

1. TO THE NATIONAL SECURITIES MARKET COMMISSION

Pursuant to article 226 of the consolidated text of the Securities Market Act and development regulation, Distribuidora Internacional de Alimentación, S.A. (“**DIA**” or the “**Company**”) hereby informs about and discloses the following:

PRIVILEGED INFORMATION

By means of the communication of privileged information published by the Company on 25 June 2019 (registration number 279560) (the “**Communication**”), the Company informed the market that it had reached an agreement with all the lenders of its syndicated bank debt (the “**Syndicated Lenders**”) regarding the terms on which, subject to the fulfilment or waiver of the conditions precedent set forth below (the “**Conditions Precedent**”), the relevant syndicated bank debt facilities (the “**Syndicated Facilities**”) would be amended and restated.

The Conditions Precedent to which the effectiveness of the agreement with the Syndicated Lenders was subject included, amongst others:

- (i) conditions precedent which are customary in this type of agreements (such as the delivery of certain documentation and confirmation that no event of default has occurred and is continuing);
- (ii) the condition that at least EUR 490 million is injected into, or is made available to, the Company via share capital increase or profit participating loans (after deduction of associated fees); and
- (iii) the condition that DIA has received additional binding commitments in relation to the Supplier Tranche (as defined in Schedule 1 of the Communication) for an amount of EUR 9.2 million, so that the Supplier Tranche is fully covered in the initial projected amount of EUR 80 million; the Company being entitled to waive this condition at its sole discretion.

By means of this communication, the Company discloses to the market that the agent of the Syndicated Facilities has confirmed to the Company that all the Conditions Precedent have been fulfilled, or waived, as applicable, in the terms described below:

- (i) In relation to the conditions precedent referred to in paragraph (i) above, the Company has received confirmation that all of them have been fulfilled to the satisfaction of the agent of the Syndicated Facilities.
- (ii) In relation to the condition precedent referred to in paragraph (ii) above, the Company, as borrower, has entered into two profit participating loans from its majority shareholder, L1R Invest1 Holdings S.à r.l. (“**LetterOne**”), as lender,

dated 29 May 2019 and 26 June 2019, respectively, for EUR 40 million and EUR 450 million, respectively, under which (a) prior to the date of this communication the Company has received from LetterOne, a total cash amount of EUR 184 million, and (b) the Company will receive the remaining amount (i.e. EUR 306 million) on 19 July 2019, which will be fully used by the Company to repay the bonds maturing on 22 July 2019.

- (iii) In relation to the condition precedent referred to in paragraph (iii) above, the Company has waived such requirement (having agreed with the Syndicated Lenders that the Company shall retain the ability to seek at any time additional binding commitments in relation to the Supplier Tranche for an amount of EUR 9.2 million, so that the Supplier Tranche is fully covered in the initial projected amount of EUR 80 million).

Following the fulfilment (or waiver) of the Conditions Precedent, the amendment and restatement of the Syndicated Facilities has become effective in the terms described in the Communication.

The effectiveness of the amendment and restatement of the Syndicated Facilities, together with the new facilities obtained, the profit participating loans granted by LetterOne, and the future proceeds coming from the projected share capital increase, imply the consolidation of the removal of the dissolution cause due to losses, the achievement of a viable long term capital structure for the Company, and a solution to the liquidity needs of the Company.

Madrid, 18 July 2019.

Distribuidora Internacional de Alimentación, S.A.

Álvaro López-Jorrín
Secretary to the Board of Directors