company, has the option of financing itself via dividends, among other alternatives.

10. TRADE AND OTHER RECEIVABLES

The breakdown of trade and other receivables in 2015 and 2014 is as follows:

	12-31-15	12-31-14
Trade receivables	53	696
Trade receivables from group companies and associates (note 17)	9,913	8,872
Other receivables	8	8
Receivable from employees	43	97
	10,017	**9,673**

Thousands of euros

Impairment allowances: The 'Trade receivables' balance in the table above is presented net of impairment losses. The Company did not recognize any new impairment losses against its trade receivables in 2015, nor did it use any existing provisions. In 2014 it recognized 0 thousand euros of allowances. The accumulated balance of impairment allowances was 24 thousand euros at both reporting dates.

All of the balances recognized under trade receivables are denominated in euros.

11. CASH AND CASH EQUIVALENTS

Cash equivalents are typically bank deposits with a maturity of three months or less at the time of their acquisition.

There are no restrictions on these balances.

12. CAPITAL AND RESERVES

a) **Issued capital:** The Company's share capital consisted of 153,865,392 fully subscribed and paid bearer shares with a par value of 0.60 euros each at both year-ends. All shares belong to the same class and carry identical rights.

The shareholders with direct or indirect interests of more than 3% in the capital of Ebro Foods, S.A. at December 31, 2015 (2014), based on information furnished to Spain's securities market regulatory, the CNMV, and to Ebro Foods, S.A., are as follows:

- Instituto Hispánico del Arroz, S.A.: direct holder of 13,790,336 shares (13,790,336), representing a 8.963% interest (8.963%) and indirect holder, through Hispafoods Invest, S.L., of 10,707,282 shares (10,702,282), representing a 6.959% interest (6.959%). In total this shareholder holds 24,497,618 shares (24,497,618), representing a 15.921% (15.921%) shareholding.
- Sociedad Anónima Damm: indirect holder, via Corporación Económica Damm, S.A., of 15,426,438 shares (15,426,438), representing a 10.026% interest (10.026%).
- Sociedad Estatal de Participaciones Industriales: indirect holder, via Alimentos y Aceites, S.A., of 15,940,377 shares (15,940,377), representing a 10.36% interest (10.36%).
- Corporación Financiera Alba: indirect holder, via Alba Participaciones, S.A., of 15,400,000 shares (15,400,000), representing a 10.009% interest (10.009%).
- Juan Luis Gómez-Trenor Fos: indirect holder, via Empresas Comerciales e Industriales Valencianas, S.L., of 10,924,443 shares (10,924,443), representing a 7.1% interest (7.1%).

b) **Share premium:** The Consolidated Text of the Spanish Corporate Enterprises Act permits the use of the share premium account balance to increase share capital and provides no specific limitation with respect to its availability.

c) **Legal reserve:** The companies that generate a profit are required to earmark 10% of net profit for the year to a legal reserve until such reserve is equivalent to 20% of share capital. The legal reserve cannot be distributed except in the event of dissolution but it can be used to offset losses insofar as other reserves are not available for this purpose and to increase capital by the amount that exceeds 10% of capital after the increase. The Company had fully endowed its legal reserve at both year-ends.

d) **Voluntary reserves:** This reserve is unrestricted other than the limitations imposed under prevailing company law in respect of unamortized capitalized research and development costs.

e) **Revaluation reserve, Royal Decree-Law 7/1996 of June 7:** As a result of the asset restatements made in the past by Sociedad General Azucarera de España, S.A. and Puleva S.A. under the scope of Royal Decree-Law 7/1996 of June 7, 1996, the Company recognized the corresponding revaluation reserves of 21,767 thousand euros; in the wake of the derecognitions of 2001 following the split-off of the sugar business and in 2003 following the dissolution of A. E. Gestion de Patrimonio, S.L., the remaining balance stands at 3,169 thousand euros (included under other reserves).

This balance can be used, without accruing taxes, to offset tax losses accumulated in prior, current and future tax periods and for the purpose of increasing share capital. Since April 1, 2007, this balance can be earmarked to unrestricted reserves to the extent that the monetary gain has been realized.

The monetary gain is deemed realized in respect of the corresponding depreciation charges recognized or when the restated asset items have been sold or derecognized for accounting purposes. If this balance were used in a manner other than that provided for in Royal Decree-Law 7/1996, it would be taxable.

f) **Own shares:** In 2015, the Company had the power to buy back and sell own shares under the scope of the authorization granted at the Annual General Meetings held on June 15, 2011 and June 3, 2015 for a period of five years (as duly notified to the CNMV in keeping with prevailing legislation).

The Company did not hold any own shares as treasury stock at December 31, 2015.

In 2014, the Parent similarly had the power to buy back and sell own shares under the scope of the authorization granted at the Annual General Meeting held on June 15, 2011. In 2014, the Company bought back 858,506 shares, sold 814,939 and delivered 24,104 own shares to employees. At December 31, 2014, the Company held 19,463 own shares as treasury stock, equivalent to 0.013% of share capital at that reporting date. Management had not established any specific purpose for these own shares at year-end 2014.

g) **Dividends paid in 2015:** Distribution of the dividends approved at the Annual General Meeting of June 3, 2015 at which the Company's shareholders ratified the motion to pay a cash dividend with a charge against unrestricted reserves and profit for 2014 of 0.66 euros per share (an ordinary dividend of 0.51 euros per share and a special dividend of 0.15 euros per share), payable in the course of 2015.

The ordinary dividend was paid out in three equal instalments of 0.17 euros per share on April 1, June 29 and October 2, 2015. The special dividend was paid out in a single instalment of 0.15 euros per share on December 22, 2015.

h) **Valuation adjustments:** See note 9.1.

13. BANK BORROWINGS

The breakdown of current and non-current bank borrowings (in thousands of euros) at both year-ends:

	2015 NON-CURRENT	2015 CURRENT	2014 NON-CURRENT	2014 CURRENT
Bank loans arranged in euros	49,927	30,000	49,879	30,000
Bank loans arranged in US dollars	248,707	-	78,182	160,613
Credit facilities arranged in euros	-	15,581	-	142
Interest accrued but not due	-	306	-	369
TOTAL	**298,634**	**45,887**	**128,061**	**191,124**

The long-term bank loans denominated in US dollars were taken out to finance the investments in Riviana Inc (2004) and New Word Pasta Company (2006). These long-term loans are guaranteed by Group subsidiaries Herba Food, S.L., Herba Ricemills, S.L., Panzani SAS and Riviana Foods Inc. and correspond to:

- The bilateral loan agreement entered into in November 2006 and amended in April 2009, June 2010 and again in May 2015, in an initial amount of 190 million US dollars, reduced to 171 million US dollars in the wake of the last amendment. This loan is repayable in four six-monthly instalments of 42.75 million US dollars starting in May 2020.The annual rate of interest applicable to this dollar-denominated loan is benchmarked against 1-, 3-, 6- or 12-month LIBOR plus a market spread.

- A bilateral 3-year loan agreement arranged in June 2015, in the amount of 100 million US dollars, repayable at maturity. The annual rate of interest applicable to this dollar-denominated loan is benchmarked against 3- month LIBOR plus a market spread. This loan refinanced another bilateral loan arranged in November 2013, which was cancelled in 2015

In 2014, the Company arranged bilateral loans in the amount of 50 and 30 million euros on May 27 and July 1, respectively. These loans are denominated in euros and are repayable in a single bullet payment upon maturity. The 50 million euro loan matures on June 30, 2017. The 30 million euro loan originally fell due on June 25, 2015; however, the parties have availed of the option of agreeing up to two annual extensions to this facility's maturity. The annual rate of interest applicable to those loans is benchmarked against 3-month EURIBOR in the case of the 50 million euro loan and 12-month EURIBOR in the case of the 30 million euro loan, plus market spreads.

The Company is obliged to comply with a series of covenants, specifically a series of ratios calculated on basis of the consolidated financial statements of the group of which the Company is the parent, throughout the term of these loans. Any breach of these covenants would increase the related borrowing costs and in some cases would trigger an early repayment requirement. The Company was in compliance with all these covenants at both year-ends.

In addition, at year-end 2015, the Company had arranged and guaranteed credit facilities with an aggregate limit of 25 million euros (year-end 2014: 25 million euros), of which 15,581 thousand euros (142 thousand euros) had been drawn down. The average annual rate of interest on these borrowings, excluding the long-term loans, is 3-month EURIBOR plus a market spread of 0.90% (2014: 1.67%) on average.

In addition, the Company has extended sureties and other guarantees to third parties via banks totaling 125,368 thousand euros at year-end 2015 (114,355 thousand euros at year-end 2014) (note 16).

The maturity schedule for bank borrowings (at December 31, 2015):

Due 2016	30,000 thousand euros
Due 2017	49,927 thousand euros
Due 2018	91,639 thousand euros (100,000 thousand US$)
Due 2020	78,534 thousand euros (85,500 thousand US$)
Due 2021	78,534 thousand euros (85,500 thousand US$)

14. NON-CURRENT PROVISIONS

The reconciliation of the provisions at the beginning and end of 2015 and 2014 is as follows:

NON-CURRENT PROVISIONS

	EMPLOYEE BENEFIT OBLIGATIONS			OTHER PROVISIONS FOR CONTINGENCIES			TOTAL
	LONG-SERVICE BONUSES	NON-CURRENT REMUNERATION	TOTAL	BUSINESS SALE REPS & WARRANTIES	TAX ASSESSMENTS	TOTAL	
CLOSING BALANCE: YEAR-END 2013	**129**	**2,243**	**2,372**	**0**	**0**	**0**	**2,372**
Additions (reversal of provisions)	32	699	731	8,740	280	9,020	9,751
Amounts used	0	(1,442)	(1,442)	0	0	0	(1,442)
CLOSING BALANCE: YEAR-END 2014	**161**	**1,500**	**1,661**	**8,740**	**280**	**9,020**	**10,681**
Additions (reversal of provisions)	7	1,298	1,305			0	1,305
Amounts used	(11)	(653)	(664)			0	(664)
CLOSING BALANCE: YEAR-END 2015	**157**	**2,145**	**2,302**	**8,740**	**280**	**9,020**	**11,322**

Thousands of euros

PROVISION FOR CONTINGENCIES - REPS AND WARRANTIES GRANTED IN CONNECTION WITH THE SALES OF THE SUGAR AND DAIRY BUSINESSES

The provisions recognized to cover the outcome of lawsuits related to the sales of the sugar business (sold in 2009) and the dairy business (sold in 2010) related to the reps and warranties extended to the buyers of these businesses under which an unfavorable ruling in these lawsuits would have the effect of reducing the sale-purchase prices for these business. Additions to this provision (or reversals thereof) imply an adjustment to the sale price and are accordingly recognized as a reduction (or increase) in profit in the year in which they are recognized.

These lawsuits had been substantially resolved by year-end 2013, so that the related provision stood at zero at that reporting date. However, in the course of 2014 a number of smaller-sized disputes came to light. Management determined it was necessary to recognize a provision in respect of certain of these cases in light of the possible outflow of resources in the future.

In addition, in August 2014, Grupo Lactalis Iberia, S.A. passed the proposed ruling ("Proposed Ruling") in respect of the disciplinary proceedings initiated by the investigative unit of Spain's anti-trust authority, the CNMC, against Spain's leading dairy transformation companies, including Puleva Food, S.L., in connection with alleged anti-competitive practices between 2003 and 2013, on to Ebro Foods, S.A. Ebro Foods, S.A. sold Puleva Food, S.L. to Grupo Lactalis Iberia, S.A. in 2010; the related share purchase agreement (the "SPA") included a liability regime covering future contingencies. Under this regime, Ebro Foods, S.A., as seller, could be held liable for any fine imposed on Puleva Food, S.L. with respect to developments taking place prior to the sale.

The Proposed Ruling qualifies the conduct investigated as a very serious infraction of article 62.4.a) of Spain's Anti-Trust Act and recommends that the Board of the CNMC hand down the fine contemplated in article 63 of this same piece of legislation. Grupo Lactalis Iberia, S.A. and Puleva Food, S.L., in keeping with the procedure agreed upon in the SPA, duly presented statements outlining their pleas against the Proposed Ruling, categorically denying the conduct charges therein.

The CNMC ruling issued by its Board on February 26, 2015 was received on March 3, 2015. It hands down a fine against Puleva Food, S.L. of 10,270 thousand euros. Based on the information currently available, Ebro Foods, S.A. believes it has solid arguments for defending its position in these lawsuits and has so stated in the appeal lodged before the corresponding judicial bodies in September 2015. However, it continues to classify likelihood of an outflow of resources embodying economic benefits as probable; accordingly, the related provision recognized in the 2015 financial statements is unchanged with respect to the amount provided for in 2014.

PROVISION FOR CONTINGENCIES – TAX ASSESSMENTS

See note 15.

PROVISION FOR LONG-SERVICE BONUSES

Some Ebro Foods, S.A. employees are entitled to receive long-service bonuses after 25 to 40 years' service from a fund managed internally by the Company. The provision recognized for long-service bonuses at year-end 2015 in the amount of 157 thousand euros (year-end 2014: 161 thousand euros) represents the present value, calculated using actuarial studies performed by independent experts, of the potential future payments to these employees. The key assumptions used in the most recent actuarial study with effect as of each reporting date are as follows:

a) A discount rate of 2.13% (2014: 2.11%)
b) Wage increases: compound annual growth of 3% (2013: 3%)
c) Mortality and survival tables: PERM/F 2000 tables (new policies)

PROVISION FOR LONG-TERM REMUNERATION TO EXECUTIVES

See note 18. The provisions recognized in 2014 and 2015 correspond to the 2013-2015 bonus plan that will be settled between 2015 and 2017. The provisions utilized in 2015 also correspond to this Plan. However, the amounts utilized in 2014 correspond to the 2010-2012 plan, which was partially paid out in 2012 and 2013 and fully liquidated in 2014.

15. TAX MATTERS

The breakdown of taxes payable and receivable at year-end is as follows:

	12-31-15	12-31-14
Current		
Current tax assets	2,817	4,343
Other amounts receivable from public authorities	1,027	567
Current tax liabilities	0	0
Other payables to public authorities	(2,326)	(2,185)
	1,518	**2,725**
Non-current		
Deferred tax assets	8,492	8,938
Deferred tax liabilities	(31,677)	(30,573)
	(23,185)	**(21,635)**

Thousands of euros

Under prevailing legislation, tax returns may not be considered final until either they have been inspected by the tax authorities or until the inspection period has prescribed.

The Company has its books open to inspection since 2012 in respect of all applicable taxes. The Company's directors believe there is no need to provide for potential additional tax liabilities that could arise from differing interpretations of tax regulations.

15.1. The tax group that files its return under the consolidated tax regime is made up of:

Ebro Foods, S.A. (parent of the tax group), Ebro Financial Corporate Services, S.L., Network Meal Solutions, S.L., Fincas e Inversiones Ebro, S.A., Dosbio 2010, S.L., Arotz Foods, S.A., Herba Foods, S.L., Herba Ricemills, S.L and its subsidiaries, Herba Nutrición, S.L, Fallera Nutrición, S.L., Jiloca, S.A. and Azucarera Energías, S.A. (note that the latter subsidiary was liquidated in December 2015).

The tax inspection of the Spanish tax group in respect of 2008 to 2011, both inclusive, concluded in May 2014. The results of this inspection are shown below:

	ASSESSMENTS UNCONTESTED	ASSESSMENTS CONTESTED	TOTAL
Tax	2,580	2,452	5,032
Interest	443	426	869
Fines	1	355	356
	3,024	3,233	6,257

		EBRO FOODS S.A.	REST OF TAX GROUP	TOTAL
Accounting treatment:				
Income statement				
Income tax expense	2,656	1,265	1,391	2,656
Other operating expenses	70	21	49	70
Finance costs	869	422	447	869
Deferred taxes	1,295	60	1,235	1,295
Taxes payable (provisions)	1,367	1,367	0	1,367
TOTAL CHARGES	**6,257**	**3,135**	**3,122**	**6,257**
Other non-current provisions	(355)	(280)	(75)	(355)
Inter-company balances receivable / payable within tax group	0	2,697	(2,697)	0
Taxes payable (payables)	(5,902)	(5,552)	(350)	(5,902)
TOTAL PAYMENTS	**(6,257)**	**(3,135)**	**(3,122)**	**(6,257)**

Thousands of euros

All of the assessments presented in the table above were settled (using financial criteria), with the exception of the fines, even though the assessments have been signed under protest. The assessments signed under protest have been appealed.

In addition, the tax group has also signed assessments handed down in connection with the deduction accredited and applied as warranted in relation to the 2008 Volvo Ocean Race under protest. The amount contested, which applies from 2008 to 2010, amounts to 3,021 thousand euros. In this instance, the balance has not been provided for as the assessments have been appealed and the likelihood of winning this claim is deemed high due to the precedent set by National High Court rulings in favor of other taxpayers bringing identical cases. Therefore, the directors believe that the risk that the outcome of this process will not favor the tax group is considered remote and will not entail an outflow of resources.

15.2 The reconciliation of net income and expense for both reporting periods to taxable income (tax loss) is set forth below:

TAX EXPENSE	2015		2014	
	ACCOUNTING	TAX	ACCOUNTING	TAX
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	**18,657**	**18,657**	**39,180**	**39,180**
Permanent differences	(4,149)	(4,149)	151	151
Permanent differences arising from fiscal consolidation adjustments	(30,960)	(30,960)	(55,850)	(55,850)
ADJUSTED ACCOUNTING PROFIT	**(16,452)**	**(16,452)**	**(16,519)**	**(16,519)**
Temporary differences		(4,474)		(20,922)
Temporary differences arising from fiscal consolidation adjustments		0		1,225
Tax group tax losses for offset		(452)		9,873
TAXABLE INCOME (TAX LOSS) OF THE COMPANY	**(16,452)**	**(21,378)**	**(16,519)**	**(26,343)**
Tax calculated at 30%	(4,607)	(5,986)	(4,956)	(7,903)
Tax credits	0	0	0	0
TAX EXPENSE/(INCOME) FOR THE YEAR	**(4,607)**	**(5,986)**	**(4,956)**	**(7,903))**
Restatement of prior-year's income tax	30		(459)	0
Tax assessments (note 15.1)	0		1,265	
Change in deferred tax assets and liabilities (note 15.7)	0		5,019	
Effect of change in tax rate (note 15.7)	14		(4,420)	
TOTAL INCOME TAX: EXPENSE (INCOME)	**(4,563)**	**(5,986)**	**(3,551)**	**(7,903)**

Thousands of euros

The reconciliation of income tax payable/(refundable) by/to Ebro Foods, S.A. and total income tax payable/(refundable) as a result of application of the consolidated tax regime is provided below:

	2015	2014
Tax payable (refundable) corresponding to Ebro Foods, S.A.	(5,986)	(7,903)
Payments made on account during the year	(822)	(2,216)
Tax withholdings	(34)	(22)
Tax refundable pending collection from prior years	(2,323)	(2,047)
Tax payable (refundable) corresponding to the other companies in the tax group	6,348	7,845
TAX GROUP TAX PAYABLE (RECEIVABLE)	**(2,817)**	**(4,343)**

15.3 The reconciliation of tax expense (income) to the result of multiplying total recognized income and expense, as opposed to profit or loss as per the income statement, by applicable tax rates, is as follows:

INCOME STATEMENT	2015	2014
Profit before tax from continuing operations	18,657	39,180
Statutory tax rate	28%	30%
Theoretical tax expense	5,224	11,754
Effect of:		
Non-deductible expenses	921	156
Non-taxable income	(1,022)	0
Dividends within tax group	(8,669)	(16,755)
Dividends within parent company group	(803)	(104)
Deductions and other items	(258)	(7)
	(4,607)	**(4,956)**
Breakdown of tax expense (income)		
Current	(5,986)	(7,903)
Deferred	1,379	2,947
EFFECTIVE TAX EXPENSE (INCOME)	**(4,607)**	**(4,956)**

Thousands of euros

15.4 The breakdown of the temporary differences arising at Ebro Foods, S.A. in 2015 and 2014 is as follows:

TEMPORARY DIFFERENCES	2015	2014
Additions		
Additions to provision for long-term remuneration obligations	1,323	728
Additions to provision for long-service bonuses	7	32
Addition to impairment provisions on investments in group companies	0	3,409
Available-for-sale financial assets	153	0
30% of depreciation charges that are not deductible	0	269
Additions to provision for contingencies	0	1,240
TOTAL ADDITIONS	**1,483**	**5,678**
Decreases		
Goodwill amortization charges	401	401
Provisions for long-term remuneration obligations used	653	1,442
Temporary difference on account of goodwill amortization	4,045	4,045
Amortization of brands for tax purposes	312	313
Impairment provisions for investments in group companies used	11	0
Utilization of asset recognized for 30% of depreciation charges not deductible	535	0
Available-for-sale financial assets	0	19,174
TOTAL DECREASES	**5,957**	**25,375**
TOTAL NET ADDITIONS (DECREASES)	**(4,474)**	**(19,697)**

15.5 The breakdown of the permanent differences differences arising at Ebro Foods, S.A. in 2015 and 2014 is as follows:

PERMANENT DIFFERENCES	2015	2014
Additions		
Fines and penalties	0	9
Donations	611	494
Addition to impairment provisions on investments in group and other companies	2,653	0
Other non-deductible expenses	25	18
TOTAL ADDITIONS	**3,289**	**521**
Decreases		
Adjustments for dividends from tax group subsidiaries	30,960	55,850
Adjustments for dividends from foreign subsidiaries	2,867	347
Amortization of goodwill for tax purposes	22	23
Reversal of impairment provisions on investments in group and other companies	3,650	0
Non-taxable gains	899	0
TOTAL DECREASES	**38,398**	**56,220**
TOTAL NET ADDITIONS (DECREASES)	**(35,109)**	**(55,699)**

15.6 Given that Ebro Foods, S.A.'s taxable income was virtually zero in 2015, it did not apply any deductions last year. In 2015 it generated 317 thousand euros of tax credits, mainly corresponding to donations, for utilization in future years, in addition to the 7.3 million euros generated and unused in prior years (mainly deductions generated by the reinvestment of extraordinary gains).

In 2015 the Spanish tax group did not make any investments that qualify for proceed reinvestment tax relief so that it did not generate any new related tax credits. In each of the years between 2013 and 2006, both inclusive, it reinvested qualifying proceeds totaling 33.1, 5.0, 115.3, 57.3, 1.5, 16.2, 11.2 and 76.3 million euros, respectively. These reinvestments satisfied all of the requirements for qualifying for the related tax relief.

15.7 A reconciliation of Ebro Foods, S.A.'s deferred tax assets and liabilities is provided below:

	12-31-13	ADDITIONS	DE-RECOGNITIONS	TAX ASSESSMENTS AND ADJ. IN RESPECT OF PRIOR YEARS	OTHER CHANGES	IMPACT CHANGE IN TAX RATE	12-31-14	ADDITIONS	DE-RECOGNITIONS	OTHER CHANGES	IMPACT CHANGE IN TAX RATE	12-31-15
Deferred tax assets												
Goodwill	4,576		(120)			(731)	3,725		(112)			3,613
Intangible assets: trademarks	1,770		(47)			(283)	1,440		(43)			1,397
Property, plant and equipment: land	129					(21)	108					108
Property, plant and equipment: depreciation	105	81				(29)	157		(150)		14	21
Financial assets	5,814		(5,752)			(4)	58	43			(11)	90
Long-term remuneration obligations	820	218	(433)			(56)	549	188			(64)	673
Provisions for contingencies	0	372				(62)	310					310
Provisions for long-service bonuses	51	10				(10)	51		(1)		(11)	39
Impairment provisions: investments in group companies	6,277	1,023		1,309	(8,609)		0					0
Unused tax credits	3,550				(3,550)		0					0
Unused tax losses	0	2,962				(422)	2,540		(127)	(114)	(58)	2,241
	23,092	**4,666**	**(6,352)**	**1,309**	**(12,159)**	**(1,618)**	**8,938**	**231**	**(433)**	**(114)**	**(130)**	**8,492**
Deferred tax liabilities												
Amortization of goodwill for tax purposes	(34,858)	(1,213)		60		5,945	(30,066)	(1,133)			99	(31,100)
Amortization of brands for tax purposes	(93)	(47)				23	(117)	(44)			3	(158)
Accrual of gains on brand sales	(7,140)				7,140		0				2	2
Deferral of gains by tax group	(398)					66	(332)				1	(331)
Deductions subject to compliance with certain terms and conditions	0						0					0
Fair value of financial instruments	(5,814)		5,752			4	(58)	(43)			11	(90)
	(48,303)	**(1,260)**	**5,752**	**60**	**7,140**	**6,038**	**(30,573)**	**(1,220)**	**0**	**0**	**116**	**(31,677)**
TOTAL DEFERRED TAXES, NET	**(25,211)**	**3,406**	**(600)**	**1,369**	**(5,019)**	**4,420**	**(21,635)**	**(989)**	**(433)**	**(114)**	**(14)**	**(23,185)**

Thousands of euros

OTHER CHANGES:

a) The deferred tax liability reverted in 2014 in the amount of 7,140 thousand euros relates to the deferred tax charge recognized at year-end 2012 in connection with the sale of the Nomen and other less prominent brands. Under Additional Provision Four of the Consolidated Text of Spain's Corporate Income Tax Act, enacted by means of Royal Decree-Law 4/2004, of March 5, 2004, the gain obtained on the sale of assets arranged to comply with anti-trust requirements does not have to be added to taxable income if the proceeds from the sale are reinvested on the terms stipulated in article 42 of this same piece of legislation within three years from the date of sale. The related reinvestment commitment totaled 32.5 million euros. The acquisition of Garofalo in 2014 complied with this reinvestment commitment, to which end the associated deferred tax liability has been reversed.

b) Under prevailing Spanish tax legislation, companies cannot recognize material amounts of deferred tax assets in respect of differences not expected to revert for more than 10 years.The recoverability of these assets is reassessed every year; in 2014 the Company wrote off 12,159 thousand euros of tax assets based on the assessment that the timing of their recoverability has changed and is now more than 10 years.

IMPACT OF THE REDUCTION IN THE STATUTORY INCOME TAX RATE IN SPAIN FROM 2015:

The corporate income tax rate applied in Spain until 2014 was 30%. The rate applicable in 2015 was 28% and will decline to 25% from 2016 on. The Group recognized the effects the reduction in the income tax rate in Spain will have on its various deferred taxes at both year-ends.

16. GUARANTEES EXTENDED

The Company had extended the following guarantees in the form of bank sureties at both reporting dates:

	2015	2014
Guarantees extended via banks		
Provided to courts and other bodies in relation to claims and tax deferrals	13,302	3,033
Provided to third parties to guarantee fulfilment of obligations arising in the ordinary course of business	770	770
Guarantees awarded directly by Ebro Foods, S.A.		
Guarantees given to banks to secure other companies' obligations	111,296	110,552

The guarantees extended to banks to secure other companies' obligations correspond mainly to the guarantees given by Ebro Foods, S.A. to its subsidiaries Herba Foods, S.L. (100%-directly owned), Ebro India, Ltda. (100%-directly owned), Pastificio Lucío Garofalo, S.r.l. (52%-directly-owned), Ebro Financial Corporate Services, S.L. (100%-directly owned), Mundiriz, Ltda. (100%-directly owned) and Panzani, SAS (100% directly owned) to secure their short-term and medium-term credit facilities.

17. BALANCES WITH GROUP COMPANIES AND ASSOCIATES

Note 8 lists Ebro Foods, S.A.'s subsidiaries and associates. Transactions with associates did not result in material balances at either year-end.

