

**MODEL ANNEX I ANNUAL REPORT ON REMUNERATION OF DIRECTORS
OF LISTED CORPORATIONS**

THE ISSUER'S IDENTIFYING DATA

END DATE OF FINANCIAL YEAR OF REFERENCE

12/31/2018

TAX IDENTIFICATION NO. A28164754

Corporate Name: DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN,
S.A.

Registered Office: C/ JACINTO BENAVENTE, 2A (EDIFICIO TRIPARK), (LAS
ROZAS) MADRID

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED CORPORATIONS

A. COMPANY REMUNERATION POLICY FOR THE CURRENT YEAR

A.1

- 1. Explain the current director remuneration policy applicable to the year in progress. To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved by the General Shareholders' Meeting, provided that these references are clear, specific and concrete.**

Explain the current director remuneration policy applicable to the year in progress. To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved by the General Shareholders' Meeting, provided that these references are clear, specific and concrete.

In any case, at least the following aspects should be reported:

- Description of the company's procedures and bodies involved in determining and approving the remuneration policy and its conditions.**
- Indicate and, if appropriate, explain whether comparable companies have been taken into account in establishing the company's remuneration policy.**
- Information on whether any external advisor has participated and, if so, the identity of the advisor.**

Explain the directors' remuneration policy in force in the current fiscal year

The current directors' remuneration policy of DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. ("DIA" or the "Company") is the one approved by the General Shareholders' Meeting held on April 20, 2018 and it applies for fiscal years 2019, 2020 and 2021 ("Remuneration Policy 2019-2021")

Remuneration Policy 2019-2021 was submitted to approval by the General Shareholders' Meeting of 2018, based on a justifying report by the Nominations and Remuneration Committee ("NRC") taking into account that the validity term of the previous remuneration policy ("Remuneration Policy 2015-2018") ended in that fiscal year.

Remuneration Policy 2019-2021 maintains the same principles, bases and structure as the Remuneration Policy 2015-2018.

The general bases and principles of Remuneration Policy 2019-2021 aim to ensure that the remuneration plan established for the directors of DIA is reasonably proportionate to the importance of the Company, its financial situation and the market standards of comparable undertakings. The remuneration plan established, particularly in the case of executive directors, seeks to foment the profitability and long-term sustainability of the Company and includes the necessary precautions to avoid excessive risk-taking and the rewarding of poor results.

In this regard, Remuneration Policy 2019-2021 is based on the following principles and cornerstones:

- Prudence: DIA's Board of Directors endeavors to ensure that the remuneration is moderate and consistent with the trends and references concerning remuneration implemented in the market at companies with a similar size and activity, to align remuneration with the best market practices.
- Commitment: the aim of the remuneration policy will be to reward quality, dedication, responsibility, knowledge of the business and commitment to the Company and to the people who are in key positions and lead the organization.
- Alignment with earnings: with respect to directors' remuneration for the performance of executive functions, the policy is based on the need for remuneration to be linked to the Company's earnings, such that the relative proportion of variable remuneration will be suitable to efficiently reward the achievement of targets and the contribution of value to the Company.
- External and internal equity: the external competitive environment and internal equity will be taken into account to set remuneration.

The criteria used to determine the remuneration policy for the members of the Board of Directors of DIA are included in articles 39 and 39 *bis* of the Company's By-laws and article 33 of the Board of Directors' Regulations, and they differ according to whether the directors are executive or non-executive.

Accordingly, DIA's remuneration plan for directors, for their services as such has the following characteristics:

- It is transparent in the information on directors' remuneration.

- It provides an incentive by rewarding their dedication, skills and responsibility, without constituting an obstacle to their duty of loyalty.
- Its principal component is a fixed allowance for membership of the Board and, if applicable, the Board committees, supplemented by some per diems for attending Board and committee meetings, to be paid entirely in cash.
- The fixed allowance will depend on the functions or positions held on the Board and on its committees.
- A portion of the remuneration may be awarded in shares, which must be held until they are removed from office as directors.

The remuneration system for directors performing executive duties (“executive directors”) at the Company is based on the remuneration policy for DIA’s senior executives. The general principles and cornerstones of that system are as follows:

- Remuneration is granted for the performance of executive duties according to the policy established for the remuneration of senior executives and according to the terms set out in their respective contracts.
- It must present a balanced and efficient relationship between the fixed and variable components.
- The variable components shall be linked to pre-determined and measurable performance criteria and such criteria must take into consideration the risk assumed in order to obtain a result; equally, they must promote the sustainability of the Company and include non-financial criteria that are adequate for long-term value creation, such as compliance with rules, procedures and policies for the control and management of risks.
- A significant percentage of the variable remuneration shall be linked to the delivery of Company shares, share options or instruments linked to the share price, and the Company shall determine the suitability of applying it at any given time.
- The variable remuneration of executive directors shall be designed on the basis of balanced achievement of short-, medium- and long-term objectives, to allow remuneration of continued performance over a period of time sufficient to appreciate its contribution to sustainable value creation, such that the elements used to measure this performance do not solely revolve around one-off, occasional or extraordinary events.

- A major percentage of the total variable remuneration shall be deferred over time and linked to medium- and long-term objectives.
- The remuneration system must be compatible with proper and efficient risk management, and with the Company's long-term business strategy, and interests, and it must be ensured that their variable remuneration cannot jeopardize the Company's ability to maintain its solvency and financial position.
- It draws on market practices, and be positioned on the market in line with the Company's strategic plans, so as to result in providing an efficient tool to attract and retain the best professionals.

Remuneration Policy 2019-2021 is, therefore, geared toward generating value for the Company, seeking alignment with the shareholders' interests, in keeping with prudent risk management and strict compliance with legislation in force in relation to the remuneration of directors of listed companies.

The remuneration policy to be applied in fiscal year 2019 will therefore be Remuneration Policy 2019-2021, approved by the General Shareholders' Meeting of April 20, 2018, which includes the principles and bases described above.

Specific determinations of the remuneration of the directors both in their capacity as such and for the performance of executive functions

In relation to the specific determinations for the current year of the remuneration of the directors, both in their capacity as such and for the performance of executive functions in 2019, the NRC and the Board of Directors are going to apply Remuneration Policy 2019-2021, strictly on the terms approved by the General Shareholders' Meeting.

For fiscal year 2019, the remuneration plan of the non-executive directors is composed of:

- Fixed remuneration consisting of a cash amount established based on their position and responsibility, placing more weight on the duties of the Chairperson of the Board, and the Chairperson and members of its Committees.

In the distribution of the fixed remuneration to the directors in their capacity as such, the Board is authorized to establish that the remuneration for the post of director will be paid either in cash or 50% in cash and 50% through the delivery of shares in the Company (or some other percentage that the Board may decide to establish), which shares would be delivered at fiscal year-end, net of the related

personal income tax withholdings which would be borne by the director.

In that case, the number of shares granted as part of the remuneration for the post of director will be calculated based on the result of dividing 50% (or any other applicable percentage) of the remuneration payable to each director by a reference market price used by the Board, which will correspond to the volume weighted average of the closing prices of the DIA shares on the 15 trading days prior to the date of the Board of Directors' meeting in which the financial statements are prepared. That reference shall be the one used to calculate the amount of remuneration received by the directors and the maximum amount to be paid to all of the directors as a whole, in their capacity as such.

In keeping with Recommendation no. 57 of the code of good governance of listed companies, of the Spanish National Securities Market Commission, directors shall continue holding the Company shares they receive for this remuneration until they cease in their position as directors. This obligation seeks to involve directors in the long-term sustainability of the Company and is one of the risk control measures which the Company has included in the design of the directors' remuneration plan.

- Per diems are received in cash for Board and Committee meetings.

In any event, the sum of the fixed remuneration and per diems may not exceed the maximum amount approved on an annual basis by the General Shareholders' Meeting and the Board of Directors may establish a lower amount.

In the year 2019, the maximum amount of directors' remuneration as a whole is set at 2,000,000 euros, which amount was approved for fiscal year 2018 by DIA's General Shareholders' Meeting on April 20, 2018, and will remain in force until DIA's General Shareholders' Meeting approves a new amount, as the case may be.

In relation to the executive directors, for fiscal year 2019, DIA has two executive directors:

- Mr. Borja de la Cierva Álvarez de Sotomayor, who has held the post of Chief Executive Officer since December 28, 2018 ("CEO" or "Mr. de la Cierva").
- Mr. Miguel Ángel Iglesias Peinado, who has held the post of Executive Director since December 28, 2018 ("Executive Director" or "Mr. Iglesias").

Besides the remuneration received by the directors in their capacity as such, the remuneration plan of the executive directors of DIA for fiscal year 2019, according to Remuneration Policy 2019-2021, is composed by:

- A fixed remuneration, the aim of which is to reward the directors for the performance of executive functions, to which, in the case of the CEO, the method of revision approved for the fixed remuneration of fiscal year 2018 by the General Shareholders' Meeting of DIA of April 20, 2018 will apply, based on performance of the positive CPI (Consumer Price Index, the general national index published by the National Statistics Institute) of the immediately preceding year.
- Certain additional remuneration in kind, which includes a life insurance policy that covers death by any cause and permanent comprehensive disability, a health insurance policy and the use of a company car, according to DIA's policy in this respect.
- A pay supplement, called pension assistance, established by the Company for its executives, whereby the Company pays a cash amount equal to two-thirds the maximum individual contribution stipulated by the legislation on individual pension plans in force on December 31, 2017, with the obligation of justifying the director's contribution to his pension plan. The Company may implement the pension assistance by contracting an insurance policy.
- A short-term variable remuneration ("AVR") equal to a certain percentage of the fixed remuneration of the executive director. The annual variable remuneration can range between 0% and 200% in the case of the CEO, and between 0% and 140% in the case of the executive director.
- A long-term variable remuneration based on long-term incentive plans linked to strategic conditions and objectives, payable in cash or in shares, established by the Company for its senior executives.

