



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

By resolution of the Board of Directors, the Shareholders' Meeting of Distribuidora Internacional de Alimentación, S.A. (the "**Company**") is called, to be held by **exclusively electronic means**, on **May 31, 2021 at 10:00 a.m.**

As a result of the health crisis caused by COVID-19, in order to safeguard the general interests and the health of the shareholders, employees and other persons who are involved in preparing and holding the Shareholders' Meeting, and considering the provisions of Royal Decree-Law 34/2020, of November 17, 2020, on urgent measures to support the solvency of businesses and to support the energy sector, and in the tax field, as amended by Royal Decree-Law 5/2021, of March 12, 2021, on measures to support the solvency of businesses in response to the COVID-19 pandemic, the meeting will be held by exclusively electronic means, that is, without the physical or face-to-face presence of shareholders, proxies or guests, who may only participate remotely (granting proxies or casting votes before the Shareholders' Meeting is held) or attending it by electronic means. The Shareholders' Meeting will be deemed to be held at the Company's registered office.

**AGENDA**

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

1. Approval of the financial statements and directors' reports, separate and consolidated, of the Company and its consolidated group, relating to fiscal year 2020.
2. Approval of the statement of non-financial information for fiscal year 2020.
3. Approval of the proposed allocation of profit/loss for fiscal year 2020.
4. Approval of the transfer of €13,303,000 from the "Other restricted reserves" account to "Voluntary reserves".
5. Approval of the conduct of business by the Board of Directors in fiscal year 2020.

**Ratification, re-election and appointment of directors and annual report on directors' remuneration**

6. Ratification of the appointment by co-optation and re-election of Mr. Marcelo Maia Tavares de Araújo as other non-executive director of the Company.
7. Appointment of Ms. Luisa Deplazes de Andrade Delgado as independent director of the Company.
8. Establishment of the number of members of the Board of Directors and maintenance of vacancy.
9. Consultative vote on the annual report on directors' remuneration for fiscal year 2020.

## **Amendment of the bylaws and of the regulations of the Shareholders' Meeting**

10. Amendment of the Company's bylaws:
  - 10.1. Amendment of articles 11 (*Authorized Capital Stock*), 12 (*Creation and removal of preferential subscription rights*) and 14 (*Issue of obligations and other securities*) to include the amendments resulting from Law 5/2021.
  - 10.2. Amendment of article 18 (*Call of a general meeting*) to provide for the possibility of holding shareholders' meetings on an exclusively electronic basis.
  - 10.3. Amendment of articles 31 (*Authority of the board of directors*), 32 (*Number of directors*), 34 (*Term*), 35 (*Designation of posts*), 36 (*Board of directors' meetings*), 38 (*Formalization of resolutions*), and 40 (*Delegated bodies*) and elimination of articles 33 (*Categories of director and composition of the board*), 39 bis (*Directors compensation policy*), 41 (*The Audit and Compliance Committee*) and 42 (*The Appointments and Remuneration Committee*) to include certain technical improvements according to the law and for coordination with the regulations of the Board of Directors.
  - 10.4. Elimination of articles 43 (*Annual corporate governance report*) and 43 bis (*Annual report on directors' remuneration*), and amendment of articles 46 (*Annual statements and directors' report*), 47 (*Annual statements*) and 48 (*Approval of annual statements and allocation of profit/loss*) to include certain technical improvements according to the law.
11. Amendment of the regulations of the Company's Shareholders' Meeting:
  - 11.1. Amendment of articles 11 (*Notice of meetings*), 19 (*Proxy rights. Content of proxy votes*), 19 bis (*Representative's conflict of interest*), 20 (*Venue*) and 31 bis (*Remote attendance by electronic means*).
  - 11.2. Amendment of articles 21 (*Infrastructure, resources and services of the venue*), 25 (*List of attendees*), 26 (*Opening of the meeting*), 28 (*Right to information during general meetings*) and 31 (*Voting on resolutions*).

## **Capital increase with preferential subscription right and other financial resolutions**

12. Capital increase for an effective amount of up to €1,027,751,102 through the issuance and placement into circulation of 51,387,555,100 new common shares, each with a face value of €0.01, with additional paid-in capital of €0.01 per share, that is, for an effective amount of €0.02 per share (face value plus additional paid-in capital), in two separate tranches of (i) conversion of debt into equity, and (ii) cash contributions, with recognition of the preferential subscription right and provision for incomplete subscription. Delegation to the Board of Directors, with powers of delegation, of the powers required to implement the resolution and to establish the conditions thereof in all matters not envisaged by the Shareholders' Meeting, pursuant to article 297.1.a) of the Capital Companies Law, and to give a new wording to article 5 of the Bylaws.

13. Authorization for the creation of security over assets of the Company for the purposes of article 160.f) of the Capital Companies Law.

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

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

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

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

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

All shareholders may attend the Shareholders' Meeting by electronic means, regardless of the number of shares they own, provided they are registered on the register of book entries at least five days in advance of the scheduled date of the Shareholders' Meeting (that is, by no later than May 26, 2021).

