

**MODEL ANNEX I
ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED
CORPORATIONS**

THE ISSUER'S IDENTIFYING DATA

END DATE OF FISCAL YEAR OF REFERENCE

12/31/2021

TAX
IDENTIFICATION
NO. A28164754

Corporate Name: DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.

Registered Office: C/ JACINTO BENAVENTE, 2A (EDIFICIO TRIPARK), (LAS ROZAS)
MADRID

<p style="text-align: center;">ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED CORPORATIONS</p>

A. COMPANY REMUNERATION POLICY FOR THE CURRENT YEAR

A.1.1 Explain the directors' remuneration policy in force for the current fiscal year. To the extent that it is relevant, certain information may be included by reference to the remuneration policy approved by the Shareholders' Meeting, provided the inclusion thereof is clear, specific and exact.

A description should be provided of the specific determinations, for the current fiscal year, regarding the remuneration of the directors both in their capacity as such and for the performance of executive functions, made by the Board of Directors in accordance with both the provisions of the contracts signed with the executive directors and with the remuneration policy approved by the Shareholders' Meeting.

In any event, at minimum, the following aspects should be reported:

- a) Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its conditions.
- b) Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.
- c) Information on whether any external advisors took part in this process and, if so, their identity.
- d) Procedures contemplated in the current director remuneration policy to apply temporary exceptions to the policy, conditions on which such exceptions may be used and components that may be subject to exceptions according to the policy.

Directors' remuneration policy in force in the current fiscal year

The directors' remuneration policy of DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. ("DIA" or the "Company") in force is the one approved by the Extraordinary Shareholders' Meeting held on August 30, 2019, with a favorable vote of 92.1739% of the share capital present and represented at the Shareholders' Meeting, and applies, since September 1, 2019 and during the three following fiscal years, that is, 2020, 2021 and 2022.

Law 5/2021, of April 12, 2021, amending the revised Capital Companies Law and other financial provisions, with respect to promoting the long-term involvement of shareholders in listed companies, introduced a number of changes in relation to directors' remuneration policies, regulating in greater detail the information to be included in the annual report on directors' remuneration.

In this context, in view of the expiry of the current remuneration policy in 2022, and in order to update it, bearing in mind, in particular, the changes relating to remuneration introduced by Law 5/2021, DIA intends to submit to the General Shareholders' Meeting of 2022 for approval a new directors' remuneration policy which, in general terms, is expected to be a continuation of the current remuneration policy. This new remuneration policy, if approved by the General Shareholders' Meeting, would apply as from the day following its approval by the General Shareholders' Meeting and during the fiscal years thereafter, that is, 2023, 2024 y 2025. On the date of preparation of this report, the Company is working on the new remuneration policy for its submission to the General Shareholders' Meeting of 2022.

Consequently, the current remuneration policy will apply in fiscal year 2022 until the date of approval, as the case may be, of the new remuneration policy by the General Shareholders' Meeting of 2022.

The current remuneration policy complies with the remuneration plan established in the bylaws and with the provisions of articles 529 septedecies, 529 octodecies and 529 novodecies of the LSC.

The general bases and principles of the remuneration policy aim to ensure that the remuneration plan established for DIA's directors is reasonably proportionate to the Company's importance, its financial situation and the market standards of comparable enterprises. The remuneration plan seeks, particularly in the case of executive directors, to foment the Company's profitability and long-term sustainability, and includes the necessary precautions to prevent excessive risk-taking and the rewarding of poor results.

In this regard, the remuneration policy is based on the following principles and criteria:

- Commitment, attraction and retaining of talent: The aim of the remuneration policy is to reward quality, dedication, responsibility, knowledge of the business and commitment to the Company by the people who are in key positions and lead the organization.
- External and internal equity: The external competitive environment and the internal equity will be taken into account to set the remuneration.
- Transparency.
- Fomenting value creation for the Company and its shareholders on the long term.

The criteria used to determine the remuneration policy are included in article 38 of the Company's bylaws and article 33 of the Board of Directors' Regulations, and they differ according to whether the directors are executive or non-executive.

Specific determinations regarding the remuneration of the directors both in their capacity as such and for the performance of executive functions

In relation to the specific determinations, for the fiscal year in course, of both the remuneration of the directors in their capacity as such, and the remuneration for the performance of executive functions, the Nomination and Remuneration Committee and the Board of Directors will apply the current remuneration policy in 2022 until the new remuneration policy is approved by the General Shareholders' Meeting of 2022, as appropriate, after which date that new policy will apply according to the terms approved by the Shareholders' Meeting.

In this regard, pursuant to article 38 of the corporate bylaws, the office of director, in the capacity of such, is remunerated.

However, the remuneration policy establishes that only non-nominee non-executive directors will receive remuneration in their capacity as directors of the Company, which will consist of:

- (i) A fixed payment in cash, established each year by the Board of Directors, which may adapt the amount to be received by each director according to the functions and responsibilities entrusted to each one, membership on Board committees and any other objective circumstances that it considers pertinent.

According to the current remuneration policy, the maximum annual amount of the fixed payment approved by the General Shareholders' Meeting has been set, for the directors as a whole and in their capacity as such, at 1,350,000 euros. That amount will remain in force until DIA's General Shareholders' Meeting approves a new amount, as the case may be.

For 2022, the fixed annual remuneration of the non-nominee non-executive directors is set at the following amounts, notwithstanding pay reviews and modifications approved by the Board of Directors within the limits set by the General Shareholders' Meeting.

- Annual basic remuneration:
 - Chairman of the Board of Directors: 250,000 euros gross.
 - Deputy Chairman of the Board of Directors: 200,000 euros gross.
 - Member of the Board of Directors: 100,000 euros gross.
 - Additional annual remuneration for membership on committees:
 - Committee Chairman: 50,000 euros gross.
 - Committee Member: 20,000 euros gross.
- (ii) A deferred remuneration in shares, based on the allocation to each non-nominee non-executive director, at the beginning of their three-year term, of a number of DIA shares equivalent to 150,000 euros.

The right to receive the shares accrues proportionally over the period of three years, but the shares shall not be delivered until the end of that period (or upon termination of the director for a reason not attributable to him, if sooner). The Board of Directors has the authority to bring forward the right to receive the shares in order to be able to deliver the total number of shares initially allocated to the director at the time of his termination. The number of shares allocated may be adjusted by application of the habitual anti-dilution clauses.

In order to permit the application of this deferred remuneration in shares, pursuant to article 219 of the Capital Companies Law, the General Shareholders' Meeting authorized the allocation to directors under this remuneration policy of a maximum of 7,500,000 ordinary shares in the Company, with a unit par value of €0.10. In allocating these shares, it was established that the average closing price of the DIA share in the last 15 trading sessions immediately preceding the reference date will be taken as a reference, and that the reference date will be the date of appointment by co-optation or resolution of the General Shareholders' Meeting, as applicable. The Company may cover the indicated shares using any shares that make up or that may make up its treasury stock from time to time or use other appropriate coverage systems.

