



**TO THE NATIONAL SECURITIES MARKET COMMISSION (CNMV)**

Madrid, 26 April 2023

**Reference: notice of call to the Annual General Meeting of Shareholders and proposed resolutions.**

In pursuance of section 227 of the Securities Market Act, Ebro Foods, S.A. hereby notifies as

**OTHER RELEVANT INFORMATION**

that at a meeting held today, the Company's Board of Directors unanimously has resolved to call the Annual General Meeting of shareholders of Ebro Foods, S.A. and approve the proposed resolutions, which, together with the notice of call, are transcribed and attached hereto.

The full text of the notice of call will be published in the newspaper Cinco Días and on the Company's website together with the proposed resolutions adopted and some other documents relating to the business included on the agenda for the Annual General Meeting of Shareholders.

Yours faithfully,

Luis Peña Pazos  
Secretary of the Board of Directors

## **EBRO FOODS, S.A.**

### **NOTICE OF CALL TO THE ANNUAL GENERAL MEETING**

Notice is hereby given of the Annual General Meeting of Shareholders of Ebro Foods, S.A. (the “Company”), to be held at **calle Rafael Calvo nº 39 – A, Madrid, AUDITORIUM RAFAEL DEL PINO**, at 12.30 on 6 June 2023 on first fall or, if the necessary quorum is not reached, at the same time and place on 7 June 2023, to discuss and resolve on the items included on the agenda set out below.

The Board of Directors has resolved to enable online attendance of the Annual General Meeting alongside onsite attendance, and the possibility of voting or granting proxies by means of remote communication prior to the meeting, thus permitting those shareholders who so wish to attend and participate in the General Meeting by real-time remote connection, in accordance with the Articles of Association, the Regulations of the General Meeting and this notice of call. The contents of this notice of call are supplemented for this purpose with the Rules on Online Attendance, Proxy and Remote Voting published on the corporate website [www.ebrofoods.es](http://www.ebrofoods.es) at shareholders’ disposal.

### **AGENDA**

**One.** 1.1. Examination and approval, if appropriate, of the separate and consolidated annual accounts of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2022.

1.2. Examination and approval, if appropriate, of the separate and consolidated management reports of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2022, including, as appropriate, the Annual Corporate Governance Report, the Annual Report on Directors’ Remuneration and the Consolidated Non-Financial Statement.

1.3. Examination and approval, if appropriate, of the Non-Financial Statement of the consolidated Group included in the consolidated Management Report for the year ended 31 December 2022.

**Two.** Examination and approval, if appropriate, of the actions and management of corporate affairs by the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2022.

**Three.** Examination and approval, if appropriate, of the application of profit obtained during the year ended 31 December 2022, including the cash payment of an annual dividend of 0.57 euros gross per share.

**Four.** Approval, if appropriate, of the remuneration of Directors for their duties as such.

**Five.** Re-election of the Director Marc Thomas Murtra Millar.

**Six.** Alteration, if appropriate, of Article 28 (“Executive Committee, Audit and Compliance Committee, Nomination and Remuneration Committee and other Committees”) of the Articles of Association.

**Seven.** Approval, if appropriate, of the amendment to the Directors' Remuneration Policy for 2022, 2023 and 2024.

**Eight.** Advisory vote on the Annual Report on Directors' Remuneration for 2022.

**Nine.** Reappointment of Ernst & Young, S.L. as auditors of Ebro Foods, S.A. and its consolidated Group for the year ending 31 December 2023.

**Ten.** Authorisation of the Board of Directors to make a financial contribution to the Ebro Foods Foundation.

**Eleven.** Approval, if appropriate, of the shorter time for calling extraordinary general meetings, pursuant to section 515 of the Corporate Enterprises Act.

**Twelve.** Information on the modification of the Regulations of the Board resolved by the Board of Directors.

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

## **SUPPLEMENT TO THE CALL AND PROPOSED RESOLUTIONS**

In pursuance of section 519 of the Corporate Enterprises Act, shareholders representing at least three per cent (3%) of the capital may (i) request publication of a supplement to this notice of call, including one or several items on the agenda, provided the new items are accompanied by supporting documents or, as the case may be, a substantiated proposed resolution, and (ii) submit well-founded proposed resolutions on the items already included or which are to be included on the agenda. These rights shall be exercised by verifiable notification (which shall include the corresponding documents proving shareholder status), to be received at the company's registered office (Paseo de la Castellana no. 20, 28046 Madrid), for the attention of the Secretary of the Board, within five days after publication of this notice of call.

