

**REGULATIONS OF THE
ELECTRONIC SHAREHOLDER FORUM
OF EBRO FOODS, S.A.**

April 2015



1. Introduction

In pursuance of current legislation, Ebro Foods, S.A. (the “**Company**”) will enable an Electronic Shareholder Forum (the “**Forum**”) on its website for its General Meetings.

2. Purpose of the Regulations

The Regulations of the Electronic Shareholder Forum of Ebro Foods, S.A. (the “**Regulations**”) set down the basic rules of the Forum and will be complemented by the *Conditions for Access, Registration, Use and Operation of the Electronic Shareholder Forum of Ebro Foods, S.A.* (the “**Particular Conditions**”) and the conditions for access and use of the company’s website (the “**Legal Notice**”), which will be fully applicable to access, registration, use and operation of the Forum in all aspects not regulated in these Regulations or not modified by or incompatible with the provisions hereof.

3. Modification of the Regulations

The Company reserves the right to modify at any time, without notice, the presentation, layout, operation and contents of the Forum, these Regulations, the Particular Conditions and the Legal Notice, without prejudice to the applicable legal provisions.

Any modification of the Regulations must be approved by the Board.

4. Purpose and object of the Forum

The Forum will be enabled prior to the holding of General Meetings to facilitate communication among the Company’s shareholders (individual shareholders, whether natural or legal persons, and any voluntary associations of shareholders that may be set up in accordance with prevailing laws), who may send and publish communications intended exclusively, in pursuance of current legislation, to:

- (i) Publicise proposals to supplement the agenda announced in the notice of call.
- (ii) Request support for those proposals.
- (iii) Promote initiatives to reach a sufficient percentage to be able to exercise a minority right contemplated in prevailing laws and regulations.
- (iv) Make offers or requests for voluntary proxies.

Therefore, the Forum is not set up as a mechanism for online conversation among shareholders of the company or a place of virtual debate. Nor is the Forum a communication channel between the Company and its shareholders.

No communication made or published in the Forum may by any means be considered notification to the Company for any purpose and particularly for the exercise of any right or authority held by the persons or entities entering the Forum, nor does it substitute the requirements stipulated in law, the articles of association, internal regulations of the Company or relationships, if any, between the Company and those persons or entities for exercising rights and authority or for notification of any

circumstances. The Forum is not a valid channel for exercising those rights or authority or sending notifications, which must be exercised or sent through the corresponding channels as established by law, contract or regulations.

5. Access to the Forum

5.1 Accessibility

The Forum will only be open from the date of publication of the notice of call to the General Meeting up to the date of the General Meeting, both inclusive.

5.2 Persons and entities authorised to access the Forum

Access and use of the Forum is reserved exclusively to the individual shareholders of the Company and any voluntary associations of shareholders set up in accordance with prevailing laws. The Company reserves the right to request those shareholders and associations to provide proof of their identity, shareholder status and/or compliance with the requirements stipulated in law. The valid means of proof are described in the Particular Conditions.

5.3 Registration and deregistration of users

In order to access the Forum, the shareholders and voluntary associations must register as users (“User”), for which purpose they must complete a Forum access application form, providing the proof required on the form. Corporate shareholders and voluntary associations shall indicate on the form the powers of attorney of the person wishing to access the Forum. The details of a contact must also be indicated on the form to enable communication among shareholders.

Registration as User and access to and/or use of the Forum shall imply full, unreserved acceptance of the terms and conditions of these Regulations, the Particular Conditions and the Legal Notice, in their current versions prevailing from time to time.

Access to and use of the Forum by Users shall be subject to continuation at all times of their legitimising status as described in paragraph 5.2 above. If the Company, as Forum Administrator, has reasonable doubts at any time as to whether those conditions are met by any User, it may require that User to provide such information or documents as it may deem fit to prove that the conditions are still met. In this regard, the Company may suspend or cancel the registration of any Users who fail to prove, to the Company’s satisfaction, that they meet the conditions according to the Company’s interpretation of the current laws and regulations.

Users further undertake to give the Company prompt notice of any change in the circumstances authorising their access to the Forum.

The Company reserves the right to ban from the Forum any Users who breach these Regulations, the Particular Conditions and the Legal Notice.

6. Use of the Forum



Users may send through the Forum communications regarding the issues indicated in point 4 above (Purpose and Object of the Forum), which shall be published in the Forum provided they comply with the applicable laws, these Regulations, the Particular Conditions and the Legal Notice.

Communications shall be sent by completing the forms available in the Forum for this purpose, which will have at least one section for including a title and another for inserting a detailed communication.

Users shall use the Forum responsibly, in accordance with current laws and regulations, good faith and public order. Consequently, it is expressly prohibited to include communications that violate the rights, assets and legitimate interests of the Company, other Users or third parties; include offensive contents or that may be an invasion of the personal or family privacy of individuals or violation of the right to honour of third parties or the secrecy of communications; include personal data of third parties without the due consent of the data subject; incorporate contents or expressions inappropriate to the nature of the Forum or that go beyond its intended purpose; or that may saturate the company's website or hamper normal use of the Forum.

The communication by Users of publicity or advertisements of whatsoever nature is strictly forbidden, as are any other actions (or the supplying of information to third parties) taken to get round the technical restrictions established for the different supports or programmes of the Forum to prevent unauthorised use.

The Company is not responsible for the accuracy, truth, validity, lawfulness or relevance of the communications published in the Forum. The Company has the power, but not the obligation, to control the contents of the communications published in the Forum, for which the Users sending them are exclusively responsible.

The Company reserves the right not to publish the communications of any Users who infringe these Regulations, the Particular Conditions and/or the Legal Notice.

7. Personal data protection

All aspects of the Particular Conditions and Legal Notice regarding the security and protection of personal data are applicable to the Forum.

The personal data provided by Users of the Forum or generated through the Forum will be recorded in files for use by the Company in accordance with the provisions of this clause, for administration and control of the operation of the Forum.

The Users of the Forum accept, authorise and expressly agree that the company may publish the contents of the communications sent to the Forum. They further accept, authorise and agree that the contents sent by any User of the Forum shall be visible to any other User and that their personal data may be visible or accessible by any User as a means of identifying the author of any publication.
