

TO THE NATIONAL SECURITIES MARKET COMMISSION

Pursuant to article 227 of the consolidated text of the Securities Market Act and its development regulations, Distribuidora Internacional de Alimentación, S.A. (the “**Company**”) hereby discloses the following:

RELEVANT INFORMATION

In relation to the communication of inside information dated 10 August 2020 (with registry number 420) and the communication of other relevant information dated 24 August 2020 (with registry number 4108), the Company has received the following information from DEA Finance S.à r.l.:

*“Reference is made to DEA Finance S.à r.l.’s (the “**Offeror**”) cash tender offer (the “**Offer**”) for (i) up to €225,000,000 in aggregate principal amount (the “**2021 Tender Amount Cap**”) of the outstanding €300,000,000 1.000% notes due April 2021 (the “**2021 Notes**”) of Distribuidora Internacional de Alimentación, S.A. (the “**Company**”) and (ii) up to €225,000,000 in aggregate principal amount (the “**2023 Tender Amount Cap**”) of the outstanding €300,000,000 0.875% notes due April 2023 (the “**2023 Notes**” and, together with the 2021 Notes, the “**Notes**”) of the Company, which expired at 16:00 hrs, London time, on 4 September 2020 (the “**Expiration Deadline**”), and which is subject to the terms and conditions in the Offeror’s tender offer memorandum dated 10 August 2020 (the “**Tender Offer Memorandum**”).*

As at the Expiration Deadline, the Offeror had received valid tenders in respect of (i) €292,600,000 aggregate principal amount of 2021 Notes, representing 97.53% of the aggregate outstanding principal amount of 2021 Notes, and (ii) €281,000,000 aggregate principal amount of 2023 Notes, representing 93.67% of the aggregate outstanding principal amount of 2023 Notes. As a consequence, the minimum purchase conditions to which the Offer was subject have been satisfied, and the settlement of the Offer remains only subject to the satisfaction or waiver of the customary closing conditions described in the Tender Offer Memorandum.

In view of the tenders received, the Offeror has amended the terms of the Offer to (i) increase the 2021 Tender Amount Cap from €225,000,000 to €292,600,000 to allow the Offeror to purchase all of the 2021 Notes validly tendered in the Offer and (ii) increase the 2023 Tender Amount Cap from €225,000,000 to €228,000,000 to allow the Offeror to purchase all of the 2023 Notes validly tendered at the minimum tender price for the 2023 Notes proposed by the Offeror in the Offer.

*The tender price for the 2021 Notes has been set at €948.50 per €1,000 in aggregate principal amount of 2021 Notes. The Offeror has announced that, subject to satisfaction or waiver of the customary closing conditions set out in the Tender Offer Memorandum, it will accept for purchase an aggregate principal amount of 2021 Notes of €292,600,000, this is, 100% of the principal amount of 2021 Notes validly tendered in the Offer, on 11 September 2020 (the “**Settlement Date**”). Eligible holders who validly tendered their 2021 Notes at or prior to the Early Tender*

Deadline (this is, at or prior to 16:00 hrs, London time, on 21 August 2020) and whose 2021 Notes are accepted for purchase will also be eligible to receive the 2021 Early Tender Premium (this is, €10.00 per €1,000 in aggregate principal amount of 2021 Notes) in addition to the 2021 Tender Price.

The tender price for the 2023 Notes has been set at €603.60 per €1,000 in aggregate principal amount of 2023 Notes. The Offeror has announced that, subject to satisfaction or waiver of the customary closing conditions described in the Tender Offer Memorandum, it will accept for purchase an aggregate principal amount of 2023 Notes of €228,000,000, this is, 81.14% of the principal amount of 2023 Notes validly tendered in the Offer, on the Settlement Date. Eligible holders who validly tendered their 2023 Notes at or prior to the Early Tender Deadline (this is, at or prior to 16:00 hrs, London time, on 21 August 2020) and whose 2023 Notes are accepted for purchase will also be eligible to receive the 2023 Early Tender Premium (this is, €30.00 per €1,000 in aggregate principal amount of 2023 Notes) in addition to the 2023 Tender Price.

Subject to satisfaction or waiver of the customary closing conditions, the Offeror will become holder on the Settlement Date of (i) an aggregate principal amount of 2021 Notes of €292,600,000, representing 97.53% of the aggregate outstanding principal amount of 2021 Notes, and (ii) an aggregate principal amount of 2023 Notes of €228,000,000, representing 76.00% of the aggregate outstanding principal amount of 2023 Notes.