At the date of preparation of this report, the non-nominee non-executive directors are¹: Ms. Luisa Deplazes de Andrade Delgado, Mr. Jaime García-Legaz Ponce, Mr. Marcelo Maia Tavares de Araujo, Mr. Vicente Trius Oliva, Ms. Basola Vallés Cerezuela and Mr. José Wahnnon Levy.

The remuneration policy does not contemplate the payment of fees for attendance at meetings of the Board of Directors or its committees; however, directors will be reimbursed for any duly justified expenses they may incur in performing their functions.

In relation to executive directors, the remuneration to be received by them for performing executive functions at the Company (which are therefore different from the functions related to their status as members of the Board, which is not remunerated) is structured as follows:

- (i) Fixed remuneration, determined taking into account the content of the executive functions assigned and the merits of the executive director.
- (ii) Variable remuneration, the purpose of which is to reinforce their commitment to the Company and encourage the best performance of their functions, which may include:
 - Short-term variable remuneration (annual bonus), payable in cash and linked to the achievement of economic, financial and non-financial targets and, as the case may be, the fulfillment of personal targets.
 - Medium- and long-term variable remuneration, consisting of medium- and long-term incentive plans (multi-year bonuses, share or stock option plans, warrants on shares or referenced to the share price, or analogous systems) linked to Company performance in relation to set economic and financial and/or non-financial parameters aligned with the Company's strategic objectives and long-term value creation. A portion of the variable

¹ Due to the death of Christian Couvreur on February 15, 2021, he ceased to be a director of the Company (minutes of the Board of Directors' meeting of February 24, 2021).

remuneration of the executive directors may have the consideration of minimum or guaranteed remuneration.

The maximum annual aggregated amount of short-term fixed and variable remuneration of an executive director will be 3,000,000 euros gross.

The maximum value of the medium- and long-term variable remuneration of an executive director may not exceed 200% of his annual fixed remuneration multiplied by the number of years of reference of the medium- and long-term variable remuneration plan (normally three years).

- (iii) Some items of remuneration in kind, in order to offer a competitive and attractive remuneration package to the executive directors. That remuneration in kind may consist of, without limitation: accommodation, life and accident insurance, health insurance, an annual medical check-up or a company car, in accordance with the Company's policies. In all cases, remuneration in kind shall not exceed 5% of the executive director's annual fixed remuneration.

For fiscal year 2022, the Company has a single executive director, Mr. Stephan DuCharme, who holds the post of Executive Chairman of the Company (Chairman of the Board of Directors and Chief Executive Officer of the Company) and whose contract as Executive Chairman was approved by the Board of Directors at its meeting of May 20, 2020, with the favorable vote of two-thirds of its members and the abstention of Mr. DuCharme, in accordance with articles 249 and 529 septies.1 of the LSC.

Pursuant to that contract, Mr. DuCharme receives no remuneration or economic gain from the Company for performing his functions as Executive Chairman, nor is he entitled to any severance for termination from that post, regardless of the grounds for termination.

The following sections describe the characteristics of the remuneration system of the directors of DIA, established in the remuneration policy in force on the date of preparation of this report, although most of these aspects do not apply in the year in progress, given that the current Executive Chairman (the Company's only executive director) does not receive any remuneration or economic gain from the Company for performing his functions as Executive Chairman.

Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its conditions

The bodies in charge of designing the Company's remuneration policy are the Board of Directors and the Nomination and Remuneration Committee, while the General Shareholders' Meeting is the one that has the authority, according to article 16 of DIA's bylaws, to approve the directors' remuneration policy, pursuant to applicable legislation.

In accordance with article 38 of the bylaws and article 5 of the Board of Directors' Regulations, pursuant to articles 249, 249 bis and 529 octodécies of the LSC, the Board of Directors is in charge of the following:

- decisions relating to the remuneration of directors in their capacity as such, within the framework of the bylaws and the remuneration policy approved by the General Shareholders' Meeting and in force at each time; and
- establishing, in the case of the executive directors, any remuneration for their executive duties and other terms and conditions that apply to their contracts.

In addition, according to the provisions of article 5.5.i) of the Board of Directors' Regulations, this body is competent to prepare the annual corporate governance report and the annual report on directors' remuneration, and to submit it to the General Shareholders' Meeting.

Pursuant to article 24.5 of the Company's Board of Directors' Regulations, the Nomination and Remuneration Committee has the following functions, among others:

- Propose to the Board of Directors (a) the remuneration policy for directors and senior managers or those who perform their senior management functions under the direct supervision of the Board of Directors, the Executive Committee or chief executive officers, (b) the individual remuneration and other contractual conditions of executive directors, ensuring compliance therewith, and (c) the basic contractual conditions of senior executives.
- Periodically review the remuneration policy applied to directors and senior executives, including share-based remuneration schemes and their application, and check that their individual remuneration is proportionate to that paid to other directors and senior executives of the Company.
- Verify compliance with the remuneration policy established by the Company.
- Verify the information on directors' and senior executives' remuneration contained in the various corporate documents, including the annual report on directors' remuneration.

The Board of Directors' Regulations of DIA establish that the Nomination and Remuneration Committee is composed of a minimum of three and a maximum of five directors, appointed by the Board of Directors itself from among its non-executive directors, at least two of whom must be independent directors.

At the date of preparation of this report, the composition of the Nomination and Remuneration Committee is as follows:

Chairwoman: Ms. Luisa Deplazes de Andrade Delgado (independent director).

Members: Mr. Marcelo Maia Tavares de Araujo (other non-executive director).

Ms. Basola Vallés Cerezuela (independent director).

Mr. Álvaro López-Jorrín Hernández, nondirector Secretary of the Board of Directors of the Company, acts as nondirector secretary of the meetings of the Nomination and Remuneration Committee, and Ms. Sagrario Fernández Barbé, nondirector Deputy Secretary of the Company's Board of Directors, acts as nondirector deputy secretary of the committee.

The Board of Directors' Regulations state that the Nomination and Remuneration Committee shall hold a meeting as often as may be deemed necessary in the opinion of its Chairman, who shall call a meeting whenever a report must be issued or proposals must be adopted and, in all cases, whenever it may be necessary for the correct performance of its duties.

In 2021, the Nomination and Remuneration Committee held seven meetings and, on three other occasions, resolutions were adopted in writing and without a meeting. In fiscal year 2022 and until the date of preparation of this report, the Nomination and Remuneration Committee has met three times and has adopted resolutions in writing without holding a meeting on four occasions.

Section B.1.1 of this report gives an account of the main decisions in relation to remuneration in fiscal year 2021 adopted by the Nomination and Remuneration Committee and by the Board of Directors, in accordance with the powers described above.

