



Governance model

2. Governance model

GOVERNANCE BODIES

The governance bodies of Ebro Foods, S.A. are the General Meeting of Shareholders and the Board of Directors.

The General Meeting is the Company's sovereign body. It is competent to discuss and adopt resolutions on all business reserved in law or the Articles of Association for decision by this body and, in general, on any business submitted to it by the Board of Directors or the shareholders within its legal remit.

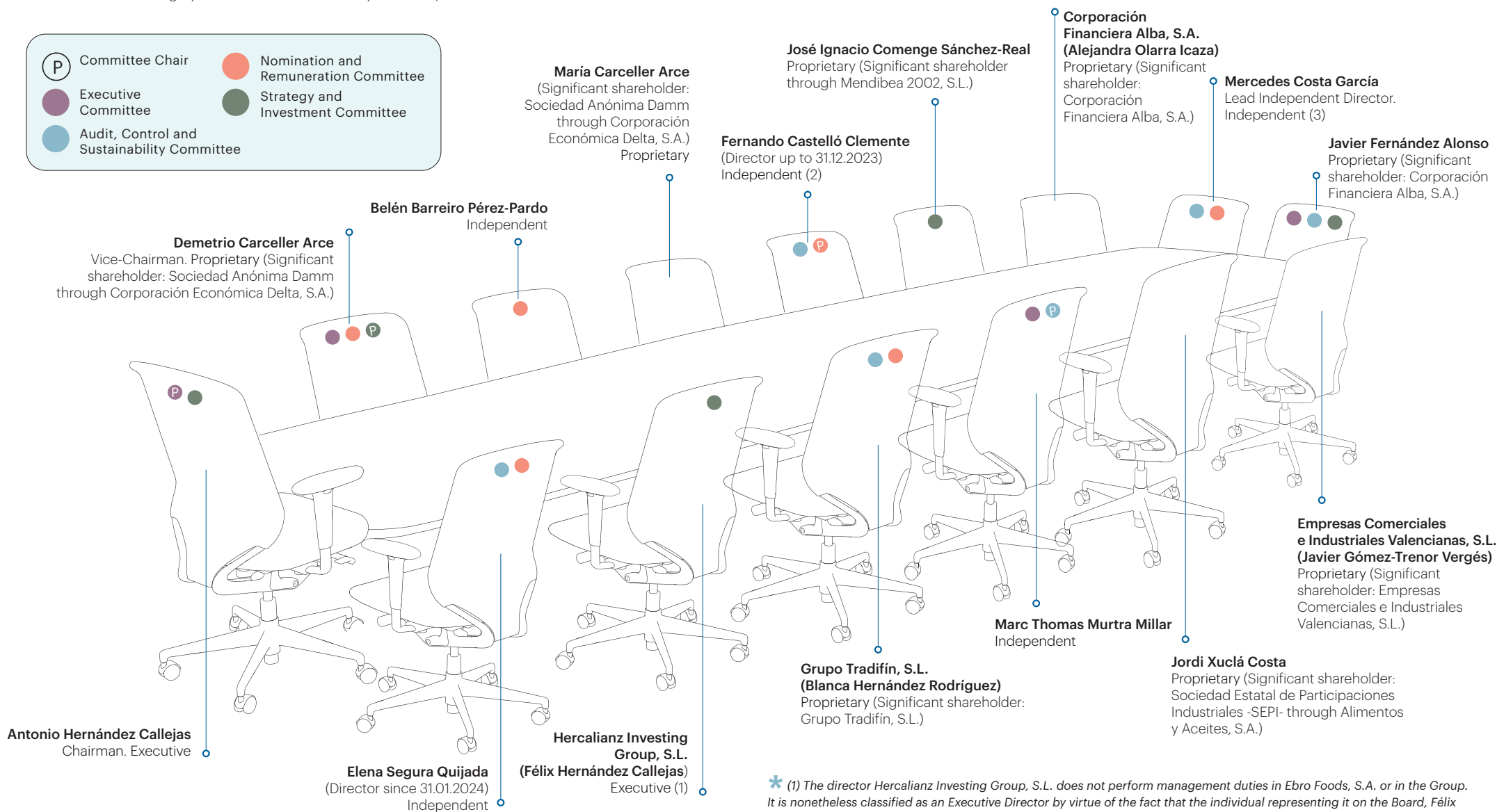
Save in any matters reserved by law, regulations or the Articles of Association to the General Meeting, the Board of Directors is the highest body of governance and administration of the company, with full powers to direct, administer and represent the company in the activities comprising its objects. The Board of Directors entrusts the day-to-day management of the company to its executive members and the senior officers, so that it can focus on oversight and certain general duties including, among others, those corresponding to it by law, those established in the Regulations of the Board and any that may be delegated to it by the General Meeting of Shareholders as stipulated in law.