## **RIGHT TO INFORMATION**

In pursuance of sections 197, 272, 287, 520, 529 novodecies and other related provisions of the Corporate Enterprises Act, shareholders are informed of their right, as from publication of this notice of call, to examine and obtain a copy, immediately and free of charge at the registered office of the company (Paseo de la Castellana no. 20, 28046 Madrid) or request the delivery and free remittance (on telephone +34 917245267 or by e-mail to [oficinadelaccionista@ebrofoods.es](mailto:oficinadelaccionista@ebrofoods.es)) of the documents that are to be laid before the Annual General Meeting, including:

- a. This notice of call.
- b. The total number of shares and voting rights at the date of the notice of call.
- c. Full text of the resolutions proposed by the Board of Directors at the Annual General Meeting.

- d. The separate and consolidated annual accounts and management report for the year ended 31 December 2022 of Ebro Foods, S.A. and its consolidated Group, together with the auditors' reports on the separate and consolidated annual accounts, issued by the company and group auditors. The separate and consolidated management reports include: (i) the Annual Corporate Governance Report, together with the auditors' report on the disclosures regarding the internal control over the financial reporting system (ICFR disclosures); (ii) the Annual Report on Directors' Remuneration; and (iii) the consolidated Non-Financial Statement and the report on its audit.
- e. Report by the Board of Directors (appending the prior report by the Nomination and Remuneration Committee), pursuant to section 529 decies of the Corporate Enterprises Act, on the proposal re-election of a director under item Five on the agenda and the information on the identity, curriculum and category of that directors pursuant to section 518(e) of the Corporate Enterprises Act.
- f. Report by the Board of Directors on the proposed alteration of the Articles of Association (which includes the full text of the proposed alteration), which will be put to the vote under item Six on the agenda.
- g. Proposed amendment of the Directors' Remuneration Policy for 2022, 2023 and 2024, to be put to the vote under item Seven on the agenda, including: (i) the specific report by the Nomination and Remuneration Committee, (ii) the proposal and grounds stated by the Board, and (iii) the recast text of the Policy.
- h. Annual Report on Directors' Remuneration 2022, to be put to an advisory vote under item Eight on the agenda.
- i. Report by the Board of Directors on the modification of the Regulations of the Board, on which the General Meeting of Shareholders is informed under item Twelve on the agenda, including the full text of the Regulations.
- j. Report by the Audit, Control and Sustainability Committee on the independence of the external auditor in respect of the auditor's report on the accounts for the year ended 31 December 2022.
- k. Activity reports of the Audit, Control and Sustainability Committee and the Nomination and Remuneration Committee for the year ended 31 December 2022.
- l. Rules for onsite and online attendance and proxy and remote voting.
- m. Onsite and online attendance, remote proxy and voting cards.
- n. Regulations of the Electronic Shareholder Forum.
- o. Conditions for access, registration, use and operation of the Electronic Shareholder Forum.

**In order to avoid crowds and facilitate assistance, any shareholders who wish to examine and obtain the documentation of the Annual General Meeting at the**

**registered office are urged to request an appointment through the Shareholders' Office on telephone number +34 917245267, from 09:00 to 14:00 horas, from Monday to Friday (excluding holidays), or at [oficinadelaccionista@ebrofoods.es](mailto:oficinadelaccionista@ebrofoods.es).**

**The Company might not be able to attend any shareholders turning up without an appointment, in which case they would, whenever possible, be given an alternative time and date as soon as possible.**

In accordance with section 518 of the Corporate Enterprises Act, all the above-mentioned documents and any other relevant information related with the Annual General Meeting may be consulted on the company's website [www.ebrofoods.es](http://www.ebrofoods.es).

Up to the fifth day prior to the date of the general meeting, shareholders may request the Directors to provide such information or explanations as they may deem fit or submit in writing such questions as they may wish to raise regarding the items on the agenda, the publicly accessible information that the company has delivered to the National Securities Market Commission since the previous general meeting and the auditors' report. This information shall be requested by signed-for registered post sent to the company's offices (Paseo de la Castellana no. 20, 28046 Madrid) for the attention of the Secretary of the Board. In either case, any request for information shall be accompanied by a copy of documentation proving the shareholder status of the person requesting it, indicating an address to which the reply may be sent, if appropriate. For corporate shareholders, the request for information shall also be accompanied by a copy of the documents proving the powers of the individual exercising this right to information on the shareholder's behalf.

### **ATTENDANCE RIGHT AND PROXIES**

The General Meeting may be attended by all shareholders who have registered their shares in the appropriate accounting record five days prior to the date of the meeting, i.e. by 1 June 2023.

For onsite attendance, shareholders must provide evidence of the foregoing when registering their entrance to the meeting with the corresponding attendance, proxy or remote voting card issued by members of the Securities Recording, Clearing and Settlement Systems Management Company (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*) (Iberclear).

Any individuals representing corporate shareholders must also prove that they have adequate powers of attorney.