Comparable companies considered when establishing the Company's remuneration policy

The aim of the remuneration policy is for the remuneration of the Company's directors to comply with market trends and references in relation to remuneration in its sector of business, so that it is aligned, both quantitatively and qualitatively, with the best market practices followed by national and international companies whose activity is related to the production and distribution of consumer goods.

Information on whether any external advisor has participated and, if so, the identity thereof

In general, when making proposals, the Nomination and Remuneration Committee receives internal advice from the Company and, as appropriate, from external advisors when necessary or advisable.

J&A Garrigues, S.L.P. has advised DIA in the preparation of this report.

Procedures contemplated in the current directors remuneration policy to apply temporary exceptions to the policy, conditions on which such exceptions may be used and components that may be subject to exceptions according to the policy.

The remuneration policy in force on the date of preparation of this report does not include the possibility of applying temporary exceptions.

A.1.2 Relative importance of variable remuneration items in relation to fixed remuneration (remuneration mix) and the criteria and targets taken into consideration in their determination and to guarantee a suitable balance between the fixed and variable components of the remuneration. In particular, state the steps taken by the company in relation to the remuneration system to reduce exposure to excessive risks and adapt it to the long-term goals, values and interests of the company, which will include, as the case may be, a mention of the measures to guarantee that the long-term results of the company are taken into account in the remuneration policy, the measures adopted in relation to those categories of staff whose professional activities have a material impact on the risk profile of the company and measures to avoid conflict of interest.

Furthermore, state whether the company has established any period for the accrual or vesting of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or delivery of accrued and vested financial instruments, or if any clause has been agreed that reduces the deferred remuneration not yet vested or that obliges the director to return remuneration received, when such remuneration has been based on figures that have since been clearly shown to be inaccurate.

As established in the remuneration policy in force, only executive directors have the possibility of receiving variable remuneration, thus complying with Recommendation no. 57 of the Code of good governance for listed companies.

The remuneration policy in force establishes that the variable remuneration plan for executive directors must be based on objective, predetermined and measurable criteria for evaluating the executive directors' contribution, in the performance of their executive functions, to the business objectives of the Company and of the DIA Group, and it may include two variable components: (i) a short-term variable remuneration component (annual bonus), and (ii) as appropriate, a medium- and long-term variable remuneration component (multi-year bonuses, share or stock option plans, warrants on shares or referenced to the share price, or analogous systems) linked to Company performance in relation to set economic and financial and/or non-financial parameters aligned with the Company's strategic objectives.

As stated previously, the Company's sole executive director is the Executive Chairman, who does not receive any remuneration or economic gain from the Company for performing those functions.

A.1.3 Amount and nature of the fixed components which are expected to accrue in the fiscal year in favor of the directors in their capacity as such.

According to the remuneration policy in force, the maximum amount of the fixed remuneration payable to the directors as a whole, in their capacity as such, is 1,350,000 euros. That amount is the one in force for fiscal year 2022 and shall remain in force until the General Shareholders' Meeting of DIA approves a new amount, as the case may be.

For fiscal year 2022, the fixed annual remuneration is set at the amounts specified in the remuneration policy in force, included in section A.1.1 above.

With respect to the deferred remuneration in shares, in fiscal year 2022, the Company should deliver to the independent directors Mr. Jaime García-Legaz Ponce and Mr. José Wahnón Levy the deferred shares relating to the first three-year allocation granted to those directors on August 30, 2019 (date of approval of the current remuneration policy in which that deferred remuneration in shares was established). Initially, according to that remuneration policy, effective on August 30, 2019, each one of those independent directors was assigned 304,940 ordinary shares in DIA, each with a unit par value of 0.10 euros (the result of dividing 150,000 euros by 0.4919 euros per share, which corresponds to the average closing price of the DIA share during the 15 trading sessions immediately before August 30, 2019) for a first three-year period.

As a consequence of the capital reduction carried out at DIA, approved by the General Shareholders' Meeting of October 22, 2019, and the application of the anti-dilution clause in relation to the capital increase approved at the same Shareholders' Meeting, each of those allocations became 1,034,864 ordinary shares in DIA, each with a unit par value of 0.01 euros.

Lastly, also by application of the anti-dilution clause, in this case in relation to the capital increase at DIA approved by the General Shareholders' Meeting of May 31, 2021, each of those allocations would have to be increased by 1,257,556 ordinary shares in DIA, each with a unit par value of 0.01 euros. However, due to the exhaustion of the balance of shares approved by the General Shareholders' Meeting of August 30, 2019, to cover the deferred remuneration in shares of the Company's directors, the effective allocation of such additional shares has been conditional on the increase of said balance by the necessary amount, which will be submitted for approval at the next General Shareholders' Meeting of 2022.

Accordingly, if that resolution is approved, the Company must deliver in 2022 to the independent directors, Mr. Jaime García-Legaz Ponce and Mr. José Wahnón Levy, the total amount of 2,292,420 ordinary shares in DIA, each with a unit par value of 0.01 euros, to each one of them as deferred shares corresponding to the first three-year allocation granted to those directors on August 30, 2019.

A.1.4 Amount and nature of the fixed components which will accrue to the executive directors in the fiscal year for the performance of senior management functions

As stated previously, the Company's only executive director is the Executive Chairman, who does not receive any remuneration or economic gain from the Company for performing those functions.

A.1.5 Amount and nature of any component remuneration in kind that will accrue in the fiscal year, including but not being limited to insurance premiums paid in favor of the director

The non-executive directors do not receive any remuneration in kind.

Moreover, as stated previously, the Company's sole executive director is the Executive Chairman, who does not receive any remuneration or economic gain from the Company for performing his functions.

A.1.6 Amount and nature of variable components, making a distinction between those established on a short- and long-term basis. Financial and non-financial parameters, including in the latter social, environmental and climate change parameters, selected to determine the variable remuneration in the fiscal year in course; explanation of to what extent those parameters are related to the remuneration of both the director and of the entity, and to its risk profile; the methodology, mandatory time period and techniques established to be able to determine, at the end of the fiscal year, the effective degree of achievement of the parameters applied in the design of the variable remuneration: explanation of applicable criteria and factors as regards the time required and the methods for verifying the achievement of performance or any other type of conditions to which the accrual and vesting of each variable remuneration component was linked.

Indicate the range in monetary terms of the different variable components according to the degree of achievement of the objectives and parameters established, and whether there is any maximum monetary amount in absolute terms

As indicated in the preceding sections, the remuneration policy only envisages variable remuneration for executive directors, and it is linked to the fulfillment of some economic-financial and/or non-financial parameters aligned with certain strategic objectives of the Company and the creation of long-term value, such that if the objectives set for a certain period are not met, variable remuneration will not accrue.

However, as stated previously, the Company's sole executive director is the Executive Chairman, who does not receive any remuneration or economic gain from the Company for performing those functions, and therefore does not participate in any variable remuneration plan.

