



**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.** (“**DIA**” or the “**Company**”), in accordance with article 227 of the Revised Securities Market Law and its implementing regulations, notifies and publicly discloses the following:

**OTHER RELEVANT INFORMATION**

The Board of Directors of the Company has resolved to call the Shareholders’ Meeting to be held at the registered office in Las Rozas – Madrid, at calle Jacinto Benavente, 2-A, Edificio Tripark, on **June 7, 2022 at 10:00 a.m.**, with the possibility of attending by electronic means.

The full call notice is attached hereto.

The proposed resolutions formulated by the Board of Directors, together with the rest of the documentation relating to the Shareholders’ Meeting (in particular, the mandatory director’s reports on the resolutions requiring such reports), are available to the shareholders at the previously indicated registered office and on the corporate website ([www.diacorporate.com](http://www.diacorporate.com)).

In particular, the Board of Directors, following the prior report or at the proposal of the Nomination and Remuneration Committee, as applicable, has made a proposal to the Shareholders’ Meeting to reappoint the Executive Chairman Mr. Stephan DuCharme, the nominee director Mr. Sergio Antonio Ferreira Dias and the independent director Mr. José Wahnnon Levy, and to ratify the appointment by co-optation and reappointment of the independent director Mr. Vicente Trius Oliva.

In turn, the independent director Mr. Jaime García-Legaz Ponce has notified his wish that his office as member of the Board of Directors of DIA (and, therefore, of its Audit and Compliance Committee), the term of which expires at the next Shareholders’ Meeting, not be submitted for reappointment, since he has fully completed the three-year term to which he was appointed by the Shareholders Meeting held on March 20, 2019. Accordingly, Mr. García-Legaz Ponce will cease to be a director of DIA at the next Shareholders’ Meeting.

In order to cover this vacancy, the Board of Directors, at the proposal of the Nomination and Remuneration Committee, has made a proposal to the Shareholders’ Meeting to appoint Ms. Gloria Hernández García as new independent director of the Company.

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Madrid, May 5, 2022

Distribuidora Internacional de Alimentación, S.A.

Sagrario Fernández Barbé  
Director of Legal and Compliance



**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.**  
*Annual Shareholders' Meeting*

By resolution of the Board of Directors, the **Annual Shareholders' Meeting** of Distribuidora Internacional de Alimentación, S.A. (the "**Company**") is called, to be held at the registered office in Las Rozas - Madrid, at calle Jacinto Benavente, 2-A, Edificio Tripark, on **June 7, 2022** at **10:00 a.m.**, according to the following:

**AGENDA**

**Financial statements, allocation of profit/loss and corporate management**

1. Approval of the financial statements and directors' reports, separate and consolidated, of the Company and its consolidated group, relating to fiscal year 2021.
2. Approval of the statement of non-financial information for fiscal year 2021.
3. Approval of the proposed allocation of profit/loss for fiscal year 2021.
4. Approval of the conduct of business by the Board of Directors in fiscal year 2021.

**Auditor**

5. Reappointment of Ernst & Young, S.L. as auditor of the Company and its consolidated group for fiscal year 2022.

**Amendment of the Bylaws**

6. Amendment of article 33 (*Term*) of the Bylaws to reduce the term of office as director to two years.

**Ratification, reappointment and appointment of directors, remuneration policy and annual report on directors' remuneration**

7. Reappointment of Mr. Stephan DuCharme as executive director.
8. Reappointment of Mr. Sergio Antonio Ferreira Dias as nominee director.
9. Reappointment of Mr. José Wahnou Levy as independent director.
10. Ratification of the appointment by co-optation and reappointment of Mr. Vicente Trius Oliva as independent director.
11. Appointment of Ms. Gloria Hernández García as independent director.
12. Establishment of the number of members of the Board of Directors and maintenance of vacancy.
13. Approval of the policy on directors' remuneration, including approval of the maximum amount of the directors' fixed remuneration for their services as such

and of the maximum number of shares to be delivered to non-executive non-nominee directors.

