



**TO THE NATIONAL SECURITIES MARKET COMMISSION**

Madrid, 6 June 2023

**Reference: Resolutions adopted at the Annual General Meeting of Ebro Foods, S.A.**

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

**OTHER RELEVANT INFORMATION**

the resolutions adopted at the Annual General Meeting of Shareholders of Ebro Foods, S.A. held on first call this morning, 6 June 2023.

Yours faithfully,

Luis Peña Pazos  
Secretary of the Board

**RESOLUTIONS ADOPTED  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
6 JUNE 2023**

**RESOLUTIONS ADOPTED 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 ADOPTED 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 ADOPTED 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
	1,250,833

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 ADOPTED 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 ADOPTED 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 ADOPTED 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 ADOPTED 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 ADOPTED 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 ADOPTED 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 ADOPTED 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 ADOPTED 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.”

## **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 ADOPTED 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.**