All shareholders entitled to attend the Shareholders' Meeting may be represented thereat by another person, who need not be a shareholder. Proxies must be conferred in writing by means of the completion and signature of the relevant attendance, proxy and voting card by the shareholder granting the proxy. The card will be provided by the IBERCLEAR member in which their shares are deposited.

The Shareholders' Meeting may only be attended electronically, through the "Electronic Attendance" application, which will be available on the Company's webpage ([www.diacorporate.com](http://www.diacorporate.com)), according to the following rules:

- (i) Electronic attendance will be possible through the "Electronic Attendance" application, which will be operative starting at 10:00 a.m. on the day before the date of the Shareholders' Meeting (i.e., on May 30, 2021) and until the meeting ends.
- (ii) In order to permit the appropriate management of the electronic attendance systems, the shareholders who wish to attend the Shareholders' Meeting must register through the aforementioned application by no later than 9:30 a.m. on the date of the Shareholders' Meeting, identifying themselves with their electronic

national identity card number (DNle) or an electronic user's certificate that is recognized, valid and in force, and issued by the Spanish Public Certification Authority (CERES), dependent on the Fábrica Nacional de Moneda y Timbre. It will also be possible for shareholders to identify themselves through a user name (which will be provided when completing the registration form) and password, attaching documentation which proves their identity.

- (iii) The shareholder that has registered according to point (ii) above and wishes to leave the Shareholders' Meeting, placing it on record before the notary or personnel assisting the notary (or, in the absence thereof, before the secretary of the Shareholders' Meeting), may do so through the form that will be provided for that purpose in the computer application.
- (iv) The shareholders attending electronically who intend to give a speech at the Shareholders' Meeting and, as the case may be, make proposals for resolutions in the legally established cases or request information or clarifications during the holding of the Shareholders' Meeting, must necessarily state that intention when registering, in the manner established in the computer application. Once that intention has been expressed, the speeches, resolution proposals and requests for information or clarifications may be done in writing, in no more than 1,000 words, through the form that will be available in the computer application until the Shareholders' Meeting is convened. Shareholders wishing to have their speeches recorded in the minutes of the meeting shall expressly state such circumstance in the above-mentioned participation form.
- (v) Valid requests for information or clarifications by the shareholders attending electronically will be answered orally during the Shareholders' Meeting or within the seven days following the holding of the meeting, in accordance with article 182 of the Capital Companies Law.
- (vi) Duly registered shareholders may cast their vote through the computer application on the terms established therein and according to the appropriate voting form, and the provisions of article 31 of the Shareholders' Meeting Regulations will apply.
- (vii) The period for voting through the computer application for shareholders attending electronically will be open until the end of the Shareholders' Meeting or such later time as may be specified, if applicable, by the Chairman of the meeting.

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

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

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

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

In order to be valid, all proxies granted and all votes cast using means of distance communication must be received by the Company at least 24 hours in advance of the date and time scheduled for the Shareholders' Meeting, that is, by no later than May 30, 2021, at 10:00 a.m.

Attendance in person at the Shareholders' Meeting by any shareholder who has previously granted a proxy or cast a vote using means of distance communication will render said proxy or vote null and void.

### **RIGHT OF INFORMATION**

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

- The financial statements and directors' reports, separate and consolidated, of the Company and of its consolidated group, and the statement of non-financial information (which forms part of the directors' report), the relevant auditor's reports and the proposed allocation of profit/loss, all in relation to fiscal year 2020;
- The full wording of the proposed resolutions on the agenda items drawn up by the Board of Directors and the reports issued by the Board in relation to agenda items 6 and 7 (containing the professional and biographical profile of the directors whose ratification, re-election and reappointment are proposed), 10, 11 and 12;
- The special report by the Company's auditor on the proposed capital increase through the conversion of debt into equity under item 12 of the agenda, in accordance with article 301 of the Capital Companies Law; and
- The annual report on directors' remuneration for 2020.

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

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

### **SHAREHOLDERS' ELECTRONIC FORUM**

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

### **DATA PROTECTION**

The personal data (i) which the shareholders and, as the case may be, their proxies provide to the Company for the exercise or delegation of their rights of attendance, proxy representation and voting at the Shareholders' Meeting, or (ii) which are provided for these purposes by the banks and broker-dealers that are the depositaries or custodians of the shares of those shareholders, or by the entity that is legally authorized to keep the register of book entries, IBERCLEAR, will be processed by Distribuidora Internacional de Alimentación, S.A. with address at Parque Empresarial de las Rozas - Edif. Tripark, calle Jacinto Benavente, nº 2-A, 28232, Las Rozas-Madrid as data controller, in order to develop, manage and control the exercise of the rights of the shareholders at its Shareholders' Meeting and the existing relationship with shareholders, and to manage and control the holding of the Shareholders' Meeting, and meet its statutory obligations.

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

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

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

The data will be communicated to the Notary, if any, who attends the Shareholders'

Meeting and draws up the minutes thereof and may be provided to third parties in the exercise of the information right set forth in the law or be accessible to the public to the extent they are recorded in the documentation available on the website ([www.diacorporate.com](http://www.diacorporate.com)).

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

Madrid, April 28, 2021. The Board Secretary, Álvaro López-Jorrín Hernández.