14. Consultative vote on the annual report on directors' remuneration for fiscal year 2021.

#### **Delegation of powers for the issue of shares and convertible securities and for exclusion of the preemptive subscription right**

15. Delegation to the Board of Directors, with powers to subdelegate, for a maximum period of five years, of the power to increase capital by an amount not exceeding half of the share capital on the date of authorization, and to exclude the preemptive subscription right, limiting the last-mentioned power to a maximum of 20% of the share capital on the date of authorization.
16. Delegation to the Board of Directors, with powers to subdelegate, for a maximum period of five years, of the power to issue securities convertible into, or with the right to subscribe, new shares of the Company, in a maximum amount of €500,000,000, and to exclude the preemptive subscription right, limiting the last-mentioned power to a maximum of 20% of the share capital on the date of authorization. Establishment of the criteria to be used to determine the bases and types of conversion and conferral on the Board of Directors of the power to increase the share capital in the amount necessary.

#### **Calling of Special Shareholders' Meeting and delegation of powers**

17. Approval, until the holding of the Annual Shareholders' Meeting of next year, of the reduction to fifteen days of the period for calling Special Shareholders' Meetings, in accordance with article 515 of the Capital Companies Law.
18. Delegation of powers to formalize, interpret, rectify and implement the resolutions adopted by the Shareholders' Meeting.

#### **SUPPLEMENT TO THE CALL NOTICE AND PROPOSED RESOLUTIONS**

Shareholders representing at least three percent of the share capital may (a) request that a supplement to this call notice be published, adding one or more further items to the agenda, provided that the new items are accompanied by a justification or, as appropriate, a justified proposed resolution; and (b) submit reasoned proposals for resolutions on items already included or to be included on the agenda. This right shall be exercised by serving notice by duly authenticated means (including the relevant documentation evidencing shareholder status) that must be received at the registered office (calle Jacinto Benavente 2-A, Edificio Tripark, 28232 Las Rozas - Madrid) within five days of the publication of this call notice.

#### **RIGHT TO ATTEND AND RIGHT OF REPRESENTATION**

All shareholders may attend the Shareholders' Meeting physically or by electronic means, regardless of the number of shares they own, provided they are registered on the relevant register of book entries at least five days in advance of the scheduled date of the Shareholders' Meeting.

All shareholders entitled to attend the Shareholders' Meeting may be represented thereat by another person, who need not be a shareholder. Proxies must be granted in writing, by means of the completion and signature of the relevant attendance, proxy and voting card by the shareholder granting the proxy.

Shareholders wishing to physically attend the Shareholders' Meeting must evidence ownership of their shares on entry to the venue for the Shareholders' Meeting by presenting the relevant attendance, proxy and remote voting card. Shareholders may obtain their attendance, proxy and remote voting cards from the IBERCLEAR member entities with which their shares are deposited.

### **ELECTRONIC ATTENDANCE**

The Board of Directors has resolved, in accordance with the provisions of article 28 bis of the Bylaws and article 31 of the Shareholders' Meeting Regulations, that the meeting may also be attended by electronic means, as an additional mechanism for participation in the Shareholders' Meeting.

Shareholders wishing to attend the Shareholders' Meeting by electronic means must do so through the "Electronic Attendance" application, which will be available on the Company's website ([www.diacorporate.com](http://www.diacorporate.com)), in accordance with the following rules:

