



Distribuidora Internacional de Alimentación, S.A. (“**DIA**” or the “**Company**”), in compliance with the provisions set forth in Article 82 of Law 24/1988, dated 28 July, of the Securities Market, issues the following statement on a

### **RELEVANT FACT**

On the date hereof, the Company has entered into a sale and purchase agreement for the purpose of acquiring 100% of the equity stake in the share capital of Grupo El Árbol Distribución y Supermercados, S.A. (“**El Árbol**”), including its affiliate Compañía Gallega de Supermercados, S.A. (in which El Árbol owns a 94.24% stake), and the acquisition of a participative loan (in a principal amount of EUR 51,800,000) owned by several of the El Árbol’s shareholders (the “**Transaction**”).

The effective closing of the Transaction is subject to clearance by the relevant competition authorities, as well as to the usual terms and conditions applicable in these types of transactions.

The agreement provides that the shares in El Árbol will be acquired at a price of EUR 1, whilst the participative loan will be acquired in exchange for the payment of (a) a fixed price of EUR 26,000,000; and (b) a variable price, linked to the evolution of certain financial figures (earn-out) corresponding to the 2015-2018 period, both included, and for a maximum amount of EUR 25,800,000. Both price components of the participative loan are subject to additional adjustments and reductions in certain circumstances.

The parties have set the aforesaid price under the assumption that the net financial debt of El Árbol Group at the closing of the Transaction will not exceed EUR 99,000,000.

Additionally, DIA has agreed to grant El Árbol a financing line for a maximum amount of EUR 7,500,000.

A Press Release on the Transaction is hereto attached, which will be disclosed through the usual means of communication.

In Madrid, 2<sup>nd</sup> July 2014

**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.**

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Mr Miguel Ángel Iglesias Peinado  
Vicesecretary of the Board of Directors



## **DIA reaches an agreement to acquire EL ÁRBOL supermarket chain**

- /The agreement includes the purchase of El Árbol shares for one euro.**
- /The closing of the operation is subject to clearance by the competition authorities.**

Madrid, 2 July 2014. DIA Group has reached an agreement to purchase 100% of the equity stake of the share capital of Grupo El Árbol.

The shares of El Árbol have been valued at one euro. In turn, DIA acquires the existing participative loan with the payment of a fixed price of EUR26m and a variable price linked to the performance of certain financial figures amounting to a maximum of EUR25.8m. In addition, there is a maximum estimated financial debt of EUR99m.

Additionally, DIA has agreed to concede a financing line to El Árbol of EUR7.5m. to ensure that the company can operate normally.

Currently, Grupo El Árbol has 455 commercial stores (425 proximity supermarkets) mainly in the regions of Asturias, Castile - Leon, Aragon, Extremadura and Galicia. In 2013, its net sales amounted to EUR822m. The company maintains the historical commitment of Grupo El Árbol with Castile - Leon where the headquarters are based (Valladolid), as well as in others regions.

DIA, which will keep the El Árbol banner, consolidates this way its focus on proximity acquisitions and the development of its fresh products range.

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DIA (Distribuidora Internacional de Alimentación) is an international food retailer that also distributes fast-moving and HPC goods. DIA is traded on the Madrid Stock Exchange and is part of the Ibex 35, the main reference index of the Spanish stock market. In 2013, gross sales under banner reached EUR11.476bn and had 7,328 stores in the countries in which it operates

▪ **EXTERNAL RELATIONS**

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