The main transactions performed by the Company with group companies and associates in 2015 and 2014 are shown below:

	2015		2014	
	GROUP COMPANIES	ASSOCIATES	GROUP COMPANIES	ASSOCIATES
External services	(681)	0	(500)	0
Employee benefits expense	0	0	0	0
Finance costs	(3,481)	0	(3,188)	0
TOTAL PURCHASES AND EXPENSES	**(4,162)**	**0**	**(3,688)**	**0**
Services rendered and other income	8,405	0	7,938	0
Finance income	2	0	2	0
Dividend income received	33,490	337	55,850	347
TOTAL REVENUE AND INCOMES	**41,897**	**337**	**63,790**	**347**

The resulting balances between Ebro Foods, S.A. and its group companies and associates at the respective year-ends are as follows:

AT DECEMBER 31, 2015

BALANCES WITH SUBSIDIARIES AND ASSOCIATES	NON-CURRENT LOANS	RECEIVABLES	CURRENT LOANS	ACCOUNTS PAYABLE		SUPPLIERS
				NON-CURRENT	CURRENT	
Panzani, SAS		388				
Herba Foods, S.L.		138				
Arotz Foods, S.A.		111		(28,913)		
New World Pasta, Inc		532		(115,232)		
Ebro de Costa Rica, S.A.				(16,385)		
Ebro Riviana de Guatemala, S.A.				(10,053)		
Dosbio 2010, S.L.						(396)
Herba Ricemills, S.L.		6,791			(10,000)	(15)
Riviana Foods, Inc		660				(66)
Ebro Financial Corporate Services, S.L.		344		(203,350)	(1,322)	
Lassie Group (Netherlands)		220				
Jiloca, S.A.		424				
Fundación Ebro Foods					(300)	
Beira Terrace Soc. de Construçoes, Ltda	251					
Other companies (minor balances)	0	305		0	0	(3)
	251	**9,913**	**0**	**(373,933)**	**(11,622)**	**(480)**

AT DECEMBER 31, 2014

BALANCES WITH SUBSIDIARIES AND ASSOCIATES	NON-CURRENT LOANS	RECEIVABLES	CURRENT LOANS	ACCOUNTS PAYABLE		SUPPLIERS
				NON-CURRENT	CURRENT	
Panzani, SAS		369				
Herba Foods, S.L.		122				
Arotz Foods, S.A.		88		(28,929)	(48)	
New World Pasta, Inc		223		(87,540)		
Ebro de Costa Rica, S.A.				(14,551)		
Ebro Riviana de Guatemala, S.A.				(8,948)		
Dosbio 2010, S.L.		(430)				
Herba Ricemills, S.L.		7,049				(7)
Riviana Foods, Inc		225				(71)
Ebro Financial Corporate Services, S.L.		358		(150,850)	(1,781)	
Lassie Group (Netherlands)		218				
Jiloca, S.A.		223				
Fundación Ebro Foods					(300)	
Other companies (minor balances)	199	427		0	(1,755)	(2)
	199	**8,872**	**0**	**(290,818)**	**(3,884)**	**(80)**

All of these balances are denominated in euros, other than the balances payable to New World Pasta, Inc, Ebro de Costa Rica, S.A. and Ebro Riviana de Guatemala, S.A. which are denominated in US dollars.

The long-term loans payable do not carry any fixed maturity; accordingly, the Company has classified them as non-current as it does not expect to repay them in the short term. The balance payable to New World Pasta, Inc. has a face value of 124 million US dollars at year-end 2015 (year-end 2014: 105 million US dollars); this loan is a hedge of an investment in an asset denominated in this same currency (note 9.2.c). It carries interest at 3m LIBOR + 0,90 basis points.

The Company has a current business account arrangement with most of its subsidiaries under which it guarantees coverage of all of their financing needs and, as required, remuneration of their cash surpluses, all of which at market interest rates.

18. RELATED-PARTY DISCLOSURES

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. The Company has not extended or received other guarantees in respect of accounts receivable from or payable to its related parties.

The Company did not record any impairment of receivables relating to amounts owed by related parties in either reporting period. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

18.1 Transactions with significant shareholders (or parties related thereto) of Ebro Foods, S.A. (excluding directors)

Note 12 lists the companies that have a significant equity interest in Ebro Foods, S.A.

There were no transactions between Ebro Foods, S.A. and its significant shareholders other than dividend payments (excluding directors, for whom the related disclosures are provided in note 18.2) in either reporting period.

18.2 Transactions with directors and executives (or parties related thereto) of Ebro Foods, S.A.

Ebro Foods, S.A. carried out the following transactions with its directors and executives (or parties related to them) in 2015 and 2014 in addition to the dividend and remuneration transactions disclosed in notes 18.3 and 18.7 (amounts in thousands of euros):

NAME OR COMPANY NAME OF THE BOARD MEMBERO	RELATIONSHIP	NAME OR COMPANY NAME OF THE LINKED PARTIES	TYPE OF TRANSACTION	2015	2014
Hernández Callejas, Antonio	Family Relationship	Hernández González, Luis	Lease (expense)	37	37
Hernández Callejas, Antonio	Sociedad controlada	Cardenal Ilundain 4, S.L.	Lease (expense)	72	73

18.3 Other transactions with significant shareholders and directors/executives: dividends received from Ebro Foods, S.A.

Against the backdrop of the general dividend policy of Ebro Foods, S.A., the following amounts were paid in each reporting period (expressed in thousands of euros):

- Dividends 2015 (2014):
  - Dividends paid to significant shareholders: 20,339 (15,361)
  - Dividends paid to directors and executives: 37,579,6 (26,194)

18.4 Related-party transactions

Ebro Foods, S.A. did not transact with other related parties in 2015.

18.5 Other disclosures

- Ebro Foods, S.A. held a 3.121% ownership interest in Biosearch, S.A. at December 31, 2015. This interest is recognized as an available-for-sale financial asset in the Company's financial statements.

  Biosearch, S.A. is a listed company whose corporate purpose is analogous to that of Ebro Foods, S.A. and was part of the Ebro Group until January 2011.

Between January 1 and December 31, 2015, Ebro Foods, S.A. rendered services to Biosearch, S.A. in the amount of 21 thousand euros (2014: 42 thousand euros).

❖ Ebro Foods, S.A. holds a 25% shareholding in Riso Scotti S.p.A. The investment in this associate is accounted for using the equity method.

Mr. Antonio Hernández Callejas, Chairman of Ebro Foods, S.A., is a director of Riso Scotti, S.p.A.

The next table itemizes the transactions entered into between Ebro Foods, S.A. and Riso Scotti S.p.A. in 2015 and 2014 (amounts in thousands of euros):

TYPE OF TRANSACTION	AMOUNT 2015	AMOUNT 2014
Dividends received	337	0
Rendering of services	5	2

18.6 Fiduciary duties: conflicts of interest and non-compete duty

In keeping with article 229 of Spain's Corporate Enterprises Act, this section of this note replicates the information provided to the Company by its directors, or by their natural person representatives as warranted, in keeping with their fiduciary duties, regarding their interests and positions held in/at companies with the same, analogous or complementary core business as that of Ebro Foods, S.A. regardless of whether the former are part of the Ebro Foods Group.

❖ Instituto Hispánico del Arroz, S.A.:
- 100% direct shareholding in the following Hisparroz group companies, holding the following positions: El Cobujón, S.A. (director), Dehesa Norte, S.A. (no position held), Mundiarroz, S.A. (director), Pesquerías Isla Mayor, S.A. (director), Australian Commodities, S.A. (director, acting joint and severally), Islasur, S.A. (director) and Porrío, S.A. (no position held).

It is hereby noted that Instituto Hispánico del Arroz, S.A. is a company devoted to a business considered analogous to the corporate purpose of Ebro Foods and that it holds a 15.921% ownership interest in the latter (a direct interest of 8.963% and an indirect interest of 6.959% via Hispafoods Invest, S.L., an indirectly wholly-owned subsidiary on whose board it is represented).

❖ Mr. Félix Hernández Callejas (the natural person representing Instituto Hispánico del Arroz, S.A. on the Company's Board):
- Direct interest in Instituto Hispánico del Arroz, S.A. of 16.666%. He is also the CEO of Instituto Hispánico del Arroz, S.A.

❖ Antonio Hernández Callejas:
- Direct interest in Instituto Hispánico del Arroz, S.A. of 16.666%. He does not hold any post at this company.

❖ Ms. Blanca Hernández Rodríguez (natural person representing Hispafoods Invest, S.A. on the Company's Board):
- Direct interest in Instituto Hispánico del Arroz, S.A. of 16.666%. She does not hold any position at this company.
- Indirect shareholding of 32.3559% in Cabher 96, S.L. She does not hold any position at this company.

It is hereby noted that Cabher 96, S.L. carries out a similar business activity to that constituting Ebro Foods, S.A.'s corporate purpose.

- Dr. Rudolf-August Oetker:
  - Direct interest in Dr. August Oetker KG. of 12.5%. He is Chairman of the Advisory Board.

The directors of Ebro Foods, S.A. (or their natural person representatives, as warranted) did not perform any transactions with the Company outside of its ordinary course of business or other than on an arm's length basis in either reporting period.

The directors have not informed the Company of any direct or indirect potential conflicts of interest between them or their related parties and the Company other than those disclosed in this note.

18.7 Director and executive remuneration

Director remuneration. The remuneration accrued by the members of the Board of Directors of Ebro Foods, S.A. totaled 4,902 thousand euros in 2015 (2014: 5,556 thousand euros), broken down as follows (in thousands of euros):

DIRECTOR REMUNERATION AND OTHER BENEFITS	2015	2014
Type of remuneration		
Meeting attendance fees	322	297
Bylaw-stipulated profit-sharing	2,565	2,565
TOTAL DIRECTOR REMUNERATION	**2,887**	**2,862**
Wages, salaries and professional fees	2,015	2,694
Termination and other benefits	0	0
TOTAL EXECUTIVE DIRECTOR REMUNERATION	**2,015**	**2,694**
TOTAL REMUNERATION	**4,902**	**5,556**
Other benefits		
Life insurance and post-employment benefits	0	0

The Company's bylaws stipulate remuneration equivalent to a 2.5% share of net profit for the year provided that the required appropriations to the legal reserve have been made and the minimum shareholder dividend established in prevailing legislation has been declared (currently 4% of paid-in capital).

At a meeting held on February 24, 2016, the Board of Directors resolved, at the recommendation of its Nomination and Remuneration Committee:

(i) to freeze by-law stipulated remuneration in 2015, implying no change whatsoever with respect to that of the last four years, specifically implying submission at the Annual General Meeting of a motion to pay a sum of 2,565 thousand euros, which is equivalent to 1.76% of consolidated profit for 2015 attributable to equity holders of the parent.

(ii) to leave attendance fees at 1,600 euros per Board meeting and 800 euros for attendance at the meetings of its various committees.

The individual breakdown of director remuneration earned in 2015 (in thousands of euros) is provided below:

DIRECTOR

	BY-LAW STIPULATED EMOLUMENTS	ATTENDANCE FEES	FIXED REMUNERATION FOR PERFORMANCE OF EXECUTIVE DUTIES	VARIABLE REMUNERATION FOR PERFORMANCE OF EXECUTIVE DUTIES	TOTAL
Hernández Callejas, Antonio	389	27	705	1,310	2,431
Carceller Arce, Demetrio	370	35	0	0	405
Alimentos y Aceites, S.A.	120	18	0	0	138
Castelló Clemente, Fernando	211	34	0	0	245
Comenge Sánchez-Real, José Ignacio	175	27	0	0	202
Empresas Comerciales e Industriales Valencianas, S.L	120	19	0	0	139
Hispafoods Invest, S.L	201	35	0	0	236
Instituto Hispánico del Arroz, S.A.	148	21	0 **(*)**	0 **(*)**	169
Nieto de la Cierva, José	269	27	0	0	296
Oetker, Rudolf-August	120	19	0	0	139
Ruiz-Gálvez Priego, Eugenio	163	27	0	0	190
Segurado García, José Antonio	279	33	0	0	312
TOTAL	**2,565**	**322**	**705**	**1,310**	**4,902**

(*) Although Instituto Hispánico del Arroz, S.A. is listed as an executive director, it does not perform either executive or management duties at Ebro Foods, S.A. or at any Group subsidiary and therefore does not receive any remuneration in this respect. Instituto Hispánico del Arroz, S.A. has been categorized as an executive director based on the fact that the natural person representing this entity on the Board of Directors of Ebro Foods, S.A. is an executive at a Group subsidiary (former article 212 bis of the Corporate Enterprises Act).

Elsewhere, in relation to the total remuneration earned by the Chairman of the Board of Directors for the performance of his executive duties in 2015, the 2015 financial statements recognize a provision of 485 thousand euros in respect of the provisional estimate of the amount corresponding to 2015 under the Deferred Annual Bonus Scheme tied to the Group's 2013-2015 Plan, which represents up to 50% of the deferred bonus entitlement expected to be accrued during the three-year period. This figure will be paid in 2017.

This bonus scheme is not tied to Ebro Foods' share price performance nor does it entitle its beneficiaries to the receipt of shares or any rights over such shares.

Elsewhere, none of the members of the Board of Directors benefits from complementary life insurance or pension cover. Moreover, the Company neither extended any form of credit or advances to the members of its Board of Directors nor assumed any obligations on their behalf under guarantees.

Executive remuneration. A total of 10 people were considered executives of Ebro Foods, S.A. at both year-ends; in 2015 these executives accrued aggregate remuneration (wages and salaries) of 2,061 thousand euros (2,189 thousand euros in 2014).

In 2015, the team of executives (excluding the Chairman of the Board of Directors) of Ebro Foods, S.A. covered by the Deferred Annual Bonus Scheme tied to the Group's 2013-2015 Business Plan were paid 128 thousand euros corresponding to 2013 (last year of the Plan), a figure representing up to 25% of the bonuses earned during the three-year term of the scheme that had been provisioned in the 2013.

Meanwhile, in relation to the team of executives (excluding the Chairman of the Board of Directors) of Ebro Foods, S.A. covered by the Deferred Annual Bonus Scheme tied to the Group's 2013-2015 Business Plan, the 2015 financial statements recognize a provision of 124 thousand euros in respect of the provisional estimate of the amount corresponding to 2015 under the scheme, which represents up to 50% of the deferred bonus entitlement expected to be accrued during the three-year period. This sum will be paid in 2017, in keeping with the plan rules.

The employment contracts of two executives include change of control clauses guaranteeing payments that exceed the amounts applicable under the Employees' Statute. The clauses initially stipulated in the contracts of another two executives provide for payments that are lower than those established in the Employees' Statute due to their length of service.

Note additionally that the figures reflect the remuneration of all of the executives of Ebro Foods, S.A. even though not all of them belong to senior management.

Lastly, it is noted for the record that Ebro Foods, S.A. has taken out civil liability insurance cover for its directors and executives; these policies cover all of its subsidiaries up to an annual claims cap of 45 million euros. The policies have an annual cost of 60 thousand euros, are effective until April 30, 2016 and are currently in the process of being renewed.

19. OTHER DISCLOSURES

A) FOREIGN-CURRENCY TRANSACTIONS

The Company usually transacts in euros, other than the dollar denominated borrowing arrangements described in notes 13 and 17.

B) WORKFORCE STRUCTURE

2014

	AT YEAR-END		AVERAGE
	MEN	WOMEN	TOTAL
Executives	9	3	12
Middle management	15	10	25
Clerical staff	11	10	21
	35	**23**	**58**

2015

	AT YEAR-END		AVERAGE
	MEN	WOMEN	TOTAL
Executives	9	3	12
Middle management	16	11	27
Clerical staff	11	9	20
	36	**23**	**59**

C) AUDIT FEES

The fees paid for account auditing and other services to the Company's auditor, Ernst & Young, S.L., and entities related to the latter by means of control, joint ownership or joint management, in 2015 and 2014 were as follows:

- The fees corresponding to auditing services provided in 2015 amounted to 135 (2014: 135) thousand euros; those corresponding to other assurance services amounted to 41 (2014: 40) thousand euros.
- The fees for tax advisory and and/other services totaled 60 (2014: 220) thousand euros.

D) ENVIRONMENTAL DISCLOSURES

The activities carried on by the various Ebro Foods Group companies require investments to management and control their environmental risks.

Investments that increase the capacity of their facilities and machinery are capitalized and depreciated on a straight-line basis over their estimated useful life. Ebro Foods, S.A., in its capacity as the group's holding company, does not directly undertake this effort; rather its group companies make and incur the required environmental investments and expenditure.

The work performed on this front in recent years has been very broad but has focused above all on ensuring adequate control of wastewater discharges, combustion gas and dust emissions and inert solid and organic waste and rubbish generation.

The Company's directors believe there are no significant environmental protection or enhancement contingencies and therefore, have not deemed it necessary to record any related provision.

E) DISCLOSURES REGARDING AVERAGE SUPPLIER PAYMENT TERMS

The Company paid its suppliers at 15 days on average in 2015.

	2015
Days	
Average supplier payment term	15
Paid transactions ratio	15
Outstanding transactions ratio	37
Amount	
Total amount of payments made	9,242
Total amount pending payment	226

Thousands of euros

F) For the purposes of compliance with the obligation stipulated in article 42 bis of Regulation 1065/2007, of July 27, 2007, enacting the general regulations governing tax management and inspections and establishing common procedural rules in respect of tax matters, and in keeping with the terms of article 4.b of the said article, there follows a list of the accounts with foreign financial institutions held by non-resident subsidiaries.

COMPANY	SÉMOLA, S.R.L.
Account particulars	IBAN
Account code	IT39D0350003205000000037267
Financial institution	Banco Di Brescia Spa
Branch	Roma
Country in which account is held	Italy
Date opened	April 2013
Balance at Dec. 31 (euros)	37,146.67
Average balance last quarter (euros)	44,848.35
Ownership interest, %	100%
Currency	EUR

20. EVENTS AFTER THE REPORTING PERIOD

There have been no other significant events or developments between the end of the reporting period and the date of authorizing the accompanying financial statements for issue.

1. COMPANY SITUATION

Ebro Foods S.A. is the parent of the Ebro Foods Group, Spain's largest food group. Through its subsidiaries, it commands a presence in the rice and pasta markets in Europe and North America as well as a growing presence in other countries.

As a holding company, its overriding objective is to lead, coordinate and foster the development of the Group it heads up, whose strategy is articulated around the provision of healthy food solutions to consumers that enable it to differentiate its brands by means of innovation and new product and format development.

The Ebro Foods Group organizes its management around business segments that combine business activities and their geographic location. Its key business lines are the production and distribution of pasta and rice and their culinary derivatives and accompaniments. Geographically, it is structured into four major regions: the Americas, Spain, Europe & RoW.

Decision-making is spearheaded by the Board of Directors, which is ultimately responsible for defining the Company's general strategy and management guidelines. The Board delegates, certain tasks in its Executive Committee, including, notably, monitoring and oversight of delivery of the strategic and corporate development guidelines, while the Management Committee, on which the heads of the various business areas are represented, is tasked with monitoring and preparing the decisions taken at the management level.

The Annual Corporate Governance Report contains detailed information on the Company's ownership and governance structure.

The Management Report accompanying the consolidated financial statements provides detailed coverage of key trends in and the performance of the various segments and businesses that comprised the Ebro Food Group in 2015.

2. BUSINESS PERFORMANCE OF EBRO FOODS, S.A.

Ebro Foods, S.A.'s key sources of revenue are the dividends paid by its subsidiaries, the services it provides to these subsidiaries and certain real estate transactions. Its expenditure relates mainly to staff costs and the financial cost of the borrowings taken on in its capacity as parent of the Ebro Foods Group. In addition, depending on developments with respect to the value of its investments in its subsidiaries, it recognizes and reverses impairment provisions on its portfolio of investees as required. Recurring revenue and expenditure were flat year-on-year.

Operating profit amounted to 24,193 thousand euros, compared to 38,558 thousand in 2014. This decrease is mainly attributable to the revenue generated in 2014 by an extraordinary dividend paid out by one of the Company's subsidiaries.

Net finance expense amounted to 5,536 thousand euros, compared to net finance income of 622 thousand in 2014. The income recognized in 2014 included gains on the sale of investments (classified as available for sale) of 14,003 thousand euros less the 4,800 thousand euro loss triggered by the measurement at fair value of the call option over a 48% interest in the Garofalo group; in 2015, no gains were recognized on the sale of available-for-sale assets, while the remeasurement to fair value of the Garofalo call option implied a gain of 2,000 thousand euros.

Profit after tax accordingly amounted to 23,220 thousand euros, up from 42,731 thousand euros in 2014.

The most significant developments last year related to its activity as parent of the Ebro Foods Group were the following:

KEY INVESTMENTS AND EXITS CONCLUDED BY THE GROUP

Note 8 to the financial statements lists Ebro Foods, S.A.'s direct investments in group companies and associates. The main transactions coordinated by Ebro Foods, S.A. in 2015:

Investment in RiceSelect:

On June 1, 2015, Ebro Foods, S.A. acquired from RiceTec AG and RiceTec, Inc., through its US subsidiary, Riviana Foods Inc, the rice businesses carried on by the latter two companies in the US under the RiceSelect trademark. This transaction was structured as the acquisition of the RiceSelect trademark and the other assets associated with this business, including a factory in Alvin, Texas. Riviana Foods also took on 42 employees devoted to the rice business.

RiceSelect boast strong brand recognition in the Premium specialty rice segment (aromatic rice, risottos, organic rice, etc.); it is uniquely positioned in terms of image and products vis-a-vis consumers in a priority market for the Ebro Group: the US rice market. The value-added products sold under the RiceSelect brand, which are very well positioned in the retail sector, perfectly complement the Riviana portfolio and will enable the Group to step up its development in the fastest-growing segments of the US rice business.

The business was acquired for 40,731 thousand euros. Effective control of this business was assumed on June 1, 2015, which was also the date of its first-time consolidation. This business is estimated to have generated revenue during the annual reporting period of 28.3 million euros and profit during the year of 2.1 million euros.

Investment in Monterrat:

On September 30, 2015, having obtained the pertinent approval from the French anti-trust authority, Ebro Foods, S.A. acquired, through its subsidiary, Panzani, SAS, 100% of the equity of the French prepared fresh meal maker, Roland Monterrat.

With a headcount of 390 professionals, Roland Monterrat is an important player in the fresh meal segment in France: it is the leader in the pâté en croûte segment and a top player in the sandwich and croque-monsieur segments. This acquisition will boost the Ebro Group's growth in the fresh product arena and in other complementary business segments.

The transaction was structured as the acquisition of 100% of the target's shares. The acquisition price totaled 41,546 thousand euros (a 26,550 thousand euro net payment plus 14,996 thousand euros of assumed debt). The acquisition was financed using a mix of own funds and borrowings. Effective control of this business was assumed on October 1, 2015, which was also the date of its first-time consolidation. This business is estimated to have generated revenue during the annual reporting period of 54 million euros and profit during the year of 1.2 million euros.

Investment in Celnat (acquired at the end of January 2016):
Ebro Foods, through one of its French subsidiaries, acquired 100% of France's CELNAT, a pioneer in the organic food business and one of France's most important organic cereal producers, in January 2016.

CELNAT boasts a very strong position in the high-end organic food category and an excellent reputation in the specialist retail circles in which it makes 95% of its sales. Against this backdrop, the French sub-group has set up a new division, separate from its other business units, called Alimentation Santé; CELNAT and the rest of Ebro's activities in the organic food category will be grouped into this new division in order to boost the its positioning in the health food segment, raise the profile of the organic food category within the Group and position it strategically for tapping emerging food trends.

In 2015, CELNAT posted revenue of 22 million euros, 20% of which was generated outside France. The transaction price was 25,426 thousand euros and includes 1,426 thousand euros of net debt assumed by the Group. The Group took effective control of this business in January 2016, also the date of its first-time consolidation.

3. EMPLOYEE AND ENVIRONMENTAL DISCLOSURES

EMPLOYEES

Ebro Food's ultimate objective on the labor front is to foster mutually-beneficial labor relations, by making its employees feel vested in the organization, encouraging their career development, promoting equal opportunities and taking a zero-tolerance stance on discrimination and establishing, in a nutshell, a tranquil workplace climate.

Each of the Group companies is governed by the labor legislation prevailing in the countries in which they do business. In addition, the bigger subsidiaries have formulated their own human resource policies that regulate relations between management and employees. Above all of these policies, and notwithstanding the terms of the collective bargaining agreements of the various companies comprising the Ebro Foods Group, there is a corporate Code of Conduct designed not only to ensure the ethical and responsible conduct of the professionals of all Ebro Foods Group companies on the job but also to serve as a guide for defining employment policies and safeguards, workplace health and safety policy, training issues and the principles for guaranteeing the absence of discrimination and the promotion of diversity and equality in hiring decisions.

The key Ebro Foods, S.A. staff disclosures are provided in notes 18 and 19 of the accompanying financial statements.

ENVIRONMENT

Although the Company's business activities do not imply environmental consequences per se, one of Ebro Foods's basic management commitments is to provide its companies with the tools and measures needed to strike an optimal balance between their business activities and environmental protection. See note 19.d to the financial statements for additional information.

4. LIQUIDITY AND FINANCING

Ebro Foods, S.A. manages the Group's financing requirements in respect of strategic matters such as dividend policy and the Group's organic growth. To this end it relies on the cash generated by its subsidiaries which act as guarantors on the long-term loans taken on to facilitate this role.

The Management Report accompanying the consolidated financial statements provides an in-depth overview of the Group's liquidity and financial position.

5. BUSINESS RISK MANAGEMENT TARGETS AND POLICIES

Ebro Foods, in its capacity as the parent of a group of companies, is indirectly exposed to risks affecting its subsidiaries via the valuation of its investment portfolio and the amount of dividends it receives from them. The business activities performed by the Ebro Foods Group companies are carried out it an environment shaped by exogenous factors that could influence their business and financial performances.

These risks are mainly environmental, business, financial, borrowings, labor and technology related. These risks and the measures taken to identify, manage and mitigate them are described in detail in both the Management Report accompanying the consolidated financial statements and in the Group's Annual Corporate Governance Report.

On the basis of the main risks identified each year, management assesses the instruments in place for mitigating them and the main associated processes and controls.

FINANCIAL RISK MANAGEMENT AND USE OF FINANCIAL INSTRUMENTS

The main financial instruments used are bank loans, bank overdraft facilities, cash and short-term deposits. The overriding goal of use of these instruments is to expand the sources of financing available to the Group.

In the past, the Company has written derivatives to hedge interest and exchange rate risk. It is Company policy not to use financial instruments for speculative purposes.

The main risks arising from the financial instruments used are credit risk, cash flow interest rate risk, liquidity risk and foreign currency risk.

The Board of Directors reviews and establishes the policies put in place for managing each of these risks, while the Finance Department identifies and manages them with a view to minimizing or ring-fencing their potential impact on the Group's performance.

CREDIT RISK

Ebro Foods, S.A.'s exposure to credit risk is not significantly concentrated. Moreover, it deposits its cash and arranges its financial instruments with highly solvent and creditworthy financial institutions.

CASH FLOW INTEREST RATE RISK

The Company is exposed to changes in market interest rates, mainly on account of its non-current payment obligations arranged at floating rates of interest.

Its policy is to use a mix of fixed and variable rates. It seeks to achieve a balanced debt structure that minimizes borrowing costs while containing volatility. To this end it tracks interest rate trends with the help of external experts. Whenever deemed necessary, Ebro Foods, S.A. arranges interest rate derivatives.