- (i) The "Electronic Attendance" application will be operative from 10:00 a.m. on the day before the date of the Shareholders' Meeting (that is, from June 6, 2022) and until the meeting ends.
- (ii) In order to permit the appropriate management of the electronic attendance systems, shareholders wishing to attend the Shareholders' Meeting by electronic means must register through the aforementioned application by no later than 9:30 a.m. on the date of the Shareholders' Meeting, identifying themselves with their electronic national identity card number (DNIe) or an electronic user certificate that is recognized, valid and in force, and issued by the Spanish Public Certification Authority (CERES), dependent on the Fábrica Nacional de Moneda y Timbre. It will also be possible for shareholders to identify themselves by means of a user name (which will be provided when completing the registration form) and password, attaching documentation which proves their identity.
- (iii) Shareholders who have registered in accordance with letter (ii) above and who wish to leave the Shareholders' Meeting, placing it on record with the notary or personnel assisting the notary (or, in the absence thereof, with the secretary of the Shareholders' Meeting), may do so using the form that will be provided for that purpose in the computer application.
- (iv) Shareholders attending electronically who intend to give a speech at the Shareholders' Meeting and, as the case may be, make proposals for resolutions in the legally established cases or request information or clarification during the holding of the Shareholders' Meeting, must state their intention when registering, in the manner established in the computer application and submit such requests in writing, with a length of no more than 1000 words, using the form that will be available in the computer application until the Shareholders' Meeting has been constituted. Shareholders wishing to have their speeches recorded in the minutes

of the meeting must expressly state such circumstance on the above-mentioned participation form.

- (v) Duly registered shareholders may cast their vote using the computer application on the terms established therein and according to the appropriate voting form. The period for electronic voting shall be open from such time as the Chairman of the Shareholders' Meeting declares the meeting to be validly constituted and until the end of the Shareholders' Meeting or such later time as may be specified, if applicable, by the Chairman of the meeting.

The Company will not be liable for any damage caused to shareholders as a result of malfunctions, overloads, line failures, failed connections or any other contingency of the same or a similar nature, beyond the control of the Company, that hinders the use of the mechanisms described in this section for electronic attendance. Therefore, such circumstances will not constitute an unlawful deprivation of shareholder attendance rights.

#### **REPRESENTATION AND VOTING USING MEANS OF DISTANCE COMMUNICATION**

Shareholders may grant a proxy or cast their vote prior to the Shareholders' Meeting by using the following means of distance communication:

- a) Postal correspondence: by sending the original attendance, proxy and remote voting card, with the relevant section duly completed and signed, to the Company at the following address: calle Jacinto Benavente 2-A, Edificio Tripark, 28232 Las Rozas - Madrid.
- b) Electronic correspondence: via the Company's website ([www.diacorporate.com](http://www.diacorporate.com)), by accessing the page provided for such purpose and following the established procedure. To do so, shareholders must have a qualified or advanced electronic signature, based on a recognized and valid electronic certificate, issued by the Spanish Public Certification Authority (CERES), dependent on the Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda (FNMT-RCM) or an electronic national identity document (DNIe). It will also be possible for shareholders to identify themselves by means of a user name (which will be provided when completing the registration form) and password, attaching documentation which proves their identity.

In order to be valid, all proxies granted and all votes cast using means of distance communication must be received by the Company at least 24 hours in advance of the date and time scheduled for the Shareholders' Meeting, that is, by no later than June 6, 2022, at 10:00 a.m.

Attendance at the Shareholders' Meeting, whether physically or by electronic means, by a shareholder who has previously granted a proxy or voted using remote means of communication will render said proxy or vote null and void.

## **RIGHT OF INFORMATION**

In accordance with the applicable legislation and, in particular, article 272 and related provisions of the Capital Companies Law, it is placed on record that upon publication of this call notice, shareholders have the right to examine and obtain the following documents at the Company's registered office or request that a copy thereof be sent to them immediately and free of charge:

- The financial statements and directors' reports, separate and consolidated, of the Company and of its consolidated group (as well as the statement of non-financial information, the annual corporate governance report and report on directors' remuneration for fiscal year 2021 which form part of the directors' report), the relevant audit reports and the proposed allocation of profit/loss, all in relation to fiscal year 2021;
- The full text of the proposed resolutions formulated by the Board of Directors in relation to the items on the agenda, the reports issued by the Board of Directors in relation to items 6, 15 and 16 on the agenda, and the reports issued jointly by the Board of Directors and the Nomination and Remuneration Committee in relation to items 7, 8, 9, 10 and 11 on the agenda (which contain the professional profile and biography of the directors whose ratification, reappointment and appointment are proposed, as applicable in each case); and
- The proposed directors' remuneration policy, together with the corresponding report by the Nomination and Remuneration Committee.

