



**RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS OF
DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. TO THE 2022
ANNUAL SHAREHOLDERS' MEETING**

Financial statements, allocation of profit/loss and corporate management

- 1. APPROVAL OF THE FINANCIAL STATEMENTS AND DIRECTORS' REPORTS, SEPARATE AND CONSOLIDATED, OF THE COMPANY AND ITS CONSOLIDATED GROUP, RELATING TO FISCAL YEAR 2021.**

RESOLUTION ONE

"To approve the separate financial statements and directors' report of Distribuidora Internacional de Alimentación, S.A. and the consolidated financial statements and directors' report of Distribuidora Internacional de Alimentación, S.A. and its subsidiaries, all of them relating to the fiscal year ended December 31, 2021, as prepared by the Board of Directors on March 30, 2022."

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- 2. APPROVAL OF THE STATEMENT OF NON-FINANCIAL INFORMATION FOR FISCAL YEAR 2021.**

RESOLUTION TWO

"To approve the statement of non-financial information relating to the fiscal year ended December 31, 2021, as prepared by the Board of Directors."

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- 3. APPROVAL OF THE PROPOSED ALLOCATION OF PROFIT/LOSS FOR FISCAL YEAR 2021.**

RESOLUTION THREE

"To approve, pursuant to the proposal made by the Board of Directors on March 30, 2022, the allocation of profit/loss for fiscal year 2021 of Distribuidora Internacional de Alimentación, S.A., consisting of losses of €143,401,140.77, to prior years' losses."

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4. **APPROVAL OF THE CONDUCT OF BUSINESS BY THE BOARD OF DIRECTORS IN FISCAL YEAR 2021.**

RESOLUTION FOUR

“To approve the management and conduct of business by the Board of Directors throughout the year ended December 31, 2021.”

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Auditor

5. **REAPPOINTMENT OF ERNST & YOUNG, S.L. AS AUDITOR OF THE COMPANY AND ITS CONSOLIDATED GROUP FOR FISCAL YEAR 2022.**

RESOLUTION FIVE

“To reappoint Ernst & Young, S.L. as auditor for Distribuidora Internacional de Alimentación, S.A. and its consolidated group for the 2022 audit.”

This resolution is submitted for approval to the Shareholders' Meeting by the Board of Directors, following a proposal by the Audit and Compliance Committee.

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Amendment of the Bylaws

6. **AMENDMENT OF ARTICLE 33 (TERM) OF THE BYLAWS TO REDUCE THE TERM OF OFFICE AS COMPANY DIRECTOR TO TWO YEARS.**

RESOLUTION SIX

“To amend article 33 (Term) of the Bylaws, so that it be hereafter worded as follows:

“Directors will hold office for a term of two (2) years, unless they resign or are removed, and may be re-elected one or more times for periods of equal duration.”

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

- 7. REAPPOINTMENT OF MR. STEPHAN DUCHARME AS EXECUTIVE DIRECTOR OF THE COMPANY.**

RESOLUTION SEVEN

“To reappoint Mr. Stephan Edward DuCharme as director for the bylaw term of two years, following a report by the Nomination and Remuneration Committee, with the category of executive director.”

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- 8. REAPPOINTMENT OF MR. SERGIO ANTONIO FERREIRA DIAS AS NOMINEE DIRECTOR OF THE COMPANY.**

RESOLUTION EIGHT

“To reappoint Mr. Sergio Antonio Ferreira Dias as director for the bylaw term of two years, following a report by the Nomination and Remuneration Committee, with the category of nominee director.”

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- 9. REAPPOINTMENT OF MR. JOSÉ WAHNON LEVY AS INDEPENDENT DIRECTOR OF THE COMPANY.**

RESOLUTION NINE

“To reappoint Mr. José Wahnon Levy as director for the bylaw term of two years, at the proposal of the Nomination and Remuneration Committee, with the category of independent director.”

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- 10. RATIFICATION OF THE APPOINTMENT BY CO-OPTATION AND REAPPOINTMENT OF MR. VICENTE TRIUS OLIVA AS INDEPENDENT DIRECTOR OF THE COMPANY.**

RESOLUTION TEN

“To ratify the appointment by co-optation of Mr. Vicente Trius Oliva, as resolved by the Board of Directors at the meeting held on September 29, 2021, and to reappoint him for the bylaw term of two years, at the proposal of the Nomination and Remuneration Committee, with the category of independent director.”

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11. APPOINTMENT OF MS. GLORIA HERNÁNDEZ GARCÍA AS INDEPENDENT DIRECTOR OF THE COMPANY.

RESOLUTION ELEVEN

“To appoint Ms. Gloria Hernández García as director for the bylaw term of two years, at the proposal of the Nomination and Remuneration Committee, with the category of independent director.”

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12. ESTABLISHMENT OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS AND MAINTENANCE OF VACANCY.