There are also four Committees, which guarantee fulfilment of the Board's duties and perform the powers vested in them by law, the Articles of Association and the Regulations of the Board:

- * Executive Committee
- * Audit, Control and Sustainability Committee
- * Nomination and Remuneration Committee
- * Strategy and Investment Committee

COMPOSITION OF THE BOARD OF DIRECTORS

The following table contains information on the composition of the Board of Directors, categories of Directors and Committee memberships (information updated to the date of drawing up the Annual Financial Report 2023)



* (1) The director Hercalianz Investing Group, S.L. does not perform management duties in Ebro Foods, S.A. or in the Group. It is nonetheless classified as an Executive Director by virtue of the fact that the individual representing it on the Board, Félix Hernández Callejas, is a senior executive and director in several of the Group companies. (2) Fernando Castelló Clemente; Chair of Nomination and Remuneration Committee up to 31.12.2023. (3) Mercedes Costa García; Chair of Nomination and Remuneration Committee since de Comisión 31.01.2024.

The following changes were produced on the Board of Directors and its Committees between year-end 2023 (31 December 2023) and the date of drawing up the Annual Financial Report 2023 (22 March 2024):

- * On 10 December 2023, Fernando Castelló Clemente tendered his resignation from the Board with effect from 31 December 2023. Mr Castelló Clemente was classified as an Independent Director and was a member of the Audit, Control and Sustainability Committee and member and Chair of the Nomination and Remuneration Committee.
- * On 31 January 2024, acting on the proposal and favourable report by the Nomination and Remuneration Committee, the Board resolved to appoint Elena Segura Quijada Director by cooptation to fill the vacancy left by Fernando Castelló Clemente. Ms Segura Quijada is classified as an Independent Director. She was also appointed member of the Audit, Control and Sustainability Committee and the Nomination and Remuneration Committee to fill the vacancy produced on each of those Committees following Mr Castelló Clemente's resignation.
- * Then on 31 January 2024, following a favourable report by the Nomination and Remuneration Committee, the Board resolved to appoint Mercedes Costa García Chair of the Nomination and Remuneration Committee, which office had been held by Fernando Castelló Clemente at the time of his resignation. Ms Costa García is classified as an Independent Director and has been on the Remuneration and Nomination Committee since 27 September 2017.

ANALYSIS BY THE NOMINATION AND REMUNERATION COMMITTEE OF THE COMPOSITION OF THE BOARD OF DIRECTORS

Every time a Director is appointed, re-elected or ratified, the Nomination and Remuneration Committee analyses the composition of the Board from the point of view of categories of Directors, presence of women, size and diversity of expertise and profiles.

Independent directors

The number of independent directors (4) is somewhat less than one-third (4.666) of the total Board members (14) recommended for non-large cap companies.

The Company considers it necessary to continue working to raise the number of independent directors until it is at least equal to the recommended one-third, although it should be borne in mind that 68.47% of the company's total capital was represented on the Board at 31 December 2023 (with no significant variation at 22 March 2024).

Proprietary directors

The number of directors classified as proprietary directors (8) represent 57.14% of the total members of the Board (14) and 66.67% of the total non-executive directors (12).

The proprietary directors represent a higher percentage (66.67%) of the total non-executive directors than the proportion of the company's capital represented by those directors in the total capital (57.89% at 31 December 2023, with no significant variation at 22 March 2024).