FOREIGN CURRENCY RISK

As a result of the investments made in the US, the carrying amounts of the Company's assets and liabilities are significantly exposed to changes in the USD / EUR exchange rate. It has mitigated this structural exchange-rate risk by denominating specific borrowings in this currency. In this manner, it has hedged the majority of its US investments.

Foreign currency risk also arises from the purchases and sales made by the various subsidiaries in currencies other than the functional currency. In this instance, the subsidiaries themselves arrange their own forward contracts or other exchange rate hedges, in keeping with Group policy.

LIQUIDITY RISK

Ebro Foods, S.A.'s objective is to maintain a balance between continuity of funding and flexibility through the use of renewable credit facilities, bank loans and short-term deposits.

6. EVENTS AFTER THE REPORTING PERIOD

There have been no other significant events or developments between the end of the reporting period and the date of authorizing the accompanying financial statements for issue.

7. BUSINESS OUTLOOK

Ebro Foods' financial performance going forward will depend on the dividends received from its subsidiaries, the gains recognized on properties deemed non-core and the finance costs incurred on the debt taken on to finance its assets.

The Company's directors believe that the dividends declared by its subsidiaries will be sufficient to enable Ebro Foods to fund an adequate shareholder remuneration policy.

8. R&D

R&D initiatives are shaped by the subsidiaries' strategic initiatives (to which end we refer the reader to the Management Report accompanying the consolidated financial statements).

9. OWN SHARE TRANSACTIONS

In 2015, the Parent had the power to buy back and sell own shares under the scope of the authorization granted at the Annual General Meetings held on June 15, 2011 and June 3, 2015 for a period of five years (and duly notified to the CNMV in keeping with prevailing legislation). In 2015, the Company bought back 27,354 shares, sold 22,171 and delivered 24,646 own shares to employees. . The Company did not hold any own shares as treasury stock at December 31, 2015

10. OTHER RELEVANT DISCLOSURES

DIVIDEND DISTRIBUTION

At the Annual General Meeting of June 3, 2015, the Company's shareholders ratified the motion to pay a cash dividend with a charge against unrestricted reserves of 0.66 euros per share (an ordinary dividend of 0.51 euros per share and a special dividend of 0.15 euros per share), payable in the course of 2015.

The ordinary dividend was paid out in three equal instalments of 0.17 euros per share on April 1, June 29 and October 2, 2015. The special dividend was paid out in a single instalment of 0.15 euros per share on December 22, 2015.

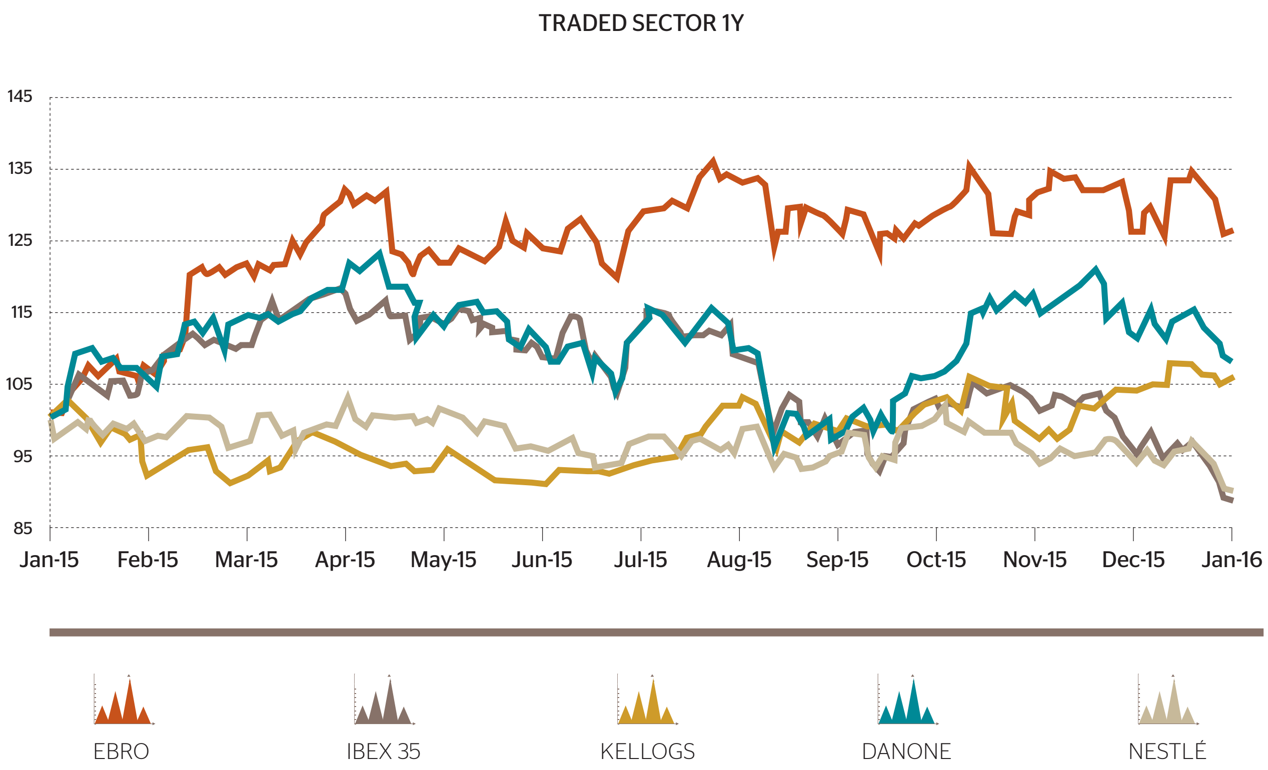
AVERAGE PAYMENT PERIOD

The Company paid its suppliers at 15 days on average in 2015.

	2015
Days	
Average supplier payment term	15
Paid transactions ratio	15
Outstanding transactions ratio	37
Amount	
Total amount of payments made	9,242
Total amount pending payment	226

Thousands of euros

SHARE PRICE PERFORMANCE



ANNEX 1

ANNUAL CORPORATE GOVERNANCE REPORT OF LISTED COMPANIES

DETAILS OF ISSUER

YEAR ENDED	31/12/2015
TAX REGISTRATION NUMBER	A47412333

NAME
EBRO FOODS, S.A.

REGISTERED OFFICE
PASEO DE LA CASTELLANA 20, PLANTAS 3ª Y 4ª, MADRID

ANNUAL CORPORATE GOVERNANCE REPORT
LISTED COMPANIES

A OWNERSHIP STRUCTURE

A.1 Complete the following table on the capital of the company:

Date latest modification	Capital (€)	Number of shares	Number of voting rights
11/06/2002	92,319,235.20	153,865,392	153,865,392

Indicate whether there are different classes of shares with different associated rights:

YES ☐ NO ☒

A.2 Give details on the direct and indirect holders of significant interests in your company at year-end, excluding directors:

Name of shareholder	Number of direct voting rights	Number of indirect voting rights	Interest / total voting rights (%)
JUAN LUIS GÓMEZ-TRENOR FOS	0	10,924,443	7.10%
SOCIEDAD ANÓNIMA DAMM	0	15,426,438	10.03%
CORPORACIÓN FINANCIERA ALBA, S.A.	0	15,400,000	10.01%
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES	0	15,940,377	10.36%

Name of indirect holder of the interest	Through: Name of direct holder of the interest	Number of voting rights
JUAN LUIS GÓMEZ-TRENOR FOS	EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	10,924,443
SOCIEDAD ANÓNIMA DAMM	CORPORACIÓN ECONÓMICA DAMM, S.A.	15,426,438
CORPORACIÓN FINANCIERA ALBA, S.A.	ALBA PARTICIPACIONES, S.A.	15,400,000
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES	ALIMENTOS Y ACEITES, S.A.	15,940,377

Indicate the principal movements in the shareholding structure during the year:

A.3 Complete the following tables on directors with voting rights in the company:

Name of director	Number of direct voting rights	Number of indirect voting rights	% of total voting rights held
JOSÉ ANTONIO SEGURADO GARCÍA	3,000	2,000	0.00%
EUGENIO RUIZ-GÁLVEZ PRIEGO	153	0	0.00%
ANTONIO HERNÁNDEZ CALLEJAS	30	8,000	0.01%
FERNANDO CASTELLÓ CLEMENTE	2,307,828	0	1.50%
JOSÉ NIETO DE LA CIERVA	8,969	2,044	0.01%

Name of director	Number of direct voting rights	Number of indirect voting rights	% of total voting rights held
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	3,030	3,289,479	2.14%
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	13,790,336	10,707,282	15.92%
ALIMENTOS Y ACEITES, S.A.	15,940,377	0	10.36%
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.U.	10,924,443	0	7.10%
HISPAFOODS INVEST, S.L.	10,707,282	0	6.96%

Name of indirect holder of the interest	Through: Name of direct holder of the interest	Number of direct voting rights
JOSÉ ANTONIO SEGURADO GARCÍA	SEGURADO Y GALOBART, S.L.	2,000
ANTONIO HERNÁNDEZ CALLEJAS	ANTONIO HERNÁNDEZ GONZÁLEZ	4,000
ANTONIO HERNÁNDEZ CALLEJAS	LUIS HERNÁNDEZ GONZÁLEZ	4,000
JOSÉ NIETO DE LA CIERVA	Mª MACARENA AGUIRRE GALATAS	2,044
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	LA FUENTE SALADA, S.L.	3,289,479
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	HISPAFOODS INVEST, S.L.	10,707,282

Total % of voting rights held by board members	37.04%

Complete the following tables on directors with stock options in the company:

A.4 Indicate family, commercial, contractual or corporate relationships among significant shareholders known to the company, if any, except any that are insignificant and those deriving from ordinary commercial business:

Name of related parties
CORPORACIÓN FINANCIERA ALBA, S.A.
ALBA PARTICIPACIONES, S.A.

Type of relationship: Corporate
Brief description:
Corporación Financiera Alba, S.A. holds a direct interest of 100% in Alba Participaciones, S.A.

Name of related parties
SOCIEDAD ANÓNIMA DAMM
CORPORACIÓN ECONÓMICA DAMM, S.A.

Type of relationship: Corporate
Brief description:
Sociedad Anónima Damm holds a direct interest of 99.93% in Corporación Económica Damm, S.A.

Name of related parties
JUAN LUIS GÓMEZ-TRENOR FOS
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.

Type of relationship: Corporate
Brief description:

Juan Luis Gómez-Trenor Fos owns 100% of the capital of Empresas Comerciales e Industriales Valencianas, S.A.
Mr Gómez-Trenor Fos is the Sole Director of Empresas Comerciales e Industriales Valencianas, S.A.

Name of related parties
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES
ALIMENTOS Y ACEITES, S.A.

Type of relationship: Corporate
Brief description:
Sociedad Estatal de Participaciones Industriales holds a direct interest of 91.9625% in Alimentos y Aceites, S.A.

A.5 Describe the commercial, contractual or corporate relationships between significant shareholders and the company and/or its group, if any, except any that are insignificant and those deriving from ordinary commercial business:

Name of related parties
SOCIEDAD ANÓNIMA DAMM
HERBA RICEMILLS, S.L.U.

Type of relationship: Corporate
Brief description:
Herba Ricemills, S.L.U., a subsidiary of the Ebro Foods Group, has sold rice and rice by-products to two subsidiaries of Sociedad Anónima Damm on arm's length terms, as indicated in section D.1 of this report.

A.6 State whether the company has been notified of any shareholders' agreements that may affect it pursuant to sections 530 and 531 of the Corporate Enterprises Act. If any, describe them briefly and list the shareholders bound by the agreement:

YES ☐ NO ☒

Indicate and describe any concerted actions among company shareholders of which the company is aware:

YES ☐ NO ☒

Expressly indicate any change or break-up of those agreements or concerted actions, if any, that has taken place during the year.

A.7 Indicate any individuals or entities that exercise or may exercise control over the company in pursuance of section 4 of the Securities Market Act and identify it/them if appropriate:

YES ☐ NO ☒

Comments

A.8 Complete the following tables on the company's treasury stock:

At year-end:

Number of direct shares	Number of indirect shares (*)	Treasury stock/capital (%)
0	0	0.00%

(*) Through:

Describe any significant variations during the year, according to the provisions of Royal Decree 1362/2007:

Explain the significant variations

A.9. Indicate the term and conditions of the authorisation granted by the General Meeting to the Board to buy or sell own shares

The Annual General Meeting of Shareholders held on second call on 3 June 2015 resolved, under item twelve on the agenda, to authorise the Board of Directors to buy back own shares and reduce the company's capital and to authorise subsidiaries to acquire shares in the parent company, by purchase or on any other payment basis, subject to the limits and other requisites stipulated in law.

a. Conditions of the authorisation

To authorise the board of directors, with the power to delegate, to buy back shares in Ebro Foods, S.A., directly or through its subsidiaries, by purchase, swap or under any other title and on one or several occasions, on the terms and conditions established in sections 146 et seq and sections 509 et seq of the Corporate Enterprises Act, and the following conditions::

- ☐The par value of the shares purchased directly or indirectly, together with those already held by the company or its subsidiaries, shall not exceed 10% of the subscribed capital.

- ☐The buy-back, when added to the shares previously acquired by the company or any person acting in his own name but on behalf of the company and held in portfolio, shall not have the effect of reducing equity to below the amount of the capital plus the legal or restricted statutory reserves. For this purpose, equity shall be the amount considered such according to the principles for drawing up the annual accounts, less the amount of gains attributed directly thereto, plus the amount of uncalled subscribed capital and the par value and share premium of the subscribed capital recognised in liabilities.

- The shares thus acquired shall be fully paid up.

- The cap and floor values for buy-back shall be the market value of the shares on an official secondary market at the date of buy-back and a value equivalent to the par value of the own equity instruments acquired, respectively.

b. Contents of the authorisation

- To authorise the Board, by direct resolution or delegation to the Executive Committee, or by delegation to such person or persons as the Board may authorise for this purpose, to buy back own shares to hold them in its treasury stock, dispose of them or, as the case may be, put a motion at the General Meeting for their redemption, within the legal limits and complying with the conditions established in this resolution.

This authorisation is also extended to the possibility of buying back own shares for delivery, on one or several occasions, to the company or group employees, directly or following exercise of their option rights, pursuant to section 146.1(a), third paragraph, of the Corporate Enterprises Act..

It is also extended to acquisitions of shares in Ebro Foods, S.A. by its subsidiaries.

- To authorise the Board to reduce the capital in order to redeem the own equity instruments purchased by the company or other companies in its group against the capital (for their par value) and unrestricted reserves (for the cost of the acquisition in excess of that par value), by such amounts as it may deem fit from time to time and up to the maximum own shares held at any time.

- To delegate to the board to implement the aforesaid resolution to reduce the capital, which it may do on one or several occasions or declare it null and void, within a period not exceeding 5 years from the date of this General Meeting, taking such actions for this purpose as may be necessary or required by law.

The Board is especially authorised so that it may, within the times and limits indicated in this resolution, proceed to: (i) make or declare void the reduction of capital, naming if appropriate the specific date(s) of the transactions, taking account of any internal or external factors that may influence this decision; (ii) specify in each case the amount by which the capital is reduced; (iii) determine the destination of the amount of the reduction of capital; (iv) in each case adjust Articles 6 ("Capital") and 7 ("Shares") of the Articles of Association to reflect each new amount of capital and new number of shares; (v) apply in each case for delisting of the redeemed shares; and (vi) in general adopt such resolutions as may be considered necessary for redemption and the consequent reduction of capital, designating who is to put it on record.

c. Term of the authorisation

The authorisation contemplated in this resolution is granted for a maximum of five years from the date of the General Meeting (3 June 2015) and covers all transactions in own equity instrument made hereunder, without requiring reiteration for each acquisition made. It also covers any provisions or earmarking of reserves made in accordance with the Corporate Enterprise Act.

The resolutions adopted at the Annual General Meeting of 3 June 2015 regarding treasury stock, reduction of capital and delegation to the Board rendered void in the unused amount those adopted in this regard at the Annual General Meeting held on 15 June 2011. They remain in force, not having been since revoked.

A.9.bis. Estimated free float:

	%
Estimated free float	42.92

A.10 Indicate any constraints on the transferability of shares and/or any restrictions on voting rights. In particular, indicate the existence of any constraint or limitation that may hamper takeover of the company through the acquisition of its shares on the market.

YES ☐ NO ☒

A.11 Indicate whether the General Meeting has resolved to apply the breakthrough rule against a takeover bid, under Act 6/2007:

YES ☐ NO ☒

If so, explain the measures approved and the terms on which the restrictions will become ineffective:

A.12 State whether the company has issued any shares that are not traded on an EU regulated market.

YES ☐ NO ☒

If appropriate, indicate the different classes of shares and the rights and obligations conferred for each class.

B. GENERAL MEETING

B.1 Indicate whether there are any differences between the quorums established for General Meetings and the minimums stipulated in the Corporate Enterprises Act and, if any, explain.

YES ☐ NO ☒

B.2 Indicate whether there are any differences in respect of the system stipulated in the Corporate Enterprises Act for adopting corporate resolutions and, if any, explain.

YES ☐ NO ☒

What differences exist in respect of the system stipulated in the Corporate Enterprises Act?

B.3 Indicate the rules for alteration of the company's articles of association. In particular, indicate the majorities stipulated for altering the articles of association and the rules, if any, protecting shareholders' rights in any alteration of the articles.

There are no requirements for altering the articles of association other than those stipulated in the Corporate Enterprises Act.

B.4 Give details of attendance of general meetings held during the year of this report and the previous year:

	Details of Attendance				
			% distance voting		
Date General Meeting	% in person	% by proxy	Electronic vote	Others	Total
04/06/2014	5.29%	65.67%	0.00%	0.00%	70.96%
03/06/2015	28.25%	46.12%	0.00%	0.00%	74.37%

B.5 Are any restrictions are established in the articles of association requiring a minimum number of shares to attend general meetings?

YES ☐ NO ☒

B.6 Repealed.

B.7 Indicate the address and access to the company's website and where to find information on corporate governance and other information on general meetings that must be made available to shareholders through the company's website.

The Group's policy on communication and relations with shareholders, institutional investors and proxy advisors establishes the corporate website (http://www.ebrofoods.es/) as the principal official communication channel between the company and its shareholders and investors.

The corporate website is set up as a vehicle of information, continuously and permanently updated according to the criteria laid down in the Corporate Governance Policy.

In this respect, the home page includes a specific section, called "Information for shareholders and investors", which contains all the information required under the applicable legal provisions.

Pursuant to current legislation, this section includes the chapter on Corporate Governance at the following address: http://www.ebrofoods.es/information-for-shareholders-and-investors/corporate-governance/regulations-of-the-general-meeting/

That section includes all the information that the company makes available to shareholders for general meetings, specifically at http://www.ebrofoods.es/en/information-for-shareholders-and-investors/corporate-governance/general-meeting-of-shareholders-exercise-of-the-right-to-information/ and http://www.ebrofoods.es/en/information-for-shareholders-and-investors/corporate-governance/general-shareholders-meeting-2015/). There is also a direct link to the General Meeting of this year from the home page (http://www.ebrofoods.es/).

The Corporate Governance chapter is structured in the following sub-sections:

- Regulations of the General Meeting
- General Meeting of Shareholders: exercise of the right to information
- General Shareholders' Meeting 2016
- Board of Directors

- Regulations of the Board
- Annual Corporate Governance Report
- Remuneration of Directors
- Board Committees
- Internal Code of Market Conduct
- Shareholders' Forum

The contents of this chapter are structured and hierarchical, with a concise, explanatory title, to permit rapid, direct access to each section, in accordance with legal recommendations, at less than three clicks from the home page.

All these sections have been designed and prepared according to the principle of accessibility, aiming to enable fast location and download of the required information.

The corporate website offers all the information in this section in Spanish and English, and the information considered most important is also provided in French, Catalan, Euskera and Galician.

C. MANAGEMENT STRUCTURE OF THE COMPANY

C.1 Board of Directors

C.1.1 State the maximum and minimum numbers of directors stipulated in the articles of association:

Maximum number of directors	15
Minimum number of directors	7

C.1.2 Give details of the board members:

Name of director	Representative	Category of director	Position on Board	Date first appointment	Date latest appointment	Election procedure
JOSÉ ANTONIO SEGURADO GARCÍA		Independent	LEAD INDEPENDENT DIRECTOR	29/05/2012	04/06/2014	RESOLUTION PASSED AT AGM
DEMETRIO CARCELLER ARCE		Proprietary	VICE-CHAIRMAN	01/06/2010	04/06/2014	RESOLUTION PASSED AT AGM
EUGENIO RUIZ-GÁLVEZ PRIEGO		Other Non-Executive	DIRECTOR	25/07/2000	04/06/2014	RESOLUTION PASSED AT AGM
ANTONIO HERNÁNDEZ CALLEJAS		Executive	CHAIRMAN	24/01/2002	04/06/2014	RESOLUTION PASSED AT AGM
FERNANDO CASTELLÓ CLEMENTE		Independent	DIRECTOR	29/05/2012	04/06/2014	RESOLUTION PASSED AT AGM
JOSÉ NIETO DE LA CIERVA		Proprietary	DIRECTOR	29/09/2010	04/06/2014	RESOLUTION PASSED AT AGM
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL		Independent	DIRECTOR	29/05/2012	04/06/2014	RESOLUTION PASSED AT AGM
RUDOLF-AUGUST OETKER		Proprietary	DIRECTOR	01/06/2010	04/06/2014	RESOLUTION PASSED AT AGM
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	FÉLIX HERNÁNDEZ CALLEJAS	Executive	DIRECTOR	01/06/2010	04/06/2014	RESOLUTION PASSED AT AGM
ALIMENTOS Y ACEITES, S.A.	CONCEPCIÓN ORDÍZ FUERTES	Proprietary	DIRECTOR	23/07/2004	04/06/2014	RESOLUTION PASSED AT AGM
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	JUAN LUIS GÓMEZ-TRENOR FOS	Proprietary	DIRECTOR	18/12/2013	04/06/2014	RESOLUTION PASSED AT AGM
HISPAFOODS INVEST, S.L.	MARÍA BLANCA HERNÁNDEZ RODRÍGUEZ	Proprietary	DIRECTOR	30/01/2013	04/06/2014	RESOLUTION PASSED AT AGM

Total Number of Directors	12

Indicate any retirements from the board during the reporting period:

C.1.3 Complete the following tables on the types of board members:

EXECUTIVE DIRECTORS

Name of Director	Position in company's organisation
ANTONIO HERNÁNDEZ CALLEJAS	CHAIRMAN
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	DIRECTOR

Total number of executive directors	2
% of board	16.67%

NON-EXECUTIVE PROPRIETARY DIRECTORS

Name of Director	Name of significant shareholder represented or that proposed appointment
DEMETRIO CARCELLER ARCE	SOCIEDAD ANÓNIMA DAMM
JOSÉ NIETO DE LA CIERVA	CORPORACIÓN FINANCIERA ALBA, S.A.
RUDOLF-AUGUST OETKER	SOCIEDAD ANÓNIMA DAMM
ALIMENTOS Y ACEITES, S.A.	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.	JUAN LUIS GÓMEZ-TRENOR FOS
HISPAFOODS INVEST, S.L.	INSTITUTO HISPÁNICO DEL ARROZ, S.A.

Total number of proprietary directors	6
% of board	50.00%

NON-EXECUTIVE INDEPENDENT DIRECTORS

Name of Director
JOSÉ ANTONIO SEGURADO GARCÍA

Profile

Born in Barcelona. Graduate in Law and Economics. Insurance broker and entrepreneur. Chairman of SEFISA, AEF and AEIM. Joint founder of CEIM and CEOE. President of the Liberal Party and MP in the National Government in the III and IV Parliamentary Terms. Member of the Trilateral Commission. Director of Unión y Fénix, Acerinox, J.W.Thompson and Vusa. Currently Chairman of Segurado & Galobart, S.L. and of the Advisory Council of Alkora EBS, Correduría de Seguros, S.A., Honorary Chairman & Founder of CEIM and member of the Management Board of CEOE and on the Advisory Board of Coviran, S.C.A. Grand Cross of the Order of 2 May awarded by the Community of Madrid.

Name of Director
FERNANDO CASTELLÓ CLEMENTE

Profile
Born in Mollerusa (Lleida). Industrial Engineer and MBA (IESE). Lecturer at the School of Engineers and Architects of Fribourg (Switzerland). Has held several important executive and management positions in companies operating in the dairy sector and has extensive experience in the sector.

Currently Vice-Chairman of Merchpensión, S.A. and on the board of other consultancy and financial services companies.

Name of Director
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL

Profile
Born in San Sebastián. Economist and graduate in International Banking. Extensive experience in the financial sector, director and executive positions in several financial institutions and insurance companies, such as Banco Hispano Americano, Mutua Madrileña and Axa Winterthur, among others. Chairman of Rexam Ibérica and Arbitraje Inversiones S.L.

Total number of independent directors	3
% of board	25.00%

State whether any director qualified as independent receives from the company or any other company in the same group any sum or gain other than directors' emoluments, or has or has had a business relationship with the company or any other company in its group during the past year, in his/her own name or as controlling shareholder, director or senior executive of a company which has or has had such a relationship.

None of the independent directors is in any of these circumstances.

If appropriate, include a reasoned statement by the board explaining why it considers that the director in question can perform his/her duties as an independent director.

OTHER NON-EXECUTIVE DIRECTORS

Name any other non-executive directors and explain why they cannot be considered proprietary or independent directors and their relationships, with the company or its executives or with the shareholders:

Name of Director
EUGENIO RUIZ-GÁLVEZ PRIEGO

Company, executive or shareholder with which he has a relationship:
EBRO FOODS, S.A.

Reasons:
Eugenio Ruiz-Gálvez Priego is not a proprietary director because he does not hold a significant interest in the company or represent a significant shareholder; nor can he be considered an independent director since he has been a director of Ebro Foods, S.A. for more than 12 years in succession.

Total number of other non-executive directors	1
% of board	8.33%

Indicate any variations during the year in the type of each director:

C.1.4 Complete the following table with details of the number of female directors over the past 4 years and the type of female directors:

	Number of female directors				**Female directors / total directors of each type (%)**			
	2015	**2014**	**2013**	**2012**	**2015**	**2014**	**2013**	**2012**
Executive	0	0	0	0	0.00%	0.00%	0.00%	0.00%
Proprietary	2	2	2	1	28.57%	28.57%	28.57%	16.67%
Independent	0	0	1	1	0.00%	0.00%	25.00%	25.00%

Other non-executive	0	0	0	0	0.00%	0.00%	0.00%	0.00%
Total	2	2	3	2	16.67%	16.67%	23.08%	16.67%

C.1.5 Explain any measures taken to endeavour to include in the board a number of women to give a balanced composition of men and women directors.

Explanation of measures

No specific measures of this nature have been adopted, the principal criterion applied when selecting candidates to the board being that the selection process should avoid any kind of implicit bias that could involve discrimination on any grounds against any of the candidates.

This notwithstanding, with regard to the balanced presence of women on the board, the Policy for Selecting Candidates to be Directors (approved by the Board of Directors) upholds the following principles: (i) a diversity of expertise, experience and gender on the Board shall be sought; and (ii) in equal conditions, the candidate whose gender is least represented on the board at that time shall be chosen.

In addition, the aforesaid Policy for Selecting Candidates to be Directors expressly contemplated the target that by 2020 the gender least represented on the Board shall account for at least thirty per cent of all the Board members.