For further information, attached is the communication that the Offeror has published in the Irish stock exchange on the date hereof.”

Madrid, 7 September 2020.

Distribuidora Internacional de Alimentación, S.A.

Enrique Weickert
CFO

THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL ANY SECURITIES. THIS ANNOUNCEMENT IS NOT FOR DISTRIBUTION OR PUBLICATION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.

DEA FINANCE S.À R.L.

DEA Finance S.à r.l. announces final results of tender offer for the outstanding €300,000,000 1.000% Notes due April 2021 of Distribuidora Internacional de Alimentación, S.A. and the outstanding €300,000,000 0.875% Notes due April 2023 of Distribuidora Internacional de Alimentación, S.A.

7 September 2020

DEA Finance S.à r.l.'s (the **"Offeror"**) announces today the final results of its cash tender offer (the **"Offer"**) for (i) the outstanding €300,000,000 1.000% Notes due April 2021 (the **"2021 Notes"**) of Distribuidora Internacional de Alimentación, S.A. (the **"Company"**) and (ii) the outstanding €300,000,000 0.875% Notes due April 2023 (the **"2023 Notes"**) and, together with the 2021 Notes, the **"Notes"**) of the Company, in each case, from Eligible Holders of the Notes, which expired at 16:00 hrs, London time, on 4 September 2020 (the **"Expiration Deadline"**). Capitalized terms used and not otherwise defined in this announcement have the meanings ascribed to them in the Offeror's tender offer memorandum dated 10 August 2020 (the **"Tender Offer Memorandum"**).

Final Results of the Offer

The Offeror hereby announces that as at the Expiration Deadline, it had received valid tenders in respect of (i) €292,600,000 aggregate principal amount of 2021 Notes, representing 97.53% of the aggregate outstanding principal amount of 2021 Notes, and (ii) €281,000,000 aggregate principal amount of 2023 Notes, representing 93.67% of the aggregate outstanding principal amount of 2023 Notes. As of the Early Tender Deadline, which was at 16:00 hrs, London time, on 21 August 2020, the Offeror had received valid tenders in respect of €287,000,000 aggregate principal amount of 2021 Notes and €246,400,000 aggregate principal amount of 2023 Notes.

Amendment to the 2021 Tender Amount Cap and the 2023 Tender Amount Cap

The Offeror hereby amends the terms of the Offer to (i) increase the 2021 Tender Amount Cap from €225,000,000 to €292,600,000 to allow the Offeror to purchase all of the 2021 Notes validly tendered in the Offer (equal to 97.53% of the aggregate principal amount of outstanding 2021 Notes) and (ii) increase the 2023 Tender Amount Cap from €225,000,000 to €228,000,000 to allow the Offeror to purchase all of the 2023 Notes validly tendered at the 2023 Minimum Tender Price (equal to 76.00% of the aggregate principal amount of outstanding 2023 Notes).

2021 Tender Price and 2023 Tender Price

The 2021 Tender Price has been set at €948.50 per €1,000 in aggregate principal amount of 2021 Notes and the Offeror hereby announces that, subject to satisfaction or waiver of the General Conditions described in the Tender Offer Memorandum, it will accept for purchase an aggregate principal amount of 2021 Notes of €292,600,000, or 100.00% of the principal amount of 2021 Notes validly tendered in the Offer, on 11 September 2020 (the **"Settlement Date"**). Eligible Holders who validly tendered their 2021 Notes at or prior to the Early Tender Deadline and whose 2021 Notes are accepted for purchase will also be eligible to receive the 2021 Early Tender Premium in addition to the 2021 Tender Price (as set out below). Eligible Holders who have validly tendered their 2021 Notes after the Early Tender Deadline but at or before the Expiration Deadline and whose 2021 Notes are accepted for purchase will not receive the 2021 Early Tender Premium and will only receive the 2021 Tender Price.