Description of the procedures and bodies at the company involved in the determination and approval of the remuneration policy and its terms and conditions

The bodies in charge of designing the Company's Remuneration Policy are the Board of Directors and the NRC, while the General Shareholders' Meeting is the one that has the authority, according to article 16 of DIA's By-laws, to approve the Directors' Remuneration Policy, pursuant to applicable legislation.

In accordance with article 31 of the By-laws and article 5 of the Board Regulations, pursuant to articles 249, 249 *bis* and 529 *octodecies* of the

Capital Companies Law (“LSC”), the Board of Directors is in charge of the following:

- making decisions relating to the remuneration of directors, pursuant to the bylaws and, as the case may be, the remuneration policy approved by the General Shareholders’ Meeting; and
- establishing, in the case of the executive directors, any additional remuneration for their executive duties and other terms and conditions that apply to their contracts.

In addition, according to the provisions in article 31.4 (j) of the By-laws and article 5.4.b) (ix) of the Board of Directors’ Regulations, the Board of Directors of DIA is the competent body to prepare the annual corporate governance report and the annual report on directors’ remuneration, and to submit it to the General Shareholders’ Meeting.

Pursuant to article 39.4 of the company’s Board of Directors’ Regulations, the NRC has the following functions, among others:

- proposes to the board of directors (a) the policy for directors remuneration and senior managers or any other persons performing senior management duties reporting to the board, the committees or the managing director, (b) the individual compensation of executive directors and the other terms of their contracts, supervising their implementation, and (c) the basic terms of contracts of senior managers;
- analyses, formulates and periodically reviews the compensation policy applied to executive directors and the management team, including schemes for compensation in the form of shares and the application thereof, and guaranteeing that it is proportionate to the compensation paid to other directors and members of the management team and other personnel of the Company;
- oversees compliance with the compensation policy set by the Company;
- generally supervises compliance with the Company’s applicable corporate governance rules, including a periodic evaluation of the corporate governance system of the company, in order that it achieves its mission to promote the social interest and to take into account, as appropriate, the legitimate interests of other stakeholders;
- reports to the shareholders on its performance of its duties, for this purpose attending the general shareholders meeting; and

- assists the board in the preparation of the report on directors' compensation policy and sending the board any other reports on compensation contemplated in this regulation, verifying the information on compensation paid to directors and senior management contained in the different corporate documents, including the annual report on directors' remuneration.

In addition, the NRC plays an important role in drawing up the directors' annual remuneration report, in order to ensure it is in line with the best corporate governance practices and with the regulations in force.

The By-laws and the Board of Directors' Regulations state that the NRC must be formed by non-executive directors, mostly independent, with a number that must be determined by the Board of Directors, with a minimum of three and a maximum of five.

At the date of preparation of this Report, the composition of the NRC is as follows:

- Mr. Mariano Martín Mampaso, independent non-executive director, as Chairman.
- Mr. Antonio Urcelay Alonso, other non-executive director, as a member.
- Ms. Angela Spindler, independent non-executive director, as a member.
- Mr. Richard Golding, independent non-executive director, as a member.

Mr. Ramiro Rivera Romero, non-director Secretary of the NRC, who performs the duties of non-director Secretary of the company's Board of Directors.

The Board of Directors' Regulations state that such Committee must hold a meeting as often as may be deemed necessary in the opinion of its Chairperson, who must call a meeting whenever a report must be issued or proposals must be adopted and, in all cases, whenever it may be necessary for the correct performance of its duties.

Throughout 2018, the NRC held eleven official meetings, and passed resolutions in writing and without holding a meeting on three other occasions (including the issuance of the relevant minutes), and it held frequent informal and preparatory sessions. Except on one occasion, all of the directors belonging to the NRC attended those official meetings in person or by proxy. In fiscal year 2019 and up to the date of preparation of this Report, the NRC has met another three times.

Section B.1 of this Report gives an account of the procedures, matters and decisions performed and adopted by the NRC and the Board in 2018, in accordance with the authorities described above.

Comparable companies used to establish the company's remuneration policy

The aim of the DIA Remuneration Policy is for directors' remuneration to comply with market trends and references in relation to remuneration in the Company's sector of business or at companies that are comparable in size, activity or structure, so that they are in-keeping with the best market practices.

In this regard, DIA periodically reviews, using market references, the competitive level of the remuneration it pays, including that of its senior executives and Board members. For that purpose, it compares the remuneration structure and amounts paid to the professionals of the DIA Group with those of Spanish companies that are comparable to it in size, volume of activity and geographical presence, as well as with international companies whose activity is related to the production and distribution of consumer goods (for example, in relation to the last long-term incentive plans implemented by the Company, the companies chosen within the peer group were the following: Ahold-Delhaize, Tesco, Carrefour, Jeronimo Martins, Cencosud, Colruyt, J Sainsbury, ICA, Casino and Sonae. The results of these reviews show that DIA's remuneration plan meets market standards, from both a quantitative and a qualitative standpoint.

Information on whether any external advisor has participated and, if so, identity thereof

In general, all the proposals of the NRC have received the assistance of the Company's internal advisors and, where appropriate, external advisors who perform their analyses to ensure the best corporate governance practices.

In this regard, Garrigues provides ongoing external advisory services to the NRC. In the context of those advisory services, Garrigues has advised DIA in relation to the preparation of this Annual Report on Directors' Remuneration (the "Report") for fiscal year 2018.

Moreover, the Group engaged Mercer to prepare benchmark studies on remuneration.

2. **Relative importance of variable remuneration items with respect to the fixed (remuneration mix) and what criteria and objectives have been taken into account in their determination and to guarantee an appropriate balance between the fixed and variable components of remuneration. In particular, indicate the actions taken by the company in relation to the remuneration system to reduce exposure to excessive risks and adjust it to the company's long-term objectives, values and interests, including, where appropriate, a reference to measures envisaged to ensure that the remuneration policy takes account of the long-term performance of the company, measures adopted in relation to those categories of personnel whose professional activities have a material impact on the entity's risk profile and measures envisaged to avoid conflicts of interest, where appropriate.**

Likewise, state whether the company has established any period of accrual or consolidation of certain variable remuneration items, in cash, shares or other financial instruments, a period of deferral in the payment of amounts or delivery of financial instruments already accrued and consolidated, or whether any clause has been agreed to reduce deferred remuneration or oblige the director to return remuneration received, when such remuneration has been based on data the inaccuracy of which has subsequently been clearly demonstrated.

Relative importance of variable vs. fixed remuneration items (remuneration mix)

As established in Remuneration Policy 2019-2021, only the executive directors will participate in the short-term and long-term variable remuneration plans. This complies with Recommendation no. 57 of the code of good governance for listed companies of the CNMV which establishes that variable remuneration should be confined to executive directors.

The variable remuneration plan is based on objective, predetermined and measurable criteria for evaluating the executive directors' contribution, in the performance of their executive functions, to the business objectives of the Company and of the DIA Group.

The variable remuneration of the executive directors is designed to attain a balance between short-, medium- and long-term objectives, such that performance-related remuneration rewards ongoing performance over a sufficient period of time to enable evaluating its contribution to sustainable value creation. This ensures that performance measurement is not based solely on one-off, occasional or extraordinary events.

The variable remuneration plan of the executive directors includes two variable components: (i) an AVR and (ii) as the case may be, the director's participation in long-term incentive plans implemented by the Company.

In the case of the AVR, the establishment of the amounts of the AVR, the objectives and the evaluation of performance fall to the Board of Directors, at the proposal of the NRC. The fundamental parameters of the AVR plan are reviewed annually by the NRC, to ensure that they are adequate for measuring the contribution by the executive directors to the results of the DIA Group.

In addition, DIA's Board of Directors, at the proposal of the NRC, is in charge of analyzing the implementation of long-term incentive plans addressed to the Company's executive directors and management team and proposing them to the General Shareholders' Meeting for approval, as appropriate.

Criteria and objectives that have been taken into account in their determination and to ensure an appropriate balance between fixed and variable components of remuneration.

To determine the relative importance of the variable vs. fixed remuneration items ("Remuneration Mix"), the following items are taken into account:

- A fixed remuneration for 2019 of:
 - 606,600 euros for the CEO, Mr. de la Cierva. That remuneration will be revised, in accordance with the Remuneration Policy of the directors, in December 2019 in light of the positive CPI of the period December 2018 to December 2019.
 - 261,000 euros for the Executive Director, Mr. Iglesias.
- A short-term variable remuneration linked to business and particular objectives, equal to a certain percentage of the fixed remuneration of the executive directors. For the CEO, the AVR can range between 0% and 200% of his fixed remuneration. For the Executive Director, the AVR can range between 0% and 140% of his fixed remuneration.

