

COMISIÓN NACIONAL DEL MERCADO DE VALORES

De conformidad con lo previsto en el artículo 227 del texto refundido de la Ley del Mercado de Valores y normativa de desarrollo, por la presente, Distribuidora Internacional de Alimentación, S.A. (la “**Sociedad**”) comunica la siguiente

INFORMACIÓN RELEVANTE

En relación con la comunicación de información privilegiada de fecha 10 de agosto de 2020 (con número de registro 420) y la comunicación de otra información relevante de fecha 24 de agosto de 2020 (con número de registro 4108), la Sociedad ha recibido la siguiente información de DEA Finance S.à r.l.:

*“Nos referimos a la oferta realizada por DEA Finance S.à r.l. (el “**Oferente**”) por (i) hasta €225,000,000 de importe agregado principal (el “**2021 Tender Amount Cap**”) del total de bonos emitidos por Distribuidora Internacional de Alimentación, S.A. (la “**Sociedad**”) por importe de €300.000.000, con cupón del 1,000% y vencimiento en abril de 2021 (los “**Bonos de 2021**”), y (ii) hasta €225.000.000 de importe agregado principal (el “**2023 Tender Amount Cap**”) del total de bonos emitidos por la Sociedad por importe de €300.000.000, con cupón del 0,875% y vencimiento en abril de 2023 (los “**Bonos de 2023**”, y junto a los Bonos de 2021, los “**Bonos**”) a cambio de una contraprestación en efectivo (la “**Oferta**”), que ha expirado a las 16:00 horas, hora de Londres, del 4 de septiembre de 2020 (el “**Expiration Deadline**”), que está sujeta a los términos y condiciones del tender offer memorandum emitido por el Oferente con fecha 10 de agosto de 2020.*

Al momento del Expiration Deadline, el Oferente había recibido ofertas de venta por parte de titulares elegibles de Bonos por (i) €292.600.000 de importe agregado principal de Bonos de 2021, que representa un 97,53% del importe agregado principal del total de los Bonos de 2021, y (ii) €281.000.000 de importe agregado principal de Bonos de 2023, que representa un 93,67% del importe agregado principal del total de los Bonos de 2023. En consecuencia, se han cumplido las condiciones de compra mínimas a las que estaba sujeta la Oferta, y la liquidación de la Oferta está únicamente sujeta al cumplimiento o renuncia de las condiciones habituales de cierre en este tipo de operaciones, descritas en el Tender Offer Memorandum.

En vista de las ofertas de venta recibidas, el Oferente ha modificado los términos de su Oferta para (i) aumentar el 2021 Tender Amount Cap desde €225.000.000 hasta €292.600.000, permitiendo así al Oferente adquirir la totalidad de los Bonos de 2021 que han sido válidamente ofrecidos en venta en la Oferta, y (ii) aumentar el 2023 Tender Amount Cap desde €225.000.000 hasta €228.000.000, permitiendo así al Oferente adquirir la totalidad de los Bonos de 2023 que han sido válidamente ofrecidos en venta al precio mínimo de adquisición de los Bonos de 2023 propuesto por el Oferente en la Oferta.

El precio de adquisición de los Bonos de 2021 ha sido fijado en €948,50 por cada €1,000 de importe agregado principal de los Bonos de 2021. El Oferente ha

anunciado que, sujeto al cumplimiento o renuncia de las condiciones habituales de cierre previstas en el Tender Offer Memorandum, aceptará adquirir el 11 de septiembre de 2020 (el “Settlement Date”) un importe agregado principal de Bonos de 2021 de €292.600.000, esto es, la totalidad del importe principal de los Bonos de 2021 que han sido ofrecidos en venta en la Oferta. Los titulares elegibles que hayan ofrecido en venta sus Bonos de 2021 en o antes del Early Tender Deadline (esto es, en o antes de las 16:00 horas, hora de Londres, del 21 de agosto de 2020) y cuyos Bonos de 2021 el Oferente haya aceptado adquirir recibirán, además del precio de adquisición de los Bonos de 2021 anteriormente referido, el 2021 Early Tender Premium (esto es, €10,00 por cada €1.000 de importe agregado principal de Bonos de 2021).

El precio de adquisición de los Bonos de 2023 ha sido fijado en €603,60 por cada €1,000 de importe agregado principal de los Bonos de 2023. El Oferente ha anunciado que, sujeto al cumplimiento o renuncia las condiciones habituales de cierre previstas en el Tender Offer Memorandum, aceptará adquirir en el Settlement Date un importe agregado principal de Bonos de 2023 de €228.000.000, esto es, el 81,14% del importe principal de los Bonos de 2023 que han sido ofrecidos en venta en la Oferta. Los titulares elegibles que hayan ofrecido en venta sus Bonos de 2023 en o antes del Early Tender Deadline (esto es, en o antes de las 16:00 horas, hora de Londres, del 21 de agosto de 2020) y cuyos Bonos de 2023 el Oferente haya aceptado adquirir recibirán, además del precio de adquisición de los Bonos de 2023 anteriormente referido, el 2023 Early Tender Premium (esto es, €30,00 por cada €1.000 de importe agregado principal de Bonos de 2023).

Sujeto al cumplimiento o renuncia de las condiciones habituales de cierre, el Oferente pasará a ser, en la Settlement Date, titular de (i) un importe agregado principal de Bonos de 2021 de €292.600.000, que equivale al 97,53% del importe agregado principal de los Bonos de 2021, y (ii) un importe agregado principal de Bonos de 2023 de €228.000.000, que equivale al 76,00% del importe agregado principal de los Bonos de 2023.

Para más información, se adjunta la comunicación que el Oferente ha publicado en la Bolsa de Irlanda en el día de hoy.”

Madrid, a 7 de septiembre de 2020.

Distribuidora Internacional de Alimentación, S.A.

Enrique Weickert Molina
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.