C.1.6 Explain any measures agreed by the nomination committee to ensure that the selection procedures are not implicitly biased against the selection of female directors and that a conscious effort is made to include women with the target profile among the candidates:

Explanation of measures

There are no specific measures, other than the principles and target indicated in point C.1.5 above.

If, despite the measures taken, if any, there are few or no female directors, explain the reasons that justify this situation:

Explanation of reasons

The number of female directors was reduced to two following the resignation of one independent director as of 1 December 2014.

That vacancy was not filled, but if and when it is filled, the principles included in the Policy for Selecting Candidates to be Directors, particularly those regarding the balance of genders on the board, will be taken into account.

C.1.6 bis Explain the conclusions of the nomination committee on checking compliance with the policy for selecting directors and, in particular, on how that policy is promoting the target that by the year 2020 the number of female directors should represent at least 30% of all the board members.

Explanation of conclusions

No directors were nominated or re-elected during 2015, so there was no need to apply any of the criteria for selecting candidates contemplated in the Policy for Selecting Directors established in the company. Therefore, the Nomination and Remuneration Committee was not called on to check compliance with that policy during the reporting period.

C.1.7 Explain the form of representation on the board of shareholders with significant interests.

- The directors nominated by Instituto Hispánico del Arroz, S.A. and appointed by the general meeting are Instituto Hispánico del Arroz, S.A., Hispafoods Invest, S.L. (also a significant shareholder of the company) and Antonio Hernández Callejas.

- The director nominated by Sociedad Estatal de Participaciones Industriales and appointed by the general meeting is Alimentos y Aceites, S.A.

- The directors nominated by Sociedad Anónima Damm and appointed by the general meeting are Demetrio Carceller Arce and Dr Rudolf-August Oetker.

- The director nominated by Corporación Financiera Alba, S.A. and appointed by the general meeting is José Nieto de la Cierva.

- The director nominated by Juan Luis Gómez-Trenor Fos and appointed by the general meeting is Empresas Comerciales e Industriales Valencianas, S.L.

C.1.8 Explain, if appropriate, why proprietary directors have been appointed at the request of shareholders holding less than 3% of the capital:

State whether any formal requests for presence on the board have been rejected from shareholders holding interests equal to or greater than others at whose request proprietary directors have been appointed. If appropriate, explain why such requests were not met:

YES ☐ NO ☒

C.1.9 State whether any director has retired before the end of his/her term of office, whether said director explained the reasons for such decision to the Board and through what means, and if the explanations were sent in writing to the entire Board, explain below at least the reasons given by the director:

C.1.10 Indicate the powers delegated to the Managing Director(s), if any:

C.1.11 Name Board members, if any, who are also directors or executives of other companies in the same group as the listed company:

Name of director	Name of Group company	Position	Has executive duties?
ANTONIO HERNÁNDEZ CALLEJAS	VOGAN, LTD	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	JOSEPH HEAP PROPERTY, LTD	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	JOSEPH HEAP&SONS, LTD	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	A W MELLISH, LTD	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	ANGLO AUSTRALIAN RICE LIMITED	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	SOS CUETARA USA, INC	CHAIRMAN	YES
ANTONIO HERNÁNDEZ CALLEJAS	NEW WORLD PASTA COMPANY	CHAIRMAN	YES
ANTONIO HERNÁNDEZ CALLEJAS	EBRO AMERICA, INC.	CHAIRMAN	YES
ANTONIO HERNÁNDEZ CALLEJAS	HEAP COMET, LTD	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	RIVIANA FOODS, INC.	CHAIRMAN	YES
ANTONIO HERNÁNDEZ CALLEJAS	AMERICAN RICE, INC.	CHAIRMAN	YES
ANTONIO HERNÁNDEZ CALLEJAS	PASTIFICIO LUCIO GAROFALO, S.P.A.	DIRECTOR	YES

Name of director	Name of Group company	Position	Has executive duties?
ANTONIO HERNÁNDEZ CALLEJAS	N&C BOOST, N.V.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	BOOST NUTRITION, C.V.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	BOSTO PANZANI BENILUX, N.V.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	BLUE RIBBON MILLS, INC.	CHAIRMAN	YES
ANTONIO HERNÁNDEZ CALLEJAS	EBRO FOODS, GMBH	JOINT & SEVERAL DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	T.A.G. NAHRUNGSMITTEL, GMBH	JOINT & SEVERAL DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	BERTOLINI IMPORT UND EXPORT, GMBH	JOINT & SEVERAL DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	HERBA GERMANY, GMBH	JOINT & SEVERAL DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	PANZANI, S.A.S.	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	S&B HERBA FOODS, LTD	DIRECTOR	YES
ANTONIO HERNÁNDEZ CALLEJAS	ARROZEIRAS MUNDIARROZ. S.A.	CHAIRMAN	YES

C.1.12 Name the company directors, if any, who are on the Boards of non-group companies listed on Spanish stock exchanges, insofar as the company has been notified:

Name of Director	Listed Company	Position
DEMETRIO CARCELLER ARCE	GAS NATURAL SDG, S.A.	DIRECTOR
DEMETRIO CARCELLER ARCE	SACYR, S.A.	VICE-CHAIRMAN 1
EUGENIO RUIZ-GÁLVEZ PRIEGO	PROSEGUR, COMPAÑÍA DE SEGURIDAD, S.A.	DIRECTOR
JOSÉ NIETO DE LA CIERVA	CORPORACIÓN FINANCIERA ALBA, S.A.	DIRECTOR
JOSÉ NIETO DE LA CIERVA	BANCA MARCH, S.A.	MANAGING DIRECTOR

C.1.13 Indicate and, where appropriate, explain whether the company has established rules on the number of directorships its directors may hold:

YES ☒ NO ☐

Explanation of the rules
Article 32.2 of the Regulations of the Board establishes, in the "General Duties of Directors" that Directors shall dedicate to the company such attention and time as may be necessary to guarantee the effective and adequate fulfilment of each and all of the duties corresponding to their position. Consequently, the maximum number of other directorships they may hold will be such as to ensure that they are able at all times to meet each and all of their obligations to the company.

C.1.14 Repealed.

C.1.15 Indicate the overall remuneration of the board:

Remuneration of the board (thousand euros)	4,907
Amount of the overall remuneration corresponding to the vested rights of current directors in pension schemes (thousand euros)	0
Amount of the overall remuneration corresponding to the vested rights of former directors in pension schemes (thousand euros)	4,907

C.1.16 Name the members of top management who are not executive directors and indicate the aggregate remuneration accrued in their favour during the year:

Name	Position
ANA MARÍA ANTEQUERA PARDO	MANAGER COMMUNICATIONS
LUIS PEÑA PAZOS	SECRETARY
LEONARDO ÁLVAREZ ARIAS	MANAGER I.T.
PABLO ALBENDEA SOLÍS	CHIEF OPERATING OFFICER
ALFONSO FUERTES BARRÓ	FINANCE MANAGER
GABRIEL SOLÍS PABLOS	TAX MANAGER
YOLANDA DE LA MORENA CEREZO	VICE-SECRETARY
JESÚS DE ZABALA BAZÁN	MANAGER INTERNAL AUDIT
MANUEL GONZÁLEZ DE LUNA	MANAGER INVESTOR RELATIONS AND FINANCIAL INSTITUTIONS
GLORIA RODRÍGUEZ PATA	CORPORATE ASSETS MANAGER

Total remuneration top management (thousand euro)	2,061

C.1.17 Name any board members who are also on the boards of companies holding significant interests in the listed company and/or in companies of its group:

Name of director	Name of significant shareholder	Position
DEMETRIO CARCELLER ARCE	SOCIEDAD ANÓNIMA DAMM	CHAIRMAN
RUDOLF-AUGUST OETKER	SOCIEDAD ANÓNIMA DAMM	DIRECTOR
JOSÉ NIETO DE LA CIERVA	BANCA MARCH, S.A.	MANAGING DIRECTOR
JOSÉ NIETO DE LA CIERVA	BANCA INVERSIS, S.A.	CHAIRMAN
JOSÉ NIETO DE LA CIERVA	CORPORACIÓN FINANCIERA ALBA, S.A.	DIRECTOR

Describe the significant relationships of the board members with the controlling shareholders and/or companies in their group, other than as mentioned above:

Name of director
DEMETRIO CARCELLER ARCE

Name of significant shareholder
SOCIEDAD ANÓNIMA DAMM
Description of relationship
Demetrio Carceller Arce has an indirect holding of 0.687% in Sociedad Anónima Damm

Name of director
ALIMENTOS Y ACEITES, S.A.

Name of significant shareholder
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES
Description of relationship
Sociedad Estatal de Participaciones Industriales has a direct holding of 91.9625% in Alimentos y Aceites, S.A. and its company secretary and secretary of the board, Concepción Ordiz Fuertes, represents Alimentos y Aceites, S.A. on the board of Ebro Foods, S.A.

Name of director
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.

Name of significant shareholder
JUAN LUIS GÓMEZ-TRENOR FOS
Description of relationship
Juan Luis Gómez-Trenor Fos wholly owns Empresas Comerciales e Industriales Valencianas, S.L. and is Sole Director of the company.

C.1.18 State whether any modifications have been made during the year to the Regulations of the Board:

YES ☒ NO ☐

Description of modifications

On 29 April 2015 the Board approved modifications to the Regulations of the Board, mainly to adapt them to the amendments to the Corporate Enterprises Act made by Act 31/2014 of 3 December and adapt the contents to the new good governance recommendations and the new Articles of Association and Regulations of the General Meeting made in the wake of the aforesaid change in the law and laid before the General Meeting for approval on 3 June 2015.

The modifications made to the Regulations of the Board affected practically all the articles (either by altering the contents in some aspect or by moving them within the new structure of the Regulations). Those modifications are summed up below:

- The programmatic content or principles have been reduced considerably and now the Regulations contain more specific rules on the composition, positions, procedure and powers of the Board and its committees, the status of director and relations between the board and shareholders, market, auditors and senior executives.

- Those aspects of the new legislation that the Board considered should be reflected in the Regulations have been included, while avoiding the inclusion of imperative legal provisions (applicable regardless of whether or not they are reflected in regulations), so that the Regulations will be an operational, practical document.

- As a rule, they maintain the set-up and powers of the different bodies, positions and committees previously contemplated in the Regulations, completing them (as far as possible with referrals to current legislation) with the new legal provisions.

- In Chapter I, containing the general provisions, the changes were essentially to wording.

- In Chapter II, on the composition of the Board, the qualitative criteria of the composition were developed, mainly in accordance with the relevant good governance recommendations.

- In Chapter III, on duties and powers of the Board, it was indicated that they were included, and should be construed, within the framework of the imperative legal regulation on the powers of this body. In the same sense, a specific article was included on the possibility of delegating those duties which, by law, cannot be delegated, although in emergencies the delegated bodies may adopt decisions on business within the competence of the Board, in which case they must subsequently be ratified by the Board.

- In Chapter IV, on the structure of the Board, the provisions on the Chairman, Vice-Chairman, Managing Director and Secretary were adapted to the current legal provisions. Regulation of the Lead Independent Director was also included, essentially in the same terms as those set out in the Corporate Enterprises Act as amended by Act 31/2014.

- In Chapter V, on the procedures of the Board, minimum changes were made in the wake of the new legal provisions: reference to the periodical assessment of the Board, calling of Board meetings at the request of the Lead Independent Director and the limitations on representation on the Board.

- In Chapter VI, on Committees, the previous text of the Regulations was largely maintained, with any changes considered necessary in respect of the new legal provisions. It was opted to maintain the lists of powers attributed to the Committees, although they must fit in with those of the different corporate bodies according to the current legislation.

- Chapter VII, on the status of Directors, suffered the greatest changes, mainly due to the major amendments to the Corporate Enterprises Act made by Act 31/2014 regarding directors' duties. The company has endeavoured to include in the Regulations the main aspects of those amendments (which are mandatory). The article on directors' remuneration was also altered, adjusting it to the new text of the Articles of Association on the matter (laid before the AGM on 3 June 2015 and approved), which was in turn adapted to the new legal provision (distinguishing between the remuneration of the directors as such and the remuneration of directors for executive duties performed).

- In Chapter VIII, on relationships between the board and shareholders, markets, auditors and senior management, the previously existing regulations were largely maintained, with certain changes in wording, mainly to adjust the regulations to the amended Act.

- The Final Provisions were eliminated, although they must nevertheless be observed. However, it was considered unnecessary to include them in the Regulations.

C.1.19 Describe the procedures for selection, appointment, re-election, assessment and removal of directors. Indicate the competent bodies, the formalities and the criteria to be followed in each of these procedures.

The procedures for selection, appointment, re-election, assessment and removal of the directors are regulated in the Articles of Association and the Regulations of the Board.

There is also now a Policy for Selecting Candidates to be Directors of Ebro Foods, S.A., which specifically and verifiably establishes the basic criteria and principles to be followed in the selection of candidates. The Policy is applicable in the appointment, ratification and re-election of directors by the General Meeting and any appointments made by the Board by cooptation in the event of a vacancy pre-term. In directors who are legal persons, the principles and criteria of the Policy must be observed in respect of the individuals representing them on the board.

The General Meeting is responsible for deciding on the number of directors the company is to have, within the minimum (7) and maximum (15) established in the Articles of Association, and for appointing or re-electing directors as proposed by the Board, subject to a favourable report by the Nomination and Remuneration Committee.

The Board may also appoint directors by cooptation, subject to a report by the Nomination and Remuneration Committee.

In any case, the initiative of the Board regarding the incorporation of members by no means detracts from the sovereign power of the General Meeting to appoint and remove directors, or from any potential exercise by shareholders of their right to proportional representation.

The persons nominated by the Board for appointment or re-appointment as directors must be persons of recognised repute, with adequate experience and expertise to be able to perform their duties.

As regards the role of the Nomination and Remuneration Committee in the appointment of directors, see the duties of this Committee in Explanatory Note Seven of section H herein.

Directors are appointed for a term of four years, after which they are eligible for re-election on one or several occasions for terms of an equal duration. This term of four years is counted from the date of the General Meeting at which they are appointed, or ratified when previously appointed by cooptation by the Board.

If vacancies arise during the term for which they were appointed, the Board may appoint shareholders to fill those vacancies up to the next general meeting. Directors' appointments shall end at the first general meeting held after expiry of their term or lapse of the time stipulated in law for holding the general meeting that is to approve the accounts of the previous year.

The appointment and re-election procedure shall be preceded by the corresponding reports from the Nomination and Remuneration Committee and the Board, on the terms stipulated in law.

The Board regularly rates the Board, Chairman and Committees on their efficiency and fulfilment of their obligations, requesting the corresponding reports from its Committees and, if considered necessary, proposing any modifications that may be appropriate to improve their performance.

Directors retire upon expiry of the term for which they were appointed and in all other events stipulated in law, the Articles of Association or the Regulations of the Board. They must tender their resignations to the Board and step down in the events established in Article 24 of the Regulations of the Board.

C.1.20 Explain to what extent the annual assessment of the board has given rise to major changes in its internal organisation and the procedures applicable to its activities.

Description of modifications
It has not given rise to any change.

C.1.20.bis Describe the process of assessment and the areas assessed by the board, assisted where necessary by an external consultant, on diversity in its composition and powers, the procedure and composition of its committees, the performance by the chairman of the board and CEO of the company and the performance and contribution of each director.

A) Process of self-assessment:

A self-assessment process is carried out every year on the Board, its Committees and the executive chairman of the company. That process is based on (i) a report prepared by the Nomination and Remuneration Committee for presentation to the Board, (ii) the activity reports of the Audit and Compliance Committee and the Nomination and Remuneration Committee, and (iii) the resolutions adopted by the Board of Directors in view of the foregoing.

B) Methods used:

The Board members complete a questionnaire rating certain aspects regarding the quality and efficiency of the Board procedures, the actions performed by the chairman of the board, who is at the same time the chief executive of the company, and the procedure of the Executive Committee and other Board Committees. They can also make other comments, should they deem fit, on the functioning of the Board, its Committees and the Executive Chairman.

C) Areas assessed:

- Composition of the Board and actions by the Directors: assessment on the quantitative and qualitative composition of the Board and their perception of the performance by other directors of their duties.

- Procedure of the Board: assessment of the functioning of the Board, frequency of meetings, procedure for calling meetings, transaction of business within the Board and powers of the Board.

- Chairman of the Board: assessment on the dedication and actions by the Chairman, both as such and in his capacity as chief executive of the company.

- Committees of the Board: assessment of the directors' perception, from the Board, of the role of the Board Committees and perception of the members of the Board Committees on their functioning.

C.1.20.ter Describe, where appropriate, any business relations between the consultant or any company in its group with the company or any other company in its group.

No assistance was received from external consultants in the assessment of the Board, its Committees and its Chairman in 2015.

C.1.21 State the events in which directors are obliged to step down.

The retirement and resignation of directors are regulated in Article 31 of the Regulations of the Board:

- Directors must step down at the end of the term for which they were appointed and in all other events stipulated in law, the Articles of Association and the Regulations of the Board.

- Directors must also tender their resignations and step down in the following cases:

a) When they are affected by one of the causes of incompatibility or disqualification established in law, the articles of association or the regulations.

b) When they step down from the executive post to which their appointment as director was linked, when the shareholder they represent on the Board disposes of its shares in the company or reduces its interest to an extent requiring a reduction in the number of proprietary directors and, in general, whenever the reasons for their appointment disappear.

c) When the Board, following a report by the Nomination and Remuneration Committee, considers that the Director has seriously defaulted his obligations or for reasons of corporate interest.

C.1.22 Repealed.

C.1.23 Are special majorities differing from those stipulated in law required for any type of decision?

YES ☐ NO ☒

If yes, describe the differences:

C.1.24 Are there any specific requirements, other than those established for directors, to be appointed Chairman?

YES ☐ NO ☒

C.1.25 Does the Chairman have a casting vote?

YES ☒ NO ☐

Matters on which there is a casting vote
All.
Article 22.11 of the Regulations of the Board stipulates that in the event of a tie, the chairman, or acting chairman, shall have a casting vote.

C.1.26 Do the Articles of Association or Regulations of the Board establish an age limit for directors?

YES ☐ NO ☒

C.1.27 Do the Articles of Association or Regulations of the Board establish a limited term of office for independent directors other than as stipulated in law?

YES ☐ NO ☒

C.1.28 Do the Articles of Association or Regulations of the Board establish specific rules for the delegation of votes at board meetings, how they are to be delegated and, in particular, the maximum number of delegations that a director may hold, and whether any limitation has been established regarding the categories to which proxies may be granted, other than those established in law? If yes, include a brief description.

Both the Articles of Association (Article 24) and the Regulations of the Board (Article 20) contemplate the possibility of directors attending Board meetings through a duly authorised proxy.

The proxy must be made in advance, in writing, especially for each board meeting.

The represented director may issue specific voting instructions for any or all of the items on the agenda.

Non-executive directors may only grant proxies to other non-executive directors.

No limit is established on the number of proxies any one director may hold, or any limitation on the categories to which proxies may be granted, other than as stipulated by law.

C.1.29 State the number of meetings held by the Board of Directors during the year, indicating, if appropriate, how many times the Board has met without the Chairman. Proxies made with specific instructions will be considered attendances:

Number of board meetings	12
Number of board meetings held without the chairman	0

If the chairman is an executive director, indicate the number of meetings held without the attendance or representation of any executive director and chaired by the lead independent director.

Number of meetings	0

Indicate the number of meetings held by the different Committees of the Board:

Committee	No. meetings
EXECUTIVE COMMITTEE	8
AUDIT AND COMPLIANCE COMMITTEE	10
NOMINATION AND REMUNERATION COMMITTEE	9
STRATEGY AND INVESTMENT COMMITTEE	2

C.1.30 State the number of meetings held by the Board during the period attended by all its members. Proxies made with specific instructions will be considered attendances:

Attendance of directors	10
% attendance over total votes during the year	98.61%

C.1.31 Are the separate and consolidated annual accounts submitted to the Board for approval previously certified?

YES ☐ NO ☒

If yes, name the person(s) who certify the separate or consolidated annual accounts of the company before they are approved by the Board:

C.1.32 Explain the mechanisms, if any, established by the Board to avoid a qualified auditors' report on the separate and consolidated accounts laid before the General Meeting.

Relations with the auditors are expressly regulated in Article 43 of the Regulations of the Board.

The Board shall establish an objective, professional and continuous relationship with the external auditors of the company appointed by the general meeting, guaranteeing their independence and providing them with all the information they may require to perform their duties. This relationship and the relationship with the Internal Audit Manager shall be channelled through the Audit and Compliance Committee. Furthermore, the Board shall endeavour to draw up the Annual Accounts in such a way as to avoid a qualified Auditors' report.

Within the specific duties attributed to the board in certain areas, Article 9 of the Regulations establishes that the Board shall see that the separate and consolidated Annual Accounts and Directors' Reports give a true and fair view of the equity, financial position and results of the company, as stipulated in law, and each and all of the Directors shall have all the necessary information before signing the Annual Accounts.

Article 24.4 of the Regulations of the Board gives the Audit and Compliance Committee certain powers to ensure that the Annual Accounts are filed without a qualified auditors' report (see section C.2.4 of this Report).

Finally, there is a Risks Control and Management Policy established in the Group laying down the basic principles and the general framework for control and management of the business risks, including tax risks, and internal control of financial reporting to which the Company and other companies in its group are exposed.

As regards the control of financial reporting, the Group has procedures in place for checking and authorising financial reporting and a description of the financial reporting internal control system (FRICS), responsibility for which lies with the Economic and Finance Department, the Risks Committee, the economic and finance departments of the different business units, the Audit and Compliance Committee and the Board. Financial information is checked and authorised up by the Economic and Finance Department of the Group on the basis of the information confirmed in the different business units. The information to be remitted to the market is supervised by the Audit and Compliance Committee and approved by the Board.

C.1.33 Is the Secretary of the Board a Director?

YES ☐ NO ☒

If the secretary is not a director, complete the following table:

Name of Secretary	Representative
LUIS PEÑA PAZOS	

C.1.34 Repealed.

C.1.35. Describe any mechanisms established by the company to preserve the independence of the auditor, financial analysts, investment banks and rating agencies.

A. With regard to the external auditors:

Both the Articles of Association and the Regulations of the Board vest in the Audit and Compliance Committee the power, among others, to contact the auditors and receive information on any issues that may jeopardise their independence, for examination by the Audit Committee, as well as any other issues relating to the auditing of accounts. The Committee shall also receive information from and exchange communications with the auditors in accordance with prevailing auditing standards and legislation, notwithstanding the ultimate responsibility of the Board, which, pursuant to Article 8.1.3.(a) of the Regulations of the Board is responsible for ensuring the independence and professional suitability of the External Auditor.

Article 43 of the Regulations of the Board addresses relations with the auditors, obliging the Board to establish an objective, professional, continuous relationship with the External Auditors of the Company appointed by the General Meeting, guaranteeing their independence and putting at their disposal all the information they may require to perform their duties. It further establishes that the aforesaid relationship with the External Auditors of the Company and the relationship with the Internal Audit Manager shall be conducted through the Audit and Compliance Committee.

Finally, Article 24.4 of the Regulations of the Board establish the following powers of the Audit and Compliance Committee in this respect:

- Supervise and promote the policies, procedures and systems used for drawing up and controlling the company's financial information, checking the services performed in this regard by the Internal Audit Department, the Financial Department and the Management Committee and making sure they are correctly distributed throughout the Group.

- Receive the information sent regularly to the Stock Exchange Councils, issue prospectuses and any public 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.

- Ensure that (i) 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 position and results of the Company and make sure that any interim financial 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; and (ii) the Board of Directors endeavours to submit the annual accounts to the General Meeting with an unqualified auditors' report.

In this respect, it shall also see that the internal control systems 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 both the Internal Audit Manager and the external auditors to perform these duties.

- Establish regular contact with the external auditors to receive information on any issues that may jeopardise their independence, and any other issues relating to the auditing of accounts, receiving information from and exchanging communications with the external auditors in accordance with prevailing auditing standards and legislation.

- Be informed of the decisions adopted by the senior management according to recommendations made by the external auditors in connection with the audit.

- Ensure the independence of the external auditors and the existence of a discussion procedure enabling the external auditors, the Internal Audit Department and any other expert to inform the company of any significant weaknesses in its internal control detected while checking the annual accounts or any other processes in which they have worked. The Committee shall issue an annual report, prior to issuance of the auditor's report, expressing an opinion on the independence of the external auditors and any supplementary services they may have provided.

B. With regard to relations with analysts, investment banks and rating agencies:

The company has a Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors approved by the Board, and a shareholder and investor relations department, through which communications and information for investors in general are channelled.

Article 42 of the Regulations of the Board regulates the company's relations with shareholders and the markets in general, providing that the Board shall take such measures as may be necessary to enable participation by shareholders in general meetings and organise meetings to inform the shareholders and investors (particularly institutional investors) on the progress of the company and, where appropriate, its subsidiaries.

The Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors contemplates the following general principles applicable in this matter:

- Communication and relations with shareholders, institutional investors and proxy advisors shall be conducted in accordance with the principles of transparency, truth and permanent, adequate, timely reporting.

- The principle of non-discrimination and equal treatment is recognised for all shareholders who are in the same conditions and not affected by conflicts of interest or competence.

- The rights and legitimate interests of all shareholders shall be protected.

- Continuous, permanent communication with shareholders and investors shall be encouraged.

- Reporting and communication channels shall be established with shareholders and investors to ensure compliance with these principles.

The company's Audit and Compliance Committee is responsible for overseeing compliance with the rules and principles set out in the Policy on Communication and Relations with Shareholders, Institutional Investors and Proxy Advisors. Accordingly, the manager of the investor relations and communication department has reported to the Audit Committee on the work done in this respect.

C.1.36 Indicate whether the external auditors have changed during the year. If so, name the incoming and outgoing auditors:

YES ☐ NO ☒

Explain any disagreements with the outgoing auditor:

C.1.37 State whether the firm of auditors does any work for the company and/or its group other than standard audit work and if so, declare the amount of the fees received for such work and the percentage it represents of the total fees invoiced to the company and/or its group:

YES ☒ NO ☐

	Company	Group	Total
Cost of work other than auditing (thousand euro)	101	219	320
Cost of work other than auditing / Total amount invoiced by the auditors (%)	42.80%	14.30%	18.10%

C.1.38 Indicate whether the auditors' report on the annual accounts of the previous year was qualified. If so, state the reasons given by the Chairman of the Audit Committee to explain the content and scope of the qualifications.

YES ☐ NO ☒

C.1.39 State the number of years in succession that the current firm of auditors has been auditing the annual accounts of the company and/or its group. Indicate the ratio of the number of years audited by the current auditors to the total number of years that the annual accounts have been audited:

	Company	Group
Number of years in succession	2	2
Number of years audited by current auditors / Number of years that the company has been audited (%)	8.10%	8.10%

C.1.40 Indicate, giving details if appropriate, whether a procedure has been established for directors to receive external counselling:

YES ☒ NO ☐

Details of procedure

The directors' right to counselling and information is regulated in Article 40 of the Regulations of the Board, which provides that:

- Any Director may, in the course of any specific duties commissioned to them on an individual level or within the framework of any of the Committees of the Board, request the Chairman to contract, at the Company's expense, such legal advisers, accountants, technical, financial or commercial experts or others as they may consider necessary, in order to assist them in the performance of their duties, provided such counselling is justified to resolve specific problems that are particularly complex and important.

- Considering the circumstances of the specific case, the Chairman may deny or authorise the proposal in a communication sent through the Secretary of the Board, who shall, provided the proposal is authorised, contract the expert in question.