- A long-term variable remuneration derived from the executive directors' participation in long-term incentive plans linked to strategic objectives and conditions, payable in cash or in shares, established by the Company for its senior executives. Although at the date of preparation of this Report, the executive directors are not participating in any long-term incentive plans (without prejudice to the participation of Mr. Iglesias as executive of the Company in the Incentive Plan 2016-2018), the NRC is considering implementing a new long-term incentive plan for its management team, which includes executive directors. That plan will replace the Incentive Plan 2018-2022 approved by the General Shareholders' Meeting on April 20, 2018, which the Company did not finally implement, given that the Board of Directors considered it necessary to design a new incentive plan in view of the current situation of the Company. The details of the new long-term incentive plan to be implemented, as the case may be, will be included in next year's Annual Report on Directors' Remuneration and, if necessary according to the Capital Companies Law, it will be brought before the General Shareholders' Meeting for approval.

Actions taken by the company in relation to the remuneration plan, to reduce exposure to excessive risk and adjust it to the company's long-term objectives, values and interests, period of accrual and of payment deferral

The principles regulating the Company's Remuneration Policy 2019-2021 take into account the shareholders' interests and prudent risk management. For that purpose, the remuneration plan seeks to promote the Company's long-term profitability and sustainability and includes the necessary safeguards to prevent excessive risk-taking and the rewarding of poor results.

Through its Board of Directors and the NRC, DIA Group performs an ongoing supervision and review of its directors' remuneration policy.

As a result, the remuneration plans for the directors in the DIA Group implicitly include in their design the following measures to control risks:

- The remuneration of the directors for their duties as such is limited to a fixed amount, and to the receipt of per diems in cash, within the limits determined by the General Shareholders' Meeting and the Board of Directors, which, among other measures, may determine a total amount lower than that stipulated by the General Shareholders' Meeting or eliminate per diems.
- 50% of the fixed remuneration of directors in their capacity as such may be paid in the form of DIA shares. All the directors (including

the executive directors) must keep those shares until they discontinue in their post as director.

- The additional fixed remuneration, along with the variable remuneration, is only offered to executive directors, and it is received for their executive duties, apart from those related to their status of director and independently from their remuneration as member of the Board of Directors.
- The variable remuneration is linked to the achievement of corporate business objectives and particular quantitative and qualitative objectives, and is only available to executive directors. The Company deems that the fixed remuneration of the directors who perform executive duties is sufficiently high so as to permit it to withhold the variable remuneration if they do not fulfill the performance criteria established.
- In accordance with the provisions of article 33 of the Board of Directors' Regulations, where variable components of remuneration are paid, the payment of a large part thereof is deferred for a sufficient period of time to enable verifying the performance criteria established. In this regard, Remuneration Policy 2019-2021 establishes that a 50% deferral of the long-term incentives paid may be included, as the case may be.
- Since Incentive Plan 2016-2018 was implemented, there is an obligation to maintain the shares received under the long-term incentive plans. In this regard, the shares received under that Plan and other long-term incentive plans implemented by DIA in the future, must be maintained until they reach a number of shares equivalent to two times the fixed remuneration, in the case of the CEO, and one time the fixed remuneration in the case of the members of the Management Committee. The CEO and the members of the Management Committee shall retain the ownership of those shares until their employment or independent contractor relationship with the Company comes to an end.
- According to article 33 of the Board of Directors' Regulations, the payments for termination of contract to executive directors shall not exceed two years of the total annual remuneration and shall not be paid if the termination of the contract is caused by an inadequate performance and until the Company has been able to verify that the director has complied with the performance criteria established previously.
- The executive directors' contracts include a clawback clause, whereby the Company can claim repayment of the amounts received by him as annual and multiyear variable remuneration if, in the three

years following their calculation and payment, the Company becomes aware that the calculation and payment of that remuneration has been fully or partially based on information manifestly proven to be false or inaccurate afterwards, or risks or other unexpected circumstances arise that have not been assumed or foreseen by the Company which have a material adverse effect on the Company's income statement.

3. Amount and nature of the fixed components which will accrue to the directors in the fiscal year

In the year 2019, the maximum amount of remuneration for the directors as a whole, in their capacity as such, is set at 2,000,000 euros, which amount was approved for fiscal year 2018 by DIA's General Shareholders' Meeting on April 20, 2018, and which will remain in force until DIA's General Shareholders' Meeting approves a new amount, as the case may be.

Of that amount, the breakdown of the fixed remuneration per post and responsibilities of the members of the Board, as determined by the Board of Directors for fiscal year 2019, is as follows:

- Chairman of the Board of Directors: up to 250,000 euros.
- Member of the Board of Directors: 80,000 euros.
- Chairman of the Nominations and Remuneration Commission: 35,000 euros (additional).
- Member of the Nominations and Remuneration Commission: 25,000 euros (additional).
- Chairman of the Audit and Compliance Committee: 35,000 euros (additional).
- Member of the Audit and Compliance Committee: 25,000 euros (additional).
- Chairman of the Strategy Committee: 15,000 euros (additional).
- Member of the Strategy Committee: 10,000 euros (additional).

Included in the maximum amount approved by the Board, the directors will receive 2,000 euros for attending each meeting of the Board of Directors, and 1,000 euros for attending committee meetings.

4. Importe y naturaleza de los componentes fijos que serán devengados en el ejercicio por el desempeño de funciones de alta dirección de los consejeros ejecutivos.

For the performance of executive functions at the Company, the fixed annual remuneration in cash to be received by the CEO, Mr. de la Cierva, in 2019, amounts to 606,600 euros, which will be adjusted each year by the positive CPI of the preceding twelve months.

For the performance of executive functions at the Company, the fixed annual remuneration in cash to be received by the Executive Director, Mr. Iglesias, in 2019, amounts to 261,000 euros.

5. Amount and nature of any remuneration component in kind that will accrue in the fiscal year, including but not being limited to insurance premiums paid to the director

In relation to the CEO, for 2019 DIA has undertaken the following commitments:

- The cost of a life insurance policy, covering his death for any reason (distinguishing the cases of “any reason”, accident and traffic accident) and full permanent disability. At the date of preparation of this Report, the annual premium for 2019 amounts to 5,592.24 euros.
- The cost of a health insurance policy with a premium of 699 euros.
- A pay supplement, called pension assistance, for its executives, for an amount equal to two-thirds the maximum individual contribution stipulated by the legislation on individual pension plans in force on December 31, 2017, with the obligation of justifying the director’s contribution to his pension plan. In 2019, that amount is 6,400 euros.

In relation to the Executive Director, for 2019 DIA has undertaken the following commitments:

- The cost of a life insurance policy, covering his death for any reason (distinguishing the cases of “any reason”, accident and traffic accident) and full permanent disability. At the date of preparation of this Report, the annual premium for 2019 amounts to 1,547.76 euros.
- The cost of a health insurance policy with a premium of 699 euros.
- Provide to the Executive Director the use of a car that is appropriate for his post and functions. At the date of preparation of this Report, the costs derived from the maintenance, consumption and use of the car in 2019 amounts to approximately 7,982.64 euros. He will also have the right to a parking space according to the terms of the Company’s general policies.
- A pay supplement, called pension assistance, for its executives, for an amount equal to two-thirds the maximum individual contribution stipulated by the legislation on individual pension plans in force on

December 31, 2017, with the obligation of justifying the director's contribution to his pension plan. In 2019, that amount is 6,400 euros.

- 6. Amount and nature of the variable components, differentiating between those established in the short and long term. Financial and non-financial parameters, including in the latter social, environmental and climate change parameters, selected to determine the variable remuneration in the fiscal year in course, explanation of to what extent those parameters are related to the remuneration of both the director and of the entity and with its risk profile, and the methodology, necessary period and techniques established to be able to determine, at the end of the fiscal year, the degree of achievement of the parameters used in the design of the variable remuneration. Indicate the range in monetary terms of the different variable components according to the degree of achievement of the objectives and parameters established, and whether there is any maximum monetary amount in absolute terms**

As mentioned previously, the variable remuneration plan of the executive directors includes two variable components: an annual variable remuneration ("AVR"), and a long-term variable remuneration consisting of the participation in the long-term incentive plans which the Company may implement over time.

In relation to annual variable remuneration:

According to Remuneration Policy 2019-2021, the objectives on which the AVR of the executive directors is based may be, among others:

- Quantitative objectives: objectives relating to sales performance, global or segmented; objectives related to the performance of income statement indicators (e.g., changes in distribution costs, sales margin, EBITDA, EBIT, net profit, etc.); objectives related to the performance of balance sheet indicators (e.g., performance of working capital or its components, CAPEX, debt); quantitative targets that measure any of the aforementioned variables compared to the competitors (e.g., market share). The weight of these targets on the AVR will be decided by the Board of Directors each year and will be at least 50% in all cases.
- Specific objectives, which, in turn, may include quantitative objectives that the Board may consider a priority at any given time for developing the business in the short term; and qualitative or business development objectives on a long-term basis (e.g. consumer involvement, development processes and integration of new businesses and acquisitions, reinforcement of internal organization, quality of stakeholder relations, franchisee satisfaction ratings, equity story, market share, etc.). The weight of these objectives on

the AVR will be decided by the Board of Directors each year and will be at least 30% in all cases.

The establishment of the amounts of the AVR, the objectives and the evaluation of performance of the executive directors falls to the Board of Directors, at the proposal of the NRC. The fundamental parameters of the AVR are reviewed annually by the NRC, to ensure that they are adequate for measuring the contribution by the executive directors to the results of the DIA Group.