Any shareholder may be represented at the general meeting by a proxy. The proxy, which must be expressly or tacitly accepted by the person to whom it is issued, shall be made in writing especially for each general meeting. For this purpose, the shareholder may (i) complete and sign the proxy card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which their shares are deposited, or (ii) download, complete and sign the proxy card provided for shareholders on the company's website [www.ebrofoods.es](http://www.ebrofoods.es). In the latter case, that card shall be accompanied by the card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which the

shareholder has deposited their shares. The Company may require corporate shareholders to submit also a copy of the powers of attorney of the individual granting the proxy on the shareholder's behalf. The proxy shall submit the aforesaid documents, together with proof of identity and proxy, either on entry to the General Meeting (if attending onsite) or when registering on the electronic platform (for online attendance), as indicated on the platform. Shareholders may also grant proxies by means of remote communication, as indicated below.

Proxies shall be annulled by the attendance of the represented shareholder at the general meeting.

The right to representation is governed by the laws in place from time to time, the Articles of Association, the Regulations of the General Meeting, the provisions of this notice of call and the Rules for onsite and online attendance and proxy and remote voting approved by the Board of Directors.

### **VOTING AND PROXY BY MEANS OF REMOTE COMMUNICATION PRIOR TO THE ANNUAL GENERAL MEETING**

Any shareholders who so require may grant a proxy or exercise their voting right by means of remote communication prior to the date of the general meeting by any of the following means:

- (i) **Delivery by hand at the company's offices.** Prior to the date of the general meeting, shareholders may deliver at the company's offices (Paseo de la Castellana no. 20, 28046 Madrid) the attendance, proxy and remote voting card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which their shares are deposited, duly completed in the corresponding section and signed by the shareholder. Shareholders may also use the remote voting and proxy cards available on the company's website [www.ebrofoods.es](http://www.ebrofoods.es), which should be delivered together with the attendance card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which their shares are deposited. The Company may require corporate shareholders to present, together with the card, proof of the powers of attorney of the individual exercising the proxy or remote voting on behalf of the shareholder.

**Any shareholders wishing to use this option of personal delivery of the card at the offices of the Company are urged to request an appointment through the Shareholders' Office on telephone number +34 917245267 from 09:00 to 14:00 horas from Monday to Friday (except holidays) or writing to [oficinadelaccionista@ebrofoods.es](mailto:oficinadelaccionista@ebrofoods.es).**

**The Company might not be able to attend any shareholders turning up without an appointment, in which case they would, whenever possible, be given an alternative time and date as soon as possible.**

- (ii) **By post or courier service.** For postal votes or proxies, shareholders shall send to the company's offices (Paseo de la Castellana no. 20, 28046 Madrid), the onsite and online attendance and proxy and remote voting card issued by the member of

Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which their shares are deposited, duly completed in the corresponding section and signed by the shareholder. Shareholders may also use the remote voting and proxy cards available on the company's website [www.ebrofoods.es](http://www.ebrofoods.es), which should be delivered together with the card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which their shares are deposited. The Company may require corporate shareholders to submit, together with the card, proof of the powers of attorney of the individual exercising proxy or remote voting on behalf of the shareholder. The envelope shall be marked "Proxy and remote voting-AGM 2023".

The Company accepts no responsibility for any difficulties or detriment suffered by shareholders as a result of restrictions or delays in the postal and courier services.

- (iii) **Electronically.** For electronic votes or proxies, shareholders shall access the "Electronic vote and proxy" platform enabled within the AGM 2023 page on the company's website [www.ebrofoods.es](http://www.ebrofoods.es), prove their shareholder status and complete the corresponding forms following the instructions indicated. For this purpose, shareholders must have either a recognised digital signature, not on record as revoked, based on a recognised, valid electronic certificate issued by the Spanish public certification authority (CERES) operating under the National Mint (*Fábrica Nacional de Moneda y Timbre*), or a valid electronic identity card, not on record as revoked.

The remote electronic vote and proxy option will be enabled for use from 08.00 on 5 May 2023 to 17.00 on the day before the date of the General Meeting on first call (i.e. up to 17.00 on 5 June 2023).

### **Common rules on votes and proxies by means of remote communication prior to the annual general meeting.**

The vote or proxy by means of remote communication prior to the Annual General Meeting must be received by the company on the terms indicated above by 17.00 on the day before the general meeting is scheduled on first call (i.e. up to 17.00 on 5 June 2023). Otherwise the vote will be considered not cast or the proxy not granted.

Onsite or online attendance of the general meeting by a shareholder who has previously issued a vote or proxy by means of remote communication will annul such postal or electronic vote or proxy.

If the voting intentions or instructions are not expressly stated in the proxy or remote voting, shareholders will be deemed to vote for, or to instruct their proxy to vote for, the resolutions proposed by the Board.