It should be borne in mind in this regard that: (i) the significant shareholders represented on the Board are not related to one another; (ii) the percentage of capital represented on the Board is as indicated above; and (iii) at 31 December 2023, the Company had a non-free float of 72.55% (with no significant variation at 22 March 2024).

Presence of women

As regards the presence of women on the Board of Directors, the Policy for Selection of Directors and Diversity in the Composition of the Board of Directors of Ebro Foods, S.A. sets the target that the gender least represented on the Board should account for at least 40% of the total Board members by and beyond the end of 2022.

At year-end 2021, there were 6 women on the Board of Directors, representing 42.86% of the Board members (14).

In March 2022, following the resignation by the director Alimentos y Aceites, S.A. (who had been represented by a woman on the Board of Directors) and the incorporation on the Board of a male director (proprietary director of Alimentos y Aceites, S.A. -SEPI-), the presence of women fell from 42.86% to 35.71% and, therefore, below the 40% target.

Since then, the Company has striven to recover the percentage of female directors existing before Alimentos y Aceites, S.A. stepped down from the Board.

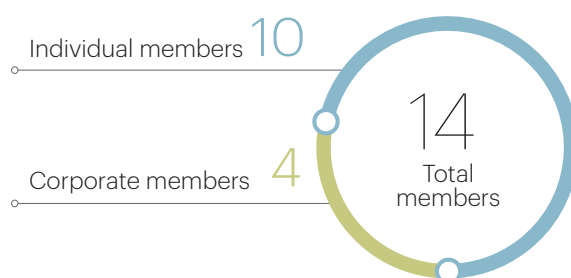
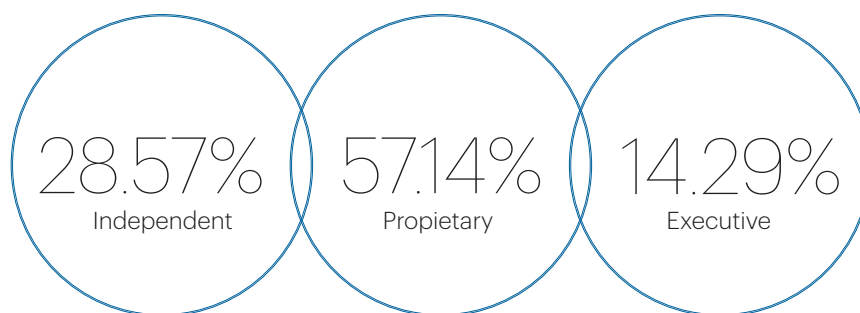
Following the resignation of the director Fernando Castelló Clemente with effect from 31 December 2023 and the incorporation of Elena Segura Quijada as of 31 January 2024, the number of women on the Board rose again to 42.86% of the total Board members, so the company has recovered the proportion of women that it had at the end of 2021 and before Alimentos y Aceites, S.A. left the Board of Directors in March 2022.

Diversity of profiles

All the present directors were appointed on account of their expertise, skills, professional experience, availability and suitability, which were considered adequate for the duties they were to perform.

In view of the diversity of professional profiles of the directors (all specialists in sectors that are both varied and complementary, such as economic, financial, legal, industrial, consumer and distribution markets, beverages, rice and pasta) and taking into account the extensive knowledge that some of them have of the Group overall, the Nomination and Remuneration Committee considers that the composition of its Board of Directors has adequate diversity of expertise and professional experience to serve the interests of the Company and the Group.



GRAPH SUMMARISING THE COMPOSITION OF THE BOARD OF DIRECTORS**5 Women***

2 aged 40 - 50

3 aged 51 - 60

**9 men***

3 aged 40 - 50

1 aged 51 y- 60

2 aged 61 - 70

3 aged 71 - 80

*6 women (42.86%) and 8 men (57.14%) at 22 March 2024

CAPITAL AND SHARES

Ebro Foods, S.A. has a capital of EUR 92,319,235.20, fully subscribed and paid up.

The capital is divided into 153,865,392 shares with a par value of 0.60 euros each, represented by book entries and issued in a single series and class.

