

**PROPOSED RESOLUTIONS LAID BEFORE
THE SHAREHOLDERS OF EBRO FOODS, S.A.
AT ITS ANNUAL GENERAL MEETING**

PROPOSED RESOLUTION RELATING TO ITEM ONE ON THE AGENDA

Examination and approval, if appropriate, of the separate and consolidated annual accounts and directors' report (including the Annual Corporate Governance Report) of Ebro Foods, S.A. for the year ended 31 December 2012.

- To approve the separate and consolidated annual accounts of Ebro Foods, S.A. for the year ended 31 December 2012.

- To approve the separate and consolidated directors' report of Ebro Foods, S.A. for the year ended 31 December 2012, including the Annual Corporate Governance Report, as drawn up by the board of directors.

PROPOSED RESOLUTION RELATING TO ITEM TWO ON THE AGENDA

Examination and approval, if appropriate, of the management of corporate affairs by the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2012.

- To approve the management of corporate affairs and all other actions performed by the Ebro Foods board during the year ended 31 December 2012.

PROPOSED RESOLUTION RELATING TO ITEM THREE ON THE AGENDA

Examination and approval, if appropriate, of the application of profit obtained during the year ended 31 December 2012, including the cash payment of an ordinary annual dividend of 0.48 euro per share.

- To approve the proposed application of the profit recorded by Ebro Foods, S.A. in the year ended 31 December 2012, as shown below and set out in the company's annual report:

	<u>Amount (thousand euro)</u>
<u>Base of application</u>	
Unappropriated reserves	908,839
Balance of profit and loss account (profit)	<u>3,533</u>
	<u>912,372</u>

- To approve the distribution of an ordinary dividend payable in cash against unappropriated reserves in a sum of 0.48 euro per share, payable in three four-monthly payments of 0.16 euro each, on 10 January, 10 May and 10 September 2013. Accordingly, to ratify the payments made on 10 January and 10 May 2013.

This dividend includes the proportional allocation that would correspond to the shares held as treasury stock.

PROPOSED RESOLUTION RELATING TO ITEM FOUR ON THE AGENDA

Cash payment of an extraordinary dividend of 0.12 euro per share.

- To approve an extraordinary dividend payable in cash against unappropriated reserves, of 0.12 euro per share outstanding (in addition to the ordinary dividend), in a single payment to be made on 10 December 2013, for a total payout of 18,464 thousand euro.

This dividend includes the proportional allocation that would correspond to the shares held as treasury stock.

PROPOSED RESOLUTION RELATING TO ITEM FIVE ON THE AGENDA

Renewal of the auditors of Ebro Foods, S.A. and its consolidated group.

- To renew the appointment of DELOITTE, S.L., tax registration no. B-79104469, with registered office at Plaza Pablo Ruiz Picasso, 1 - Torre Picasso, Madrid, as Auditors of the Company and its Group, to audit the separate and consolidated annual accounts and directors' reports of Ebro Foods, S.A. for 2013.

PROPOSED RESOLUTION RELATING TO ITEM SIX ON THE AGENDA

Examination and advisory vote on the Annual Directors' Remuneration Report contemplated in section 61 ter of the Securities Market Act.

- To vote for the Annual Directors' Remuneration Report prepared by the board, which includes the remuneration of each and all of the directors stated individually and by pay item, totalling 4,556 thousand euro.

PROPOSED RESOLUTION RELATING TO ITEM SEVEN ON THE AGENDA

Authorisation of the board of directors to make a financial contribution to Fundación Ebro Foods.

- To expressly authorise the board, with the fullest powers necessary, to make one or several financial contributions to Fundación Ebro Foods over forthcoming years, up to and not exceeding the sum of six hundred thousand euro (600,000 €), without prejudice to similar authorisations granted by the General Meeting in previous years for the Board to donate funds to Fundación Ebro Foods.

PROPOSED RESOLUTION RELATING TO ITEM EIGHT ON THE AGENDA

Ratification of the appointment by cooptation of Hispafoods Invest, S.L. as company director.

- To ratify the appointment of Hispafoods Invest, S.L. as proprietary director of the company for a term of 4 years. Hispafoods Invest, S.L. was appointed by cooptation at the Board meeting held on 30 January 2013.

PROPOSED RESOLUTION RELATING TO ITEM NINE ON THE AGENDA

Authorisation of the Board members to engage for their own or third party account in activities identical, similar or complementary to those comprising the objects of Ebro Foods, S.A., with a separate vote on the authorisation granted to each director.

- To authorise the Board members named below to engage in the activities specified, pursuant to section 230 of the Corporate Enterprises Act:

9.1. Instituto Hispánico del Arroz, S.A. to hold office as Director in the following companies of the Hisparroz Group: El Cobujón, S.A, Dehesa Norte, S.A., Mundiarroz, S.A., Pesquerías Isla Mayor, S.A., Australian Commodities, S.A. and Islasur, S.A.

9.2. Antonio Hernández Callejas to hold office as Director in Deoleo, S.A.

9.3. Dr. Rudolf-August Oetker to hold office as Chairman of the Advisory Board in Dr. August Oetker KG and to be member of the Advisory Board of the following group companies: Dr. August Oetker KG: Dr. Oetker GmbH, Dr. August Oetker Nahrungsmittel KG, Dr. Oetker International Beteiligungs GmbH, Dr. August Oetker Nahrungsmittel Beteiligungs GmbH and Hamburg Südamerikanische Dampfschiffahrts-Gesellschaft KG.

PROPOSED RESOLUTION RELATING TO ITEM TEN ON THE AGENDA

Delegation of powers to put on record in a public instrument, execute, develop, rectify and implement the resolutions adopted at the Annual General Meeting.

- To expressly authorise the Chairman, Secretary and Vice-Secretary of the Board, as extensively as may be required by law, so that any one of them, acting individually and with his/her sole signature, may execute, put on record and give notice of each and all of the resolutions adopted at this General Meeting, supplement, develop and remedy those resolutions, deliver them and secure their full or partial entry in the Trade Register or in any other registers kept by the corresponding public or private institutions, execute and rectify public or private documents of whatsoever nature and take such other action or actions as may be necessary.