If the proxy card does not name the proxy, it will be deemed made in favour of the Chairman of the General Meeting or such person as may be substituted. When the representation of the shareholder corresponds to the Chairman of the General Meeting or a Director, by express or tacit designation, and the proxy card does not contain specific voting instructions, should the proxy be in a conflict of interest in respect of one or several



of the items on the agenda, the proxy will be deemed granted, for that item or items, to the Secretary of the General Meeting, unless otherwise indicated by the shareholder in the proxy card. For this purpose and without prejudice to other cases that may arise, it is expressly put on record that the Director whose re-election is proposed on the Agenda and who has been named proxy by a shareholder will be in a conflict of interest in their re-election as Director (item Five on the agenda). In this situation, unless the represented shareholder has otherwise expressly stated, they shall be deemed to have issued specific instructions to their proxy to vote for the proxy's re-election as Director, pursuant to section 526 of the Corporate Enterprises Act.

Save otherwise indicated by the shareholder in the proxy card (in which case the shareholder will be deemed to instruct his proxy to abstain), the proxy will be extended to any items which, although not included on the agenda, may be put to the vote at the general meeting. In this case the proxy will vote however they may uphold to be in the best interests of their principal, the provisions of the preceding paragraph being applicable in the event of any conflict of interest.

The validity of the remote vote or proxy will be conditional upon confirmation of shareholder status, the information on the holder and number of shares provided by the shareholder voting or granting a proxy and, where appropriate, the documentation referring to the individual authorised to represent a corporate shareholder.

The company will not be liable for any difficulties or loss endured by the shareholders owing to faults, defects, errors or malfunctioning of the computer, courier or postal services that may prevent or hamper use of the afore-mentioned proxy and remote voting channels prior to the General Meeting.

The rules adopted by the Board on proxies and remote voting are available on the company's website, [www.ebrofoods.es](http://www.ebrofoods.es).

**Without prejudice to the possibility of onsite or online attendance of the Annual General Meeting on the terms set out hereinbelow, all shareholders wishing to exercise their voting and proxy rights by means of remote communication prior to the Annual General Meeting are recommended to do so by post or courier service or through the electronic platform enabled for this purpose on the company's website [www.ebrofoods.es](http://www.ebrofoods.es).**

## **ONLINE ATTENDANCE OF THE ANNUAL GENERAL MEETING**

The Board of Directors has resolved to enable online attendance of the AGM through the "Online attendance" electronic platform enabled for this purpose on the corporate website [www.ebrofoods.es](http://www.ebrofoods.es), on the terms indicated in this notice of call.

### **1. Prior registration, accreditation and online attendance:**

To enable adequate management of the online attendance systems, any shareholder or representative wishing to attend the Annual General Meeting online must:

- (a) Pre-register via the "Online attendance" link enabled for this purpose on the company's website [www.ebrofoods.es](http://www.ebrofoods.es), providing proof of identity (and, where



appropriate, their representation) between 08.00 on 5 May 2023 and 17.00 on 5 June 2023 by any of the following means: (i) electronic identity card, valid and in force, and not on record as revoked; or (ii) a recognised electronic user certificate, valid and in force, and not on record as revoked, issued by the Spanish public certification authority (CERES) operating under the National Mint (*Fábrica Nacional de Moneda y Timbre*) in pursuance of the applicable regulation.

When pre-registering it is essential to prove shareholder status by attaching to the corresponding form a copy, in Pdf format, of the duly signed attendance card issued by the member of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) at which the shareholder's shares are deposited. At the Company's request, corporate shareholders shall provide documentation, in the form indicated on the platform, proving the powers of attorney of the person signing it. If the person pre-registering does so in their capacity as representative of a shareholder, a copy of the document granting their powers of attorney shall also be submitted, in the form indicated on the platform.

Any registration made outside the times and dates indicated above or that does not meet the accreditation requirements set out in this paragraph (a) will not be accepted.

The Company reserves the right to ask shareholders and/or representatives for such additional proof of identity as it may deem fit to confirm their shareholder status or the adequacy of the powers granted.

- (b) After prior registration as above, the shareholder or representative must connect online by clicking on the "Online attendance" link on the website [www.ebrofoods.es](http://www.ebrofoods.es) on 6 June 2023 between 08.00 and 12.15, using the means indicated in (a) above. Once the general meeting has begun, only the shareholders and representatives who have connected on the date and within the times indicated above will be able to vote and/or participate.

If the General Meeting is inquorate on first call on 6 June 2023, the shareholders and representatives who have connected via the "Online attendance" link on first call must connect again within the same times (between 08.00 and 12.15) on 7 June 2023 to be registered as attending the General Meeting on second call.

## **2. Exercising the rights of participation, information and proposal:**

Any shareholders and representatives who attend online and, exercising their rights, wish to participate through that channel and who, as the case may be, request information or explanations in connection with items on the agenda, on the publicly accessible information that the company has delivered to the National Securities Market Commission (CNMV) since the date of the last General Meeting or on the auditor's report, or make proposals allowed by law, must submit their requests or proposals in writing by sending an electronic communication containing (or attaching) their requests or proposals via the "Online attendance" link enabled on the company's website. These rights may be exercised from the time of their connection as online participant at the general meeting (on the date and within the times indicated in paragraph 1(b) above) up to the time when the Chairman of the General Meeting declares it quorate.