A.1.7 Main characteristics of the long-term savings plans. Among other information, state the contingencies covered by the system, whether it is a defined contribution or a defined benefit system, the annual contribution that has to be made to defined contribution systems, the benefits directors are entitled to in the case of defined benefit systems, the conditions under which economic rights vest for directors and their compatibility with any other type of payment or indemnification for early termination or dismissal of the director, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director.

State if the accrual or vesting of any of the long-term savings plans is linked to achieving certain targets or parameters related to the short- or long-term performance of the director.

The remuneration policy in force does not envisage long-term savings systems.

A.1.8 Any type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director, whether at the company's or the director's initiative, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, minimum contract term or loyalty, that entitles the director to any kind of remuneration.

The non-executive directors of DIA are not entitled to severance pay for termination of their appointments.

With respect to the executive directors, although the current remuneration policy establishes the severance arrangement and post-contractual non-compete undertaking of the former Chief Executive Officer of DIA, as indicated, at present the Company's

only executive director is the Executive Chairman, who does not receive any remuneration or economic gain from the Company for performing such functions, and he has no right to any indemnity for termination or to any other of the payments mentioned in this section.

A.1.9 Indicate the conditions that must be respected in the contracts of those exercising senior management functions as executive directors. Among other aspects, information will be provided on term, the limits on severance amounts, minimum-stay clauses, advance notice periods, as well as payment in lieu of such advance notice period, and any other clauses relating to hiring bonuses, as well as severance or indemnification for early termination or termination of the contractual relationship between the company and the executive director. Include, among others, the pacts or agreements on non-competition, exclusivity, minimum stay and loyalty, and post-contractual non-competition, unless these have been explained in the previous section.

Besides what is stated in the preceding sections regarding the economic regime established in the executive contract of the current Executive Chairman, the essential conditions of that contract are, among others, the following:

- Term: indefinite.
- Exclusivity: the functions entrusted to the Executive Chairman do not require full-time dedication, nor is his professional relationship with the Company exclusive, although the Executive Chairman undertakes to spend the necessary time to adequately perform those functions and, in any case, he shall fulfill his duty of loyalty pursuant to articles 227 et seq of the Capital Companies Law.
- Advance notice period: the Executive Chairman shall notify the Company of his intention to terminate the contract at least one month in advance.
- Severance arrangement: the Executive Chairman shall not be entitled to any severance for the termination of the contract with DIA, regardless of the grounds for termination.
- Post-contractual non-compete undertaking: there is no post-contractual non-compete undertaking.

A.1.10 The nature and estimated amount of any other supplementary remuneration that will be earned by the directors in the current fiscal year in consideration for services provided other than those inherent to their post.

There is no supplementary pay for services provided to the Company other than that indicated in the preceding sections.

A.1.11 Other remuneration items such as those derived, if any, from the provision by the company to the directors of advances, loans and guarantees and other items.

There is no remuneration in the form of advances, loans and guarantees provided to the directors.

A.1.12 The nature and estimated amount of any other supplementary remuneration not included in the preceding sections, whether paid by the entity or by another group entity, that will be earned by the directors in the current fiscal year.

There is no remuneration to the members of DIA's Board of Directors other than the items indicated in preceding sections, whether paid by DIA or by another Group entity.

Notwithstanding the above, it is placed on record that the Executive Chairman, Mr. Stephan DuCharme, and the nominee director, Mr. Sergio Antonio Ferreira Dias, perform executive functions within the group whose parent company is Letterone Investment Holdings, S.A. (the “**Letterone Group**”), which holds 77.7% of the Company’s share capital, so they receive remuneration from Letterone Group. This remuneration is for functions that are not related to their status as Executive Chairman and nominee director of DIA, respectively.

Moreover, DIA has signed a contract for the provision of advisory and consulting services with the Letterone Group companies called L1 Retail (UK) LLP and L1 Retail (Jersey) LLP, for which DIA pays certain fees to those companies. Mr. Sergio Antonio Ferreira Dias forms part of the L1 Retail team that provides those advisory and consulting services, which are unrelated to his functions as non-executive director of DIA in his capacity as such.

A.2 Explain any relevant change in the remuneration policy applicable in the current fiscal year, derived from:

- a) A new policy or an amendment of the policy already approved by the Shareholders’ Meeting.
- b) Relevant changes in the specific determinations established by the Board for the current fiscal year in the remuneration policy in force, with respect to the policy applied in the preceding year.
- c) Proposals which the Board has resolved to present to the shareholders’ meeting to which this annual report will be submitted and which the Board proposes applying in the current fiscal year.

There have been no changes in the remuneration policy since its approval by the General Shareholders’ Meeting on August 30, 2019. However, as indicated in section A.1.1, in view of the expiry in 2022 of the current remuneration policy, and with the aim of updating and adapting it to the new changes in relation to remuneration introduced by Law 5/2021, DIA is working on a new remuneration policy for the Company’s directors, which will be submitted to the General Shareholders’ Meeting of 2022 for approval.

A.3 Indicate the direct link to the document which contains the current remuneration policy, which should be available on the company’s web page.

Remuneration policy (in force until the date of approval of the remuneration policy 2022-2025 by the Shareholders’ Meeting):

<https://diacorporate.com/wp-content/uploads/2021/02/policy-on-directors-remuneration.pdf>

A.4 Explain, taking into account the data provided in section B.4, how the vote of the shareholders at the general shareholders’ meeting to which the annual remuneration report of the previous year was submitted to advisory vote, has been taken into account

The annual report on directors’ remuneration for 2020 was approved, on an advisory basis, by the General Shareholders’ Meeting of 2021, with the favorable vote of 90.6433% of the total votes cast in favor, against, and abstentions, on the terms set forth in section B.4. Bearing in mind the shareholders’ vote on that report for fiscal year 2020, the current remuneration policy maintains the same principles, bases and criteria set forth in the annual report on remuneration for fiscal year 2020, and the new

remuneration policy that will be submitted for approval by the General Shareholders' Meeting of 2022 is expected to be a continuation of the previous one, in general terms.

B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED IN THE YEAR CLOSED

B.1.1 Explain the process followed to apply the remuneration policy and to determine the individual remuneration reflected in section C herein. This information will include the role performed by the remuneration committee, the decisions made by the board and, as appropriate, the identity and role of external advisors whose services have been used in the process of applying the remuneration policy in the last fiscal year closed.

For fiscal year 2021, the remuneration policy approved by the Extraordinary Shareholders' Meeting on August 30, 2019 has been applied since September 1, 2019.