Significant shareholders and their interests in the capital

The information that Ebro Foods, S.A. has on its significant shareholders and their interests in the capital is obtained from the information they report directly to the Company or publish in accordance with the prevailing laws and regulations on significant holdings, as well as the information that the Company obtains from those shareholders when drawing up its Annual Financial Statements.

Accordingly, the interests held by significant shareholders at 31 December 2023 is stated below. The Company has not been informed of any changes in those interests up to 31 March 2024.

SIGNIFICANT SHAREHOLDER	31.12.2023				
	% VOTING RIGHTS ATTRIBUTED TO SHARES			% VOTING RIGHTS THROUGH FINANCIAL INSTRUMENTS	% TOTAL VOTING RIGHTS
	DIRECT	INDIRECT	TOTAL		
Corporación Financiera Alba, S.A.	14.522	0.000	14.522	0.000	14.522
Sociedad Anónima Damm (through Corporación Económica Delta, S.A.)	0.000	11.686	11.686	0.000	11.686
Sociedad Estatal de Participaciones Industriales (through Alimentos y Aceites, S.A.)	0.000	10.360	10.360	0.000	10.360
Hercalanz Investing Group, S.L.	9.073	0.000	9.073	0.000	9.073
Grupo Tradifin, S.L.	7.961	0.000	7.961	0.000	7.961
Empresas Comerciales e Industriales Valencianas, S.L.	7.827	0.000	7.827	0.000	7.827
José Ignacio Comenge Sánchez-Real (through Mendibea 2002, S.L.)	0.002	5.381	5.383	0.000	5.383
Artemis Investment Management, LLP	0.000	4.082	4.082	0.000	4.082

Capital represented on the Board of Directors at 31 December 2023

SCALE OF PERCENTAGE INTERESTS IN THE CAPITAL	SIGNIFICANT SHAREHOLDERS REPRESENTED ON THE BOARD AND DIRECTORS WITH A DIRECT OR INDIRECT INTEREST IN THE CAPITAL	PERCENTAGE INTEREST
≥ 10.00%	Corporación Financiera Alba, S.A. (Significant shareholder and Proprietary Director)	14.522
	Corporación Económica Delta, S.A. (Significant shareholder represented on the Board by the Proprietary Directors Demetrio Carceller Arce and María Carceller Arce)	11.686
	Alimentos y Aceites, S.A. (Significant shareholder represented on the Board by the Proprietary Director Jordi Xuclà Costa)	10.360
≥ 5.00% < 10.00%	Hercalanz Investing Group, S.L. (Significant shareholder and Executive Director)	9.073
	Grupo Tradifin, S.L. (Significant shareholder and Proprietary Director)	7.961
	Empresas Comerciales e Industriales Valencianas, S.L. (Significant shareholder and Proprietary Director)	7.827
	José Ignacio Comenge Sánchez Real (Significant shareholder and Proprietary Director)	5.364
≥ 3.00% < 5.00%	---	---
< 3.00%	Fernando Castelló Clemente	1.500
	Demetrio Carceller Arce	0.134
	María Carceller Arce	0.021

Other information on the capital at 31 December 2023

- * Percentage capital represented on the Board: 68.47%
- * Total percentage of voting rights held by Directors: 46.42%
- * Percentage of non-free float: 72.55%
- * Percentage of free float: 27.45%