- The Chairman may also put the proposal to the Board, which may refuse to finance the counselling if (i) it is considered unnecessary for discharging the duties commissioned, (ii) the amount of finance required is considered out of proportion with the importance of the matter, or (iii) the Board considers that the technical assistance requested could be adequately provided by Company employees.

C.1.41 Indicate, with details if appropriate, whether there is an established procedure for directors to obtain sufficiently in advance any information they may need to prepare the meetings of the governing bodies:

YES ☒ NO ☐

Details of procedure

Article 40 of the Regulations of the Board establishes the directors' right to counselling and information, providing that:

- Directors shall, whenever so required in the performance of their duties, have the fullest powers to obtain information on any matter whatsoever, obtaining such documents, records, background information or other elements as they may require in this respect. This right to information is extended to subsidiaries.

- All requests for information shall be addressed to the Chairman and met by the Secretary of the Board, who shall supply the information directly or indicate who is to be contacted within the Company and, in general, establish the necessary measures to fully meet the Director's right to information.

C.1.42 Indicate, with details if appropriate, whether the company has established any rules obliging Directors to report and, if necessary, retire in any situations that could be detrimental to the prestige and reputation of the company:

YES ☒ NO ☐

Explain the rules

Article 31 of the Regulations of the Board stipulates that if a Director is prosecuted or an order is passed to commence trial against him for any offences contemplated in the applicable laws and regulations, he shall notify the Board as promptly as he is able.

The Board shall study the case as soon as possible and, in view of the specific circumstances, decide whether or not that Director should remain in office, reporting on that decision and the underlying reasons in the Annual Corporate Governance Report.

C.1.43 Have any members of the Board informed the company that they have been sued or brought to trial for any of the offences contemplated in s. 213 of the Corporate Enterprises Act?

YES ☒ NO ☐

Name of Director
DEMETRIO CARCELLER ARCE

Criminal Case
Tax offence

Comments:
The director informed the board of the criminal action brought against him.

Has the Board studied the case? If so, indicate and explain the decision made as to whether or not the director should remain in office or, if appropriate, describe the actions taken by the board up to the date of this report, or which it plans to take.

YES ☒ NO ☐

Decision adopted/action taken:

The Board was informed of the information received by the director and resolved, with his abstention, not to make any decision or take any initiative in this regard.

Reasoned explanation:

The Board considers that proceedings brought against the director have nothing to do with the company and does not affect its business.

C.1.44 Describe any significant agreements entered into by the company which enter into force, are modified or terminated in the event of a takeover of the company following a takeover bid, and the effects thereof.

Most of the financing agreements signed by the company include takeover clauses on the usual terms for this type of contract. By virtue of those provisions, the lender reserves the right to terminate the financing agreement in the event of a takeover of the company. Although there is no uniform definition of “takeover” for this purpose, the lender’s right is triggered if there is a substantial change in the company’s controlling shareholders.

C.1.45 Indicate globally and describe in detail any agreements made between the company and its directors, executives or employees contemplating golden handshake clauses in the event of resignation or unfair dismissal or termination of employment following a takeover bid or any other type of transaction.

Number of beneficiaries: 2

Type of beneficiary:

Executives

Description of the agreement:

Golden handshake clauses are established for two non-director executives in the event of dismissal or takeover in excess of the amount that would be payable pursuant to the labour laws currently in place.

State whether these contracts have to be notified to and/or approved by the governing bodies of the company/group companies:

	Board of Directors	General Meeting
Body authorising the clauses	**Yes**	**No**

	Yes	No
Is the General Meeting informed on the clauses?	X	

C.2 Committees of the Board

C.2.1 Give details of the different committees, their members and the proportion of proprietary and independent directors in each committee:

EXECUTIVE COMMITTEE

Name	Position	Type
JOSÉ ANTONIO SEGURADO GARCÍA	MEMBER	Independent
DEMETRIO CARCELLER ARCE	VICE CHAIRMAN	Proprietary
ANTONIO HERNÁNDEZ CALLEJAS	CHAIRMAN	Executive
JOSÉ NIETO DE LA CIERVA	MEMBER	Proprietary

% executive directors	25.00%
% proprietary directors	50.00%
% independent directors	25.00%
% other non-executive directors	0.00%

Explain the duties attributed to this committee, describe the procedures and rules of organisation and procedure and summarise its most important actions during the year.

The Executive Committee shall have no fewer than three nor more than seven members, including the Chairman and Vice-Chairman of the Board, who will form part of this Committee.
The Executive Committee shall be presided by the Chairman of the Board.
The Executive Committee shall generally hold one meeting a month. Its meetings may be attended by such members of the management, employees and advisers of the company as the Committee may deem fit.
The powers of the Executive Committee and its actions during 2015 are set out in Explanatory Note Seven in section H of this report.

State whether the composition of this committee reflects the participation in the Board of the different categories of director:

YES ☒ NO ☐

AUDIT AND COMPLIANCE COMMITTEE

Name	Position	Type
EUGENIO RUIZ-GÁLVEZ PRIEGO	MEMBER	Other non-executive
FERNANDO CASTELLÓ CLEMENTE	MEMBER	Independent
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	CHAIRMAN	Independent
HISPAFOODS INVEST, S.L.	MEMBER	Proprietary

% proprietary directors	25.00%
% independent directors	50.00%
% other non-executive directors	25.00%

Explain the duties attributed to this committee, describe the procedures and rules of organisation and procedure and summarise its most important actions during the year.

This Committee has a minimum of three directors and a maximum of five.
All the members of this committee must be non-executive directors and at least two of them must be independent directors. One of the members must be appointed on account of his expertise and experience in accounting, auditing or both.
The Board shall appoint one of the independent directors on the Audit and Compliance 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.
Meetings are held when called by its Chairman, or at the request of two of its members and at least once every three months. It shall also meet whenever so required by law or when the Board requests the issuance of reports, submission of proposals or adoption of resolutions within the scope of its duties.
The powers of the Audit and Compliance Committee and its actions during 2015 are set out in Explanatory Note Seven in section H of this report.

Name the member of the audit committee who has been appointed on account of his expertise and experience in accounting, auditing or both and indicate the number of years that the chairman of this committee has held this position:

Name of director with experience	JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL
No. years that the chairman has been in office	1

NOMINATION AND REMUNERATION COMMITTEE

Name	Position	Type
JOSÉ ANTONIO SEGURADO GARCÍA	MEMBER	Independent
DEMETRIO CARCELLER ARCE	MEMBER	Proprietary
FERNANDO CASTELLÓ CLEMENTE	CHAIRMAN	Independent
HISPAFOODS INVEST, S.L.	MEMBER	Proprietary

% proprietary directors	50.00%
% independent directors	50.00%
% other non-executive directors	0.00%

Explain the duties attributed to this committee, describe the procedures and rules of organisation and procedure and summarise its most important actions during the year.

This Committee has a minimum of three and a maximum of five non-executive directors, at least two of which must be independent directors. The members are appointed by the Board in accordance with the provisions of law, the Articles of Association and the Regulations of the Board.
The Board shall appoint one of the independent directors who are members of the committee to chair it, subject to a report by that Committee.
Meetings are held when called by its Chairman, or at the request of two of its members and at least once every three months. It shall also meet whenever so required by law or when the Board requests the issuance of reports, submission of proposals or adoption of resolutions within the scope of its duties.
The powers of the Nomination and Remuneration Committee and its actions during 2015 are set out in Explanatory Note Seven in section H of this report.

STRATEGY AND INVESTMENT COMMITTEE

Name	Position	Type
DEMETRIO CARCELLER ARCE	CHAIRMAN	Proprietary
ANTONIO HERNÁNDEZ CALLEJAS	MEMBER	Executive
JOSÉ NIETO DE LA CIERVA	MEMBER	Proprietary
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	MEMBER	Executive

% executive directors	50.00%
% proprietary directors	50.00%
% independent directors	0.00%
% other non-executive directors	0.00%

Explain the duties attributed to this committee, describe the procedures and rules of organisation and procedure and summarise its most important actions during the year.

This Committee has a minimum of three and a maximum of five directors, including a Chairman, appointed by the Board subject to a report by the Nomination and Remuneration Committee
Meetings are held when called by its Chairman, or at the request of two of its members and at least once every three months. It shall also meet whenever so required by law or when the Board requests the issuance of reports, submission of proposals or adoption of resolutions within the scope of its duties.
The powers of the Strategy and Investment Committee and its actions during 2015 are set out in Explanatory Note Seven in section H of this report.

C.2.2 Complete the following table with information on the number of female directors on the board committees over the past four years:

	Number of female directors							
	2015		2014		2013		2012	
	No.	%	No.	%	No.	%	No.	%
EXECUTIVE COMMITTEE	0	0.00%	0	0.00%	0	0.00%	0	0.00%
AUDIT AND COMPLIANCE COMMITTEE	1	25.00%	1	25.00%	2	40.00%	2	40.00%
NOMINATION AND REMUNERATION COMMITTEE	1	25.00%	1	25.00%	2	40.00%	2	40.00%
STRATEGY AND INVESTMENT COMMITTEE	0	0.00%	0	0.00%	0	0.00%	0	0.00%

C.2.3 Repealed.

C.2.4 Repealed.

C.2.5 Indicate the existence, if appropriate, of regulations of the board committees, where they are available for consultation and any modifications made during the year. State whether an annual report has been issued voluntarily on the activities of each committee.

In general, Article 28 of the Articles of Association establishes the basic regulation of the Committees of the Board, contemplating the existence and composition of (i) the Executive Committee, (ii) the Audit and Compliance Committee and (iii) the Nomination and Remuneration Committee. It also refers to the Regulations of the Board regarding the possible existence of a Strategy and Investment Committee.

The Regulations of the Board regulate the Board committees in the following specific provisions:

- General provisions applicable to all the committees: Article 22

- Executive Committee, Article 23

- Audit and Compliance Committee, Article 24

- Nomination and Remuneration Committee, Article 25

- Strategy and Investment Committee, Article 26

The Regulations of the Board also contemplate in different articles powers of the different Committees of the Board in different areas (e.g. modification of the Regulations).

Both the Articles of Association and the Regulations of the Board are available for consultation on the company's website (www.ebrofoods.es) and the website of the National Securities Market Commission (www.cnmv.es).

See section C.1.8 of this report for the latest alterations to the Regulations of the Board.

Both the Audit and Compliance Committee and the Nomination and Remuneration Committee issue annual activity reports, which are submitted to the Board of Directors for its information and consideration within the assessment of the Board and its Committees. Those activity reports are made available for shareholders on the company's website (www.ebrofoods.es) coinciding with the call to the Annual General Meeting of Shareholders.

C.2.6 Repealed.

D. RELATED PARTY AND INTER-COMPANY TRANSACTIONS

D.1 Explain the procedure, if any, for approving related party and inter-company transactions.

Procedure for approving related party transactions

Apart from cases which, by law, require approval by the General Meeting, related party transactions are approved by the Board subject to a report by the Audit and Compliance Committee.

Article 24 of the Regulations of the Board establishes the power of the Audit and Compliance Committee to report to the Board prior to the adoption of any decisions on related party transactions submitted for its authorisation and to supervise and report to the Board on intragroup and related party transactions of the company or subsidiaries of the Group.

With regard to related party transactions, Article 37.3 of the Regulations of the Board expressly establishes that other than in the cases in which this power is reserved by law to the General Meeting, any transactions made by the company or group companies with directors, controlling shareholders, other related parties or shareholders represented on the Board must be authorised by the Board.

This authorisation is not necessary when the transactions meet all of the following three conditions: (i) they are made under contracts with standard terms and conditions applied "en masse" to numerous clients; (ii) they are made at prices or rates established generally by the supplier of the goods or provider of the services in question. (iii) the amount thereof does not exceed 1% of the company's annual revenue. A general, prior authorisation by the Board for a line of transactions and their conditions, subject to a report by the Audit and Compliance Committee, will only be sufficient for bilateral or recurring transactions made in the normal course of the company's business. By exception, in cases where urgent action is necessary, related party transactions may be authorised by the Executive Committee, subject to subsequent ratification by the Board.

Finally, the company makes intragroup transactions on arm's length terms, documenting them according to the requirements of the laws (essentially tax laws) in place in each jurisdiction. This is one of the practices required by the Risk Control and Management Policy established in the Ebro Group.

D.2 List any transactions for a significant amount or object between the company and/or companies in its group and controlling shareholders of the company:

Name of significant shareholder	Name of company or group company	Relationship	Type of transaction	Amount (thousand euro)
SOCIEDAD ANÓNIMA DAMM	HERBA RICEMILLS, S.L.U.	Contractual	Sale of goods (finished or otherwise)	1,036
SOCIEDAD ANÓNIMA DAMM	HERBA RICEMILLS, S.L.U.	Contractual	Sale of goods (finished or otherwise)	3,985

D.3 List any significant transactions for a significant amount or object between the company and/or companies in its group and the directors or executives of the company:

Name of director or executive	Name of company or group company	Relationship	Type of transaction	Amount (thousand euro)
ANTONIO HERNÁNDEZ CALLEJAS	LUIS HERNÁNDEZ GONZÁLEZ	Relative	Leases	37
ANTONIO HERNÁNDEZ CALLEJAS	CARDENAL ILUNDAIN 4, S.L.	Controlled company	Leases	72
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	ANGLO AUSTRALIAN RICE, LTD	Controlled company	Purchase of goods (finished or otherwise)	114
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	ANGLO AUSTRALIAN RICE, LTD	Controlled company	Sale of goods (finished or otherwise)	114
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	DEHESA NORTE, S.A.	Controlled company	Purchase of goods (finished or otherwise)	114
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	DEHESA NORTE, S.A.	Controlled company	Sale of goods (finished or otherwise)	114
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	EL COBUJÓN, S.A.	Controlled company	Purchase of goods (finished or otherwise)	1,447
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	EL COBUJÓN, S.A.	Controlled company	Sale of goods (finished or otherwise)	109
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	ISLASUR, S.A.	Controlled company	Purchase of goods (finished or otherwise)	166
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	ISLASUR, S.A.	Controlled company	Sale of goods (finished or otherwise)	125
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	MUNDIARROZ, S.A.	Controlled company	Purchase of goods (finished or otherwise)	113
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	MUNDIARROZ, S.A.	Controlled company	Sale of goods (finished or otherwise)	113
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	PESQUERÍAS ISLA MAYOR, S.A.	Controlled company	Purchase of goods (finished or otherwise)	102
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	PESQUERÍAS ISLA MAYOR, S.A.	Controlled company	Sale of goods (finished or otherwise)	102
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	-	-	Leases	122
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	-	-	Purchase of goods (finished or otherwise)	7,851
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	-	-	Services rendered	2
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	-	-	Services received	192
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	-	-	Sale of goods (finished or otherwise)	113
ALIMENTOS Y ACEITES, S.A.	-	-	Dividends and other distributions	10,521
INSTITUTO HISPÁNICO DEL ARROZ, S.A.	-	-	Dividends and other distributions	9,102
HISPAFOODS INVEST, S.L.	-	-	Dividends and other distributions	7,067
FERNANDO CASTELLÓ CLEMENTE	-	-	Dividends and other distributions	1,523
JOSÉ NIETO DE LA CIERVA	-	-	Dividends and other distributions	6
JOSÉ NIETO DE LA CIERVA	MARÍA MACARENA AGUIRRE GALATAS	Relative	Dividends and other distributions	1

Name of director or executive	Name of company or group company	Relationship	Type of transaction	Amount (thousand euro)
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	-	-	Dividends and other distributions	2
JOSÉ IGNACIO COMENGE SÁNCHEZ-REAL	LA FUENTE SALADA, S.L.	Controlled company	Dividends and other distributions	2,130
JOSÉ ANTONIO SEGURADO GARCÍA	-	-	Dividends and other distributions	1
EMPRESAS COMERCIALES E INDUSTRIALES VALENCIANAS, S.L.U.	-	-	Dividends and other distributions	7,210

D.4 Report any significant transactions with other companies in the group that are not eliminated in the consolidated financial statements and which do not, by virtue of their object or terms, correspond to the normal business of the Company:

In any case, inform on any inter-company transaction with companies established in countries or territories considered tax havens:

D.5 State the amount of transactions made with other related parties.

130 (thousand euros).

D.6 Describe the mechanisms established to detect, define and resolve possible conflicts of interest between the company and/or its group, and its directors, executives or controlling shareholders:

Apart from the powers of the General Meeting and the Board of Directors on conflicts of interest of the directors, under Article 24 of the Regulations of the Board, the Audit and Compliance Committee has the power to settle any conflicts of interest that may arise between the company or the group and its directors, executives, significant shareholders and listed subsidiaries, if any.

With regard to the directors, Article 36 of the Regulations of the Board provides that directors may not perform activities for their own or third party account that effectively or potentially compete with the company or which otherwise puts them in a permanent conflict of interest with the company; and Article 37.1 establishes the obligation of directors to take such measures as may be necessary to avoid falling into situations in which their interests, for their own or third party account, may conflict with the corporate interests and their duties to the company.

For this purpose, Article 38 of the Regulations stipulates that directors shall inform the Board of any direct or indirect conflict of interest that they or any of their related parties may have with the company. Furthermore, pursuant to Article 32.4 of the Regulations, directors shall abstain from participating in the corresponding debates and voting on resolutions or decisions in which they or any person related to them has a direct or indirect conflict of interest, except in the cases in which they are authorised by law to participate in the discussion and voting.

As far as executives of the Group are concerned, the Internal Code of Market Conduct stipulates in Rule 11 that any Relevant Persons (which includes Group executives) who are or may be in a conflict of interest shall Inform the Compliance Unit (reporting to the Audit and Compliance Committee) of their situation, abstain from participating in or influencing any decisions on the matters affected by the conflict, act with freedom of judgement, loyalty to the Company and its shareholders and independently of their own interests and abstain from requesting or having access to any information or documentation related with the conflict of interest

Without prejudice to their obligation to inform, both the directors and the significant shareholders of the company are asked each year, when drawing up the Annual Accounts and preparing the Annual Corporate Governance Report, for confirmation of any transactions that they may have made with the company and/or other companies in the group, their engagement in activities similar or complementary to those included in the company's objects and that there have been no other conflicts of interest during the year.

D.7 Is more than one company of the Group listed in Spain?

YES ☐ NO ☒

Name any subsidiaries listed in Spain:

Listed subsidiary

State whether the respective areas of business and possible business relationships between them have been precisely and publicly defined, as well as those of the listed subsidiary with other group companies;

Define any business relationships between the parent company and the listed subsidiary and between the latter and the other group companies

Describe the mechanisms in place to settle any possible conflicts of interest between the listed subsidiary and other companies in the group:

Mechanisms for solving possible conflicts of interest

E. RISK CONTROL AND MANAGEMENT SYSTEMS

E.1 Explain the scope of the company's Risk Management System, including tax risks.

As an integral part of the corporate policies passed by the Board, the Risk Control and Management Policy lays down the basic principles and the general framework for control and management of the business risks, including tax risks, and internal control of financial reporting to which the Company and other companies in its group are exposed.

Within this general framework, the integral, homogenous Risk Control and Management System is based on the preparation of a business risk map, through which, by pinpointing, assessing and grading of the risk management capacity, the risks are ranked from greater to lesser impact for the Group and by probability of occurrence. The risk map also identifies methods for mitigating or neutralising the risks detected.

The risk universe is structured in four main groups: compliance, operational, strategic and financial, and they are all subdivided into a large number of categories.

The risk classification process dynamically assesses both the inherent risk and the residual risk after application of the internal controls and action protocols established to mitigate them. These controls include preventive controls, adequate separation of duties, clear levels of authorisation and definition of policies and procedures. These controls can in turn be grouped into manual and automatic, made by data processing applications.

This model is both qualitative and quantitative and can be measured in the Group's results, for which purpose the risk level is considered acceptable or tolerable on a corporate level.

The Risk Control and Management System is dynamic, so the risks to be considered will vary according to the circumstances in which the Group's business is performed.

E.2 Name the corporate bodies responsible for preparing and implementing the Risk Management System, including tax risks.

In 2015, in the wake of the amendments to the Corporate Enterprises Act in December 2014 and the new recommendations included in the Code of Good Governance of Listed Companies in February 2015, the Group has bolstered its Risk (including tax risks) Control System and internal control of financial reporting, the main novelty being the creation of the Risks Committee, an internal committee reporting to the Audit and Compliance Committee, as the centrepiece of the control system.

Following those changes, the System for Control and Management of Risks, including tax risks, and control of financial reporting is based essentially on the following structure:

• The Board of Directors, as ultimately responsible, defines the policy for control and management of risks, including tax risks, and control of financial reporting. Article 17.3 of the Regulations of the Board provide that the Board shall receive information on the most important aspects of business management and any foreseeable risk situations for the Company and its subsidiaries, together with the actions proposed by the senior management in respect thereof.

• The Audit and Compliance Committee, through the Risks Committee, performs the duties of oversight and monitoring of the financial reporting and risk control systems, reporting regularly to the Board on any significant aspects arising in these areas. It is responsible for supervising and promoting internal control of the company and the risk management systems and submitting recommendations to the Board on the risk control and management policy and possible mitigation measures in those areas.

• The Risks Committee, based on the policy established by the Board and under the supervision of and reporting to the Audit Committee, is specifically responsible for coordinating and monitoring the system for control and management of risks, including tax risks, and control of the Group’s financial reporting. The Risks Committee also analyses and assesses the risks associated with new investments

• The Management Committees of the different units, on which the Chairman of the Board and the Chief Operating Office (COO) sit, assess the risks and mitigation measures.

• Risk officers in the different units. The Risks Committee nominates individuals in the major subsidiaries to monitor the systems for control and management of risks, including tax risks, and control of the financial reporting and reporting to the Committee.

• Internal Audit Department. Within the internal audits of the different subsidiaries, the Company’s Internal Audit Department shall check that the testing and control of the financial reporting and risk management systems have been performed adequately in accordance with the indications by the Risks Committee.

E.3 Define the main risks, including tax risks, that could have a bearing on achievement of the company’s business goals.

• Operational risks:

- Food safety and environmental risks: Owing to the nature of the Group’s business, aspects regarding food safety are a critical point to which the Group pays the utmost attention, as it is bound by a large number of laws and standards in each of the countries in which the Group’s products are put on the market. Respect for the environment is another critical point for the Group, considering our industrial activity, with a large number of plants distributed mainly throughout Europe and the USA.

- Commodity supply risk: The availability of commodities in the quantity and quality required to meet our commitments to customers and the requirements of our brands is a key factor for our business both nationally (Spanish paddy rice) and internationally (semi-processed rice for the Group subsidiaries).

- Market risk (prices): Unexpected variations in the prices of our commodity supplies may seriously affect the profitability of our commercial transactions, in both the industrial and brand-based segments.

- Customer concentration risk: The concentration of customers, which can occur in both the industrial and retail segments, may lead to less favourable commercial terms for our sales and affect our credit risk.

- Technological risk. In our sector, one of the most important tools for competing with our rivals is based on constant technological innovation and searching for ways to adapt to consumers’ desires. Consequently, “technological lag” is considered a possible risk.

• Risks related with the environment and strategy:

- Environmental/climate risk: The effects of droughts, flooding and other weather perils in the countries where we source our supplies can cause problems of availability and unstable commodity prices, in both rice and durum wheat.

- Competition risk: In general, the pressure from white label brands is the main threat for maintaining our market shares.

- Reputational risk: This is the risk associated with changes of opinion resulting in a negative perception of the Group, its brands or products by customers, shareholders, suppliers, market analysts, etc., as they may adversely affect the Group’s ability to maintain its commercial and financial relations.

- Changes in lifestyle: The proliferation of low carbohydrate diets or other food habits could alter consumers’ perception of our products.

- Country or market risk. Owing to the international nature of the Group’s activities, political and economic circumstances in the different countries in which we operate and other market variables, such as exchange rates, interest rates, costs of production, etc. may affect our business.

- Natural disasters, fires, etc.: As a major industrial group, a significant part of the assets on the Group’s balance sheet corresponds to its factories, so any natural incidents (earthquakes, fires or similar) that may affect the integrity of the Group’s plants are a business risk.

• Compliance risks:

- Sectoral regulatory risk: The food industry is a sector subject to numerous regulations affecting export and import quotas, customs duties, intervention prices, etc., subject to the directives laid down in the Common Agricultural Policy (CAP). The Group's activity may also be affected by changes in legislation in the countries in which it sources raw materials or sells its products.

- General regulatory risk: These include risks of compliance with civil, commercial, criminal and good governance provisions. In the area of criminal risks, the Group has a Crime Prevention Model, monitored and controlled by the Compliance Unit.

- Tax risks: Any changes in the tax laws or the interpretation or application thereof by the competent authorities in the countries in which the Group operates could affect its earnings.

• Financial risks: This group includes foreign exchange, interest rate, liquidity and credit risks. The foreign exchange risk is particularly significant because the functional currency of the Group is the euro, but a considerable part of its commodity supply transactions are in US dollars and a very large part of the Group's investments are also in that currency.

E.4 State whether the company has a risk tolerance level, including one for tax risks.

Risks are measured by both inherent and residual risk. A scorecard is made each year of the principal ten risks to which the Group may be exposed (the TOP TEN), which are rated and measured as far as possible. If the economic consequences of a risk could cause a loss (or a loss of profit) of more than 5% of the consolidated EBITDA budgeted, or over 20% of the individual EBITDA of a business, it is considered a threat requiring corporate action.

In general, the heads of the different business units (the Management Committee of each unit) define the risks affecting their respective businesses, assess the possible economic impact of those risks and, according to the specific circumstances prevailing, establish whatever mitigation measures they deem fit. Without prejudice to the supervision by the Risks Committee and Audit Committee, the Management Committee of each unit implements and monitors the mitigation measures taken and assesses the results thereof.

This notwithstanding, when a threat is identified that requires action on a corporate level (as mentioned in the first paragraph above), the persons responsible for risk control and management in the corresponding unit inform the Risks Committee of the situation, proposing such mitigation measures as may be considered adequate. The Risks Committee assesses the situation and the sufficiency and suitability of the proposed mitigation measures, supplementing them with additional measures should it deem fit.

E.5 What risks, including tax risks, have occurred during the year?

The main risks that occurred during the reporting period were related with the supply of raw materials:

- There was a shortage in 2015 of domestic pearl rice stocks, which the Group uses in its brands. The problem stemmed from a small harvest the previous autumn and increased competition from other operators for supplies of this type of rice. The situation recurred with the new harvest and became a threat for the Group's brands. Measures were immediately put into place, consisting of international sourcing to find and obtain supplies of similar varieties. New controls over rice varieties have been established in the IT systems as a preventive measure, enabling the company to anticipate this type of situation according to sales budgets.

- The drought persisted in Texas for the fourth year in succession, with water levels in the reservoirs at all-time lows, preventing irrigation in traditional rice-growing areas and generating a small harvest, with a price spread over other sources. This has forced our Freeport plant in Texas to seek alternative sources of supply, which entail higher logistic costs, dragging down the profits of this plant. Riviana (the Group's US subsidiary) has had to move part of its Freeport production to another plant in Tennessee, where it is easier to obtain rice from Arkansas and Louisiana and minimise the cost structure of the plant.

- The 2014/2015 durum wheat harvest suffered several problems of quality and yield caused by weather factors that affected some of the principal producers (France, United States and Canada). As a result, prices soared in the last third of 2014, with a terrific impact on the cost of the Group's supplies. To cope with this, the Group's subsidiaries raised the prices of certain products and cut promotions after making a thorough study of product listings and customers. Controls were also stepped up on purchases and stock to enable the maximum possible flexibility in the face of expected changes in the market, which indeed occurred as from the new 2015/2016 harvest, when prices came down.