In relation to the procedures followed in 2021 by the Nomination and Remuneration Committee and the Board of Directors to supervise the application of that remuneration policy, there follows a list of the main decisions adopted by them, in the performance of their functions, in relation to directors' remuneration:

- Settlement of salary items and remuneration in shares of Mr. Christian Couvreur, independent director of the Company until his death on February 15, 2021.
- Acknowledgment of the deferred remuneration in shares of the new non-executive directors.
- Approval of the annual report on directors' remuneration for fiscal year 2020.
- Resolution to submit to the General Shareholders' Meeting, for approval, the application of the anti-dilution clause to the deferred remuneration in shares of the directors, as a consequence of the capital increase approved by the Shareholders' Meeting on May 31, 2021.

B.1.2 Explain any deviation from the procedure established for the application of the remuneration policy that has occurred during the year.

There were no deviations from the procedure established for the application of the remuneration policy in fiscal year 2021.

B.1.3 Indicate whether any temporary exception to the remuneration policy has been applied and, if so, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the entity believes that these exceptions have been necessary to serve the long-term interests and sustainability of the society as a whole or ensure its viability. Similarly, quantify the impact that the application of these exceptions has had on the remuneration of each director over the year.

There were no temporary exceptions to the remuneration policy in fiscal year 2021.

B.2 Explain the different actions taken by the company in relation to the remuneration plan and how they have contributed to reducing exposure to excessive risk and adjusting it to the company's long-term objectives, values and interests, including a reference to the measures taken to ensure that the remuneration accrued takes into account the company's long-term results and an appropriate balance between fixed and variable components of remuneration, what measures have been taken in relation to the categories of personnel whose professional activities have a material impact on the entity's risk profile, and what measures have been adopted to avoid conflicts of interest, if any.

The different actions which the Company may take in order to (i) reduce exposure to excessive risk, (ii) adjust the remuneration to the Company's long-term interests, and (iii) reach a balance between the fixed and variable components of directors' remuneration, are described in section A.1.2 of this report on the remuneration policy.

In particular, in fiscal year 2021, measures were adopted to ensure that the remuneration accrued was aligned with the Company's long-term results.

- According to the remuneration policy in force, the remuneration of the directors in their capacity as such consisted of a fixed allowance that is paid fully in cash and is confined to the non-nominee non-executive directors.
- Pursuant to the executive contract of Mr. DuCharme, signed on occasion of his appointment as Executive Chairman of DIA, he does not receive any remuneration or economic gain from the Company for performing his executive functions, nor is he entitled to any severance for termination from those functions, regardless of the grounds for termination.
- The remuneration policy provides for deferred remuneration in shares for non-nominee non-executive directors through an allocation of shares for each three-year period (corresponding to the duration of the appointments of the directors of DIA) equal to the amount of 150,000 euros at the time of the appointment. The right to receive the shares accrues proportionally over the period of three years, but the shares shall not be delivered until the end of that period (or upon termination of the director for a reason not attributable to him, if sooner). The Board of Directors has the authority to bring forward the right to receive the shares in order to be able to deliver the total number of shares initially allocated to the director at the time of his termination. Directors must hold the delivered shares until his termination (although this rule will not apply to any shares that the director needs to dispose of in order to pay the costs relating to their acquisition).

As established in the remuneration policy in force, the number of shares allocated could be adjusted by application of the habitual anti-dilution clauses. In 2021, the Board of Directors, based on a report by the Nomination and Remuneration Committee, applied that anti-dilution clause to the allocation of shares of the non-

nominee non-executive directors Mr. Jaime García-Legaz Ponce, Mr. Marcelo Maia Tavares de Araujo, Ms. Basola Vallés Cerezuela and Mr. José Wahnón Levy. However, due to the exhaustion of the balance of shares approved by the General Shareholders' Meeting of August 30, 2019, to cover the deferred remuneration in shares of the Company's directors, the effective allocation of such additional shares has been conditional on the increase of said balance by the necessary amount, which will be submitted for approval at the next General Shareholders' Meeting of 2022.

Moreover, on September 29, 2021, Mr. Vicente Trius Oliva was appointed independent director of the Company by co-optation, and on November 1, 2021 the appointment of Ms. Luisa Deplazes de Andrade Delgado by the General Shareholders' Meeting of 2021 was made effective, and the relevant shares were allocated as deferred remuneration in shares with the aforementioned reference date. However, for the same reason indicated in the preceding paragraph, the effective allocation of the shares to Mr. Vicente Trius Oliva and Ms. Luisa Deplazes de Andrade Delgado has been conditional on the increase of said balance by the necessary amount, which will be submitted to the next General Shareholders' Meeting of 2022 for approval.

As a consequence of the foregoing, the detail of the allocations of shares granted and pending to be granted as deferred remuneration in shares of the non-nominee non-executive directors is the following:

Director	Reference date	Total shares	Shares already allocated	Shares pending allocation
Ms. Luisa Deplazes de Andrade Delgado	11/1/2021	9,615,385	-	9,615,385
Mr. Jaime García-Legaz Ponce	9/30/2019	2,292,420	1,034,864	1,257,556
Mr. Don Marcelo Maia Tavares de Araujo	1/1/2021	2,823,098	1,274,427	1,548,671
Mr. Vicente Trius Oliva	9/29/2021	8,720,930	-	8,720,930
Ms. Basola Vallés Cerezuela	1/14/2020	3,073,806	1,387,604	1,686,202
Mr. José Wahnón Levy	9/30/2019	2,292,420	1,034,864	1,257,556
Total		28,818,059	4,731,759	24,086,300

Regarding the measures adopted to avoid conflicts of interest, the Board of Directors, at its meeting held on October 27, 2021, approved a new DIA Group Policy on the management of conflicts of interest and related-party transactions.

B.3 Explain how the remuneration accrued and vested over the year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the company's long-term and sustainable performance.

Also inform on the relationship between the remuneration obtained by the directors and the results or other measurements of performance at the entity, on the short and long term, explaining how the variation in the company's results may have affected the variation in the remuneration of directors, including the remuneration accrued and deferred, and how this remuneration contributes to the company's results on the short and long term.

1. The remuneration accrued over the year complies with the provisions of the current remuneration policy and contributes to the Company's long-term and sustainable performance.

The remuneration accrued and vested by the directors of the Company during fiscal year 2021 complies with the provisions of the current remuneration

policy, without any remuneration not stipulated in that policy having accrued or been paid.

The remuneration accrued and vested in fiscal year 2021 by directors of the Company, in application of the remuneration policy in force in that fiscal year, is as follows:

- The remuneration of the non-nominee non-executive directors in 2021 is detailed in section B.5 below. That remuneration relates to:
 - The fixed allocation in cash established in the remuneration policy, which meets the maximum limit established in that policy for such allocation (i.e. 1,350,000 euros).
 - The deferred remuneration in shares pertaining to Mr. Couvreur, given that, due to his death, the shares delivered were those relating to the time during which he provided his services (i.e., until February 15, 2021).