Any online attendees who wish to have their contributions included in the minutes of the general meeting must state this clearly and expressly within the text of their request or proposal.

The contributions of online attendees will be answered orally during the general meeting or in writing within seven days thereafter, in accordance with the Corporate Enterprises Act.

### **3. Voting:**

Anyone attending the General Meeting online may vote on the motions tabled under the items on the agenda using the form available on the “Online attendance” link enabled on the website [www.ebrofoods.es](http://www.ebrofoods.es) from the time of their connection as online participant on the date of the general meeting indicated in paragraph 1(b) above up to the time when the Chairman of the General Meeting declares the conclusion of voting during the general meeting.

For resolutions on business not included in the agenda proposed in the cases permitted by law, online attendees may vote using the voting form available on the “Online attendance” platform enabled on the website [www.ebrofoods.es](http://www.ebrofoods.es) from the time when those proposals are read out by the Secretary of the General Meeting and enabled on the “Online attendance” platform in order to proceed to voting thereon, to the time when the Chairman of the General Meeting declares the conclusion of voting during the general meeting.

The rules on counting of votes set out in the Articles of Association and the Regulations of the General Meeting will be applicable for online voting.

### **4. Other issues:**

Online attendance by shareholders will prevail over any votes and/or proxies by means of remote communication prior to the General Meeting and any powers of attorney granted prior to the date of the General Meeting.

Shareholders (or their representatives) are exclusively responsible for the safekeeping of the means of identification required to access and use the online attendance platform.

The Company will not be liable for any difficulties or losses that the shareholders or their representatives may suffer as a result of occasional unavailability of the company’s website, or faults, overload, fallen lines, connection faults or whatsoever other similar incidents beyond the Company’s control, although the necessary measures will be taken in each situation, including possibly suspending or extending the general meeting should this be necessary to guarantee full exercise by shareholders or their representatives of their rights.

The rules for online attendance of the General Meeting adopted by the Board of Directors may be consulted by shareholders on the Company’s website [www.ebrofoods.es](http://www.ebrofoods.es).

### **LIVE STREAMING OF THE ANNUAL GENERAL MEETING**

The General Meeting will be live streamed through the Company’s website [www.ebrofoods.es](http://www.ebrofoods.es).

## SHAREHOLDERS' ELECTRONIC FORUM

An electronic shareholders' forum is enabled for this general meeting on the company's website [www.ebrofoods.es](http://www.ebrofoods.es). Access to the forum is permitted, with due guarantees, to both individual shareholders and any voluntary pooling that may be created in accordance with the applicable laws and regulations. The purpose of this forum is to facilitate communication among them prior to the general meeting. The regulations of the Shareholders' Forum are available on the company's website [www.ebrofoods.es](http://www.ebrofoods.es).

## ATTENDANCE BY NOTARY

Shareholders are informed that the Board has agreed to request the presence of a Notary, who will attend the general meeting and issue the corresponding notarial certificate thereof, in accordance with section 203 of the Corporate Enterprises Act and other applicable provisions.

## FORESEEABLE HOLDING OF THE GENERAL MEETING ON FIRST CALL

<p><b>This General Meeting will foreseeably be held on <u>FIRST CALL, AT 12.30 ON 6 June 2023.</u></b></p>
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## PERSONAL DATA PROTECTION

**Controller:** Ebro Foods, S.A. (tax no. A47412333, registered office at Paseo de la Castellana, no. 20, 28046 Madrid) is the controller of the personal data (including identification, contact details, digital signature, access credentials, shareholder status, status as representative and, where appropriate, image and/or voice) collected or generated in connection with the General Meeting to be held in accordance with this notice, either directly from the shareholders and representatives or from the entities at which their shares are deposited.

**Purpose of processing and legal basis:** The aforesaid personal data will be processed in accordance with the General Data Protection Regulation and any other laws and regulations applicable for the following purposes: (i) manage the exercise and control of shareholders' rights (including verification of the identity and status of the shareholder or representative, manage registration for and access to the electronic voting and proxy platforms, shareholders' forum and onsite or online attendance); (ii) send any information related with the General Meeting requested by shareholders; (iii) manage the calling and holding of the General Meeting of shareholders; (iv) send the gift for participation in the General Meeting to any shareholders who so request; and (v) ensure the transparency and publication of the General Meeting of shareholders on the company's website [www.ebrofoods.es](http://www.ebrofoods.es). The processing of personal data is necessary for those purposes and is performed within and as part of the relationship between the shareholder and the company and compliance with the legal obligations incumbent on Ebro Foods, S.A. as a corporate enterprise, and based on the company's legitimate interest in recording and streaming the General Meeting.