Other financial and competition risks also occurred:

- There was a sharp devaluation of the Canadian dollar in 2015, falling 23% against the American dollar. Part of the supplies of our subsidiary in Canada, Catelli, are made in US$, with the consequent increase in the cost of its products. This increased cost was partly offset by raising the selling prices of the affected products and using alternative cover to guarantee the cash flows deriving from these transactions.

- A regional rival in the fresh pasta business in Canada has embarked on a very aggressive strategy, taking advantage of the start-up of a new plant enabling them to increase their production capacity. As a result of this increase in their activity, Olivieri (Canadian subsidiary of the Group) has lost part of its business with one of our customers in two provinces of Canada. This has also put extra pressure on selling prices and promotions in this segment. In response, Olivieri has increased the number of exclusive agreements and private label production agreements to guarantee an adequate volume of production in the medium term so as to ensure its medium and long-term profit and recover positions through innovation.

E.6 Explain the response and supervision plans for the main risks, including tax risks, to which the company is exposed.

The management committee in each subsidiary is responsible for monitoring the subsidiary's risk supervision system. Management committees usually meet monthly to analyse any risks that may have materialised and follow up the contingency plans and actions taken to mitigate them. Control and monitoring of the economic variables in each subsidiary against the corresponding budget also ensures the immediate detection of unforeseen risk situations. The subsidiaries with greatest weight within the Group, such as the North American subsidiaries, have "Crisis Management Plans" (CMP), which specify the main risks to which the company is exposed, the protocols for responding to them and the company officers responsible for implementation.

This notwithstanding, when a threat is identified that requires action on a corporate level (see section E.4), the persons responsible for risk control and management in the corresponding unit inform the Risks Committee of the situation, proposing such mitigation measures as may be considered adequate. The Risks Committee assesses the situation and the sufficiency and suitability of the proposed mitigation measures, supplementing them with additional measures should it deem fit.

The measures to control, reduce and, as the case may be, mitigate the risks are established according to the following basic criteria:

- They shall seek to neutralise the risk detected, maintaining coherence between the importance of the risk and the cost and means required to neutralise it.

- If neutralisation is not feasible, measures shall be designed to reduce the potential economic consequences, if possible to within tolerance levels.

- The management and control shall, as far as possible, forestall rather than remedy.

- The control mechanisms shall adequately separate management and oversight.

- The different people responsible for risk management shall coordinate their actions to be efficient, seeking the utmost integration between control systems.

- Maximum transparency shall be ensured in the identification and assessment of risks, specification and implementation of mitigation measures and assessment of the results of those measures.

- Compliance must be guaranteed with the internal reporting requirements to the bodies responsible for supervision and control.

F FINANCIAL REPORTING INTERNAL RISK CONTROL AND MANAGEMENT SYSTEM (FRICS)

Describe the mechanisms comprising the financial reporting internal control and risk management systems (FRICS) of your company

F.1 Control environment

Report on at least the following, describing their principal features:

F.1.1 What bodies and/or duties are responsible for: (i) the existence and maintenance of an adequate and effective FRICS; (ii) its implementation; and (iii) its oversight?

As established in its Regulations, the Board of Directors is ultimately responsible for the existence, maintenance and oversight of an adequate, effective financial reporting internal control system (FRICS).

The Audit and Compliance Committee is responsible for: (i) supervising and promoting the procedures and systems used to prepare and control the company's financial reporting; (ii) checking any public financial reporting; and (iii) ensuring implementation of and compliance with the internal regulations and codes applicable to the risk control and management systems in relation to the financial reporting process.

The Management Committee is responsible for the design, implementation and functioning of the FRICS through the Group Finance Department and the Finance Departments of the different business units. The different general managements are responsible for effective implementation of these systems within their respective areas of activity. There are also officers responsible for the different processes documented within the FRICS, who must ensure that those processes are kept up to date, informing the Risks Committee, through the finance department and general management of the corresponding business unit, of any modifications or adaptations required.

The Risks Committee, reporting to the Audit and Compliance Committee, is specifically responsible for coordinating and monitoring the system for control and management of risks, including tax risks, and controlling the Group's financial reporting.

F.1.2 State whether the following elements exist, especially in respect of the financial reporting process:

- Departments and/or mechanisms responsible for: (i) designing and reviewing the organisational structure; (ii) clearly defining the lines of responsibility and authority, with an adequate distribution of tasks and duties; and (iii) ensuring that there are sufficient procedures for adequately informing the company.

As established in its Regulations, the board is responsible for defining the general strategy and guidelines for management of the company and encouraging and supervising the actions taken by the senior officers, establishing an organisational structure that will guarantee the utmost efficiency of the senior management and the management team in general.

According to the Regulations of the Board, the Nomination and Remuneration Committee is responsible for checking the criteria followed regarding the composition and structure of the board and for selecting candidates for the board. It also nominates the chairman, CEO or managing directors and secretary of the board and proposes the assignment of directors to the different board committees, the members of the Management Committee and any other advisory committees that the board may create.

In turn, under the policies approved by the Board, the Nomination and Remuneration Committee supervises the Senior Management of the group, both in appointments and removals and in assessing the senior executive remuneration and incentives policy.

Within each group company, the organisational structure of the units participating in the preparation of financial reporting depends on several factors, such as the volume of operations or type of business, but in all cases it corresponds to the need to cover the main duties of recording, preparing, checking and reporting the operations performed and the economic and financial position of the company. The executive directors and management of Ebro Foods participate actively in the management committees of the group's subsidiaries, thereby guaranteeing direct communication through the lines of responsibility and authority.

The senior management and the human resources departments of the Group and each of the subsidiaries are responsible for designing the organisational structure according to local needs, the most important subsidiaries having a formal definition through organisation charts, which include a description of the duties and responsibilities of the main areas participating in internal control of financial reporting.

The different job descriptions of positions and responsibilities are maintained by the human resources department of each subsidiary and the managements of all the subsidiaries, especially the financial managements, are informed of any new member of a subsidiary.

- Code of conduct, body responsible for its approval, degree of publicity and instruction, principles and values included (stating whether there is any specific mention of the recording of transactions and preparation of financial reporting), body responsible for analysing default and proposing corrective measures and penalties.

The Code of Conduct of the Ebro Group, an update of the earlier Codes of Ethics and Conduct of the Ebro Foods Group, was approved by the board on 25 November 2015 and all levels of the organisation were notified.

The Code of Conduct provides guidance on how to act in the Group's internal and external relationships, strengthening the values that distinguish us and establishing a basic reference to be followed by the Group.

The Code aims to:

• Be a formal, institutional reference for personal and professional conduct.
• Guarantee the responsible, ethical behaviour of all the Group's professionals in their work.
• Reduce the element of subjectivity in personal interpretations of moral and ethical principles.
• Create a standardisation tool to guarantee progressive implementation throughout the Group of the ten principles of the UN Global Compact.
• Grow responsibly and committed to all our stakeholders.

As established in the Code of Conduct, the Group assumes a principle of conduct based on transparent reporting, consisting of an undertaking to report reliable financial, accounting or other information to the markets. Accordingly, the company's internal and external financial reporting will give a true and fair view of its real economic, financial and equity situation according to generally accepted accounting principles.

Employees formally sign the Code of Conduct when they join the workforce of practically any Group company and it has been distributed among all Group employees during the year.

The Code of Conduct is also published in the Intranet, where it can be consulted by any employee, and on the Group's website.

The Audit and Compliance Committee is responsible for monitoring and controlling application of the Code. It has a Compliance Unit, with sufficient initiative, autonomy and resources, which is responsible, among other duties, for assisting the Audit and Compliance Committee in the supervision of compliance, publication and interpretation of the Code of Conduct.

The Audit and Compliance Committee has an e-mail address to which any Group employee may send queries and suggestions regarding the interpretation of the Code of Conduct.

The Audit and Compliance Committee reports regularly to the Group's Board of Directors on any queries raised in respect of the interpretation and application of the Code of Conduct, how they have been solved and, where appropriate, the interpretation criteria followed.

The Code of Conduct provides that any violation or breach of the Code that is classified as a labour offence shall be penalised according to the labour laws, without prejudice to any other liability that the infringer may incur and the remedial measures that may be established by the different Group companies in pursuance of prevailing laws. On a Group level, the Audit and Compliance Committee, assisted by the Compliance Unit, shall receive reports of any violation of the Code of Conduct and act accordingly.

- Whistleblowing channel, through which the audit committee can be informed of any financial or accounting irregularities, any breaches of the code of conduct and irregular activities within the organisation, indicating whether this channel is confidential.

As established in the Regulations of the Board, the Audit and Compliance Committee is formally responsible for implementing a confidential whistle-blowing channel accessible to all Group employees and defining a protocol for prioritising, processing, investigating and settling reports according to their importance and nature, especially any concerning possible financial or accounting misrepresentations.

For this purpose, the Ebro Group has established a whistle-blowing or reporting channel, through its Code of Conduct, through which any irregular conduct in financial, accounting or other areas and any breach of the code of conduct can be reported confidentially.

The Audit and Compliance Committee has a specific e-mail address through which any employees may report whatever conduct they may consider necessary and contact the Audit and Compliance Committee to inform on breaches of the code of conduct. Access to that e-mail account, technologically protected to prevent any unauthorised access, is limited exclusively to the Chairman of the Audit and Compliance Committee who, as an independent director, has no relationship with the management structure of the Group.

The Audit and Compliance Committee guarantees the confidentiality of the reports handled, according to a confidentiality commitment signed by all those involved in handling the reports and other precautions included in the "Report Handling Protocol". That protocol, approved by the Audit and Compliance Committee in 2012, establishes the procedure to be followed on receiving reports, regarding their processing, prioritising, solving and notification.

- Training programmes and regular updates for employees involved in the preparation and checking of financial information and evaluation by the FRICS, covering at least accounting and auditing standards, internal control and risk management.

The Ebro Group has a policy of making sure it has personnel with sufficient training and experience to perform the duties and responsibilities assigned to them. The Ebro employees involved in the preparation and checking of the financial information and FRICS evaluation participate in training and refresher courses regarding the laws and standards in place from time to time and good practices to guarantee the reliability of the financial information generated.

The Ebro Group also encourages and provides means and resources for its employees to keep their accounting knowledge up to date through the attendance of seminars, on-line information and other means and regular meetings are held with the external auditors to assess in advance the standards in place or those about to enter into force.

During the year the Ebro Group has focused its training for personnel involved in the preparation and checking of financial information and FRICS evaluation on the following aspects:

- Accounting updates
- Management and control of costs for business decision-making
- Training in the tax laws in different countries
- Financial reporting internal control system manual

In addition, the external auditors of the company and its group regularly attend the meetings of the Audit and Compliance Committee to give training on the principal novelties in accounting and auditing, especially those that have or may have a greater effect on the Group's accounts.

F.2 Measurement of risks in financial reporting

Report at least on:

F.2.1 What are the main features of the risk identification process, including risks of error or fraud, in respect of:

- Whether the process exists and is documented.

Within the risk control and management policy approved by the Board, the financial reporting internal control system is supervised by the Audit and Compliance Committee, assisted by the Risks Committee and the Group Finance Department.

The potential risk events that could affect the organisation are identified and assessed through the FRICS, pinpointing and assessing the risks corresponding to each line of business. Through this risk control and management system, the Ebro Group has drawn up a consolidated risk map by compiling and combining the risk maps of its major subsidiaries.

This process is coordinated by a group-level team, which manages and establishes the permitted tolerance to the risk and coordinates actions to align the measures addressing risks with the Group's global risk policy so that the exposure to risk assumed by the Ebro Group overall is known at all times.

Based on the results obtained, systems are devised for addressing risks and internal control, to keep the likelihood and impact of those risks on financial reporting within the tolerance levels, thereby providing reasonable certainty regarding achievement of the strategic business goals.

- Whether the process covers all the financial reporting objectives (existence and occurrence; integrity; measurement; presentation, breakdown and comparison; and rights and obligations); whether it is updated and how often.

The Ebro Group has established a continuous improvement process to minimise the risks related with financial reporting, improving the design and effectiveness of existing controls.

For this purpose, it has a process identifying the risks affecting the reliability of financial reporting, based on and beginning with a definition of the scope, according to quantitative criteria of materiality in respect of the consolidated amounts and other qualitative criteria (error, fraud, uncommon transactions, etc.). Companies in the major business units or divisions that meet any of the afore-mentioned criteria and the material accounting items of each one are defined according to those criteria. Once the material items have been defined on a company level, the processes and sub-processes they affect are established, according to a relationship matrix.

For each of the sub-processes included within the scope, the inherent risks are identified and the checks made by the responsible persons to mitigate those risks are defined, setting this information down in a Risks-Controls Matrix. Those risks take account of all the financial reporting objectives (existence and occurrence; integrity; measurement; presentation, breakdown and comparison; and rights and obligations).

The financial reporting risks are identified in the Ebro Group's Risks-Controls Matrix and updated to take account of any changes in the scope of consolidation of the Group or development of its business and their reflection in the financial statements, making a comparative analysis every year of the variations in material processes and sub-processes to establish any risks that have not been previously identified.

- The existence of a process for defining the scope of consolidation, taking into account, among other aspects, the possible existence of complex corporate structures, base companies or special purpose vehicles.

The Ebro Group has a documented process based on internal regulations that guarantees the correct identification of the scope of consolidation through an adequate separation of duties in the requesting, authorising, reporting and recording of any operation entailing the incorporation, merger, division, acquisition or sale of companies and any other corporate operation, directly involving the legal department and the board.

This process considers the possible existence of complex corporate structures, base companies or special purpose vehicles, among other means by establishing an adequate structure to separate the duties of requesting, authorising and reporting for any corporate operation within the Group. However, transactions or complex corporate structures that might entail off-balance sheet transactions which should be recorded within it are not identified at present.

- Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, reputational, environmental, etc.) insofar as they affect the financial statements.

The Risk Control and Management System of the Ebro Group is designed to identify potential risk events that might affect the organisation. At present there are four types of risks: Operating, Compliance, Strategic and Financial risks, and the conclusions are taken into account insofar as the risks may affect financial reporting. For this purpose, the Risks Committee acts as a unit of coordination and interrelation of the effect of the risks detected on the different areas (management, business, financial reporting, legal, reputational etc. risks).

- Which governing body of the company supervises the process.

While the Board has the power, which it may not delegate, to determine the policy for control and management of risks, including tax risks, and supervision of the FRICS, the Audit and Compliance Committee is responsible for supervising and promoting the procedures and systems used to prepare and control the company's financial reporting, and controlling the implementation of and compliance with the risk control and management systems, both in general and in respect of the financial reporting process.

F.3 Control activities

Inform whether the company has at least the following, describing their main features:

F.3.1 Procedures for checking and authorising financial information to be published on the stock markets and description of the FRICS, indicating who is responsible for these tasks and documentation describing the flows of activities and controls (including those checking for the risk of fraud) in the different types of transactions that may have a material effect on the financial statements, including the procedure for closing of accounts and the specific review of judgements, estimates, valuations and significant projections.

The priorities established within the Ebro Group include the quality and reliability of the financial information, both internal information for decision-making and external information published on the markets. The information to be provided by the different units is requested by the Group financial department, paying special attention to the processes of closing the accounts, consolidation, measurement of intangibles and areas subject to judgement and estimates.

The Ebro Group has procedures for checking and authorising the financial information and description of the FRICS, responsibility for which corresponds to the Financial Department, the Risks Committee, the Audit and Compliance Committee and the Board.

The Audit and Compliance Committee checks and analyses the financial statements and any other important financial information, as well as the principal judgements, estimates and projections included and discusses them with the corporate financial department and the internal and external auditors to confirm that the information is complete and the principles applied are consistent with those of the previous full-year accounts.

The procedure for checking and authorising the financial information corresponds to the Group financial department, based on the information checked and validated by the different units. The Audit and Compliance Committee supervises this information to be published on the market and it is approved by the Board.

The Group has implemented an improvement process to increase the documentation and make the generation of financial information and its subsequent supervision more effective and efficient.

The significant processes involved in the generation of the Group financial reporting are documented based on the COSO internal control model. The main processes documented are:

- Closing of Financial Statements and Reporting
- Consolidation
- Sales and Receivables
- Purchases and Payables
- Fixed Assets
- Inventories
- Payroll

The documentation outline is extended progressively, according to the materiality and the general criteria established in the Group's financial reporting internal control system.

The persons responsible for each of the documented processes in each subsidiary have been identified. They are responsible for keeping those processes up to date on an annual basis, reporting any modifications or adaptations to the Risks Committee through the Group's financial department.

Process documentation includes details of the flows and transactions and the financial reporting objectives and controls established to ensure they are met. It also contemplates the risks of error and/or fraud that might affect the financial reporting objectives. The documentation of flows of activities and controls that may have a material effect on the financial statements, including the accounts closing procedure, includes the preparation of narratives on the processes, flow charts and risk and control matrices. The controls identified are both preventive and detective, manual or automatic, describing also their frequency and associated information systems.

F.3.2 Internal control procedures and policies for the IT systems (including access security, track changes, operation, operating continuity and separation of duties) used for the significant processes of the company in the preparation and publication of financial information.

The Group has rules of action for managing financial information security. Those rules are applicable to the systems used to generate financial information and the IT Department is responsible for defining and proposing the security policies.

Within its policies and infrastructure management the Ebro Group has procedures to secure each of the following points:

i) Both physical and logical access are controlled to ensure that only authorised internal and external personnel can access the Ebro centres and systems. Ebro has several Data Centres, the main one in Spain where the company's critical systems are housed. The major subsidiaries also have local data centres. They all have their own infrastructure to guarantee adequate control of access to the installations. In small subsidiaries, the general rule is to have external service providers to provide that security. When external service providers are used, the Ebro Group makes internal audits of the information systems and their architecture, including the security aspect.

Logical access control is secured with efficient management of access to our systems, whether internal or external, and through a user management coordinated with the human resources department and the company's group of managers. Ebro has user access control systems and workflow tools to guarantee inter-departmental integration and efficient updating of user status, regularly identifying those who no longer access the systems. Ebro Foods will shortly begin a global Duties Separation project, within its corporate risk control policy.

External access is guaranteed through specific users and controlled management. The necessary elements have also been provided on a network level to ensure that only authorised users and processes have access from outside.

ii) The larger subsidiaries mainly use the ERP system called SAP. In all those cases, Ebro has procedures underpinned by systems in which production changes are systematically filtered and assessed, their life cycle managed, and disseminated after acceptance by specific users and impact analysis in the systems currently used in production.

iii) The separation of duties is underpinned by the use of roles by groups of users, which allow access only to the information and transactions previously approved by the organisation. The modification or creation of new roles is backed by the same procedure that guarantees management of the user life cycle and is applicable to the major companies of the Ebro Group. Special attention is paid to separation in IT support processes to make sure that the tasks of development, sending to production and administration of the system are duly separated.

iv) Ebro has internal tools which, combined with the user support departments and systems (Help Desks), guarantee the management and traceability of incidents in the IT systems. Programme changes are managed within that system, which is based on ITIL best practices and management.

The critical information systems are always housed in our data centres and there are individuals assigned to each one who are responsible for proactive monitoring of the automatic processes and proactive assessment of the yield and functioning of the systems.

Ebro has global contracts with security control tool providers, which guarantee the installation of such tools in all the computer and data processing equipment used in the company.

v) Ebro has tools to guarantee the continuity of business support by its IT systems in the event of a fatal error or system crash. There are backup systems and policies in its data centres that guarantee access to information and systems in case of a crash. The use of tape or disk backups and replicating the information in several computers with subsequent triangular distribution are habitual procedures for making incremental or complete backup copies. The current systems allow recovery of the information up to the specific time of the fatal error or system crash.

F.3.3 Internal control procedures and policies to oversee the management of outsourced activities and any aspects of valuation, calculation or measurement commissioned to independent experts, which may have a material impact on the financial statements

In general, the Ebro Group manages all activities that may have a material impact on the reliability of the financial statements directly using internal resources to avoid outsourcing. There are very few outsourced activities and the procedures and controls of those activities are regulated in the contracts signed with the service providers in question.

The valuation, calculation or measurement activities commissioned by the Ebro Group to independent experts are mainly concerned with the appraisal of properties, actuarial studies of commitments to employees and impairment testing of intangibles.

Only service providers of internationally recognised standing are used for these valuation reports, making sure that they are not affected by any circumstance or event that could compromise their independence.

The reports obtained from these firms are submitted to internal review to check that the most significant assumptions and hypotheses used are correct and that they comply with the International Valuation Standards (IVS) and International Financial Reporting Standards (IFRS). Furthermore, the valuation processes and the hypotheses and assumptions used by independent experts are reported to and considered by the external auditors of the company and its group.

F.4 Information and communication

Inform whether the company has at least the following, describing their main features:

F.4.1 A specific department responsible for defining the accounting policies and keeping them up to date (accounting policy department or division) and solving queries or conflicts deriving from their interpretation, maintaining fluent communication with those responsible for operations in the organisation, as well as an updated accounting policy manual distributed among the units through which the company operates.

The Ebro Group has adequate procedures and mechanisms to put the applicable criteria across to the employees involved in the preparation of financial information and the IT systems used in that preparation. This is done through the Management Control Unit and the Corporate Financial Department, whose powers include the following, among others:

- Define, administer, update and report on the Group's accounting policies, in compliance with the applicable accounting standards and rules of consolidation for the preparation and presentation of financial information to be disclosed.

- Prepare, update and report on the Accounting Policy Manual to be applied by all financial units in the Group. This manual is updated annually.

- Settle any queries or conflicts regarding the interpretation and application of the accounting policies, maintaining fluent communication with those responsible for these operations in the organisation.

- Define and create templates, formats and criteria to be used for preparing and reporting the financial information. All financial information distributed on the markets is prepared by consolidating the reports of the different business units, prepared using mechanisms for data input, preparation and presentation that are homogenous for the entire Group. These mechanisms are designed to enable compliance with the standards applicable to the principal financial statements, including accounting criteria, valuation rules and presentation formats and embrace not only the balance sheet, profit and loss account, statement of changes in equity and statement of cash flows, but also the obtaining of other information that is necessary to prepare the notes to the financial statements.

F.4.2 Mechanisms for collecting and preparing financial information with homogenous formats, applied and used by all business units in the company or group, valid for the main financial statements and notes, and the information given on the FRICS

The Group's financial information is prepared using a process of aggregating separate financial statements at source for subsequent consolidation according to the applicable accounting and consolidation standards, to obtain the consolidated financial information to be presented monthly to the Board and published on the markets.

The process of aggregation and consolidation of the Group's financial statements is based on homogenous, common format templates that include different tables and reports to be completed. They also have automatic internal controls to check the integrity and reasonability of the data input.

These templates are validated each month by a financial manager in each subsidiary before sending them for checking and consolidation. To complete the automatic checks, those data and the estimation, valuation and calculation principles used to obtain them, as well as the accounts closing procedure, are checked by the financial manager at each level of aggregation and consolidation until the Ebro Group consolidated financial information is obtained, prepared and checked by the corporate financial department.

The Ebro Group has established a reporting system for the Financial Reporting Internal Control System, which is available in the Group for all the subsidiaries included within the scope of the FRICS. Through that reporting, the management of the parent coordinates maintenance of the system in the rest of the subsidiaries annually through the assignment of persons responsible for their maintenance and updating in the event of any significant change to be taken into consideration in the documentation. Finally, if any weaknesses are detected in the financial reporting internal control system, the subsidiaries are notified of the necessary action plans and they are monitored by management of the parent.

F.5 Supervision of the functioning of the system

Inform on at least the following, describing their main features:

F.5.1 The FRICS supervisory activities performed by the Audit Committee and whether the company has an internal audit department responsible, among its duties, for assisting the committee in its supervision of the internal control system, including the financial reporting internal control system (FRICS). Inform also on the scope of the FRICS appraisal made during the year and the procedure through which the department or body responsible for the appraisal informs on the outcome, whether the company has an action plan defining any possible corrective measures and whether their impact on the financial information has been considered.

The board is ultimately responsible for the existence, maintenance and supervision of an adequate, effective financial reporting internal control system. Among the duties defined in the Regulations of the Board, the Audit and Compliance Committee assists and supports the board in its supervision of the accounting and financial information, the internal and external audit services and corporate governance.

The Audit and Compliance Committee must see that the internal audit procedures, the internal control systems in general, including the risk management control system and in particular the financial reporting internal control system, are adequate; ensure that the external auditor and manager of the internal audit department are selected on the basis of objective, professional qualifications, guaranteeing their independence in the performance of their duties; report to the board on any related party transactions submitted for its consideration; control any possible conflicts of interest; and, in general, make sure that all the company's information and reporting, particular financial, complies with the principle of truth and maximum transparency for shareholders and markets.

The internal audit department has submitted its annual working plan to the Audit and Compliance Committee and reported directly to said committee on any incidents detected in the performance of that work, proposing the corresponding action plan defining any necessary corrective measures; and at the end of each year, it has submitted an activity report.

The results of checks made by the internal audit department and any incidents detected have been reported to the Audit and Compliance Committee. Moreover, the action plan devised for remedying those incidents has been sent to both the person responsible for remedying them and the Audit and Compliance Committee.

7.5.2 Inform on whether the company has a discussion procedure whereby the auditor (according to the provisions of the auditing standards), the internal audit department and other experts can inform the senior management and audit committee or company directors of any significant weaknesses detected in internal control during the auditing or checking of the annual accounts or any other processes commissioned to them. Indicate also whether the company has an action plan to remedy or mitigate the weaknesses observed.

The Audit and Compliance Committee has a stable, professional relationship with the external auditors and the main companies in its group, strictly respecting their independence. That relationship favours communication and discussion of any internal control weaknesses pinpointed during the auditing of annual accounts or any other audit work commissioned to them.

In this regard, the Audit and Compliance Committee receives information from the external auditor at least every six months on the audit plan and outcome of its performance, and checks that the senior management heeds the auditor's recommendations.

In addition, as established in the Regulations of the Board, it is responsible for overseeing the Internal Audit Services, being informed on the financial reporting process and internal control systems.

During 2015, the External Auditor attended 5 meetings of the Audit and Compliance Committee and the Internal Auditor has attended 9 meetings.

F.6 Other significant information

N/A

F.7 External auditor's report

Inform on:

7.7.1 Whether the FRICS information sent to the markets was checked by the external auditor, in which case the company should include the corresponding report in an annex. If not, why not.

The report by the external auditor is appended.

G EXTENT OF COMPLIANCE WITH THE CORPORATE GOVERNANCE RECOMMENDATIONS

Indicate the degree of compliance by the company with the recommendations of the Unified Good Governance Code.

If any recommendation is not followed or is only partly followed, include a detailed explanation of the reasons so that shareholders, investors and the market in general have sufficient information to assess the company's actions. General explanations are not acceptable.

1. The Articles of Association of listed companies should not limit the maximum number of votes that may be cast by an individual shareholder or impose other restrictions hampering takeover of the company via the market acquisition of its shares.

Complies [X] Explanation [ ]

2. When both the parent company and a subsidiary are listed, they should both publish a document specifying exactly:

   a) The types of activity they are respectively engaged in and any business dealings between them, and between the listed subsidiary and other group companies;

   b) The mechanisms in place to solve any conflicts of interest.