The award of DIA shares derived from the deferred remuneration granted to the other non-nominee non-executive directors will not take place until the end of the three-year period or the moment of their removal as directors, if earlier, and on grounds not attributable to the director, which is why no amount has accrued and vested for that item for the rest of non-nominee non-executive directors in fiscal year 2021.

- Given that the current Executive Chairman does not receive any remuneration from the Company for the performance of his executive functions, in accordance with his contract, no remuneration has accrued or vested for him.

2. Relationship between the remuneration obtained by directors and the results or other measurements of performance, short- and long-term, at the company, explaining, as the case may be, how variations in the company's results may have influenced the variation in directors' remuneration.

Although the current Executive Chairman, according to his contract, does not receive any remuneration from the Company for performing his executive functions, as stated previously, the current remuneration policy establishes the possibility for executive directors to receive two components of variable remuneration: (i) short-term variable remuneration, payable in cash and linked to the achievement of economic, financial and non-financial targets and, as the case may be, the fulfillment of personal targets, and (ii) medium- and long-term variable remuneration, linked to Company performance in relation to certain economic and financial and/or non-financial parameters aligned with the Company's strategic objectives and long-term value creation.

B.4 Report on the result of the consultative vote at the General Shareholders' Meeting on the annual report on director's remuneration in the previous year, indicating the number of votes in favor, votes against, abstentions and blank ballots:

	Number	% of total
Votes cast	5,544,771,362	83.03%

Votes	Number	% of votes cast
Votes against	76,160,130	1.3735

Votes in favor	5,025,962,668	90.6433
Blank ballots	0	0
Abstentions	442,648,564	7.9832

B.5 Explain how the fixed components accrued and vested during the fiscal year by the directors in their capacity as such were determined, their relative proportion with regard to each director and how they have varied with respect to the previous year.

The fixed remuneration accrued by DIA directors in their capacity as such in 2021 is described below.

Director	Annual basic remuneration (€)	Additional annual remuneration for membership on committees (€)
Mr. Christian Couvreur	12,602.74	8,821.92
Mr. José Wahnón Levy	100,000.00	50,000.00
Mr. Jaime García-Legaz	100,000.00	65,890.41
Ms. Basola Vallés Cerezuela	100,000.00	20,000.00
Mr. Marcelo Maia	100,000.00	12,054.80
Mr. Vicente Pérez	25,753.42	-
Ms. Luisa Deplazes de Andrade Delgado	16,712.33	8,356.16
Total	455,068.49	165,123.29
Total fixed allowance in cash		620,191.78

Regarding the figures shown, both the basic remuneration and the additional remuneration for committee membership relate to the amounts earned in proportion to the length of service as non-nominee non-executive directors and members of the different Board of Directors' committees in fiscal year 2021, in accordance with the amounts set annually in the remuneration policy in force:

- Basic annual remuneration for membership on the Board of Directors 100,000 euros gross.
- Additional remuneration as Chairman of a Committee: 50,000 euros gross.
- Additional remuneration as member of a Committee: 20,000 euros gross.

According to the above, the total amount earned by the directors, in their capacity as such, in 2021 amounts to 620,191.78 euros.

In fiscal year 2020, the total remuneration earned by the directors, in their capacity as such, was 616,958.90 euros. Thus, the total amount of remuneration earned by the directors, in their capacity as such, in 2021 entails a slight increase of 3,232.88 euros with respect to that earned in 2020.

The difference in the remuneration of the directors, in their capacity as such, between fiscal years 2021 and 2020 is mainly due to the increase in the number of non-executive directors belonging to the Board of Directors.

Furthermore, regarding the relative proportion of remuneration of each director, in their capacity as such, out of their total remuneration in fiscal year 2021, it is the following:

Director	Annual fixed remuneration (€)	Relative proportion out of total remuneration (%)
Mr. Christian Couvreur	21,424.66	3.45
Mr. José Wahnon Levy	150,000.00	24.19
Mr. Jaime García-Legaz	165,890.41	26.75
Ms. Basola Vallés Cerezuela	120,000.00	19.35
Mr. Marcelo Maia	112,054.79	18.07
Mr. Vicente Pérez	25,753.42	4.15
Ms. Luisa Deplazes de Andrade Delgado	25,068.49	4.04
Total	620,191.78	100

Due to the removal of Mr. Couvreur because of his death on February 15, 2021, 505,157 shares were vested in favor of his heirs, relating to the deferred remuneration in shares for the time during which he provided services at the Company (i.e. until February 15, 2021).

- B.6 Explain how the salaries accrued and vested, during the last fiscal year closed, by each of the executive directors in their capacity as such, for the performance of management functions, have been determined and how they have varied with respect to the preceding year.

Mr. DuCharme, the Company's sole executive director, has not received any remuneration from the Company for performing his executive functions in fiscal year 2021, in accordance with his contract.

In fiscal year 2020, the total amount accrued by the executive directors, as fixed cash remuneration, was 1,166,666.67 euros, so that the total amount accrued by the directors for this item in 2021 entails a decrease of 100% with respect to that accrued in 2020.

B.7 Explain the nature and main characteristics of the variable components of the remuneration accrued and vested in the closed fiscal year.

In particular:

- a) Identify each one of the remuneration plans that have determined the different variable remuneration items earned by each of the directors during the last fiscal year closed, including information on their scope, date of approval, date of implementation, conditions in case of vesting, accrual periods and validity; criteria used to evaluate performance and how that has affected the setting of the variable amount accrued; the measurement criteria used and the mandatory time period in order to adequately measure all the conditions and criteria stipulated, explaining in detail the criteria and factors applied as regards the time required and methods to verify the fulfillment of the performance or any other type of conditions to which the accrual and vesting of each variable remuneration component is linked.
- b) In the case of stock option plans or other financial instruments, the general characteristics of each plan will include information on the conditions both to acquire their unconditional ownership (vesting) and to be able to exercise those options or financial instruments, including the exercise price and period.
- c) Each of the directors and their category (executive directors, nominee non-executive directors, independent non-executive directors or other non-executive directors), who are beneficiaries of remuneration plans that include variable remuneration.
- d) As applicable, information on the periods of accrual, vesting or deferral of the payment of vested amounts that have been applied and/or periods of maintenance/non-disposal of shares or other financial instruments, if any.

As indicated in section B.3 above, the Executive Chairman of DIA, who was the sole executive director in fiscal year 2021, does not receive any variable remuneration for the performance of his executive functions, in accordance with his contract.

B.8 Indicate whether certain variable components accrued have been reduced or a reimbursement claimed where, in the first case, the payment of non-vested amounts has been deferred or, in the second case, they have vested and been paid, based on data that has subsequently been shown to be clearly inaccurate. Describe the amounts reduced or reimbursed by application of the reduction (malus) or reimbursement (clawback) clauses, why they have been executed and the fiscal years to which they relate.