In this regard, the Board of Directors has established the following amounts and objectives of the AVR for 2019:

- Objectives to which the AVR is linked for 2019:
 - For the CEO:
 - Economic objectives: objectives related to sales performance, like for like and adjusted EBITDA result. The weight of these objectives on the annual variable remuneration is 70%.
 - Individual objectives: objectives related to customer and franchisee satisfaction levels, market share growth for Spain and success in the financial projects launched by the Company. The weight of these objectives on the annual variable remuneration is 30%.
 - For the Executive Director:
 - Economic objectives: they are the same as the ones established for the CEO, i.e., objectives related to sales performance, like for like and adjusted EBITDA result. The weight of these objectives on the annual variable remuneration is 70%.
 - Individual objectives: objectives related to customer and franchisee satisfaction levels and coordination of strategic legal projects for the Company. The weight of these objectives on the annual variable remuneration is 30%.
- Target amounts of the AVR of 2019 for the executive directors:
 - In the case of the CEO, Mr. de la Cierva, the AVR is 100% of his fixed remuneration, in the event of 100% achievement of the objectives (up to 200% in case of outperformance).

- In the case of the Executive Director, Mr. Iglesias, the AVR is 70% of his fixed remuneration, in the event of 100% achievement of the objectives (up to 140% in case of outperformance).

In relation to long-term variable remuneration:

According to Remuneration Policy 2019-2021, the executive directors may take part in long-term incentive plans linked to strategic conditions and objectives, payable in cash or in shares, that the Company has established for its senior executives.

These plans will be linked to the Company's strategic metrics and to the creation of value for its shareholders. The plans may include metrics related to total shareholder return, the group's EBITDA, sales or any other metric established by the Board of Directors upon a proposal from the NRC.

Each metric will have an associated scale for which a threshold will be established below which no incentive will be paid, and an associated maximum limit above which no additional incentive will be paid. If comparison groups are used to determine the objectives to be achieved, the Board of Directors, following a report from the NRC, will identify the peer companies or indexes to be taken into account, determining the weight of each metric for each plan and its corresponding cycles.

The payment of the incentive derived from these plans will include a deferral over time of 50% of the incentive finally be paid, as the case may be.

As stated in subsection 2 of this section A.1, although at the date of preparation of this Report, the executive directors are not participating in any long-term incentive plans (without prejudice to the participation of Mr. Iglesias as executive of the Company in the Incentive Plan 2016-2018), the NRC is considering implementing a new long-term incentive plan for its management team, which includes the executive directors and will replace Incentive Plan 2018-2022 approved by the General Shareholders' Meeting on April 20, 2018, but which the Company did not finally implement.

7. Main characteristics of the long-term savings plans

No savings plan is established for the current directors for the current fiscal year.

8. Any type of payment or indemnity for early termination or termination of the contractual relationship under the terms established between the company and the director, whether the termination at the will of the company or of the director, as well as any type of agreed pacts, such as exclusivity, post-contractual non-

attendance and permanence or loyalty, which give the director the right to any type of payment.

Payments or indemnities for early termination or removal, or derived from the termination of the contractual relationship on the terms established between the company and the director, in his capacity as such, whether due to the company's or the director's decision

The non-executive directors of DIA are not entitled to indemnities for termination of their functions as director.

Regarding the executive directors, in accordance with the Company's Board of Directors' Regulations and with Recommendation no. 64 of the Code of good governance for listed companies of the National Securities Market Committee, their contracts recognize the right to receive an indemnity equal to two (2) annuities of their annual remuneration in case the Board of Directors decides to terminate the contract not due to the breach or nonperformance of the functions of the director, or to termination that may be treated as a disciplinary dismissal declared as justified. The annual remuneration for this purpose is deemed to be the sum of the annual fixed remuneration of the year in which the contract is terminated, plus the annual variable remuneration of the immediately preceding fiscal year.

Additionally, in the case of the CEO, Mr. Iglesias has the right to receive the severance derived from his senior management employment relationship with DIA, which is in abeyance due to his appointment as Executive Director. That indemnity will be calculated based on the remuneration that Mr. Iglesias had as executive of the Company. The severance established in his senior management employment contract may not exceed the legal severance for unjustified dismissal to which Mr. Iglesias would have been entitled in case his ordinary employment relationship had been kept active until the date of signature of his Executive Director contract. If the severance derived from his senior management contract were below that which would apply according to the DIA directors' remuneration policy (two times his annual remuneration, with the same calculation base, fixed annual remuneration and last variable remuneration received as for the CEO), the amount of indemnity to be paid would be the latter. In no case will any kind of indemnity be paid if the termination is the consequence of non-performance or breach of the director's functions, or of a termination that may be treated as a disciplinary dismissal declared as justified).

Agreements reached, such as exclusivity, post-contractual non-competition undertaking and retention of directors, which entitle them to any type of payment

According to the Remuneration Policy in force, the agreements reached with the executive directors that entitle them to any type of payment, besides the compensation for early termination of their contract, are the post-contractual non-competition accords.

In this regard, the executive directors' contracts include a post-contractual non-competition clause whereby the director undertakes, during a period of twelve months: (i) not to provide services or perform activities that compete with the Company or with the DIA Group, and (ii) not to hire or try to hire or solicit, in their own benefit or interest or in those of third parties, employees, professionals, managers or directors of the Company or of the DIA Group, receiving in that case, compensation as an economic consideration for those obligations.

In the case of the CEO, the compensation is equal to one annuity (prorated and paid monthly) of the fixed annual remuneration being received at the time of termination of the contract. In the case of the Executive Director, the compensation is equal to 100% of the total fixed remuneration being received at the time of termination of the contract (prorated and paid monthly).

9. Conditions that must be respected in the contracts of those who perform senior management functions as executive directors

Besides what is stated in subsection 8 above, according to Remuneration Policy 2019-2021 in force, and to the contracts of the executive directors, approved according to articles 249.3 and 529 *octodecies* of the LSC, the essential terms and conditions of those contracts include, among others:

- Term: Indefinite.
- Exclusivity: The executive directors' contracts include a clause whereby they must render their services fully and exclusively to the Company and the DIA Group and they may not render services or perform professional activities, under any kind of contractual relationship or under any other position (specifically include their designation as manager or director) to other persons or companies without the Company's express prior consent. That clause does not entail the receipt of any specific remuneration by the executive director.
- Advance notice: If the CEO decides to terminate his contract, he must send written notice to the Company specifying that circumstance at least one month in advance. In case of withdrawal by the Company from the contract, it must give an advance notice of at least one month.

- Continuity: The executive directors' contracts do not include any continuity or loyalty clauses.
- Clawback clause: The executive directors' contracts include a clause, whereby the Company can claim repayment of the amounts received by him as annual and multiyear variable remuneration if, in the three years following their calculation and payment, the Company becomes aware that the calculation and payment of that remuneration has been fully or partially based on information manifestly proven to be false or inaccurate afterwards, or risks or other unexpected circumstances arise that have not been assumed or foreseen by the Company which have a material adverse effect on the Company's income statement.

The terms and conditions established in the contracts of the executive directors will be considered notwithstanding the employment/labor rights they may have with the Company as a consequence of the abeyance of previous employment contracts.

10. The nature and estimated amount of any other supplementary remuneration that will be earned by the directors in the current fiscal year in consideration for services provided other than those inherent to their post

There is no supplementary pay for services provided to the Company other than those indicated in the preceding sections.

11. Other remuneration items such as those derived, if any, from the provision by the company to the directors of advances, loans and guarantees and other items

There is no remuneration in the form of advances, loans and guarantees to the directors.

12. The nature and estimated amount of any other supplementary remuneration not included in the preceding sections, whether paid by the entity or by another group entity, that will be earned by the directors in the current fiscal year

There is no remuneration to the members of the Board of Directors of DIA other than the items indicated in preceding sections, whether paid by DIA or by another Group entity.

A.2 Explain any significant change in the remuneration policy applicable in the current year resulting from:

- A new policy or a modification of the policy already approved by the General Meeting.

- Significant changes in the specific determinations established by the board for the current year regarding the remuneration policy in force with respect to those applied in the previous year.
- Proposals that the board of directors has agreed to submit to the general shareholders' meeting to which this annual report will be submitted and which are proposed to be applicable to the current year.

There are no significant changes in the Remuneration Policy for the Company's directors with respect to the policy applied in the preceding year. The Remuneration Policy applicable for fiscal years 2019, 2020 and 2021, approved by the General Shareholders' Meeting of DIA on April 20, 2018, maintains the same principles and structure as the DIA Remuneration Policy 2015-2018, including the changes introduced for fiscal year 2018 (regarding the revision of the maximum amount of aggregated fixed remuneration payable to the directors as a whole in their capacity as such, and of the fixed component of remuneration of the executive directors).

- A.3 Identify the direct link to the document where the current company remuneration policy is posted, which must be available on the web page of the company.

<https://www.diacorporate.com/recursos/doc/corporativo/20180317/espanol/politica-de-remuneraciones-2019-2021.pdf>

- A.4 Explain, taking into account the data provided in Section B.4, the outcome of voting, of a consultative nature, by shareholders at the General Shareholders' Meeting on the annual report on remuneration for the previous year.

The Annual Remuneration Report of fiscal year 2017 was approved, on an advisory basis, by the General Shareholders' Meeting with the favorable vote of 96.4996% of the votes cast, on the terms set forth in section B.4.

Bearing in mind the shareholders' vote on the report of last year, the principles, bases and criteria underlying the Remuneration Policy of DIA approved in fiscal year 2018 have been maintained.