Complies [ ] Partial compliance [ ] Explanation [ ] Not applicable [X]

3. During the annual general meeting, to supplement the written distribution of the annual corporate governance report, the chairman of the board should inform the shareholders orally, in sufficient detail, of the most important aspects of the company's corporate governance, especially:

   a) Any changes made since the previous annual general meeting.

   b) The specific reasons why the company does not follow any of the recommendations of the Code of Corporate Governance and the alternative rules applied, if any.

Complies [X] Partial compliance [ ] Explanation [ ]

4. The company should define and promote a policy of communication and contacts with shareholder, institutional investors and proxy advisors that fully respects the laws against market abuse and gives similar treatment to shareholders who are in the same position.

   And the company should publish that policy on its website, including information on how it has been implemented, naming those responsible for such implementation.

Complies [X] Partial compliance [ ] Explanation [ ]

5. The board should not table a motion at the general meeting for delegating powers to issue shares or convertible securities excluding the preferential subscription right in a sum of more than 20% of the capital at the time of the delegation.

And when the board approves an issue of shares or convertible securities excluding the preferential subscription right, the company should immediately publish on its website the reports on that exclusion required by commercial law.

Complies ☐ Partial compliance ☐ Explanation ☒

The Board tabled a motion at the annual general meeting held on 3 June 2015 to authorise the Board to increase the capital pursuant to section 297.1(b) of the Corporate Enterprises Act and exclude the preferential subscription right on the terms of section 506 of the same Act.

In the report justifying the proposal, it was explained that even though the proposal submitted at the AGM regarding suppression of the preferential subscription right was not limited by any amount (beyond the applicable limits stipulated in law), the Board intended to limit the use of this power to no more than 20% of the company's capital at the date on which the General Meeting approved the authorisation, unless there were especially important circumstances which, in the Board's opinion, made it necessary to extend the exclusion beyond that limit in the company's interests. Were this to occur, it would be specifically explained in the report(s) to be issued by the Board on exercising the delegated power.

6. Listed companies that prepare the following reports, whether mandatory or voluntary, should publish them on their websites sufficiently in advance of the annual general meeting even though that publication is not compulsory:

   a) Report on the independence of the auditor.

   b) Reports on the functioning of the audit committee and the nomination and remuneration committee.

   c) Report by the audit committee on related party transactions.

   d) Report on the corporate social responsibility policy.

Complies ☐ Partial compliance ☒ Explanation ☐

All the sections of this Recommendation are met, except c).

Although the Audit and Compliance Committee checks that all the related party transactions with controlling shareholders and directors have been made at market prices and on arm's length terms and issues a favourable report to the Board, the company does not consider it convenient to publish the contents of that report because it contains sensitive commercial information that is confidential for the Group in respect of its rivals.

7. The company should broadcast general meetings live, through its website.

Complies ☐ Explanation ☒

General meetings of shareholders of Ebro Foods S.A. are not broadcast live through the corporate website owing to the size and capitalisation of the company.

Furthermore, considering the little use made of the technical means intended to increase shareholders' participation at general meetings (such as the shareholders' forum or electronic voting and proxies) and the ample quorum at general meetings (74.37% at the last AGM held on 3 June 2015), the company considers it unnecessary at present to invest economic resources in the live broadcasting of general meetings.

All information on what happens at the general meeting is subsequently published on the corporate website, where it is fully available, downloadable and easy to access, with no limitations or restrictions of any nature.

8. The audit committee should make sure that the board endeavours to avoid a qualified auditor's report on the accounts laid before the general meeting, and in exceptional circumstances when such qualifications exist, both the chairman of the audit committee and the auditors shall clearly explain to the shareholders their content and scope.

Complies ☒ Partial compliance ☐ Explanation ☐

9. The company should publish permanently on its website the requirements and procedures it will accept as proof of ownership of shares, right to attend the general meeting and exercise or delegation of shareholders' voting right.

   And those requirements and procedures should favour the attendance and exercise by shareholders of their rights, not being in any way discriminatory.

Complies ☒ Partial compliance ☐ Explanation ☐

10. If a legitimate shareholder has exercised their right, prior to the general meeting, to supplement the agenda or submit new proposed resolutions, the company should:

a) Immediately distribute those supplementary items and new proposed resolutions.

b) Publish the model attendance card or proxy form or postal/electronic voting form with the necessary modifications to enable voting on the new items on the agenda and alternative proposed resolutions on the same terms as those proposed by the board of directors.

c) Put all these items or alternative proposals to the vote and apply the same voting rules as those applicable to the proposals by the board, including in particular the presumptions or deductions regarding votes.

d) After the general meeting, report the details of the voting on those supplementary items or alternative proposals.

Complies		Partial compliance		Explanation		Not applicable	X

11. If the company plans to pay attendance fees for general meetings, it should establish in advance a general policy on those fees and that policy should be stable.

Complies	X	Partial compliance		Explanation		Not applicable	

12. The board should perform its duties with unity of purpose and independence of judgement, give the same treatment to all shareholders in the same position and be guided by the company's interests, namely the achievement of a profitable business sustainable in the long term, promote its continuity and maximise the economic value of the company.

And in its search for the company's interests, apart from respecting the laws and regulations and acting in good faith, ethically and with respect for generally accepted use and good practice, endeavour to reconcile the corporate interests with the legitimate interests of its employees, suppliers, customers and other stakeholders that may be affected, as the case may be, and the impact of the company's activities on the surrounding community and environment.

Complies	X	Partial compliance		Explanation	

13. The Board should have the necessary size to operate effectively, with participation. The recommended size is, therefore, between five and fifteen members.

Complies	X	Explanation	

14. The board should approve a policy for selecting directors which:

a) Is specific and verifiable.

b) Ensures that nominations or proposals for re-election are based on a prior analysis of the board's needs.

c) Favours the diversity of expertise, experience and gender.

The results of the prior analysis of the board's needs should be set out in the report by the nomination committee published when calling the general meeting at which the ratification, appointment or re-election of each director is proposed.

And the policy for selecting directors should promote the target that the number of female directors on the board should be equivalent to at least 30% of the total members of the board by 2020.

The nomination committee shall check compliance with the policy for selecting directors annually and inform on that check in the annual corporate governance report.

Complies	X	Partial compliance		Explanation	

15. The proprietary and independent directors represent an ample majority of the board and the number of executive directors is the minimum necessary, taking account of the complexity of the corporate group and the percentage stake held by the executive directors in the company's capital.

Complies	X	Partial compliance		Explanation	

16. The ratio of proprietary directors to total non-executive directors should not be greater than the ratio of capital represented by those directors to the rest of the capital.

    This may be eased:

    a) In companies with a high capitalisation, in which shareholdings legally considered significant are scarce.

    b) In companies with a plurality of unrelated shareholders represented on the board.

Complies [X] Explanation [ ]

17. The number of independent directors should represent at least one-half of the total directors.

    This notwithstanding, if the company does not have a large capitalisation or if it has a high level of capitalisation but has one shareholder, or several acting in concert, that controls more than 30% of the capital, the number of independent directors should represent at least one-third of the total directors.

Complies [ ] Explanation [X]

Of the twelve board members at present, three are independent and one is an “other non-executive” director.

Although the director classified as “other non-executive” performs his duties on the board and audit and compliance committee just like any other independent director, he cannot be classified as such because he has been a director of Ebro Foods, S.A. for a continuous period of over 12 years.

Therefore, despite the formal classification of the directors, in actual fact of a total of twelve directors, four (1/3) act as true independent directors.

This notwithstanding, the company will take this situation into account when filling the vacancy produced on the board when an independent director stepped down in 2014.

18. Companies should publish on their websites and keep up to date the following information on their directors:

    a) Professional and biographic profile.

    b) Other directorships held, in listed or unlisted companies, and other remunerated activities performed, of whatsoever nature.

    c) Indication of the category of director, indicating for proprietary directors the shareholder they represent or with which they are related.

    d) Date of first appointment as director of the company and subsequent re-elections.

    e) Shares and stock options held in the company.

Complies [ ] Partial compliance [X] Explanation [ ]

All the requirements of this Recommendation are met except b).

Although there is no specific section on the corporate website containing the information contemplated in paragraph b), the information on the directors of Ebro Foods, S.A., including directorships held in listed companies and positions and activities performed, remunerated or otherwise, in companies engaged in similar or identical activities as Ebro Foods, is set out in the annual accounts and corporate governance report each year published in the corresponding sections of the website.

19. Once checked by the nomination committee, the annual corporate governance report should include an explanation of the reasons why proprietary directors have been appointed at the request of shareholders with an interest of less than 3% in the capital, as well as the reasons, if appropriate, for not meeting formal requests for presence on the board from shareholders with an interest equal or greater than others at whose request proprietary directors have been appointed.

Complies [ ] Partial compliance [ ] Explanation [ ] Not applicable [X]

20. Proprietary directors should resign when the shareholder they represent disposes of its entire shareholding in the company. They should also resign in the corresponding number when the shareholder disposes of part of its shares to an extent requiring a reduction in the number of proprietary directors.

Complies	X	Partial compliance		Explanation		Not applicable	

21. The Board should not propose the removal of any independent director before the end of the period for which they were appointed, unless there are just grounds for doing so, as appreciated by the Board subject to a report by the Nomination Committee. In particular, just grounds are deemed to exist when the director takes up new positions or contracts new obligations preventing them from dedicating the necessary time to performance of their duties on the board, or if they breach their duties or fall into any of the circumstances by virtue of which they would no longer be considered independent, according to the applicable legal provisions.

    The removal of independent directors may also be proposed following takeover bids, mergers or other similar corporate operations entailing a change in the ownership structure of the company, when changes in the structure of the board are required by the principle of proportionality contemplated in Recommendation 16.

Complies	X	Explanation	

22. Companies should establish rules obliging directors to report and, if necessary, resign in any cases that may jeopardise the company's credit and reputation. In particular, directors should be obliged to inform the Board of any criminal proceedings brought against them and the subsequent development of the proceedings.

    If a director is prosecuted or tried for any of the offences contemplated in company law, the Board should study the case as soon as possible and, in view of the specific circumstances, decide whether or not the director should remain in office. A reasoned account should be included in the Annual Corporate Governance Report.

Complies	X	Partial compliance		Explanation	

23. All the directors should clearly express their opposition whenever they consider that any proposed decision submitted to the Board may go against corporate interests. The independent and other directors not affected by the potential conflict of interest should also do so when the decisions may be detrimental to shareholders not represented on the Board.

    And when the Board adopts significant or reiterated decisions about which a director has expressed serious reservations, the latter should reach the appropriate conclusions and, if they opt to resign, explain the reasons in the letter contemplated in the following recommendation.

    This recommendation also affects the Secretary of the Board, even if he or she is not a director.

Complies	X	Partial compliance		Explanation		Not applicable	

24. If a director resigns or retires from office on whatsoever grounds before the end of his or her term of office, they should explain the reasons in a letter sent to all the Board members. Regardless of whether the retirement is announced as a regulatory disclosure, the reason shall be indicated in the Annual Corporate Governance Report.

Complies	X	Partial compliance		Explanation		Not applicable	

25. The nomination committee should make sure that non-executive directors have sufficiently availability to perform their duties correctly.

    And the regulations of the board should stipulate the maximum number of directorships that may be held by its directors.

Complies		Partial compliance	X	Explanation	

Although the Regulations of the Board do not stipulate a maximum number of directorships that may be held by the directors of Ebro Foods, S.A., it does impose on the directors the obligation to dedicate to the company such attention and time as may be necessary to guarantee the effective and adequate fulfilment of each and all of the duties corresponding to their position. Consequently, the maximum number of other directorships they may hold will be such as to ensure that they are able at all times to meet each and all of their obligations to the company (Article 32 of the Regulations of the Board, "General duties of directors").

26. The Board should meet as often as may be necessary to secure efficient performance of its duties, following the calendar and business established at the beginning of the year, although any director may individually propose other items not initially contemplated to be included on the agenda.

Complies [X] Partial compliance [ ] Explanation [ ]

27. Non-attendance of Board meetings should be limited to inevitable cases and stated in the Annual Corporate Governance Report. If a director is forced to miss a Board meeting, a proxy should be granted with the appropriate instructions.

Complies [X] Partial compliance [ ] Explanation [ ]

28. When the Directors or the Secretary express concern over a proposal, or, in the case of Directors, the company's performance, and those concerns are not settled by the board, they should be put on record, at the request of those expressing them.

Complies [X] Partial compliance [ ] Explanation [ ] Not applicable [ ]

29. The company should establish adequate channels for directors to obtain any counselling they may need to perform their duties, including, should circumstances so require, external counselling at the company's expense.

Complies [X] Partial compliance [ ] Explanation [ ]

30. Regardless of the expertise required of directors to perform their duties, companies should also offer their directors refresher courses in the appropriate circumstances.

Complies [X] Explanation [ ] Not applicable [ ]

31. The agenda for meetings should clearly indicate the items on which the board is called upon to adopt a decision or resolution, so that the directors can study or obtain in advance the information they may need.

In exceptional cases, for reasons of urgency, the chairman may submit decisions or resolutions not included on the agenda for approval by the board, the prior, express consent of most of the directors present will be necessary, putting this on record in the minutes.

Complies [X] Partial compliance [ ] Explanation [ ]

32. Directors shall be regularly informed on any changes in the ownership of the company and the opinion held by the controlling shareholders, investors and ratings agencies of the company and its group.

Complies [X] Partial compliance [ ] Explanation [ ]

33. Being responsible for the efficient functioning of the board of directors, apart from performing the duties assigned by law and in the articles of association, the chairman should prepare and submit to the board a schedule of dates and business to be transacted; organise and coordinate the periodical assessment of the board and chief executive, if any, of the company; be responsible for managing the board and for its efficient operation; make sure sufficient time is allotted to the discussion of strategic issues; and resolve and review the refresher programmes for each director whenever circumstances so require.

Complies [X] Partial compliance [ ] Explanation [ ]

34. When there is a lead independent director, the articles of association or regulations of the board should assign the following powers, apart from those corresponding to them by law: preside over board meetings in the absence of the chairman and vice-chairmen, if any; echo the concerns of non-executive directors; hold contacts with investors and shareholders to find out their points of view and form an opinion on their concerns, particularly regarding the corporate governance of the company; and coordinate the plan for succession of the chairman.

Complies [ ] Partial compliance [ ] Explanation [X] Not applicable [ ]

Although the articles of association and regulations of the board do not expressly assign to the lead independent director the powers contemplated in this Recommendation, said director is entirely free to exercise them.

The articles of association and regulations of the board do not establish any limit on the exercise of those powers by the lead independent director or any other director.

35. The secretary of the board should especially ensure that the actions and decisions of the board follow the recommendations on good governance contained in the Code of Good Governance that are applicable to the company.

Complies [X] Explanation [ ]

36. The full Board should assess once a year and, where necessary, adopt an action plan to correct any deficiencies detected in respect of:

a) The quality and effectiveness of the Board's actions.
b) The functioning and composition of its committees.
c) Diversity in the composition and powers of the Board.
d) The performance by the Chairman of the Board and Chief Executive Officer of their respective duties;
e) The performance and contribution of each director, paying special attention to the heads of the different board committees.

The different committees should be assessed based on the reports they submit to the Board and the Board will be assessed on the basis of the report it submits to the Nomination Committee.

Every three years, the Board will be assisted in this assessment by an external consultant, whose independence shall be checked by the Nomination Committee.

The business relations that the consultant or any company in its group has with the company or any company in its group should be described in the Annual Corporate Governance Report.

The process and areas assessed should also be described in the Annual Corporate Governance Report.

Complies [ ] Partial compliance [X] Explanation [ ]

The company complies with this Recommendation, although in the annual assessment of the board, its committees and its executive chairman, the company has so far not sought assistance from external consultants.

For future years, the Nomination and Remuneration Committee will assess and submit to the board its opinion on the convenience of engaging external consultants.

37. When there is an Executive Committee, the balance between the different types of director should roughly mirror that of the Board and its secretary should be the Secretary of the Board.

Complies [X] Partial compliance [ ] Explanation [ ] Not applicable [ ]

38. The Board should be informed at all times of the business transacted and decisions made by the Executive Committee and all Board members should receive a copy of the minutes of Executive Committee meetings.

Complies [X] Explanation [ ] Not applicable [ ]

39. The members of the Audit Committee, especially its chairman, should be appointed on account of their expertise and experience in accounting, auditing or risk management, and most of those members should be independent directors.

Complies [ ] Partial compliance [X] Explanation [ ]

All the members of the Audit Committee, especially the Chairman, have been appointed on account of their professional experience and expertise in accounting, auditing or risk management, so the company complies with the Regulation in that part.

As regards the Recommendation that most of the members of the Audit and Compliance Committee should be Independent Directors, we should point out that this Committee is made up of two independent directors, one proprietary director and one who is classified as "other non-executive". Although the director classified as "other non-executive" performs his duties just like any other independent director, he cannot be classified as such because he has been a director of Ebro Foods, S.A. for a continuous period of over 12 years. See the explanation given in Recommendation 17 above.

Therefore, despite the formal classification of the directors, in actual fact of the four directors on the Audit and Compliance Committee, three of them (i.e. the majority of the members of this committee) act as true independent directors.

40. Under the supervision of the Audit Committee, there should be an internal audit unit to see that the internal control and reporting systems work properly. This unit should report to the non-executive chairman of the Board or the chairman of the Audit Committee.

Complies	X	Partial compliance		Explanation	

41. The head of the internal audit unit should submit its annual work programme to the Audit Committee, report directly any incidents that may arise during its fulfilment and submit an activity report at the end of each year

Complies	X	Partial compliance		Explanation		Not applicable	

42. In addition to those contemplated in law, the Audit Committee should have the following duties:

1. In connection with the internal control and reporting systems:

    a) Supervise the preparation and integrity of the company's, and where appropriate the group's, financial reporting, checking compliance with the legal requirements, adequate definition of the scope of consolidation and correct application of accounting principles.

    b) Oversee the independence and efficacy of the internal audit department; propose the nomination, appointment, re-appointment and removal of the chief audit officer; propose the budget for this department; approve its approach and working plans, making sure its activity focuses mainly on the material risks of the company; receive regular information on its activities; and check that the top management heeds the conclusions and recommendations set out in its reports.

    c) Establish and supervise a "whistle-blowing" procedure so employees can confidentially and, where appropriate, even anonymously report any potentially important irregularities they observe within the company, particularly in financial and accounting aspects.

2. In connection with the external auditors:

    a) Investigate the circumstances giving rise to resignation of any external auditor.

    b) Ensure that the remuneration of the external auditors for their work does not jeopardise their quality or independence.

    c) See that the company reports the change of auditor to the CNMV in a regulatory disclosure, attaching a declaration on the possible existence of disagreements with the outgoing auditor and the contents of those disagreements, if any.

    d) Make sure that the external auditors hold an annual meeting with the full board to inform on the work done and the evolution of the company's risks and accounting situation.

    e) Ensure that the company and external auditors respect the provisions in place on the provision of services other than auditing, limits on the concentration of the auditor's business and, in general, any other provisions regarding the independence of auditors.

Complies	X	Partial compliance		Explanation	

43. The Audit Committee may call any employee or executive of the company into its meetings, even ordering their appearance without the presence of any other senior officer.

Complies	X	Partial compliance		Explanation	

44. The Audit Committee should be informed on any corporate and structural operations that the company plans to make, so that it can analyse them and submit a preliminary report to the board on the economic terms and impact on accounts, and particularly on the exchange ratio proposed, if any.

Complies		Partial compliance		Explanation		Not applicable	X

45. The risk control and management policy should identify at least:

a) The different types of risk, financial and non-financial (including operational, technological, legal, social, environmental, political and reputational) to which the company is exposed, including contingent liabilities and other off-balance-sheet risks among the financial or economic risks.

b) The risk level that the company considers acceptable.

c) The measures contemplated to mitigate the impact of the risks identified, should they materialise.

d) The internal control and reporting systems to be used to control and manage those risks, including contingent liabilities and other off-balance-sheet risks.

Complies	X	Partial compliance		Explanation	

46. Under the direct supervision of the audit committee or, as the case may be, an ad hoc committee of the board, there should be an internal risk control and management role exercised by an internal unit or department of the company expressly having the following duties:

a) See that the risk control and management systems work properly and, in particular, that all the major risks affecting the company are adequately identified, managed and quantified.

b) Participate actively in the preparation of the risk strategy and in the major decisions on their management.

c) See that the risk control and management systems adequately mitigate the risks within the policy defined by the board.

Complies	X	Partial compliance		Explanation	

47. Companies should ensure that the members of the Nomination and Remuneration Committee -or the Nomination Committee and the Remuneration Committee, if they are separate- have adequate experience, skills and expertise for the duties they are to perform and that most of those members are independent directors.

Complies		Partial compliance	X	Explanation	

All the members of the Nomination and Remuneration Committee have adequate experience, skills and expertise for their duties.

The Nomination and Remuneration Committee of the company consists of four members, two of whom are independent directors and the other two proprietary directors. The company will bear this situation in mind when it fills the vacancy produced by the resignation tendered by an independent director on 1 December 2014.

48. Companies with a high level of capitalisation should have a separate nomination committee and remuneration committee.

Complies		Explanation		Not applicable	X

49. The nomination committee should consult the chairman of the board and the chief executive of the company, especially on matters referring to the executive directors.

And any director should be able to request the nomination committee to consider potential candidates to fill vacancies on the board, in case they were suitable in the committee's opinion.

Complies	X	Partial compliance		Explanation	

50. The remuneration committee should perform its duties independently, having the following duties in addition to those assigned to it by law:

a) Propose to the board the basic terms of contract of the senior executives.

b) See that the remuneration policy established by the company is observed.

c) Periodically review the remuneration policy applied to directors and senior executives, including the systems of payment with shares and their application, and ensure that their individual remuneration is in proportion to that paid to other directors and senior executives of the company.

d) Ensure that any conflicts of interest that may arise do not jeopardise the independence of the external counselling provided to the committee.

e) Check the information on the remuneration of directors and senior executives in the different corporate documents, including the annual report on directors' remuneration.

Complies [X] Partial compliance [ ] Explanation [ ]

51. The remuneration committee should consult the chairman of the board and the chief executive of the company, especially on matters referring to the executive directors and senior executives.

Complies [X] Partial compliance [ ] Explanation [ ]

52. The rules of composition and procedure of the supervision and control committees should be included in the regulations of the board and be coherent with those applicable to the committees required by law according to the foregoing recommendations, including the following:

a) The members should be exclusively non-executive directors, most of them independent directors.

b) They should be chaired by independent directors.

c) The board should appoint the members of these committees on account of the expertise, skills and experience of the directors and the duties of each committee; and the committees should discuss its proposals and reports; and report on its activities at the first board meeting following their meetings, answering for the work done.

d) The committees should be able to obtain external counselling whenever they may consider it necessary to perform their duties.

e) Minutes should be issued of their meetings and made available to all directors.

Complies [ ] Partial compliance [X] Explanation [ ] Not applicable [ ]

The company complies with all of this Recommendation except the first paragraph, according to which most of the members of the Audit and Compliance Committee and the Nomination and Remuneration Committee should be independent directors.

Regarding the Audit and Compliance Committee, we refer to the explanation given in Recommendation 39 above.

Regarding the composition of the Nomination and Remuneration Committee, this committee has four members, two of whom are independent directors, one of them chairing the committee, and the other two are proprietary directors. Therefore, in this committee the independent directors represent 50% of the total, although in the event of a tie, the weight of the independent directors is increased by the casting vote of the chairman, who is an independent director.

53. The supervision of compliance with the rules of corporate governance, internal codes of conduct and corporate social responsibility policy should be assigned to one or distributed among several committees of the board, which may be the audit committee, the nomination committee, the corporate social responsibility committee, if any, or an ad hoc committee that the board, exercising its powers of self-organisation, may decide to set up. These committees should specifically have the following minimum duties:

a) Oversight of compliance with the internal codes of conduct and the company's corporate governance rules.

b) Supervision of the strategy of communication and relations with investors and shareholders, including small and medium-sized shareholders.

c) Periodical assessment of the adequacy of the company's corporate governance system to ensure that it fulfils its mission of promoting corporate interests and takes account of the legitimate interests of the other stakeholders, where appropriate.

d) Review of the company's corporate responsibility policy, making sure that it is geared towards creating value.

e) Monitoring of the corporate social responsibility strategy and practices and assessment of the degree of compliance.

f) Supervision and assessment of the processes of relations with different stakeholders.

g) Assessment of everything related with non-financial risks in the company, including operational, technological, legal, social, environmental, political and reputational risks.

h) Coordination of the reporting process for non-financial information and diversity, complying with the applicable legal provisions and international benchmark standards.

Complies [X] Partial compliance [ ] Explanation [ ]

54. The corporate social responsibility policy should include the principles or commitments that the company voluntarily undertakes in its relationships with the different stakeholders and define at least the following:

    a) The corporate social responsibility goals and the development of supporting instruments.

    b) The corporate strategy related with sustainability, the environment and social issues.

    c) Specific practices in matters related with shareholders, employees, customers, suppliers, social issues, environment, diversity, tax responsibility, respect for human rights and prevention of unlawful conduct.

    d) The methods or systems for monitoring the results of applying the specific practices contemplated in the preceding paragraph, the associated risks and management thereof.

    e) The mechanisms for supervising non-financial risks, ethics and business conduct.

    f) The communication channels, participation and dialogue with stakeholders.

    g) Responsible communication practices to avoid manipulation of information and protect integrity and honour.

Complies [X] Partial compliance [ ] Explanation [ ]

55. The company should inform, in a separate document or in the directors' report, on matters related with corporate social responsibility, using one of the internationally accepted methodologies.

Complies [X] Partial compliance [ ] Explanation [ ]

56. The remuneration of directors should be high enough to attract and retain directors with the desired profiles and remunerate the dedication, qualification and responsibility required by their office, but should not so high as to jeopardise the independence of non-executive directors.

Complies [X] Explanation [ ]

57. Variable remuneration linked to the company's yield and personal performance and the remuneration paid in shares, stock options, rights over shares or instruments indexed to the value of the share, and long-term savings systems such as pension plans, retirement schemes or other welfare systems, should be limited to executive directors.

    The delivery of shares as remuneration to non-executive directors may be contemplated when it is conditional upon holding those shares until they retire from the board. This will not be applicable to any shares that the director may need to sell to pay the costs incurred in their acquisition.

Complies [X] Partial compliance [ ] Explanation [ ]

58. For variable remunerations, the remuneration policies should establish the limits and technical precautions required to make sure those remunerations are linked to the professional performance of their beneficiaries and do not merely derive from general trends on the markets or in the company's sector of business or other similar circumstances.

    In particular, the variable components of the remuneration should:

    a) Be linked to predetermined, measurable yield criteria, which consider the risk assumed to obtain a result.

    b) Promote the company's sustainability and include non-financial criteria that are adequate for the creation of long-term value, such as compliance with the internal rules and procedures of the company and its policies for the control and management of risks.

    c) Be based on a balance between meeting short, medium and long-term goals, permitting the remuneration of yield achieved through continuous performance over a sufficient period of time to appreciate their contribution to the sustainable creation of value, such that the elements for measuring that yield are not related only with one-off, occasional or extraordinary events.

Complies	X	Partial compliance		Explanation		Not applicable	

59. The payment of a significant part of the variable components of remuneration should be deferred for a minimum time that is sufficient to check that the yield conditions established above have actually been met:

Complies	X	Partial compliance		Explanation		Not applicable	

60. Earnings-linked remuneration should take account of any qualifications made in the report by the external auditors that may reduce those earnings.

Complies		Partial compliance		Explanation		Not applicable	X

61. A significant percentage of the variable remuneration of executive directors should be linked to the delivery of shares or financial instruments indexed to their value.