RESOLUTION TWELVE

“To establish at eight the number of members of the Board of Directors and to maintain the vacancy arising following the resignation, tendered on April 18, 2022, by Ms. Basola Vallés Cerezueta, with an express provision that the Board of Directors reserves the authority to fill such vacancy by co-optation after the holding of this Shareholders’ Meeting.”

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13. APPROVAL OF THE POLICY ON DIRECTORS’ REMUNERATION, INCLUDING APPROVAL OF THE MAXIMUM AMOUNT OF THE DIRECTORS’ FIXED REMUNERATION FOR THEIR SERVICES AS SUCH AND OF THE MAXIMUM NUMBER OF SHARES TO BE DELIVERED TO NON-EXECUTIVE NON-NOMINEE DIRECTORS.

Motivation of the Board of Directors

The Shareholders’ Meeting held on August 30, 2019 approved the current Policy on directors’ remuneration, with the favorable vote of 92.17% of the share capital present, in person and by proxy, at the meeting.

In accordance with the provisions of article 529 novodecies.1 of the Capital Companies Law, *“The directors’ remuneration policy must comply with the remuneration system provided for in the bylaws and shall be approved by the shareholders’ meeting as a separate item on the agenda, for application for a maximum period of three fiscal years. However, any proposals for new directors’ remuneration policies must be submitted to the shareholders’ meeting before the end of the last fiscal year of application of the current policy, and the shareholders’ meeting may determine that the new policy shall apply from the date of its approval and for the next three fiscal years.”*

Since this is the last fiscal year of application of the current Policy on directors’ remuneration, a new policy should be submitted to the Shareholders’ Meeting for approval.

Accordingly, the Board of Directors submits to the binding vote of the Shareholders’

Meeting a new Policy on directors' remuneration, the content of which is in keeping with the remuneration system provided for in the bylaws and with the provisions of articles 529 septedecies, 529 octodecies and 529 novodecies of the Capital Companies Law.

In accordance with subarticle 4 of article 529 novodecies of the Capital Companies Law, the proposed new Policy on directors' remuneration must be reasoned (hence this explanation) and must be accompanied by a specific report by the Nomination and Remuneration Committee. Both documents are available to shareholders on the Company's website as from the call of the Shareholders' Meeting and the shareholders' right to request that such documents be delivered or sent to them free of charge is placed on record.

If approved in line with the aforementioned article, it is envisaged that the new Policy on directors' remuneration will be applied with immediate effect and for the next three fiscal years, that is, until December 31, 2025.

The new Policy on directors' remuneration submitted by the Board of Directors to the binding vote of the Shareholders' Meeting at the proposal of the Nomination and Remuneration Committee maintains the same remuneration structure for the different categories of director, adapted to the current circumstances, and contains the additional requirements imposed by article 529 novodecies of the Capital Companies Law, as amended by Law 5/2021, of April 12, 2021.

The new Policy firstly contemplates the remuneration of directors in their capacity as such. In this regard, in accordance with article 38.1 of the Bylaws, the office of director is remunerated. This notwithstanding, only non-executive non-nominee directors will receive remuneration for the office of director. The remuneration system for non-executive non-nominee directors seeks to adequately reward their abilities and dedication, taking into account the offices they may hold in the future on the Board of Directors and enabling the Company to attract and retain the necessary talent, and to align their interests with those of the shareholders in general. For such purposes, the system is structured around a fixed amount of cash remuneration payable monthly and a deferred amount of remuneration in shares under the Restricted Share Plan for non-executive non-nominee directors, all of the above on the terms set out in the Policy (which, in particular, details the main terms and conditions of the Plan).

In this regard, the Policy also includes a maximum annual amount (€1,350,000) of fixed remuneration payable to the directors as a whole, in their capacity as such, and the maximum number of shares (140,000,000 ordinary shares of the Company, each with a par value of €0.01) that may be allocated to the non-executive non-nominee directors as a whole under the Restricted Share Plan during the term of the Policy.

In turn, the Policy also contemplates the present situation of the existing rights to deferred remuneration in shares of the current or past non-executive non-nominee directors of the Company, requesting the approval of the allocation of additional pending common shares of the Company (24,086,300 common shares of the Company with a par value of €0.01 each) in relation to such rights and the confirmation of certain

early settlements of rights, on the terms also reflected in the Policy that is proposed.

Lastly, the remuneration Policy for executive directors seeks to offer overall remuneration packages linked to the business strategy that are competitive and that take into account the discharge of office by each person at the Company. Notwithstanding the foregoing, at present, the only executive director of the Company is its Executive Chairman (Chairman of the Board of Directors and CEO of the Company), Mr. Stephan DuCharme, who does not receive any remuneration or economic profit from the Company for performing his functions as Executive Chairman, nor is he entitled to any severance for termination from that post, regardless of the grounds for termination.

In short, the directors' remuneration policy proposed to the Shareholders' Meeting, in line with the former policy that it replaces, aims to continue to provide the Company with the necessary means to attract and retain the necessary talent in order to tackle the major challenges still faced by DIA.