B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED IN THE LAST FISCAL YEAR

- B.1 Explain the process followed to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information will include the role played by the remuneration committee, the decisions taken by the Board of Directors and, as the case may be, the identity and the role of the external advisors whose services have been used in the process to apply the remuneration policy in the year ended.

The directors' remuneration policy applied in fiscal year 2018 has been the DIA Remuneration Policy 2015-2018, approved by the General

Shareholders' Meeting of April 24, 2015, through the favorable vote, on an advisory basis, on the Annual Remuneration Report relating to fiscal year 2014, according to the transitional regime established in the LSC.

That Remuneration Policy 2015-2018 was modified in 2018 to update (i) the maximum aggregate of fixed remuneration to be paid to the directors as a whole, in their capacity as such, and (ii) the fixed component of remuneration of the Company's CEO. These changes were approved by the General Shareholders' Meeting held on April 20, 2018.

In relation to the procedures followed in 2018 by the NRC and the Board of Directors to supervise the application of the DIA Remuneration Policy 2015-2018, there follows a list of the different decisions adopted both by the NRC and by the Board in the exercise of their functions:

- In fiscal year 2018, the NRC proposed to the Board of Directors for its definitive approval: (i) the system and amount of annual remuneration of directors; (ii) the individual remuneration of the executive directors and senior executives; and (iii) the basic conditions of their contracts.
- It also prepared and proposed to the Board the Annual Report on Directors' Remuneration relating to fiscal year 2017, in accordance with article 541 of the Capital Companies Law, which the Board approved and submitted to an advisory vote by the Shareholders' Meeting.
- Moreover, it reviewed the degree of achievement of the remuneration policy applied to the executive directors and to the management team, including the stock-based remuneration plans and their application.

In this connection, the NRC has reviewed and proposed to the Board, for definitive approval, all the aspects relating to the variable remuneration of the senior management and of the CEO for fiscal year 2017 (as regards the definitive establishment of the variable remuneration) and 2018.

Moreover, the annual process of review of the salary policies of senior management and of the CEO for fiscal year 2019 has been implemented.

- Lastly, throughout fiscal year 2018, the NRC made a periodic, detailed follow-up on Incentive Plan 2016-2018, monitoring the objectives and metrics of that Plan. After the end of the Plan's term, it will supervise the payment to all its beneficiaries in accordance with the Plan's regulations.

In addition, the NRC has evaluated and proposed to the Board, for definitive approval, the decision not to implement Incentive Plan

2018-2022, approved by the General Shareholders' Meeting of April 20, 2018, and is analyzing, and will propose to the Board, the possible implementation of a new incentive plan to replace the one that was not finally implemented by the Company.

In the performance of their function of supervision of the application of the Remuneration Policy in force in 2018, the NRC and the Board of DIA received advisory services from Garrigues.

- B.2 Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks and adapting them to the long-term objectives, values and interests of the company, including a reference to the measures that have been adopted to guarantee that the long-term results of the company have been taken into consideration in the remuneration accrued and that a suitable balance has been attained between the fixed and variable components of the remuneration, the measures that have been adopted in relation to those categories of staff whose professional activities have a material repercussion on the company's risk profile and the measures that have been adopted to avoid conflicts of interest, if appropriate.

The different actions adopted by the Company to (i) reduce exposure to excessive risk, (ii) adjust the remuneration to the Company's long-term interests, and (iii) reach a balance between the fixed and variable components of directors' remuneration, are described in subsection 2 of section A.1 of this Report.

In particular, in 2018, the following steps were taken:

- The remuneration of the directors for their duties as such was limited to a fixed amount, and to the receipt of per diems in cash, within the limits determined by the General Shareholders' Meeting.
- 50% of the fixed remuneration of directors in their capacity as such was paid in the form of DIA shares, and the directors are obliged to keep those shares without selling them until the date on which they discontinue as directors.
- The annual variable remuneration is linked to the achievement of corporate business objectives and particular quantitative and qualitative objectives, and is only available to executive directors. However, as indicated in section B.7 below, there are no executive directors that have received variable remuneration (annual or multiyear) for the performance of their functions as executive directors in 2018.
- All of the variable remuneration of the executive directors is subject to a clawback clause, which permits the Company to claim the repayment of the variable components of remuneration if, in the three years following

their calculation and payment, the Company becomes aware that the calculation and payment of that remuneration has been fully or partially based on information manifestly proven to be false or inaccurate afterwards, or risks or other unexpected circumstances arise that have not been assumed or foreseen by the Company which have a material adverse effect on the Company's income statement.

B.3 Explain how the remuneration accrued over the year meets the provisions contained in the current remuneration policy.

Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, as the case may be, how the variations in the performance of the company have influenced changes in the remuneration of directors and how the latter contribute to the short- and long-term results of the company.

1. The compensation accrued in the fiscal year complies with the provisions of the remuneration policy in force

Pursuant to the Remuneration Policy 2015-2018, in force in 2018, the remuneration earned in 2018 by the directors was as follows:

- In 2018, the non-executive directors received the amounts detailed in section B.5, which includes both their fixed remuneration (in cash and in shares) for belonging to the Board and to the different Committees, and the attendance fees in cash for attending the meetings of the Board and of the Committees.

The total amount earned by all of the directors as a whole, in their capacity as such in 2018, amounted to 1,101,497.09 euros, complying with the total annual maximum limit established in the Remuneration Policy 2015-2018 (i.e. 2,000,000 euros), as a result of the modification approved by the General Shareholders' Meeting held on April 20, 2018.

- The executive directors are owed the following remuneration items for the performance of their executive functions in 2018:
 - Fixed remuneration in cash, detailed in section B.5 below.
 - Certain remuneration in kind, detailed in section B.14 below.

In relation to the short-term and long-term variable remuneration relating to 2018 to which the executive directors might be entitled, they have not received any amount for those items in the performance of their executive functions (without prejudice to the annual and multiyear variable remuneration that Mr. Coto and Mr.

Iglesias may have received in 2018, as executives), as indicated in section B.7 below.

2. Relationship between the remuneration obtained by directors and the results or other measurements of performance, short and long term, at the company, explaining, as the case may be, how variations in the company's results may have influenced the variation in directors' remuneration.

In order to adapt the remuneration of the executive directors to the short-term and long-term results of DIA, Remuneration Policy 2015-2018 established two compensation components:

- (i) annual variable remuneration linked in a significant percentage (i.e., 70%) to quantitative business objectives. The AVR was 30% linked to specific key objectives for the short-term performance of the business according to the Board of Directors' criteria.
- (ii) long-term remuneration based on their participation in incentive plans linked to DIA's long-term strategic objectives and conditions.

The short-term and long-term variable remuneration plans envisaged measures that took into account possible variations in the Company's results, which included:

- Scales of achievement for each objective based on the Company's results. Consequently, any variation in the Company's results on the short or long term affected the degree of achievement of the objectives and directly the amount of variable remuneration that may be obtained by the executive directors, as the case may be.
- Only where the Board of Directors has approved the financial statements with which to determine the degree of achievement of the objectives will the short-term or long-term variable remuneration accrue.
- Moreover, the long-term remuneration envisaged the obligation to keep any shares they may have received until they reached a number of shares equal to two times the fixed remuneration, in the case of holding the post of CEO at that time, and one time the fixed remuneration in the case of the members of the Management Committee.
- All of the variable remuneration of the executive directors is subject to a clawback clause, which permits the Company to claim the repayment of the variable components of remuneration if, in the three years following their calculation and payment, the Company becomes aware that the calculation and payment of that

remuneration has been fully or partially based on information manifestly proven to be false or inaccurate afterwards, or risks or other unexpected circumstances arise that have not been assumed or foreseen by the Company which have a material adverse effect on the Company's income statement.

As stated in section B.7 below, no variable remuneration, either short or long-term, accrued in 2018 to the executive directors who had that status at the Company in 2018 (without prejudice to the annual and multiyear variable remuneration that Mr. Coto and Mr. Iglesias may have received in 2018, as executives).

- B.4 Report on the result of the consultative vote at the General Shareholders' Meeting on remuneration in the previous year, indicating the number of votes against that may have been cast:**

	Number	% of total
Votes cast	355,435,942	57.9911%

	Number	% of total
Votes against	10,146,501	2.8357%
Votes in favor	345,289,441	96.4996%
Abstentions	2,378,344	0.6647%

- B.5 Explain how the fixed components accrued during the year by the directors in their capacity as such have been determined and how they have changed with respect to the previous year**

The fixed components accrued in 2018 by the directors of DIA, in their capacity as such, have not varied with respect to the preceding year.