In relation to the claim of the remunerations paid to the executive directors terminated in 2018, the details of which were included in the annual report on directors' remuneration of fiscal year 2019, a judgment was issued in fiscal year 2021, according to which Mr. Currás had to pay DIA the following amounts:

- 275,232 euros, relating to the annual variable remuneration of fiscal years 2015 and 2016.
- 1,951,500 euros, relating to the severance payment for termination and to the indemnity received for failure to give advance notice.

Those amounts were paid to DIA in January 2022.

That judgment has been wholly revoked by the Madrid Provincial Appellate Court in a judgment dated February 25, 2022, whereby: (i) the claim filed by Mr. Currás against

DIA was fully upheld, ordering the latter to pay 505,500 euros as compensation for the post-contractual non-compete undertaking and 61,726 euros as directors' remuneration, plus the legal interest since the filing of the appeal, with imposition on DIA of the court costs, and (ii) DIA's counterclaim was wholly rejected, with the imposition on it of the costs incurred by the other party. Additionally, DIA was ordered to pay the costs incurred by Mr. Currás due to DIA's appeal.

An extraordinary appeal against procedural infringements or a cassation appeal may be filed against that judgment of the Madrid Provincial Appellate Court, which DIA intends to file within the term established by law for that purpose.

- B.9 Explain the main characteristics of the long-term savings plans for which the annual amount or equivalent cost appears in the tables of Section C, including retirement and any other survival benefit, which are financed, in part or in full, by the company, whether provided internally or externally, indicating the type of plan, whether it is for defined contributions or benefits, the contingencies covered by it, the conditions on which economic rights vest in favor of the directors and their compatibility with any other kind of indemnity for early termination or for termination of the contractual relationship between the company and the director.

The Company has no long-term savings plans for of its directors.

- B.10 Explain any indemnities or other types of payments derived from early termination, whether due to removal by the company or resignation by the director, or from termination of the contract on the terms established in it, accrued and/or received by the directors in the last fiscal year closed.

Not applicable. During the last fiscal year closed, no director has received indemnities or any other type of payment derived from the early termination or the termination of their contract.

- B.11 Indicate whether there have been significant changes in the contracts of those who perform senior management functions as executive directors and, if so, explain them. Also, explain the main conditions of the new contracts signed with executive directors during the fiscal year, unless they have already been explained in section A.1.

There have not been significant changes in the contract of the Executive Chairman, and the main conditions of his contract are specified in section A.1.9 above.

- B.12 Explain any supplementary remuneration accrued by directors as consideration for services provided other than those inherent in their office.

No additional remuneration has been earned by the directors for the provision of services other than those inherent in their post.

- B.13 Indicate any remuneration derived from the grant of advances, loans and guarantees, stating the interest rate, their essential features and any amounts subsequently repaid, together with the obligations assumed on their behalf under guarantees.

There are no grants of advances, loans or guarantees by the Company to its directors.

- B.14 Detail the remuneration in kind earned by the directors during the fiscal year, briefly explaining the nature of the different salary components.

There is no remuneration in kind provided by the Company to its directors.

- B.15 Indicate the remuneration earned by the director by virtue of the payments made by the listed company to a third-party entity at which the director provides his or her services, where the purpose of such payments is to remunerate the director's services at the company.

Not applicable.

Notwithstanding, it is placed on record that the Executive Chairman, Mr. Stephan DuCharme, and the nominee director, Mr. Sergio Antonio Ferreira Dias, perform executive functions within the Letterone Group, which holds 77.7% of the Company's share capital, so they receive remuneration from Letterone Group. This remuneration is for functions that are not related to their status as Executive Chairman and nominee director of DIA, respectively.

Moreover, DIA has signed a contract for the provision of advisory and consulting services with the Letterone Group companies called L1 Retail (UK) LLP and L1 Retail (Jersey) LLP, for which DIA pays certain fees to those companies. Moreover, Mr. Sergio Antonio Ferreira Dias forms part of the L1 Retail team that provides those advisory and consulting services, which are unrelated to his functions as non-executive director of DIA in his capacity as such.

- B.16 Explain and detail the amounts accrued in the year in relation to any other remuneration item other than those set forth above, whatever its nature or the group entity that pays it, including all benefits in any form, such as when it may be considered a related-party transaction or, especially, when it significantly affects the true and fair view of the total remuneration accrued by the director. Explain the amount granted or pending payment, the nature of the consideration received and the reasons why it would have been considered, as applicable, not to constitute director remuneration in their capacity as such or in consideration for the performance of their executive functions, and whether or not it has been considered appropriate to be included among the amounts accrued under the "Other items" heading in Section C.

The directors have not earned any remuneration items in addition to those already described in this report.

C. DETAIL OF THE INDIVIDUAL REMUNERATION CORRESPONDING TO EACH OF THE DIRECTORS

BOARD MEETING IN 2021		
Name	Type of director	2021 accrual period
CHRISTIAN COUVREUX	Independent Director	From 1/1/2021 through 2/15/2021
JOSÉ WAHNON LEVY	Independent Director	From 1/1/2021 through 12/31/2021
JAIME GARCÍA-LEGAZ PONCE	Independent Director	From 1/1/2021 through 12/31/2021
BASOLA VALLÉS CEREZUELA	Independent Director	From 1/1/2021 through 12/31/2021
MARCELO MAIA TAVARES DE ARAUJO	Other non-executive Director	From 1/1/2021 through 12/31/2021
VICENTE TRIUS OLIVA	Independent Director	From 9/29/2021 through 12/31/2021
LUISA DEPLAZES DE ANDRADE DELGADO	Independent Director	From 11/1/2021 through 12/31/2021
SERGIO ANTONIO FERREIRA DIAS	Nominee Director	From 1/1/2021 through 12/31/2021
STEPHAN DUCHARME	Executive Chairman	From 1/1/2021 through 12/31/2021

C.1 Complete the following tables on the individual remuneration of each director (including remuneration for executive functions) earned during the fiscal year.

a) Remuneration earned at the company to which this report relates:

i) Remuneration earned in cash (€k)

Name	Fixed remuneration	Attendance fees	Remuneration for membership on Board committees	Salary	Short-term variable compensation	Long-term variable remuneration	Severance pay	Other items	Total fiscal year 2021	Total fiscal year 2020
Mr. Christian Couvreur	12		9						21	170
Mr. José Wahnón Levy	100		50						150	150
Mr. Jaime García-Legaz Ponce	100		66						166	183
Ms. Basola Vallés Cerezuela	100		20						120	114
Mr. Marcelo Maia Tavares de Araujo	100		12						112	
Mr. Vicente Trius Oliva	26								26	
Ms. Luisa Deplazes de Andrade Delgado	17		8						25	

Observations

The table shows the sum of remuneration earned in fiscal year 2021 by the directors that had that status in fiscal year 2021, both in their capacity as such and in the performance of their executive functions, bearing in mind their period of provision of services as directors at the Company.