**Recipients of personal data:** The personal data will be sent: (i) to the service provider responsible for the software applications for management of the general meeting and electronic platforms; (ii) to the courier service provider for delivery, where appropriate,

of the requested gifts for participation; and (iii) the notary, exclusively for the purpose of issuing minutes of the General Meeting. They may also be transferred to duly authorised third parties exercising their right to information contemplated in the applicable laws and regulations.

**Security of processing and storage time:** The personal data will be processed with adequate security measures and technical means to prevent any loss, misuse or unauthorised access, and will be stored throughout the duration of the relationship between the shareholder and the company and for six years after termination of that relationship or such longer time as may correspond to the time-barring of any legal or contractual actions applicable thereto.

**Exercise of data protection rights:** Data subjects may exercise the rights of access, rectification, objection, erasure, portability, restriction of processing and any other rights to which they may be entitled pursuant to the applicable data protection laws and regulations by writing to Ebro, enclosing proof of identity, in a letter sent by post or courier service to Paseo de la Castellana no. 20, 28046 Madrid, marking the envelope “Personal Data Protection”, or by e-mail to [protecciondedatos@ebrofoods.es](mailto:protecciondedatos@ebrofoods.es). They may also lodge a complaint at any time with the Spanish Data Protection Agency.

**Other aspects:** The shareholder will be solely and exclusively liable for any false, inaccurate, incomplete or out-of-date information given on the forms. If the shareholder includes the personal data of any other individuals in the documentation remitted or if a third party attends the general meeting as representative of the shareholder, the shareholder must inform them of the details of this notice of call regarding the processing of personal data. The company is not obliged to take any further action in terms of information or legitimation in respect of the data subjects.

## GIFT FOR PARTICIPATION

In accordance with the company's Policy on Attendance Fees, the company intends to follow the tradition of presenting a gift to all shareholders who so request and participate in the Annual General Meeting.

**With a view to expediting the management and organisation of the Annual General Meeting, this year there will be no physical delivery of gifts to the shareholders at the Company's offices prior to the Annual General Meeting or at the venue on the date of the AGM.**

**As has become the norm in recent years, gifts will be sent free of charge to all shareholders participating in the Meeting who so request and provide the Company with the necessary contact details for the shipment.**

**THE COMPANY WILL NOT ACCEPT ANY GIFT REQUESTS RECEIVED AFTER THE GENERAL MEETING.**

The company will take all reasonable actions necessary, after the Annual General Meeting, to send the gift to the postal address indicated by the shareholder. Considering the date for which the meeting is scheduled, any shareholders who have requested the gift will probably receive them in September 2023.

However if, in the opinion of the Board, prevailing circumstances regarding health or public order so recommend, it may establish such restrictions as may be deemed necessary or even suspend or cancel the sending of gifts.

### **GENERAL INFORMATION**

The company recommends the participation in the General Meeting by proxy, remote voting or online attendance, which guarantee the shareholders' voting rights and avoid the physical presence of shareholders and their representatives.

For any further information, shareholders may contact the Shareholders' Office on telephone no. +34 917245267 from 09.00 to 14.00, from Monday to Friday (except holidays) or by writing to [oficinadelaccionista@ebrofoods.es](mailto:oficinadelaccionista@ebrofoods.es).

Pursuant to section 11 quater Corporate Enterprises Act, communications from shareholders sent to the company through electronic means may be answered by the company by the same means unless otherwise specified by the shareholders in their communication (in which case they must indicate a postal address to which the requested information should be sent).

Madrid, 26 April 2023

The Secretary of the Board - Luis Peña Pazos

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<p><b>The English version of this document is purely informative. In the event of any discrepancy between the Spanish and English versions of this document, the Spanish version will prevail.</b></p>
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<p style="text-align: center;"><b>PROPOSED RESOLUTIONS DRAWN UP BY THE BOARD OF DIRECTORS AND SUBMITTED FOR APPROVAL AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EBRO FOODS, S.A.</b></p>
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**RESOLUTION PROPOSED UNDER ITEM ONE ON THE AGENDA**

*1.1. Examination and approval, if appropriate, of the separate and consolidated annual accounts of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2022.*

To approve the separate and consolidated annual accounts of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2022.

*1.2. Examination and approval, if appropriate, of the separate and consolidated management reports of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2022, including, as appropriate, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration and the Consolidated Non-Financial Statement.*

To approve the separate and consolidated management reports of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2022, including, as appropriate, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration and the Consolidated Non-Financial Statement.

*1.3. Examination and approval, if appropriate, of the Non-Financial Statement of the consolidated Group included in the consolidated Management Report for the year ended 31 December 2022.*

To approve the Non-Financial Statement of the Ebro Foods Group included in the consolidated Management Report for the year ended 31 December 2022.

**RESOLUTION PROPOSED UNDER 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 2022.*

To approve the management and actions of the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2022.