In this regard, the remuneration accrued in 2018 by the directors of DIA, in their capacity as such, has been the following:

Director	Fixed remuneration in cash (€)	Fixed remuneration in shares (€)	Attendance fees (€)	Total (€)
Ms. Ana María Llopis Rivas	76,587.45	5,670.24	36,000.00	118,257.69
Mr. Richard Golding	58,689.00	4,345.13	49,000.00	112,034.13
Mr. Mariano Martín Mampaso	63,561.23	5,571.62	54,000.00	123,132.85
Mr. Ricardo Currás de Don Pablos	0.00	0,00	0.00	0.00

Director	Fixed remuneration in cash (€)	Fixed remuneration in shares (€)	Attendance fees (€)	Total (€)
Mr. Borja de la Cierva Álvarez de Sotomayor	64,217.67	4,754.27	51,000.00	119,971.94
Mr. Julián Díaz González	48,782.22	4,275.91	21,000.00	74,058.13
Ms. María Garaña Corces	54,679.91	4,047.87	43,000.00	101,727.78
Ms. Angela Spindler	53,683.35	5,044.42	44,000.00	102,727.77
Mr. Juan María Nin Génova	25,917.10	1,918.21	11,000.00	38,835.31
Mr. Antonio Urcelay Alonso	59,160.02	4,379.74	53,000.00	116,539.76
Mr. Stephan Ducharme	39,283.99	3,691.34	28,000.00	70,975.33
Mr. Karl-Heinz Holland	30,634.49	2,878.26	28,000.00	61,512.75
Mr. Antonio Coto Gutiérrez	14,652.41	1,283.86	20,000.00	35,936.27
Mr. Sergio Ferreira Dias	9,413.14	884.20	15,000.00	25,297.34
Mr. Miguel Ángel Iglesias Peinado	456.85	33.19	0.00	490.04
Total	599,718.83	48,778.26	453,000.00	1,101,497.09

According to the above, the total amount earned by the directors in 2018, in their capacity as such, amounts to 1,101,497.09 euros.

The most noteworthy aspects of those figures are as follows:

- The fixed remuneration in cash comprises the sum corresponding to 50% of the fixed remuneration of the directors, in their capacity as such, plus a cash amount equivalent to the shares sold to make the payment of the personal income tax withholdings derived from the delivery of the shares to the directors, which the directors must bear.
- The number of shares granted to each director in his capacity as such has been calculated by dividing 50% of his fixed remuneration by the volume weighted average of the closing prices of the DIA shares on the 15 trading days prior to the date of the Board of Directors' meeting in which the financial statements were prepared (i.e., February 21, 2018), and subtracting the number of shares equal to the relevant personal income tax withholdings, which the directors must bear.
- Attendance fees have been calculated by applying an amount of 2,000 euros for each Board meeting attended and 1,000 euros for each Committee meeting attended.

In fiscal year 2017, the total amount earned by the directors, in their capacity as such, was 1,173,361.10 euros. Thus, the total amount earned by the

directors, in their capacity as such, in 2018 entails a decrease of 71.864,01 euros with respect to that accrued in 2017.

The difference in the directors' remuneration between fiscal year 2018 and fiscal year 2017 is mainly due to: (i) the different share value at the time when the number of shares to be delivered in each fiscal year was determined, (ii) the number of Board and Committee meetings, (iii) the changes made in the composition of the Board and its Committees and (iv) the creation of a new committee, the Strategy Committee.

- B.6 Explain how the salaries accrued by each one of the executive directors over the past financial year for the performance of management duties were determined, and how they have changed with respect to the previous year.

The fixed components earned in 2018 by the directors of DIA, in the performance of their executive functions, have not varied with respect to the preceding year. Only the fixed remuneration of the former CEO, Mr. Currás, has been adjusted for the CPI in accordance with the provisions of the Remuneration Policy 2015-2018.

In this regard, the fixed remuneration accrued in 2018 to the executive directors for the performance of their executive functions has been the following:

- Mr. Ricardo Currás de Don Pablos, CEO of DIA from January 1 to August 24, 2018, received fixed remuneration of 496,806.45 euros in 2018, for the services provided while he held the post of CEO in fiscal year 2018.
- Mr. Antonio Coto Gutiérrez, CEO of DIA from August 24 to December 28, 2018, received fixed remuneration of 207,736.62 euros in 2018 for the services provided while he held the post of CEO in fiscal year 2018.
- Mr. Borja de la Cierva Álvarez de Sotomayor, current CEO of DIA since December 28, 2018, received fixed remuneration, corresponding to the period from December 28 to December 31, 2018, of 5,216.76 euros in his capacity as CEO
- Mr. Miguel Ángel Iglesias Peinado, current Executive Director of DIA since December 28, 2018, did not receive any fixed remuneration in his capacity as Executive Director, given that his contract as Executive Director was not formalized until January 2019.

According to the foregoing, the total amount earned, as fixed remuneration, by the executive directors in 2018 was 709,759.83 euros, which entails an increase of 109,759.83 euros on what they received in fiscal year 2017.

- B.7 Explain the nature and the main characteristics of the variable components of the remuneration systems accrued in the year ended.

In particular:

- Identify each one of the remuneration plans that have determined the different types of variable remuneration accrued by each of the directors in the year ended, including information on their scope, their date of approval, their date of incorporation, the periods of accrual and validity, the criteria used to evaluate performance and how this has affected the establishment of the variable amount accrued, as well as the measurement criteria used and the period necessary to be in a position to suitably measure all the conditions and criteria stipulated.

In the case of share options and other financial instruments, the general characteristics of each plan will include information on both the conditions to acquire unconditional ownership (consolidation) and to exercise these options or financial instruments, including the price and term to exercise them.

- Each one of the directors, together with their category (executive directors, proprietary external directors, independent external directors and other external directors), that are beneficiaries of remunerations systems or plans that include variable remuneration.
- As the case may be, information is to be provided on periods for the accrual or deferment of payment applied and/or the periods for withholding/unavailability of shares or other financial instruments, if they should exist.

Below are the principal characteristics of the variable components of remuneration of the executive directors relating to fiscal year 2018:

(i) Annual variable remuneration (“AVR”):

The executive directors that participated in the AVR plan in 2018 are Mr. Ricardo Currás de Don Pablos and Mr. Antonio Coto Gutierrez

Considering the date of the appointment of Mr. Borja de la Cierva Álvarez de Sotomayor and Mr. Miguel Ángel Iglesias, they have not participated in the variable remuneration of 2018, in their capacity as executive directors (without prejudice to the participation of Mr. Iglesias in the AVR plan as executive of the Company).

Neither Mr. Currás nor Mr. Coto has received variable remuneration in relation to 2018 due to having discontinued in their posts prior to December 31, 2018.

(ii) Long-term variable remuneration:

As indicated previously in this Report, the long-term incentive plan for the period 2018-2022, which was approved by the General Shareholders' Meeting of April 20, 2018, has not finally been implemented.

Regarding the long-term incentive plans implemented by the Company and that were in force in 2018, Mr. Ricardo Currás de Don Pablos has been the only executive director to have participated in them in that capacity (without prejudice to the participation of Mr. Coto and Mr. Iglesias in these incentive plans as executives of the Group). The long-term plans that were in force in 2018 are:

- Incentive Plan 2014-2016: Regarding this Plan which was duly reported on in the Annual Report on Directors' Remuneration of 2016, and the last settlement date of which was in January 2018, Mr. Currás has not received any incentive for participation in it, as the specific indicators established for Mr. Currás were not achieved.
- Incentive Plan 2016-2018: The Incentive Plan 2016-2018, approved by the General Shareholders' Meeting of the Company on April 22, 2016, was reported on in the Annual Report on Directors' Remuneration of 2016.

This Plan consisted of the allocation of Restricted Stock Units ("RSUs") that enabled participants to receive DIA shares subject to certain metrics. It used two operating metrics, one measured in absolute terms (Cumulated Organic Cash From Operations - "CFO") and the other measured in relative terms (Relative Organic Sales Average Growth - "ROSAG") bearing in mind the Company's position in the ranking of entities comparable to DIA, and the return for shareholders, measured on absolute terms to offer a more complete view of the Company's performance.

The degrees of achievement of the objectives of the Incentive Plan 2016-2018 were established taking into account the Company's strategy plan for the same period (2016-2018). Those objectives have been periodically monitored to ensure that the conditions agreed upon were adapted, to the extent necessary, to preserving the principles underlying the original aim of the Plan, while supporting the Company's interest in avoiding any possible loss of competitiveness in the market.

As the 2016-2018 objective measurement period has ended, at the date of preparation of this Report, the NRC is analyzing the degree of achievement of the objectives in order to inform the Board on the suitability or not of paying the incentive. The conclusions of that analysis will be duly communicated by the Company in the Annual Report on Directors' Remuneration relating to fiscal year 2019.

If the objectives established are met, the payment dates envisaged will be no later than April 2019 (50% of the relevant shares) and January 2020 (50% of the relevant shares).

- B.8 Indicate whether certain variable components have been reduced or clawed back when, in the case of the former, payment has been consolidated and deferred or, in the case of the latter, consolidated and paid, on the basis of data that have subsequently proved to be inaccurate. Describe the amounts reduced or clawed back through the application of the reduction or clawback clauses, why they were implemented and the years to which they refer.

At the date of preparation of this Report, the NRC is considering, in order to propose it to the Board of Directors, activating the clawback clauses on the different remuneration items paid to the executive directors terminated in 2018. The conclusions of that analysis, along with the decision to be adopted by the NRC and the Board, will be duly communicated in the Annual Report on Directors' Remuneration relating to fiscal year 2019.

- B.9 Explain the main characteristics of the long-term savings plans the annual amount or equivalent cost appears in the tables of Section C, including retirement and any other survival benefit, which are financed, in part or in full, by the company, whether provided internally or externally, indicating the type of plan, whether it is for defined contributions or benefits, the contingencies covered by it, the conditions on which economic rights vest in favor of the directors and their compatibility with any other kind of indemnity for early termination or for termination of the contractual relationship between the company and the director.

The Company has no long-term savings plans for its directors.

- B.10 Explain, where appropriate, the severance pay or any other type of payment deriving from early dismissal or early resignation, or from the termination of the contract in the terms provided for therein, accrued and/or received by directors during the year ended.