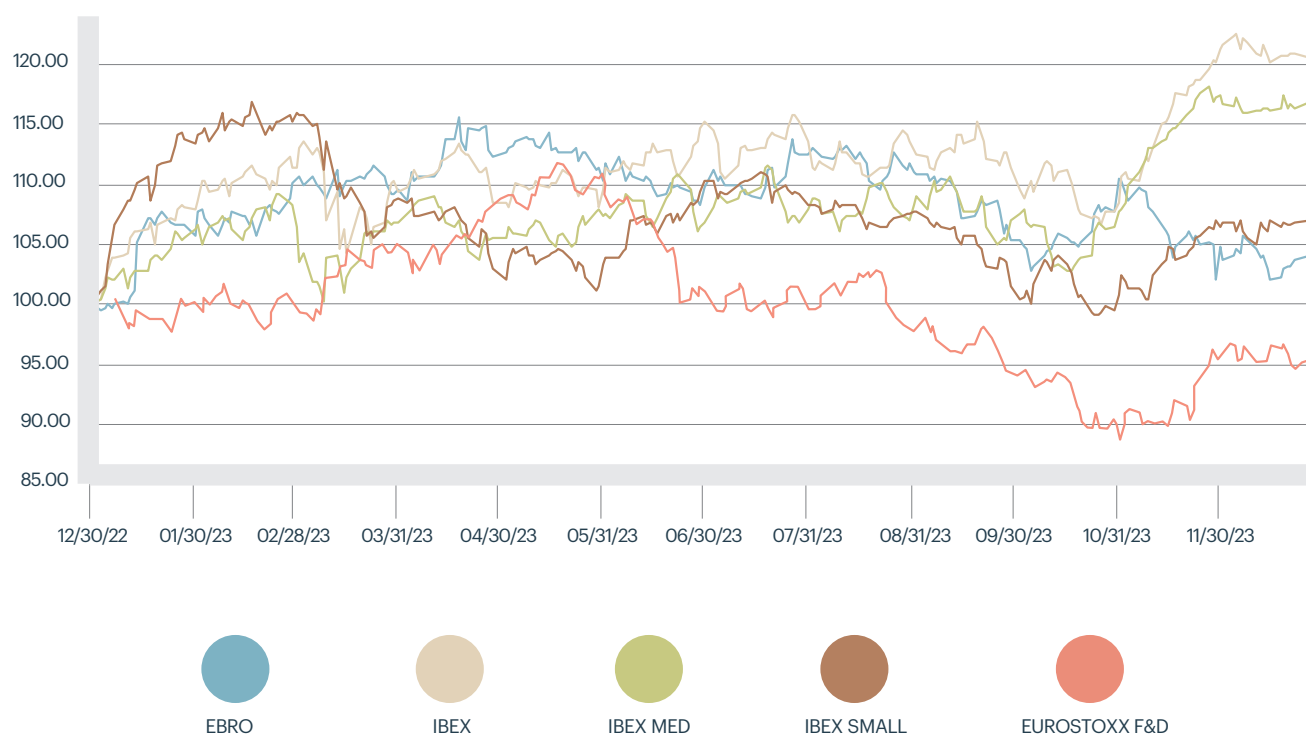
There were no material changes in these figures up to 22 March 2024.