**RESOLUTION PROPOSED UNDER ITEM THREE ON THE AGENDA**

*Three. Examination and approval, if appropriate, of the application of profit obtained during the year ended 31 December 2022, including the cash payment of an annual dividend of 0.57 euros gross per share.*

To approve the proposed application of profit of Ebro Foods, S.A. for the year ended 31 December 2022, as shown below and indicated in the notes to the separate annual accounts:

	Amount (€ 000)
<b><u>Basis for distribution</u></b>	
Unrestricted reserves	1,036,271
Balance of profit and loss account (profit)	214,562
	<u>1,250,833</u>

To approve the distribution of a cash dividend of 0.57 euros gross per share outstanding against the unrestricted reserves and the profit posted in 2022, payable in cash over 2023 in three payments of 0.19 euros gross per share each, on 3 April, 30 June and 2 October 2023.

The dividend payment made on 3 April 2023 is thus ratified.

#### **RESOLUTION PROPOSED UNDER ITEM FOUR ON THE AGENDA**

*Approval, if appropriate, of the remuneration of Directors for their duties as such.*

To approve the following remuneration of the Directors for their duties as such in 2022, in accordance with the current Article 22 of the Articles of Association:

- (i) Fixed remuneration for all the Directors for their duties as such: EUR 2,850 thousand gross.
- (ii) Attendance fees of EUR 1,600 gross for attending the Company Board meetings and EUR 800 gross for attending the different committee meetings.

#### **RESOLUTION PROPOSED UNDER ITEM FIVE ON THE AGENDA**

*Re-election of the Director Marc Thomas Murtra Millar.*

To re-elect Marc Thomas Murtra Millar as Director of the Company for the statutory term of four years. Marc Thomas Murtra Millar is classified as an independent Director.

Pursuant to section 529 decies of the Corporate Enterprises Act on the appointment and re-election of Directors, the resolution laid before the shareholders under this item on the agenda is proposed by the Board of Directors following proposal and favourable report submitted by the Nomination and Remuneration Committee and the necessary report by the Board. The proposal and reports are incorporated in the minutes of the General Meeting and, together with the information regarding the identity, curriculum and category of the Director, they have been published on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es) and available to shareholders since the date of publication of the notice of call to the General Meeting.



**RESOLUTION PROPOSED UNDER ITEM SIX ON THE AGENDA**

*Alteration, if appropriate, of Article 28 (“Executive Committee, Audit and Compliance Committee, Nomination and Remuneration Committee and other Committees”) of the Articles of Association.*

To approve the alteration of Article 28 (“Executive Committee, Audit and Compliance Committee, Nomination and Remuneration Committee and other Committees”) of Articles of Association, which will be reworded as follows:

***“Article 28 (“Executive Committee, Audit and Compliance Committee, Nomination and Remuneration Committee and other Committees)***

*1. The Executive Committee shall have no fewer than three nor more than seven members, including the Chair.*

*The Executive Committee shall be presided by the Chairman of the Board, assisted by the Secretary of the Board. The rules of substitution established for the Board shall also be applicable to the Chair and Secretary of the Executive Committee.*

*2. An audit and control committee shall be set up within the Board, which shall be called the Audit, Control and Sustainability Committee, with no fewer than three nor more than five members appointed by the Board. All the members of this Committee shall be non-executive directors, at least the majority shall be independent directors and one of whom will be appointed on the basis of their experience and expertise in accounting, auditing or both. Moreover, between them the Committee members shall have the necessary technical expertise on the business sector in which the company operates.*

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

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

*The Audit, Control and Sustainability Committee shall have the powers assigned to it by law, the Articles of Association and the Regulations of the Board. The Regulations of the Board may develop and complete the Committee’s powers and the rules for its*

*organisation and procedure, in accordance with the relevant provisions of law and the Articles of Association.*

*3. A Nomination and Remuneration Committee shall also be set up within the Board, with no fewer than three nor more than five members appointed by the Board. All the members of this Committee shall be non-executive directors and at least two of them shall be independent directors.*

*The Board shall appoint one of the independent directors on the Nomination and Remuneration to chair that committee. In the event of absence or temporary unavailability of the Chair, they shall be substituted by a member of the Committee provisionally so nominated by the Board, or otherwise by the Committee member designated by the Committee for the specific meeting.*

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

*The Nomination and Remuneration Committee shall have the powers assigned to it by law, the Articles of Association and the Regulations of the Board. The Regulations of the Board may develop and complete the Committee's powers and the rules for its organisation and procedure, in accordance with the relevant provisions of law and the Articles of Association.*

*4. The Regulations of the Board shall also contemplate the existence of a Strategy and Investment Committee, on which any director may sit.”*

Pursuant to section 286 of the Corporate Enterprises Act, the alteration of the above article is resolved in view of a written report by the Directors justifying that alteration, approved at the Board meeting held on 26 April 2023. That report, which contains the full text of the proposed alteration, has been published on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es) and made available to shareholders since the date of publication of the notice of call to the General Meeting.