Due to the termination of Mr. Ricardo Currás de Don Pablos as CEO, the Company paid him the severance established in his contract and in the directors' remuneration policy, equal to two annuities of his remuneration.

The gross amount of the indemnity paid by DIA in fiscal year 2018 was 1,648,200 euros.

Additionally, as an economic consideration for the post-contractual non-competition undertaking assumed in his contract and in the remuneration policy, Mr. Ricardo Currás de Don Pablos began to receive remuneration equal to one annuity of the Annual Fixed Remuneration he was receiving at the time of termination and which amounted to 606,600 euros. Said consideration was distributed on a pro rata basis and paid in arrears in 12 monthly installments, each in respect of one calendar month during the term

of the undertaking given. In fiscal year 2018, DIA paid Mr. Ricardo Currás de Don Pablos the amount of 101,100 euros for that item, relating to two monthly installments.

As stated in section B.8 above, at the date of preparation of this Report, the NRC is considering, in order to propose it to the Board of Directors, activating the clawback clauses on the different remuneration items paid to the executive directors terminated in 2018 (and, in the case of Mr. Currás, the claim for the reimbursement of any amount as deemed appropriate). While waiting for the NRC and the Board of Directors to make a decision on the above, DIA has suspended the payment of the economic consideration for the post-contractual non-competition undertaking.

The conclusions of that analysis, along with the decision to be adopted by the NRC and the Board, will be duly communicated in the Annual Report on Directors' Remuneration relating to fiscal year 2019.

In relation to the termination of Mr. Antonio Coto Gutiérrez, DIA has not paid any amount for the termination of the contract or as compensation for the post-contractual non-competition undertaking included in his contract and in the remuneration policy. Just as in the case of Mr. Currás, the NRC is analyzing, in light of the reasons for the Mr. Coto's termination, enforcing the clawback clause on the remuneration paid previously. The conclusions of that analysis, along with the decision to be adopted by the NRC and the Board, will be duly communicated in the Annual Report on Directors' Remuneration relating to fiscal year 2019.

- B.11 Indicate whether there have been any significant changes in the contracts of persons exercising senior management functions, such as executive directors, and, where appropriate, explain such changes. In addition, explain the main conditions of the new contracts signed with executive directors during the year, unless these have already been explained in Section A.1.

The contracts of the executive directors formalized in 2018 have the same structure and contain the same clauses as described in subsection 9 of section A.1 of this Report. Their conditions are explained in the mentioned subsection, so no additional comments need to be included here.

- B.12 Explain any supplementary remuneration accrued by directors as consideration for services rendered outside of their post.

No other supplementary remuneration has been earned by the directors in consideration for services provided other than those inherent to their post

- B.13 Explain any remuneration deriving from advance payments, loans or guarantees granted, indicating the interest rate, their key characteristics and the amounts eventually returned, as well as the obligations taken on by way of guarantee or collateral.

There are no grants of advances, loans or guarantees by the Company to its directors.

B.14 Itemise the remuneration in kind accrued by the directors over the year, briefly explaining the nature of the different salary components.

The remuneration in kind accrued in 2018 to the executive directors for the performance of their executive functions has been the following:

- DIA has borne the cost of a life insurance policy, covering death for any reasons (distinguishing the cases of “any reasons”, accident and traffic accident) and full permanent disability. The amount borne by DIA in relation to each of the executive directors is as follows:

Executive director	Cost of life insurance policy (€)
Mr. Ricardo Currás de Don Pablos	2,859.90
Mr. Antonio Coto Gutiérrez	1,848.30
Mr. Borja de la Cierva Álvarez de Sotomayor	0.00

- DIA has borne the cost of a health insurance policy. The amount borne by DIA in relation to each of the executive directors is as follows:

Executive director	Cost of health insurance policy (€)
Mr. Ricardo Currás de Don Pablos	466.00
Mr. Antonio Coto Gutiérrez	5,327.90
Mr. Borja de la Cierva Álvarez de Sotomayor	0.00

- DIA has provided the executive directors with the use of a company car, according to the company's policy in this respect. The amount borne by DIA in relation to each of the executive directors is as follows:

Executive director	Cost of the use of a company car (€)
Mr. Ricardo Currás de Don Pablos	6,717.00
Mr. Antonio Coto Gutiérrez	3,378.80

- DIA has paid a pay supplement, called pension assistance, for an amount equal to two-thirds the maximum individual contribution stipulated by the legislation on individual pension plans in force on December 31, 2014. The amount of that pension assistance in relation to each of the executive directors is as follows:

Executive director	Pension assistance (€)
Mr. Ricardo Currás de Don Pablos	6,400.00
Mr. Antonio Coto Gutiérrez	0.00
Mr. Borja de la Cierva Álvarez de Sotomayor	0.00

- As mentioned, Mr. Iglesias did not receive any remuneration as Executive Director from December 28 to 31, 2018 because his contract of Executive Director was not formalized until January 2019.
- B.15 Explain the remuneration accrued by directors by virtue of payments settled by the listed company to a third company at which the director renders services when these payments seek to remunerate the director's services to the company.

DIA has not made payments to a third-party entity at which the directors might provide services, where the aim is to remunerate them for their services at the company.

- B.16 Explain any other items of remuneration other than those mentioned in the previous sections, whatever their nature or the group company that settles the payment, particularly when this is a related operation or its settlement distorts the true image of the total remuneration accrued by the director.

The directors have not earned any remuneration items in addition to those already described in this Report.

C. ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Name	Type	2018 accrual period
ANA MARÍA LLOPIS RIVAS	Other non-executive	From 01/01/2018 through 12/31/2018
RICHARD GOLDING	Independent	From 01/01/2018 through 12/31/2018
MARIANO MARTIN MAMPASO	Independent	From 01/01/2018 through 12/31/2018
RICARDO CURRÁS DE DON PABLOS	Executive	From 01/01/2018 through 08/24/2018
BORJA DE LA CIERVA ÁLVAREZ DE SOTOMAYOR	Independent	From 01/01/2018 through 12/28/2018
BORJA DE LA CIERVA ÁLVAREZ DE SOTOMAYOR	Executive	From 12/28/2018 through 12/31/2018
JULIÁN DÍAZ GONZÁLEZ	Independent	From 01/01/2018 through 12/31/2018
MARÍA GARAÑA CORCES	Independent	From 01/01/2018 through 12/31/2018
ANGELA SPINDLER	Independent	From 01/01/2018 through 12/31/2018
JUAN MARIA NIN GENOVA	Other non-executive	From 01/01/2018 through 06/22/2018
ANTONIO URCELAY ALONSO	Other non-executive	From 01/01/2018 through 12/31/2018
STEPHAN DUCHARME	Nominee	From 04/20/2018 through 12/04/2018
KARL-HEINZ HOLLAND	Nominee	From 04/20/2018 through 12/18/2018
ANTONIO COTO GUTIÉRREZ ¹	Executive	From 08/24/2018 through 12/28/2018
SERGIO FERREIRA DIAS	Nominee	From 10/16/2018 through 12/18/2018
MIGUEL ÁNGEL IGLESIAS PEINADO	Executive	From 12/28/2018 through 12/31/2018

¹ The termination of Mr. Antonio Coto Gutiérrez as CEO of the Company took place on December 28, 2018. His resignation as director in his capacity as such took place by letter dated December 30, 2018.

C.1 Complete the following tables on the individual remuneration of each director during the year (including remuneration for executive functions) earned during the fiscal year.

a) Remuneration earned at the company to which this report relates:

i) Remuneration in cash (in €k)

Name	Fixed compensation	Attendance fees	Compensation for belonging to Board committees	Salary	Short-term variable compensation	Long-term variable remuneration:	Severance	Other items	Total fiscal year t	Total fiscal year t-1
Ms. Ana María Llopis Rivas	77	36	0	0	0	0	0	0	113	120
Mr. Richard Golding	59	49	0	0	0	0	0	0	108	89
Mr. Mariano Martín Mampaso	64	54	0	0	0	0	0	0	118	90
Mr. Ricardo Currás de Don Pablos	0	0	0	497	0	0	1.648	10	2.155	898
Mr. Borja de la Cierva Álvarez de Sotomayor	64	51	0	5	0	0	0	0	120	90
Mr. Julián Díaz González	49	21	0	0	0	0	0	0	70	82
Ms. María Garaña Corces	55	43	0	0	0	0	0	0	98	73
Ms. Angela Spindler	54	44	0	0	0	0	0	0	98	84
Mr. Juan María Nin Génova	26	11	0	0	0	0	0	0	37	87
Mr. Antonio Urcelay Alonso	59	53	0	0	0	0	0	0	112	91
Mr. Stephan Ducharme	39	28	0	0	0	0	0	0	67	0
Mr. Karl-Heinz Holland	31	28	0	0	0	0	0	0	59	0

Name	Fixed compensation	Attendance fees	Compensation for belonging to Board committees	Salary	Short-term variable compensation	Long-term variable remuneration:	Severance	Other items	Total fiscal year t	Total fiscal year t-1
Mr. Antonio Coto Gutiérrez	15	20	0	208	0	0	0	17	260	0
Mr. Sergio Ferreira Dias	9	15	0	0	0	0	0	0	24	0
Mr. Miguel Ángel Iglesias Peinado	0.46	0	0	0	0	0	0	0	0.46	0

Observations

These amounts include:

Remuneration earned by Mr. Ricardo Currás de Don Pablos in 2018, both as director in his capacity as such (fixed remuneration and per diems) and as CEO of the Company (salary), from January 1, 2018 to August 24, 2018.