The amount indicated in the FIXED REMUNERATION column is the basic remuneration earned by the non-nominee non-executive directors, as indicated in section B.5.

The amount indicated in the REMUNERATION FOR MEMBERSHIP ON BOARD COMMITTEES column is the additional remuneration earned by the non-nominee non-executive directors for belonging to Board committees, as indicated in section B.5.

ii) Table of movements of share-based remuneration systems and gross profit on vested shares or financial instruments.

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2021		Financial instruments granted during the fiscal year 2021		Financial instruments vested during the fiscal year				Instruments accrued and not exercised	Financial instruments at the end of the fiscal year 2021	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares/vested shares	Price of vested shares	Gross profit from vested shares or financial instruments (thousands of €)	No. of instruments	No. of instruments	No. of equivalent shares
Mr. Christian Couvreur	Deferred remuneration in shares	1,034,864	1,034,864			505,157			62	529,707	0	0
Mr. José Wahnnon Levy		1,034,864	1,034,864								1,034,864	1,034,864
Mr. Jaime García-Legaz Ponce		1,034,864	1,034,864								1,034,864	1,034,864
Ms. Basola Vallés Cerezuela		1,387,604	1,387,604					-	-		1,387,604	1,387,604
Mr. Marcelo Maia Tavares de Araujo				1,274,427	1,274,427						1,274,427	1,274,427

Observations

The FINANCIAL INSTRUMENTS AT THE START OF FISCAL YEAR 2021 column includes the number of shares that the non-nominee non-executive directors had granted to them and not vested, as deferred remuneration in shares, due to their appointment in fiscal years 2019 and 2020.

The FINANCIAL INSTRUMENTS GRANTED DURING FISCAL YEAR 2021 column includes the number of shares assigned to the non-nominee non-executive directors as deferred remuneration in shares, due to their appointment in fiscal year 2020. This does not include the additional shares to be allocated to Mr. Jaime García-Legaz Ponce, Mr. Marcelo Maia Tavares de Araujo, Ms. Basola Vallés Cerezuela and Mr. José Wahnnon Levy in application of the anti-dilution clause established in the remuneration policy as a consequence of the dilution produced by the capital increase approved by the Shareholders' Meeting of May 31, 2021, given that the effective allocation was conditional on the next Shareholders' Meeting approving the extension of the authorization for the allocation of shares to cover the deferred remuneration in shares of the Company's directors, as explained in section A.1.1. For the same reason, it does not include the shares to be allocated to Ms. Luisa Deplazes de Andrade Delgado and Mr. Vicente Trius Oliva.

The FINANCIAL INSTRUMENTS VESTED IN THE FISCAL YEAR column includes the number of shares vested by Christian Couvreur as a consequence of his death on February 15, 2021.

The FINANCIAL INSTRUMENTS AT THE END OF FISCAL YEAR 2021 column includes the number of shares which the non-nominee non-executive directors have assigned to them as deferred remuneration in shares which will not vest until the end of the applicable three-year period.

iii) Long-term savings systems

During fiscal year 2021, DIA has not made any contributions to long-term savings plans of which its directors are beneficiaries.

iv) Detail of other items

N/A

b) Remuneration corresponding to company directors for membership on the boards of other group companies:

The directors of DIA have not earned any amounts for belonging to Boards at other group companies.

c) Summary of remuneration (€k)

The summary should include the amounts relating to all the remuneration items included in this report that have accrued in favor of the directors, in thousands of euros.

Name	Remuneration earned at the Company					Remuneration earned at Group companies					Total fiscal year 2021, company + group
	Total cash remuneration	Gross profit from vested shares or financial instruments:	Remuneration from savings plans	Remuneration for other items	Company total fiscal year 2021	Total cash remuneration	Gross profit from vested shares or financial instruments:	Remuneration from savings plans	Remuneration for other items	Group total fiscal year 2021	
Mr. Christian Couvreur	21	62			83						83
Mr. José Wahnnon Levy	150				150						150
Mr. Jaime García-Legaz Ponce	166				166						166
Ms. Basola Vallés Cerezuela	120				120						120
Mr. Marcelo Maia Tavares de Araujo	112				112						112
Mr. Vicente Trius Oliva	26				26						26

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Name	Remuneration earned at the Company					Remuneration earned at Group companies					Total fiscal year 2021, company + group
	Total cash remuneration	Gross profit from vested shares or financial instruments:	Remuneration from savings plans	Remuneration for other items	Company total fiscal year 2021	Total cash remuneration	Gross profit from vested shares or financial instruments:	Remuneration from savings plans	Remuneration for other items	Group total fiscal year 2021	
Ms. Luisa Deplazes de Andrade Delgado	25				25						25
Mr. Sergio Antonio Ferreiro Dias											
Mr. Stephan DuCharme											
Total:	620				682						682

Observations

C.2 Indicate the evolution in the last five years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed company who have held this position during the year, the consolidated results of the company and the average remuneration on an equivalent basis with regard to full-time employees of the company and its subsidiaries that are not directors of the listed company.

Total amounts accrued and % annual variation									
	FY 2021	% variation 2021/2020	FY 2020	% variation 2020/2019	FY 2019	% variation 2019/2018	FY 2018	% variation 2018/2017	FY 2017
Executive Directors									
Mr. Stephan DuCharme		-		-		-100	71	-	
Non-executive Directors									
Mr. Sergio Ferreiro Dias		-		-		-100	25	-	
Ms. Basola Vallés Cerezuela	120	5.26	114	-		-			
Mr. Christian Couvreur	83	-51.18	170	77.08	96	-		-	
Mr. José Wahnnon Levy	150	0.00	150	56.25	96	-		-	
Mr. Jaime García-Legaz Ponce	166	-9.29	183	15.09	159	-		-	
Mr. Marcelo Maia Tavares de Araujo	112	-		-		-		-	
Mr. Vicente Trius Oliva	26	-		-		-		-	
Ms. Luisa Deplazes de Andrade Delgado	25	-		-		-		-	
Consolidated results of the company	-243,456	30.82	-351,941	48.01	-676,957	-323.92	-159,691	-	164,671
Average employee remuneration	23	-4.17	24	4.35	23	-	23	21.05	19

D. OTHER INFORMATION OF INTEREST

If there are any material aspects relating to directors' remuneration that have not been addressed elsewhere in this report and which are necessary to provide a more comprehensive and reasoned view of the remuneration structure and practices of the company, provide a brief explanation.

* * *

This Annual Report on Remuneration of directors has been approved by the Board of Directors of the Company at its meeting held on March 30, 2022.

Indicate whether there are any directors who voted against or abstained from voting to approve this Report.

Yes No

Name or corporate name of any member of the Board of Directors that did not vote in favor of approving this report	Reasons (against, abstained, absence)	Explain the reasons