## **RESOLUTION PROPOSED UNDER ITEM SEVEN ON THE AGENDA**

*Approval, if appropriate, of the amendment to the Directors' Remuneration Policy for 2022, 2023 and 2024.*

To approve the amendment to the Directors' Remuneration Policy for 2022, 2023 and 2024 according to the reasoned proposal issued by the Board of Directors, accompanied by the specific report by the Nomination and Remuneration Committee.

Pursuant to section 529 novodecies of the Corporate Enterprises Act, the amendment to the Directors' Remuneration Policy laid before the General Meeting for approval under this item on the agenda was contemplated in the reasoned proposal by the Board, which includes: (i) the specific report issued by the Nomination and Remuneration Committee; and (ii) the recast text of the amended Policy. Those documents have been published on the Company's website [www.ebrofoods.es](http://www.ebrofoods.es) and available to shareholders since the date of publication of the notice of call to the General Meeting.

#### **RESOLUTION PROPOSED UNDER ITEM EIGHT ON THE AGENDA**

*Advisory vote on the Annual Report on Directors' Remuneration for 2022.*

In an advisory vote, to approve the Annual Report on the Remuneration of Directors for 2022.

#### **RESOLUTION PROPOSED UNDER ITEM NINE ON THE AGENDA**

*Reappointment of Ernst & Young, S.L. as auditors of Ebro Foods, S.A. and its consolidated Group for the year ending 31 December 2023.*

To reappoint Ernst & Young, S.L., with tax registration number B-78970506 and registered office at calle de Raimundo Fernández Villaverde, 65, Madrid, as Auditors of Ebro Foods, S.A. and its consolidated Group for a period of one (1) year, to audit the annual accounts and management reports of Ebro Foods, S.A. and its consolidated Group for the year ending 31 December 2023.

This resolution has been proposed by the Board after assessment and proposal by the Audit, Control and Sustainability Committee.

#### **RESOLUTION PROPOSED UNDER ITEM TEN ON THE AGENDA**

*Authorisation of the Board of Directors to make a financial contribution to the Ebro Foods Foundation.*

To expressly authorise the Board, with the fullest powers necessary and the power of delegation, to make one or several contributions over the forthcoming years to the Ebro Foods Foundation, up to a maximum of EUR 700,000.

This authorisation is granted without prejudice to the authorisations to fund the Ebro Foods Foundation granted to the Board of Directors by the General Meeting of Shareholders of Ebro Foods, S.A. in earlier years.

#### **RESOLUTION PROPOSED UNDER ITEM ELEVEN ON THE AGENDA**

*Approval, if appropriate, of the shorter time for calling extraordinary general meetings, pursuant to section 515 of the Corporate Enterprises Act.*

To approve the calling extraordinary general meetings of the Company at least fifteen (15) days in advance, provided that the Company offers shareholders the real possibility of voting by electronic means available to all of them. Pursuant to section 515 of the

Corporate Enterprises Act, this resolution to shorten the time for calling meetings will remain in force until the date of the next AGM.

## **RESOLUTION PROPOSED UNDER ITEM TWELVE ON THE AGENDA**

*Information on the modification of the Regulations of the Board resolved by the Board of Directors.*

To put on record that the General Meeting has been informed of the modification of the Regulations of the Board, approved by that body on 26 April 2023.

The sole purpose of that modification of the Regulations of the Board was to change the name of the audit and control committee to “Audit, Control and Sustainability Committee”, in accordance with the change of name of that committee adopted by the Board of Directors at its meeting on 21 December 2022.

The articles of the Regulations of the Board amended by the Board are:

- Article 3 (“Modification”), paragraphs 3.2 and 3.3;
- Article 8 (“Powers”), paragraph 8.2;
- Article 15 (“Secretary of the Board. Vice-Secretary”), paragraph 15.3, c);
- Article 24 (“Audit, Control and Sustainability Committee”);
- Article 37 (Conflicts of interest. Related Party Transactions) paragraphs 37.3, 37.6 and 37.8; and
- Article 43 (“Relations with Auditors”), paragraph 43.1.

It is put on record that the Regulations of the Board were amended following the corresponding explanatory report by the Board, as required by the Article 3.3 of the Regulations.

The General Meeting is informed of the amendments to the Regulations of the Board in view of a written report by the Directors approved at the Board meeting held on 26 April 2023. That report, which contains the full text of the agreed amendments, has been published on the Company’s website [www.ebrofoods.es](http://www.ebrofoods.es) and available to shareholders since the date of publication of the notice of call to the General Meeting.

At the date of publication of the notice of call, the recast Regulations of the Board are pending entry in the Madrid Trade Register and publication on the website of the National Securities Market Commission (CNMV) [www.cnmv.es](http://www.cnmv.es)

## **RESOLUTION PROPOSED UNDER ITEM THIRTEEN ON THE AGENDA**

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

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

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