Complies		Partial compliance		Explanation	X	Not applicable	

Although Article 22 of the Articles of Association contemplates the possibility that directors may receive remuneration in the form of shares, stock options or any other system of remuneration indexed to the price of the shares, the Board has not so far submitted this form of remuneration to approval by the general meeting, considering that the systems of variable remuneration of the executive director currently used are most appropriate for stimulating his motivation and personal performance, and his commitment to and relationship with the Group's interests.

62. Once the shares, stock options or rights over shares corresponding to the remuneration systems have been distributed, the directors may not transfer the ownership of a number of shares equivalent to twice their annual fixed remuneration or exercise the stock options or rights until at least three years after being allotted those shares, options or rights.

    This will not be applicable to any shares that the director may need to sell to pay the costs incurred in their acquisition.

Complies		Partial compliance		Explanation		Not applicable	X

63. Contracts should include a clawback clause whereby the company may to claim repayment of the variable components of remuneration when the amounts paid do not correspond to fulfilment of the conditions regarding yield or when paid on the basis of data subsequently proved to be misstated.

Complies	X	Partial compliance		Explanation		Not applicable	

64. Termination benefits should not exceed a specified amount equivalent to two years' total annual remuneration and should not be paid until the company has confirmed that the director has met the performance requirements established above.

Complies	X	Partial compliance		Explanation		Not applicable	

H OTHER INFORMATION OF INTEREST

1. If you consider there to be any important aspects regarding the corporate governance practices applied by your company or other companies in the group that have not been mentioned in this report, but which should be included to obtain more complete, reasoned information on the corporate governance practices and structure in the company or group, describe them below and give a brief explanation.

2. This section may be used to include any other information, clarification or qualification relating to the previous sections of the report, provided it is relevant and not repetitive.

In particular, state whether the company is subject to any laws other than the laws of Spain on corporate governance and, if this is the case, include whatever information the company may be obliged to supply that differs from the information included in this report.

3. The company may also state whether it has voluntarily applied any international, sector-based or other codes of ethical principles or good practices. If so, it should name the code in question and the date of its accession.

EXPLANATORY NOTE ONE, CONCERNING THE CURRENT COMPOSITION OF THE BOARD OF DIRECTORS AND THE PROPORTIONS OF MEMBERS IN THE DIFFERENT CATEGORIES OF DIRECTORS

- With regard to the presence of female directors and the numbers of independent directors, it is put on record that:

(i) The company bears both aspects in mind for filling the vacancy produced on the resignation as of 1 December 2014 of an independent director.

(ii) The director classified as "other non-executive" was appointed director and member of the Audit and Compliance Committee on account of his personal and professional qualities. He performs his duties unconditioned by relations with the company or its group, controlling shareholders or executives. Therefore, this director performs his duties in the Board and Audit and Compliance Committee just like any other independent director, although he cannot be classified as such because he has been on the board for more than 12 years in succession.

- As regards the classification of Instituto Hispánico del Arroz, S.A. as an executive director:

(i) Instituto Hispánico del Arroz, S.A. does not perform executive or management duties in Ebro Foods, S.A. or any subsidiary of the Group and, therefore, receives no remuneration for such duties.

(ii) Instituto Hispánico del Arroz, S.A. has been classified as an executive director because its individual representative on the board of directors of Ebro Foods, S.A. (see section 212 bis of the Corporate Enterprises Act) is an executive of one of the Group's subsidiaries.

(iii) Instituto Hispánico del Arroz, S.A. holds the position of director because it is the largest shareholder of the company, with a total interest, direct and indirect, of 15.92%. Instituto Hispánico del Arroz, S.A. will continue to be a director of Ebro Foods, S.A. during such time as it is a significant shareholder, regardless of who its personal representative is and the executive position that said representative may hold within the Group.

EXPLANATORY NOTE TWO, ON SECTION A.4

Instituto Hispánico del Arroz, S.A. and Hispafoods Invest, S.L. are directors and also significant shareholders of the company (see percentage shareholdings indicated in A.3) and the relationships contemplated in the explanatory note on section C.1.17 exist between them.

EXPLANATORY NOTE THREE, ON SECTION A.5

Relationships between the companies of the Ebro Foods Group and the controlling shareholders, excluding those who are directors, are explained in section A.5.

See sections D.2 and D.3 of this Report.

EXPLANATORY NOTE FOUR, ON SECTION B.4

As indicated in the information contained in the attendance list of the AGM incorporated in the notarial minutes issued thereof, the figures on attendance in person and by proxy set out in section B.4 of this report include the percentages of postal and electronic votes.

EXPLANATORY NOTE FIVE, ON SECTION C.1.16

- The total amount indicated in section C.1.16 includes the remuneration of all the company executives, even though they do not all have senior management employment relations on the terms stipulated in law.

- In 2015 a sum of €128,000 was distributed among all executives (except the Chairman of the Board) of Ebro Foods, S.A. included in the Deferred Annual Bonus Scheme linked to the Group's Strategic Plan 2013-2015, corresponding to 2013. This sum represents 25% of the Deferred Annual Variable Remuneration for the three-year period and was provided for in the 2013 accounts.

- A provision has been recognised in the 2015 accounts of €124,000 as the provisional estimate of the sum corresponding to 2015 to be distributed among all executives (except the Chairman of the Board) included in the Deferred Annual Bonus Scheme linked to the Group's Strategic Plan 2013-2015. This sum represents 50% of the Deferred Annual Variable Remuneration for that three-year period and, in accordance with the terms of that Scheme, will be paid in 2017.

- Finally, these Deferred Annual Bonus Schemes are not indexed to the value of the company share and the beneficiaries do not receive any shares or rights thereover.

- The contracts of two executives contemplate termination benefits in the event of termination or takeover, in a sum exceeding that payable under the applicable labour laws. For other executives, the benefits initially established are lower than the indemnity established in the Workers' Statute, owing to their accumulated seniority.

EXPLANATORY NOTE SIX, ON SECTION C.1.17

- Instituto Hispánico del Arroz, S.A. and Hispafoods Invest, S.L. are directors and controlling shareholders of Ebro Foods, S.A. Instituto Hispánico del Arroz, S.A. holds 100% of the capital of Hispafoods Invest, S.L. (direct interest of 51.62% and indirect interest of 48.38%) and is director of that company.

- Antonio Hernández Callejas has a direct interest of 16.666% in Instituto Hispánico del Arroz, S.A. and an indirect interest of 16.666% in Hispafoods Invest, S.L. Therefore, Antonio Hernández Callejas has an indirect interest in Ebro Foods, S.A. through the 15.921% interest held directly and indirectly in this company by Instituto Hispánico del Arroz, S.A. Antonio Hernández Callejas does not hold any office in those companies.

- Félix Hernández Callejas and Blanca Hernández Rodríguez, representatives of Instituto Hispánico del Arroz, S.A. and Hispafoods Invest, S.L., respectively, each have a direct interest of 16.666% in Instituto Hispánico del Arroz, S.A. and an indirect interest of 16.666% in Hispafoods Invest, S.L. Therefore, Félix Hernández Callejas and Blanca Hernández Rodríguez each have an indirect interest in Ebro Foods, S.A. through the 15.921% interest held directly and indirectly in this company by Instituto Hispánico del Arroz, S.A. Félix Hernández Callejas is Managing Director of Instituto Hispánico del Arroz, S.A. and does not hold any office in Hispafoods Invest, S.L. Blanca Hernández Rodríguez does not hold any office in either of those companies.

- Demetrio Carceller Arce has an indirect interest in Ebro Foods, S.A. through the 10.03% interest held indirectly in this company by Sociedad Anónima Damm through Corporación Económica Damm, S.A.

EXPLANATORY NOTE SEVEN, ON SECTION C.2.1

- The name of the audit committee in the company is "Audit and Compliance Committee" and the name of the nomination and remuneration committee is "Nomination and Remuneration Committee".

- All the members of the Audit and Compliance Committee were appointed on account of their expertise and experience in accounting and auditing, including Hispafoods Invest, S.L., which was elected on the basis of the expertise of its representative in these matters.

- The duties of the different Board Committees as established in the Regulations of the Board are set out below, without prejudice to those they have by law:

DUTIES OF THE EXECUTIVE COMMITTEE:

Notwithstanding the specifications of the Board in the resolution to delegate powers and the powers of the Board that may not be delegated, the Executive Committee has the following powers:

a) Adopt resolutions corresponding to the powers delegated to it by the Board of Directors.

b) Monitor and supervise the normal management of the company, ensuring adequate coordination with subsidiaries in the common interests of the latter and the company.

c) Study and propose to the Board of Directors the guidelines defining business strategy, supervising their implementation.

d) Debate and inform the Board on any issues corresponding to the following matters, regardless of whether or not they have been delegated by the Board:

- Separate and consolidated annual budget of the company, itemising the provisions corresponding to each core business.

- Monthly monitoring of the financial management, deviations from the budget and proposed remedial measures, if necessary.

- Significant financial investments and investments in property, plant and equipment and the corresponding economic justification.

- Alliances and agreements with other companies which, by virtue of their amount or nature, are important for the company.

- Financial transactions of a material economic significance for the company.

- Programme of medium-term actions.

- Assessment of the achievement of objectives by the different operating units of the company.

- Monitoring and assessment of the subsidiaries in respect of the matters contemplated in this sub-section d).

e) Adopt resolutions corresponding to the buy-back and disposal of treasury stock by the Company, in accordance with the authorisation, if any, granted by the General Meeting. A Director may be designated to execute and formalise the decisions to buy or sell own shares, supervising and, if appropriate, authorising any resolutions that may be adopted by subsidiaries to buy and sell their own shares or shares in the Company, whenever such authorisation is required by law.

DUTIES OF THE AUDIT AND COMPLIANCE COMMITTEE:

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

a) Supervise and promote internal control of the company and the risk management systems and submit recommendations to the Board for a decision on the risk management and control policy, including tax risks, specifying at least:

- The types of 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.

b) Supervise and promote the policies, procedures and systems used for drawing up and controlling the company's financial information, checking the services performed in this regard by the Internal Audit Department, the Financial Department and the Management Committee and making sure they are correctly distributed throughout the Group.

c) Receive the information sent regularly to the Stock Exchange Councils, issue prospectuses and any public 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.

d) Ensure that (i) 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 position and results of the Company and make sure that any interim financial 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; and (ii) the Board of Directors endeavours to submit the annual accounts to the General Meeting with an unqualified auditors' report.

In this respect, it shall also see that the internal control systems 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 both the Internal Audit Manager and the External Auditors to perform these duties.

e) Establish regular contact with the External Auditors to receive information on any issues that may jeopardise their independence, and any other issues relating to the auditing of accounts, receiving information from and exchanging communications with the External Auditors in accordance with prevailing auditing standards and legislation.

f) Be informed of the decisions adopted by the senior management according to recommendations made by the External Auditors in connection with the audit.

g) Report to the Board prior to the adoption of any decisions on related party transactions submitted for its authorisation.

h) Implement a confidential whistle-blowing channel accessible to all Group employees and a protocol for establishing priority, processing, investigating and solving any issues reported through that channel according to their importance and nature, paying special attention to those involving possible falsehood or misrepresentation in financial or accounting documents and possible fraud.

i) Supervise compliance with the internal codes of conduct and rules of corporate governance. In particular, oversee the implementation of and compliance with the internal regulations and codes applicable to the risk management and control systems in general and the financial reporting process in particular.

j) 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 their terms of contract, the scope of their commission and the renewal or revocation of their engagement. The Committee shall ensure the independence of the External Auditors and the existence of a discussion procedure enabling the External Auditors, the Internal Audit Department and any other expert to inform the company of any significant weaknesses in its internal control detected while checking the annual accounts or any other processes in which they have worked. The Committee shall issue an annual report, prior to issuance of the auditor's report, expressing an opinion on the independence of the External Auditors and any supplementary services they may have provided. It shall also inform the Board on the proposal submitted to the Board by the Company Chairman regarding the appointment of the Internal Audit Manager, who shall report directly to the Chairman of the Board.

k) Supervise and report to the Board on intragroup and related party transactions of the company or subsidiaries and settle any conflicts of interest that may arise between the company or the group and its directors, executives, significant shareholders and listed subsidiaries, if any.

l) The Audit and Compliance Committee shall also report to the General Meeting on any issues raised by shareholders concerning matters within its competence.

DUTIES OF THE NOMINATION AND REMUNERATION COMMITTEE:

In addition to any other powers corresponding to it by law or the Articles of Association, the Committee shall study, issue reports and submit proposals for the Board, at its request, on the following matters:

a) Definition and, where appropriate, revision of the criteria to be followed for the composition and structure of the Board and selection of candidates to join the Board, informing always prior to the appointment of a Director by cooptation or the submission to the General Meeting of any proposal regarding the appointment or removal of Directors.

b) Appointment of the Chairman, and Vice-Chairman if any, of the Board, Managing Director(s), Lead Independent Director and the Secretary, and Vice-Secretary if any, of the Board; appointment of Directors to the Committees of the Board; and appointment and possible dismissal of senior executives and their termination benefit clauses.

c) Position of the Company regarding the appointment and removal of board members in subsidiaries.

d) Proposal of directors' emoluments, according to the system of remuneration established in the Articles of Association and the executive directors' relationship with the Company. The Committee shall also inform in advance on any resolution or proposal of the Board on the remuneration of directors and executives indexed to the value of the shares in the Company or its subsidiaries or consisting of the delivery of shares in the Company or its subsidiaries or the granting of options thereover.

e) Supervision of the senior management remuneration and incentives policy, obtaining information and reporting on the criteria followed by the Company's subsidiaries in this respect.

f) Assessment of the principles of the management training, promotion and selection policy in the parent company and, where appropriate, in its subsidiaries.

g) Examination and organisation, as deemed adequate, of the succession of the Chairman and chief executive and, if appropriate, submission of proposals to the Board to ensure that such succession is made in an orderly, well-planned manner.

h) Preparation and proposal of the Annual Report on Directors' Remuneration and the Directors' remuneration policy in accordance with the laws and regulations in place from time to time.

i) Setting targets for the representation of the least represented gender on the Board and issue guidelines on how to achieve them.

DUTIES OF THE STRATEGY AND INVESTMENT COMMITTEE:

The Committee shall study, issue reports and submit proposals for the Board on the following matters:

a) Setting of targets for growth, yield and market share.

b) Strategic development plans, new investments and restructuring processes.

c) Coordination with subsidiaries in the matters contemplated in paragraphs (a) and (b) above, for the common interests and benefit of the Company and its subsidiaries.

- The activities performed by the different Board Committees in 2015 are indicated below:

ACTIONS PERFORMED BY THE EXECUTIVE COMMITTEE:

- Several investments, divestments and sales of assets were valued.

- Strategic decisions to be adopted in respect of the different businesses were assessed.

ACTIONS PERFORMED BY THE AUDIT AND COMPLIANCE COMMITTEE:

- The Committee checked and resolved to pass a favourable report to the board on the periodical financial reporting for H2 of 2014 and on Q1, H1 and Q3 of 2015.

- The Committee checked and resolved to pass a favourable report to the board on the review and modification of periodical public reporting on 2014, which had previously been checked and approved by the Board, following the resolution passed by the CNMV in the dairy inquiry, in view of which that review of the previously approved financial information was considered advisable on the terms reported to the market.

- The related party transactions and situations of potential conflict of interest corresponding to 2014 were checked, resolving to submit a favourable report to the board on those transactions and situations, and on the authorisation for them to be made in 2015.

- The committee checked and agreed to issue a favourable report to the Board on the separate and consolidated annual accounts and directors' report for the year ended 31 December 2014. During the review, the external auditors of the company and its group (EY) submitted its draft unqualified auditors' report.

- The draft report by the auditors on the FRICS (financial reporting internal control system) 2014 was reviewed.

- The external audit of the separate and consolidated annual accounts 2014 was monitored.

- After the corresponding review, a favourable report was issued on the independence of the auditors.

- The Internal Audit Plan for 2015, presented by the Chief Audit Officer, was approved.

- The operation and use of the whistle-blowing channel in 2014 was reviewed.

- The information on related party transactions and situations of potential conflict of interest and the information on risk control included in the Annual Corporate Governance Report 2014 was checked, resolving to submit a favourable report to the board.

- The activity report of the Committee for 2014 was issued and submitted to the board.

- The committee studied and submitted a favourable report to the board on the modification of the Regulations of the Board.

- The committee studied the presentation given by the external auditors (EY) of the letter of recommendations regarding internal control processes, analysing the alternatives submitted by the internal audit department in respect of the implementation of measures to optimise the internal control system.

- The external auditors (EY) ran a training session on new aspects on accounting and auditing; in particular, they explained (i) the novelties introduced in the Corporate Enterprises Act by the reform of December 2014 and the new good governance recommendations affecting the Committee; and (ii) the parliamentary initiatives concerning auditing.

- The report prepared by the Internal Audit Department on different subsidiaries of the Group, within the Internal Audit Plan 2015, was examined.

- The external auditors (EY) ran a training session on IFRS 15 (revenue recognition), with special emphasis on how it might affect the Group's accounting.

- The proposed fees of the external auditors (EY) for auditing of the 2015 accounts was analysed and a report submitted to the board.

- The committee was informed on the work being done in respect of the control and management of risks, including tax risks, and financial reporting internal control systems, particularly the measures taken to strengthen the control structure in accordance with the good governance recommendations.

- The committee was informed on the review and update in progress of the crime prevention model.

- The general policies affecting the powers of the committee were checked and a favourable report was submitted to the board.

- The amendment to the Internal Code of Market Conduct and the Code of Conduct proposed within the review of the crime prevention model were checked and a favourable report was submitted to the board.

- The proposal for the distribution of dividends against the 2015 accounts (payable in 2016) was assessed and a favourable report was submitted to the board, on the terms subsequently approved by the board and announced to the market on 22 December 2015.

- The committee attended the presentation given by the head of the shareholder and investor relations department, within the committee's duty to supervise the general policies of the company.

ACTIONS PERFORMED BY THE NOMINATION AND REMUNERATION COMMITTEE:

- The new aspects introduced in the Corporate Enterprises Act by Act 31/2014 of 3 December affecting the composition and duties of the Committee, the board and other committees were analysed, in order to assess and report to the board on the resolutions, if any, that should be adopted to adapt to the new legislation.

- The committee studied and reported favourably to the board on the appointment of the Lead Independent Director.

- The Committee studied and agreed to issue a favourable report to the Board on the Remuneration Policy for Company Directors and Executives of the Parent and Group for 2014-2015.

- The Committee studied and agreed to issue a favourable report to the Board on the conditions of termination of a group executive in Portugal.

- It was resolved to recommend the board to pay the second instalment of the share in profits corresponding to 2014.

- The Committee agreed to recommend the Board, with a favourable report, to approve the Report on Directors' Remuneration for 2014, to be put to an advisory vote at the AGM as a separate item on the agenda.

- The report on the assessment of the Board, its Chairman and Committees in 2014 was prepared, to be submitted to the Board of Directors.

- The Nomination and Remuneration Committee Report 2014 was prepared, to be submitted to the Board of Directors.

- The Committee studied and agreed to issue a favourable report to the Board on the information included in the Annual Corporate Governance Report 2014 on remuneration and categories of directors. In this regard, it was also resolved, in the light of the latest amendment to the Corporate Enterprises Act, to classify the directors into categories in order to adopt any resolutions that may be necessary for 2015.

- The Committee studied and agreed to issue a favourable report to the Board on the modifications to the Regulations of the Board.

- It was resolved to propose to the Board, with a favourable report, payment of (i) the final share in profits corresponding to 2014, once foreseeably approved at the annual general meeting, and (ii) the first instalment of the share in profits corresponding to 2015.

- Within the framework of the review of categories of directors, it was resolved to propose to the Board, with a favourable report, a change of category of the director Instituto Hispánico del Arroz, S.A., from proprietary director to executive director.

- It was resolved to propose to the Board, with a favourable report, approval of the employee Share Delivery Plan 2015.

- The Committee studied and issued a favourable report to the Board on the general policies affecting the powers of the Committee.

- The Committee studied and issued a favourable report to the Board on the terms of contract of two Group executives in foreign subsidiaries.

ACTIONS PERFORMED BY THE STRATEGY AND INVESTMENT COMMITTEE:

- Preliminary work was done on the Ebro Foods Group Strategic Plan 2016-2018.

EXPLANATORY NOTE EIGHT, ON SECTION D.3

The gross amount of dividends of Ebro Foods, S.A. for 2015 received by all the executives listed in section C.1.16 totalled €16 thousand.

EXPLANATORY NOTE NINE, ON SECTION D.5

During 2015, the Ebro Group concluded two transactions with related parties with an overall value of €130 thousand.

More precisely, the subsidiary Herba Ricemills, S.L.U. effected the following transactions with two companies controlled indirectly by the individual representing the director Hispafoods Invest, S.L., María Blanca Hernández Rodríguez:

- Purchase of goods (finished or otherwise) from Cabher 96, S.L. for €121 thousand.

- Receipt of services (expense) from Real Club de Golf de Sevilla, S.L. for €9 thousand.

EXPLANATORY NOTE TEN, CONCERNING RECOMMENDATION 60 IN SECTION G

The auditors' report contains no qualification of any nature so the situation contemplated in Recommendation 60 has not existed and, consequently, no decision has been made in this regard.

EXPLANATORY NOTE ELEVEN

- Ebro Foods, S.A. had an interest of 3.121% in Biosearch, S.A. at 31 December 2015. This interest is recognised in the Ebro Group accounts as "Available-for-sale financial assets".

Biosearch, S.A. is a listed company engaged in activities similar to the objects of Ebro Foods, S.A. and was part of the Ebro Group until January 2011.

The transactions made between 1 January and 31 December 2015 between Biosearch, S.A. and different companies of the Ebro Foods Group are indicated below:

- Herba Ricemills, S.L.U., purchase of goods (finished or otherwise) for €8 thousand

- Herba Ricemills, S.L.U., lease (income) for €26 thousand

- Ebro Foods, S.A., services rendered (income) for €21 thousand

- Ebro Roods, S.A. has an interest of 25% in Riso Scotti S.p.A. This is an associate consolidated by the equity method.

The transactions made in 2015 between Riso Scotti and a subsidiary of the Ebro Foods Group are indicated below:

- Herba Ricemills, S.L.U., purchase of goods (finished or otherwise) for €200 thousand

- Herba Ricemills, S.L.U., sale of goods (finished or otherwise) for €355 thousand

- Herba Ricemills, S.L.U., services rendered (income) for €9 thousand

- Ebro Foods, S.A., services rendered (income) for €5 thousand

- Ebro Foods, S.A., dividends received for €337 thousand

ETHICAL PRINCIPLES AND CODES VOLUNTARILY APPLIED BY EBRO FOODS, S.A. AND YEAR OF ACCESSION:

- United Nations Global Compact - 2001

- Project of the Spanish Commercial Coding Association (AECOC) against food waste, "Don't waste food, use it" - 2012

- Advisory Committee of the United Nations Development Programme (UNDP) to boost the Sustainable Development Goals (SDG) - 2015

- Sustainable Agriculture Initiative (SAI) Platform - 2015

- SERES Foundation - 2015

This Annual Corporate Governance Report was approved by the Board of Directors of the company on 31/03/2016.

State whether any directors voted against approval of this Report or abstained in the corresponding vote.

YES ☐ NO ☒

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Translation of a report originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

AUDIT REPORT ON THE "DISCLOSURES REGARDING THE INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR) SYSTEM" OF EBRO FOODS, S.A. FOR 2015

Dear Directors of Ebro Foods, S.A.,

As per the request made by the Board of Directors of EBRO FOODS, S.A. (hereinafter, the Company) and our proposal letter of February 1, 2016, we have applied certain procedures in relation to the accompanying "ICFR disclosures" of EBRO FOODS, S.A. for 2015, which summarize the Company's internal control procedures in respect of its annual reporting exercise.

The Board of Directors is responsible for taking the opportune measures to reasonably assure the implementation, maintenance and supervision of an adequate internal control system, making improvements to this system and preparing the contents of the ICFR disclosures required in section F) of the accompanying Annual Corporate Governance Report.

Against this backdrop, it is important to note that, regardless of the quality of design and effective functioning of the ICFR system adopted by the company in respect of is annual financial reporting effort, the later can only provide reasonable but not absolute assurance regarding the objectives pursued, due to the limitations intrinsic to any internal control system.

In the course of our financial statement audit work and in keeping with Spain's Technical Auditing Standards, the sole purpose of our assessment of the Company's internal controls was to enable us to establish the scope, nature and timing of the Company's financial statement audit procedures. Accordingly, our internal control assessment, performed in connection with the financial statement audit, was not sufficiently broad in scope to enable us to issue a specific opinion on the effectiveness of the internal controls over the annual financial disclosures that the Company is required to present.

For the purpose of issuing this report, we have only carried out the specific procedures described below, as indicated in the Procedures for external audit reviews of an entity´s ICFR disclosures contained in the Internal Control over Financial Reporting in Listed Companies report published by Span´s securities market regulator, the CNMV (and available on its website), which establishes the procedures to be performed, the scope thereof and the contents of this report. Given that the products resulting from these procedures is at any rate limited in scope and substantially more limited than an audit or review of the internal control system, we do not express any opinion on the effectiveness of the system or on its design as effective functioning in respect of the Company´s 2015 financial reporting disclosures, as described in the accompanying f ICFR disclosures. As a results, had we performed additional procedures to those stipulated in the above mentioned that the Company is required to present, other matter might have come to our attention that would have been reported to you.

Furthermore, given that this special assignment neither constitutes a financial statement audit nor is subject to the Consolidated Text of Spain´s Financial Statement Audit Act, enacted by means of Royal Decree- Law 1/2011, of July 1, 2011, we do not express an audit opinion in the terms provided for in that piece of legislation.

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The procedures performed are itemized below:

1. Read and understand the information prepared by the Entity in relation to the ICFR - which is provided in the Director's Report disclosure- and assess whether such information addresses all the required information which will follow the minimum content detailed in Section F, relating to the description of the ICFR, as per the IAGC model established by CNMV Circular nº 7/2015 dated December 22, 2015.
2. Questioning of personnel responsible for drawing up the information detailed in item 1 above: (i) to obtain an understanding of the process that goes into drawing up the information; (ii) to obtain information that permits an evaluation of whether the terminology used complies with the framework definitions; and (iii) to obtain information on whether the control procedures described are in place and functioning.
3. Reviewing the explanatory documents supporting the information detailed in item 1, including documents directly made available to those responsible for describing ICFR system. The documentation to be reviewed may include reports prepared for the audit committee by internal audit, senior management and other internal or external specialist.
4. Comparing the information detailed in item 1 above with their knowledge of the Company's ICFR obtained through the external audit procedures applied during the annual audit.
5. Reading of the minutes taken at meetings of the board of directors, audit committee and other committees of the Company to evaluate the consistency between the ICFR business transacted and the information detailed in item 1 above.
6. Obtaining a management representation letter in connection with the work performed, signed by those responsible for preparing and formulating the information detailed in item 1 above.

The specific procedures carried out in respect of the Company's ICFR disclosures did not reveal any inconsistencies or incidents that could affect such disclosures

This report was prepared exclusively within the framework of the requirements established by article 540 of the consolidated text of the Corporate Enterprises Act and by Circular nº7/2015 dated December 22, 2015 of the Spanish National Securities Market Commission related to the description of the ICFR in the Annual Corporate Governance Report.

ERNST & YOUNG, S.L.

(Signed on the original in Spanish)

March 30, 2016

David Ruiz-Roso Moyano