Description of the Securities	Aggregate Principal Amount of 2021 Notes Accepted at Expiration Deadline	Aggregate Principal Amount of 2021 Notes Rejected at Expiration Deadline	2021 Early Tender Premium	2021 Tender Price
1.000% Notes due April 2021 (ISIN: XS1400342587; Common Code: 140034258)	€292,600,000	€Nil	€10.00	€948.50

The 2023 Tender Price has been set at €603.60 per €1,000 in aggregate principal amount of 2023 Notes and the Offeror hereby announces that, subject to satisfaction or waiver of the General Conditions described in the Tender Offer Memorandum, it will accept for purchase an aggregate principal amount of 2023 Notes of €228,000,000, or 81.14% of the principal amount of 2023 Notes validly tendered in the Offer, on the Settlement Date. Eligible Holders who validly tendered their 2023 Notes at or prior to the Early Tender Deadline and whose 2023 Notes are accepted for purchase will also be eligible to receive the 2023 Early Tender Premium in addition to the 2023 Tender Price (as set out below). Eligible Holders who have validly tendered their 2023 Notes after the Early Tender Deadline but at or before the Expiration Deadline and whose 2023 Notes are accepted for purchase will not receive the 2023 Early Tender Premium and will only receive the 2023 Tender Price.

Description of the Securities	Aggregate Principal Amount of 2023 Notes Accepted at Expiration Deadline	Aggregate Principal Amount of 2023 Notes Rejected at Expiration Deadline	2023 Early Tender Premium	2023 Tender Price
0.875% Notes due April 2023 (ISIN: XS1589970968; Common Code: 158997096)	€228,000,000	€53,000,000	€30.00	€603.60

Conditions to the Settlement Date

The Offeror hereby announces that both the 2021 Minimum Purchase Condition and the 2023 Minimum Purchase Condition have been satisfied. The settlement of the Offer remains subject to the satisfaction of the General Conditions described in the Tender Offer Memorandum. The Offeror reserves the right, in its sole discretion, to waive any and all General Conditions.

In connection with the Offer, Lucid Issuer Services Limited has been appointed as tender and information agent for the Notes (the “**Tender and Information Agent**”). Holders with questions about the Offer should contact the Tender and Information Agent at the following address:

THE TENDER AND INFORMATION AGENT

Lucid Issuer Services Limited

Tankerton Works 12
Argyle Walk
London WC1H 8HA
United Kingdom

Telephone: + 44 20 7704 0880

Email: dia@lucid-is.com

Attention: Sunjeeve Patel / Mu-yen Lo

The Company is aware of, and has informed the Offeror that it has no objection to, the Offeror making the invitation described in the Tender Offer Memorandum, and has informed the Offeror that it does not accept responsibility for any information contained therein. The Company has informed the Offeror that it will express no opinion with respect to the Offer. The Company has had no involvement in the determination of the 2021 Tender Price or the 2023 Tender Price.

The Offer is made solely pursuant to the Tender Offer Memorandum dated 10 August 2020.

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Holder is in any doubt as to the action it should take, it is recommended that such Holder seek its own financial and legal advice, including as to any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender Notes in the Offer.

This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, nor shall there be any offer or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Tender Offer Memorandum comes are required by the Offeror and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions. Holders must comply with all laws that apply in any place in which such Holders possess the Tender Offer Memorandum. Holders must also obtain any consents or approvals that are needed in order to tender Notes. None of the Offeror, the Company, the Tender and Information Agent or any of their respective affiliates is responsible for Holders' compliance with these legal requirements.

This announcement, copies of the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person (as defined in Regulation S (each a "U.S. Person")).

This announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended (the "FSMA"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may only be communicated to (1) persons who have professional experience in matters relating to investments, being "investment professionals" as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); (2) persons who fall within Article 43(2) of the Order; (3) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (4) any other persons to whom these documents and/or materials may lawfully be communicated. Any investment or investment activity to which the Tender Offer Memorandum relates is available only to such persons or will be engaged in only with such persons and other persons should not rely on it.

Neither the Offer, this announcement, nor the Tender Offer Memorandum constitutes an offer of securities to the public or a tender offer in Spain which requires the approval and the publication of a prospectus under Regulation (EU) 2017/1129, the restated text of Spanish Securities Market Act approved by Legislative Royal Decree 4/2015, of 23 October 2015 (Real Decreto Legislativo 4/2015, de 23 de octubre, que aprueba el texto refundido de la Ley 24/1988, de 28 de julio, del Mercado de Valores), Royal Decree 1310/2005, of 4 November 2005 and/or Royal Decree 1066/2007, of 27 July 2007, all of them as amended, and/or any regulation issued thereunder. Accordingly, the Offer, this announcement and the Tender Offer Memorandum have not been and will not be submitted for approval nor approved by the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores).

This announcement contains forward-looking statements and information that is necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the terms of any such transactions. The Offeror assumes no obligation to update or correct the information contained in this announcement.