All of the abovementioned documents may also be consulted on the Company's website ([www.diacorporate.com](http://www.diacorporate.com)).

In accordance with the provisions of the Capital Companies Law, up until the fifth day before the date scheduled for the Shareholders' Meeting, shareholders may request from the Company (by delivering a request to the registered office or sending it to the Company's registered office at calle Jacinto Benavente 2-A, Edificio Tripark, 28232 Las Rozas - Madrid) any information or clarification they deem necessary or submit any questions they consider pertinent in relation to the items on the agenda and regarding any information accessible to the public that may have been provided by the Company to the Spanish National Securities Market Commission since the date of the last Shareholders' Meeting.

## **SHAREHOLDERS' ELECTRONIC FORUM**

In accordance with the legislation in force, a Shareholders' Electronic Forum has been set up on the Company's website ([www.diacorporate.com](http://www.diacorporate.com)) which shall be used in accordance with its legal purpose and with the operating rules and guarantees established by the Company, and may be accessed by duly-authenticated shareholders or groups of shareholders.

## **DATA PROTECTION**

The personal data (i) which the shareholders and, as the case may be, their proxies provide to the Company for the exercise or delegation of their rights of attendance,

proxy representation and voting at the Shareholders' Meeting, or (ii) which are provided for these purposes by the banks and broker-dealers that are the depositaries or custodians of the shares of those shareholders, or by the entity that is legally authorized to keep the register of book entries, IBERCLEAR, will be processed by Distribuidora Internacional de Alimentación, S.A. with address at Parque Empresarial de las Rozas - Edif. Tripark, calle Jacinto Benavente 2-A, 28232, Las Rozas-Madrid as data controller, in order to develop, manage and control the exercise of the rights of the shareholders at its Shareholders' Meeting and the existing relationship with shareholders, and to manage and control the holding of the Shareholders' Meeting, and meet its statutory obligations.

If a shareholder's attendance, proxy or distance voting card includes personal data referring to individuals other than the holder and if a third party attends the Shareholders' Meeting as a proxy of the shareholder, the shareholder must inform that person of the information contained in these paragraphs in relation to the processing of personal data and must comply with any other requirements that may be applicable for the correct disclosure of personal data to the Company, without the Company's having to carry out any additional step with respect to the data subjects.

The personal data will be kept while the shareholder relationship is in force and, thereafter, for a period of 6 years solely to be able to handle any legal or contractual actions, unless, exceptionally, the statute of limitations period applicable to any legal or contractual actions is longer.

The processing of data is necessary for the purposes indicated previously and the legal grounds that justify such processing are based on the shareholder relationship and on the compliance with statutory obligations.

The data will be disclosed to the Notary, if any, who attends the Shareholders' Meeting and draws up the minutes thereof and may be provided to third parties in the exercise of the information right set forth in the law or be accessible to the public to the extent they are recorded in the documentation available on the website ([www.diacorporate.com](http://www.diacorporate.com)).

Data subjects may exercise their rights of access, rectification, erasure, opposition, restriction of processing and portability, or exercise any other rights recognized by applicable data protection legislation, on the terms established by law, through postal correspondence to the address indicated, or by e-mail to the address [proteccion.datos@diagroup.com](mailto:proteccion.datos@diagroup.com), providing a photocopy of their national identity card or equivalent identity document. Moreover, we inform you that you may send an e-mail to [dpo.es@diagroup.com](mailto:dpo.es@diagroup.com) to inquire about any aspect regarding the processing of personal data by DIA. Data subjects may file a claim with the competent supervisory authority in relation to data protection; in Spain, this is the Spanish Data Protection Agency. For more information, please visit [www.aepd.es](http://www.aepd.es).

Madrid, May 5, 2022. The Executive Chairman, Stephan DuCharme.