STOCK PERFORMANCE

SHARE PERFORMANCE

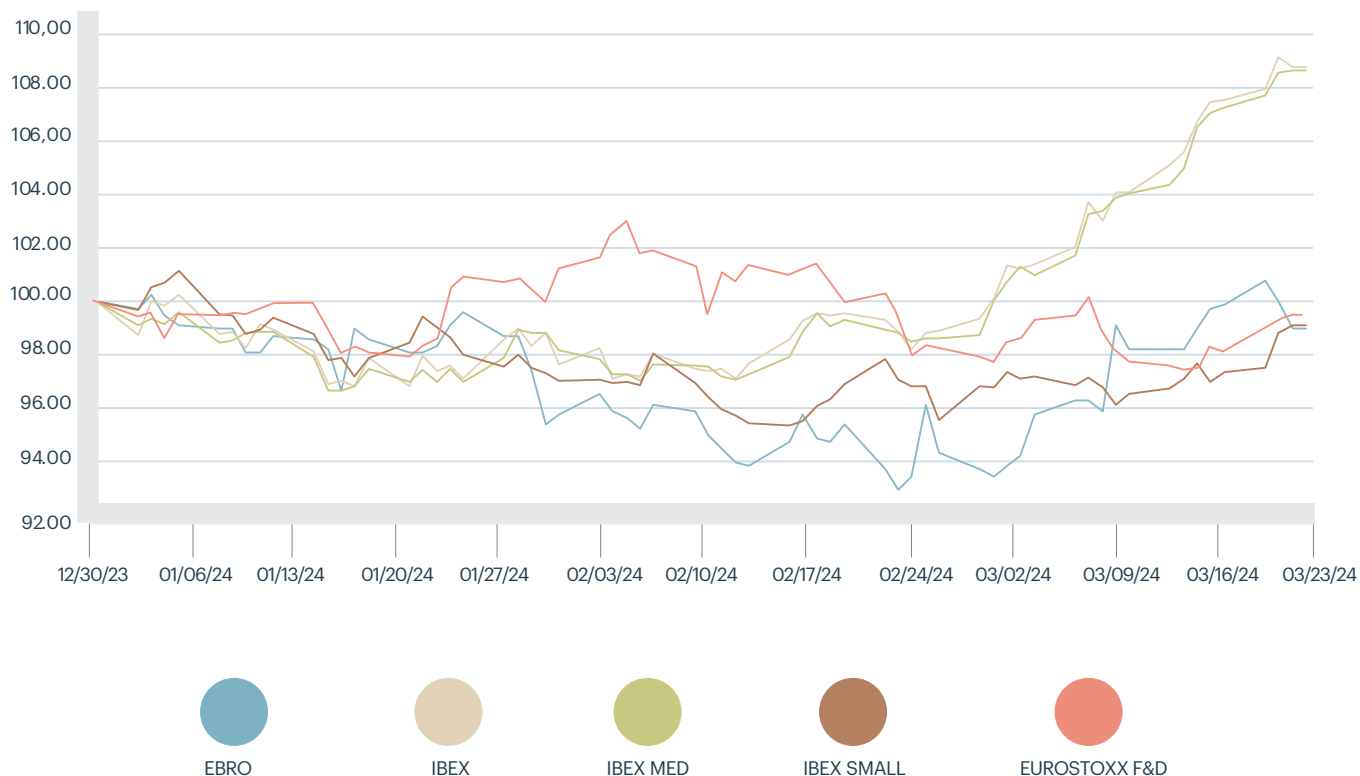
During 2023, the Ebro Foods Group share price appreciated by 4%. In the same period, the Ibex 35 increased by 20.7%, the Ibex Med by 15.5%, the Ibex Small by 8.8%, and the Eurostoxx Food and Beverage, an index which represents the main businesses within the European food sector, depreciated by 4.8%.

Ebro vs Indexes in 2023



The average price of our share in 2023 was €16.15, closing at 29 December at €15.52. Share turnover was equivalent to 7.6% of the total number of shares in the company. So the average daily volume of trading in 2023 was 46,610 shares

Ebro vs Indexes in 2024



If we look at share performance in 2024, at 28 March, the Ebro share had fallen by 1.0%, while Ibex 35 was up 8.8%, Ibex Med was up 8.7%, Ibex Small was down 0.8% and Eurostoxx Food and Beverage was down 0.5%.

EBRO ANALYSTS

Analysts continue to rate our share highly and EBRO is currently tracked by the following firms:

- * Alpha Value
- * Alantra
- * Banco Sabadell
- * Bankinter
- * BPI La Caixa
- * Exane BNP Paribas
- * Fidentis Bestinvert
- * GVC Gaesco
- * Intermoney
- * Kepler Cheuvreux
- * Mirabaud
- * Oddo BHF
- * Renta 4
- * Santander Investment
- * UBS



At year-end 2023, the average rating by analysts gave EBRO a target price of EUR 19.52 euros per share, 20.5% higher than our market price at that date.

DIVIDENDS

During 2023, an ordinary dividend of €88 million (€0.57 per share) was paid out of the profit for 2022. Thus, at year-end 2023 the dividend yield per share was 3.7%.

On 20 December 2023, the Board of Directors of Ebro Foods, S.A. unanimously resolved to table a motion at the forthcoming Annual General Meeting to distribute in 2024, based on the 2023 profits, an ordinary dividend of €0.66 per share in three payments of €0.22 per share: in April, June and October 2024 (€101.55 million). This proposal represents an increase in the dividend compared to 2023.

NB: *All the information on the ownership structure and governance of the company can be consulted in the Annual Corporate Governance Report.*