Remuneration earned by Mr. Antonio Coto Gutiérrez in 2018, both as director in his capacity as such (fixed remuneration and per diems) from August 24, 2018 to December 30, 2018, and as CEO of the Company (salary), from August 24, 2018 to December 28, 2018.

Remuneration earned by Mr. Borja de la Cierva Álvarez de Sotomayor in 2018, both as director in his capacity as such (fixed remuneration and per diems) and as CEO of the Company (salary), from December 28, 2018 to December 31, 2018.

Remuneration earned by Mr. Miguel Ángel Iglesias in 2018, as director in his capacity as such from December 28 to 31, 2018. As Executive Director from December 28 to 31, 2018, Mr. Miguel Ángel Iglesias has not received any remuneration.

The amount of “other items” relates to the remuneration in kind indicated in section B.14: the cost of life insurance, health insurance, the value of the use of a vehicle, and the pay supplement called pension assistance.

Remuneration earned in 2018 by Mr. Juan María Nin Génova, in his capacity as director, from January 1 to June 22, 2018.

Remuneration earned in 2018 by Mr. Stephan DuCharme, in his capacity as director, from April 20 to December 4, 2018.

Remuneration earned in 2018 by Mr. Karl-Heinz Holland, in his capacity as director, from April 20 to December 18, 2018.

Remuneration earned in 2018 by Mr. Sergio Ferreira Dias, in his capacity as director, from October 16 to December 18, 2018.

ii) Table of movements of share-based remuneration plans and gross profit on vested shares or financial instruments

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year t		Financial instruments granted during the fiscal year t		Financial instruments vested during the fiscal year				Instruments accrued and not exercised	Financial instruments at the end of the fiscal year t	
		No. instruments	No. equivalent shares	No. instruments	No. equivalent shares	No. instruments	No. equivalent /vested shares	Price of vested shares	Gross profit on the vested shares or financial instruments (€k)		No. instruments	No. equivalent shares
Ms. Ana María Llopis Rivas	Fixed share-based remuneration	73,639	73,639	11,960	11,960	11,960	11,960	0,4741	6	0	85,599	85,599
Mr. Richard Golding	Fixed share-based remuneration	48,329	48,329	9,165	9,165	9,165	9,165	0,4741	4	0	57,494	57,494
Mr. Mariano Martín Mampaso	Fixed share-based remuneration	58,677	58,677	11,752	11,752	11,752	11,752	0,4741	6	0	70,429	70,429
Mr. Ricardo Currás de Don Pablos	Fixed share-based remuneration	333,306	333,306	0	0	0	0	0,4741	0	0	333,306	333,306
Mr. Borja de la Cierva Álvarez de Sotomayor	Fixed share-based remuneration	9,049	9,049	10,028	10,028	10,028	10,028	0,4741	5	0	19,077	19,077
Mr. Julián Díaz González	Fixed share-based remuneration	61,354	61,354	9,019	9,019	9,019	9,019	0,4741	4	0	70,373	70,373
Ms. María Garaña Corces	Fixed share-based remuneration	5,435	5,435	8,538	8,538	8,538	8,538	0,4741	4	0	13,973	13,973
Ms. Angela Spindler	Fixed share-based remuneration	15,744	15,744	10,640	10,640	10,640	10,640	0,4741	5	0	26,384	26,384
Mr. Juan María Nin Génova	Fixed share-based remuneration	14,973	14,973	4,046	4,046	4,046	4,046	0,4741	2	0	19,019	19,019

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year t		Financial instruments granted during the fiscal year t		Financial instruments vested during the fiscal year				Instruments accrued and not exercised	Financial instruments at the end of the fiscal year t	
		No. instruments	No. equivalent shares	No. instruments	No. equivalent shares	No. instruments	No. equivalent /vested shares	Price of vested shares	Gross profit on the vested shares or financial instruments (€k)	No. instruments	No. instruments	No. equivalent shares
Mr. Antonio Urcelay Alonso	Fixed share-based remuneration	40,325	40,325	9,238	9,238	9,238	9,238	0.4741	4	0	49,563	49,563
Mr. Stephan Ducharme	Fixed share-based remuneration	0	0	7,786	7,786	7,786	7,786	0.4741	4	0	7,786	7,786
Mr. Karl-Heinz Holland	Fixed share-based remuneration	0	0	6,071	6,071	6,071	6,071	0.4741	3	0	6,071	6,071
Mr. Antonio Coto Gutiérrez	Fixed share-based remuneration	0	0	2,708	2,708	2,708	2,708	0.4741	1	0	2,708	2,708
Mr. Sergio Ferreira Dias	Fixed share-based remuneration	0	0	1,865	1,865	1,865	1,865	0.4741	1	0	1,865	1,865
Mr. Miguel Ángel Iglesias Peinado	Fixed share-based remuneration	0	0	70	70	70	70	0.4741	0.03	0	70	70

Observations

The column FINANCIAL INSTRUMENTS AT THE BEGINNING OF FISCAL YEAR T includes all the shares delivered by the Company to the directors on 12/31/2017.

The column FINANCIAL INSTRUMENTS GRANTED DURING FISCAL YEAR T includes the shares delivered by the Company to the directors in 2018.

The column FINANCIAL INSTRUMENTS VESTED IN THE FISCAL YEAR includes the shares delivered by the Company to the directors in 2018 as their delivery vests annually.

The column FINANCIAL INSTRUMENTS AT THE END OF FISCAL YEAR T includes the sums of the shares delivered by the Company to the directors on 12/31/2017 plus those delivered in 2018.

The number of shares have been calculated by dividing 50% of the fixed remuneration of the directors by the volume weighted average of the closing prices of the DIA shares on the 15 trading days prior to the date of the Board of Directors' meeting in which the financial statements of 2017 were prepared, subtracting the number of shares equal to the relevant personal income tax withholdings, which are borne by the director.

iii) Long-term savings plans

During fiscal year 2018, DIA has not made any contribution to long-term savings plans of which its directors are beneficiaries.

iv) Detail of other items

This section includes the remuneration earned in 2018 by Mr. Ricardo Currás de Don Pablos which has not been included in previous sections and which relates to the following items:

- Compensation for breach by DIA of the advance notice obligation and
- Compensation derived from the post-contractual non-competition undertaking

Name	Item	Amount (€k)
Mr. Ricardo Currás de Don Pablos	Compensation for breach of advance notice period	303
	Compensation derived from the post-contractual non-competition undertaking	101
Total		404

Observations

b) Remuneration earned by company directors for belonging to Boards at other group companies:

The directors of DIA have not earned any amounts for belonging to Boards at other group companies.

c) Summary of remuneration (€k):

Summary should include the amounts relating to all the remuneration items included in this report that have been earned by the director, in thousands of euros.

Name	Remuneration earned at the Company					Remuneration earned at Group companies				
	Total cash remuneration	Gross profit on vested shares or financial instruments	Remuneration from savings plans	Remuneration for other items	Total fiscal year t Company	Total cash remuneration	Gross profit on vested shares or financial instruments	Remuneration from savings plans	Remuneration for other items	Total fiscal year t Group
Ms. Ana María Llopis Rivas	113	6	0	0	119	0	0	0	0	0
Mr. Richard Golding	108	4	0	0	112	0	0	0	0	0
Mr. Mariano Martín Mampaso	118	6	0	0	124	0	0	0	0	0
Mr. Ricardo Currás de Don Pablos	2.155	0	0	404	2.559	0	0	0	0	0
Mr. Borja de la Cierva Álvarez de Sotomayor	120	5	0	0	125	0	0	0	0	0
Mr. Julián Díaz González	70	4	0	0	74	0	0	0	0	0
Ms. María Garaña Corces	98	4	0	0	102	0	0	0	0	0
Ms. Angela Spindler	98	5	0	0	103	0	0	0	0	0
Mr. Juan María Nin Génova	37	2	0	0	39	0	0	0	0	0
Mr. Antonio Urcelay Alonso	112	4	0	0	116	0	0	0	0	0
Mr. Stephan Ducharme	67	4	0	0	71	0	0	0	0	0
Mr. Karl-Heinz Holland	59	3	0	0	62	0	0	0	0	0
Mr. Antonio Coto Gutiérrez	260	1	0	0	261	0	0	0	0	0

Name	Remuneration earned at the Company					Remuneration earned at Group companies				
	Total cash remuneration	Gross profit on vested shares or financial instruments	Remuneration from savings plans	Remuneration for other items	Total fiscal year t Company	Total cash remuneration	Gross profit on vested shares or financial instruments	Remuneration from savings plans	Remuneration for other items	Total fiscal year t Group
Mr. Sergio Ferreira Dias	24	1	0	0	25	0	0	0	0	0
Mr. Miguel Angel Iglesias Peinado	0.46	0.03	0	0	0.49	0	0	0	0	0
Total:	3,439	49	0	404	3,892	0	0	0	0	0

Observations

D. OTHER INFORMATION OF INTEREST

If there are any relevant issues relating to directors' remuneration that you have not been able to address in the previous sections of this report, but which are necessary to provide more comprehensive and fully reasoned information on the remuneration structure and practices of the company with regard to its directors, list them briefly.

* * *

This Annual Report on Remuneration of directors has been approved by the Board of Directors of the Company at its meeting held on February 7, 2019.

Indicate whether there are any directors who voted against or abstained from voting to approve this Report.

YES NO