



Distribuidora Internacional de Alimentación, S.A. (“**DIA**” or the “**Company**”), in compliance with the provisions set forth in Article 228 of Legislative Royal-Decree 4/2015, dated 23 October, on the Securities Market, (*Texto Refundido de la Ley del Mercado de Valores*) and 17 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, hereby announces the following

RELEVANT FACT

We hereby inform that the Board of Directors of DIA has approved, among others, the following resolutions and decisions:

1. Drawing up of DIA individual and DIA Group’s consolidated Financial Statements and the relevant management reports, all corresponding to the financial year ending 31 December 2017, which will be publicly available in the corporate website (www.diacorporate.com).
2. Approval and disclosure of the Corporate Governance Annual Report and the Directors’ Remuneration Annual Report, both corresponding to the financial year ending 31 December 2017, which will be publicly available in the corporate website (www.diacorporate.com).
3. Approval of the distribution to shareholders, subject to formal approval of the General Shareholders Meeting (which will be called shortly), of an amount corresponding to a gross dividend of Eur 0.18 per DIA share with a right to receive such dividend, charged to the Company’s profit of the financial year 2017 and to the voluntary reserves, which shall be subject to any such withholding and other taxes as in force on the payment date.
4. Setting up of a Strategy Committee the main function of which, among others, will be advising and supporting the Board of Directors in defining and monitoring the Group strategies in the medium and long term, as well as the proposals for investments and divestments.

The initial composition of the Committee will be:

- Chairman: Mr. Richard Golding
- Director: Mr. Mariano Martín Mampaso
- Director: Mr. Borja de la Cierva Álvarez de Sotomayor
- Director: Mr. Antonio Urcelay Alonso

At the same time, it has approved the amendment of the Regulation of the Board of Directors to add a new article referred to the new Committee.

5. The Board of Directors has accepted today the resignation of Mr. Richard Golding as a member of the Audit and Compliance Committee. This decision was prompted by the aforementioned appointment of Mr. Golding as a member and Chairman of the Strategy Committee.

Consequently, the Audit and Compliance Committee shall now include the following:

- Chairman: Mr. Borja de la Cierva Álvarez de Sotomayor



- Director: Mr. Julián Díaz González
 - Director: Mr. Juan María Nin Génova
 - Director: Mrs. María Garaña Corces
- 6. Following the acquisition of a significant stake in DIA shares in January, the Board has recently received a request from Letterone Investment Holdings S.A. to appoint Mr. Stephan DuCharme and Mr. Karl-Heinz Holland as external proprietary directors (*consejeros dominicales*) to the Board of Directors of DIA.

The Board has today agreed to instruct the Nominations and Remunerations Committee to take all relevant steps as provided by the Company's Directors Selection Policy and applicable regulations in order to examine this request. Subject to all such steps being completed satisfactorily, the Board intends to submit in due course to the ordinary General Shareholders Meeting the following decisions: (a) to increase the number of members in the Board from the current ten (10) directors to twelve (12) directors; and (b) to appoint Mr. Stephan DuCharme and Mr. Karl-Heinz Holland as external proprietary directors (*consejeros dominicales*).

Among other positions, Mr. DuCharme is the managing partner of L1 Retail, the retail division of the Letterone Group, and is currently the Chairman of the Supervisory Board at X5 Retail Group, a leading food retailer in Russia, where he also served as CEO and held other senior positions. Mr. Holland is a member of the L1 Retail Advisory Board, and in the period 1991-2014 held senior positions, including as CEO, at Lidl Group.

In Madrid, on 22 February 2018

DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.

Mr. Miguel Ángel Iglesias Peinado

Vice-Secretary of the Board of Directors