



TO THE NATIONAL SECURITIES MARKET COMMISSION

Madrid, 5 June 2024

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, 5 June 2024.

Yours faithfully,

Luis Peña Pazos
Secretary of the Board

**RESOLUTIONS ADOPTED
ANNUAL GENERAL MEETING OF SHAREHOLDERS
5 JUNE 2024**

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 2023.

“To approve the separate and consolidated annual accounts of Ebro Foods, S.A. and of its consolidated Group for the year ended 31 December 2023.”

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 2023, 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 2023, 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 2023.

“To approve the Non-Financial Statement of the Ebro Foods Group included in the consolidated Management Report for the year ended 31 December 2023.”

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 2023.

“To approve the management and actions of the Board of Directors of Ebro Foods, S.A. during the year ended 31 December 2023.”

RESOLUTIONS ADOPTED UNDER ITEM THREE ON THE AGENDA

Examination and approval, if appropriate, of the application of profit obtained during the year ended 31 December 2023, including the cash payment of an annual dividend of 0.66 euros gross per share.

“To approve the proposed application of profit of Ebro Foods, S.A. for the year ended 31 December 2023, as shown below and indicated in the notes to the separate annual accounts:

<u>Basis for distribution</u>	Amount (€ 000)
Unrestricted reserves	1,163,140
Balance of profit and loss account (profit)	33,561
	1,196,701

To approve the distribution of a cash dividend of 0.66 euros gross per share outstanding against the profit posted in 2023 and the unrestricted reserves, payable in cash over 2024 in three payments of 0.22 euros gross per share, on 2 April, 28 June and 1 October 2024.

The dividend payment made on 2 April 2024 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 2023, 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

Ratification of the appointment by cooptation of the Director Elena Segura Quijada.

“To ratify the appointment by cooptation of Elena Segura Quijada as Director, resolved by the Board of Directors on 31 January 2024 to fill the vacancy produced upon the resignation tendered by the Director Fernando Castelló Clemente with effect from 31 December 2023. Elena Segura Quijada 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 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

Approval, if appropriate, of the Directors’ Remuneration Policy for 2025, 2026 and 2027.

“To approve the Directors’ Remuneration Policy for 2025, 2026 and 2027 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 approval of the Directors’ Remuneration Policy laid before the General Meeting 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 text of the Policy. Those documents have been published on the Company’s website 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 SEVEN ON THE AGENDA

Advisory vote on the Annual Report on Directors’ Remuneration for 2023.

“In an advisory vote, to approve the Annual Report on the Remuneration of Directors for 2023.”

RESOLUTIONS ADOPTED UNDER ITEM EIGHT ON THE AGENDA

Appointment of Ernst & Young, S.L. as auditor of Ebro Foods, S.A. and its consolidated Group for the years 2024, 2025 and 2026.

“- To appoint Ernst & Young, S.L., with tax registration number B-78970506 and registered office at Plaza Pablo Ruiz Picasso, s/n, Madrid, auditors of Ebro Foods, S.A. and its consolidated Group for a period of three (3) years, to audit the annual accounts and management reports of Ebro Foods, S.A. and its consolidated Group for the years ending 31 December 2024, 2025 and 2026.

- To expressly delegate to the Board of Directors the necessary powers, including the power to delegate, so that it may, based on a proposal by the Audit, Control and Sustainability Commission, make and enter into the appropriate services contract with Ernst & Young, S.L. as external auditor and stipulate the terms and conditions of their engagement and such remuneration as may be deemed fit, making any necessary amendments under the laws applicable from time to time.

This resolution has been proposed by the Board after assessment and proposal in turn by the Audit, Control and Sustainability Committee, which is responsible for the selection process of external auditors.

It is expressly put on record that the re-appointment of Ernst & Young, S.L. as auditor of Ebro Foods, S.A. and its consolidated Group for the years 2024, 2025 and 2026 corresponds to the reasoned recommendation of two alternatives for the position and preference for the proposal indicated to the Board of Directors by the Audit, Control and Sustainability Committee following the selection process organised in accordance with the criteria of Article 16.3 of Regulation (EU) No 537/2014 of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities, to which section 40.3 of the Spanish Auditing Act 22/2015 of 20 July expressly refers.”

RESOLUTION ADOPTED UNDER ITEM NINE 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 TEN 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 ADOPTED UNDER ITEM ELEVEN 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.”

<p>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.</p>
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