RESOLUTION THIRTEEN

“To approve, in accordance with the provisions of article 529 novodecies of the Capital Companies Law and article 16.i) of the Corporate Bylaws, the new Policy on directors' remuneration of Distribuidora Internacional de Alimentación, S.A., the text of which has been made available to the shareholders since the date of the call of this Shareholders' Meeting together with the report from the Nomination and Remuneration Committee.

The Company's new Policy on directors' remuneration will apply from the same date of its approval by the 2022 Annual Shareholders' Meeting and for the three following years, that is, until December 31, 2025.

With the approval of this Policy on directors' remuneration of the Company, the Shareholders' Meeting also expressly approves, in particular, (i) the annual maximum amount (€1,350,000) of the fixed allowance for all the directors for their services as such (which will remain in force until the Shareholders' Meeting approves its modification); (ii) the main terms and conditions of the Restricted Share Plan for directors of the Company, as well as the allocation of the Company's common shares (a maximum of 140,000,000 common shares of the Company with a par value of €0.01 each) for the grant of rights under the Plan for the term of this policy (i.e., until December 31, 2025); and (iii) the allocation of the Company's additional pending common shares (24,086,300 common shares of the Company with a par value of €0.01 each) in relation to the existing rights to deferred remuneration in shares of the non-executive non-nominee directors, all the foregoing on the terms contained in the Policy that is approved.

In addition, for the purposes of enabling the implementation, operation and execution of the Policy, to empower the Board of Directors so that, to the extent required by law and with powers to subdelegate, it may interpret, implement, formalize and execute this resolution and the Policy, adopting all such resolutions and signing all such public or private documents as may be necessary or appropriate to ensure it takes full effect,

with the authority to apply and adapt the Policy where necessary, and at the proposal of, or following a report by, the Nomination and Remuneration Committee, to any circumstances that may arise, to the rules established in the applicable legislation, to the recommendations and best practices in this area and to the specific requirements of supervisory bodies, provided that this does not entail a material change of its terms and conditions which, in accordance with the applicable legislation, must be resubmitted to the Shareholders' Meeting for consideration, and, in particular, without limitation, so that it may:

- (i) Implement and establish the specific conditions of the remuneration system for directors with respect to any matters not provided for in the Policy, including, in particular, to bring in and remove directors, to agree the settlement of the variable remuneration or deferred remuneration in shares and the terms of same, to establish scenarios for early settlement, as applicable, and to declare the fulfillment of any conditions to which such settlement may be linked.*
- (ii) Adapt the content and conditions of the Policy to any corporate transactions or exceptional circumstances that may arise while it remains in force.*
- (iii) In general, perform all such steps and sign all such documents as may be necessary or appropriate for the validity, effectiveness, establishment, implementation and execution of the Policy.*

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14. CONSULTATIVE VOTE ON THE ANNUAL REPORT ON DIRECTORS' REMUNERATION FOR FISCAL YEAR 2021.

RESOLUTION FOURTEEN

"To approve, on a consultative basis, the annual report on directors' remuneration of Distribuidora Internacional de Alimentación, S.A. for fiscal year 2021."

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

- 15. DELEGATION TO THE BOARD OF DIRECTORS, WITH POWERS TO SUBDELEGATE, FOR A MAXIMUM PERIOD OF FIVE YEARS, OF THE POWER TO INCREASE CAPITAL BY AN AMOUNT NOT EXCEEDING HALF OF THE SHARE CAPITAL ON THE DATE OF AUTHORIZATION, AND TO EXCLUDE THE PREEMPTIVE SUBSCRIPTION RIGHT, LIMITING THE LAST-MENTIONED POWER TO A MAXIMUM OF 20% OF THE SHARE CAPITAL ON THE DATE OF AUTHORIZATION.**

RESOLUTION FIFTEEN

One.- To delegate to the Board of Directors, as broadly as required by law, with the express power to subdelegate and pursuant to the provisions of the law and of articles 11 and 12 of the Bylaws, the power to increase the share capital on one or more occasions, by issuing and allotting new shares (voting or non-voting, common or preferred, including redeemable shares or any other type permitted by law), through monetary contributions, on the following terms:

1. Duration.- The capital increases pursuant to this delegation may be carried out during the maximum period of five years as from the adoption of this resolution.
2. Maximum amount.- The capital increases pursuant to this delegation may not exceed, overall, one-half of the share capital on the date of adoption of this resolution (reducing that amount by the sum by which the share capital has been increased and by the maximum sum by which it is necessary to increase the share capital for the conversion of securities issued under resolution sixteen of this Shareholders' Meeting).
3. Scope.- The Board of Directors may set, in all matters not provided for in this resolution, the terms and conditions of the capital increases that are approved pursuant to this delegation, including determining the par value of the shares to be issued, their characteristics and any privileges conferred on them, and, where appropriate, the attribution of the right of redemption together with its conditions and the exercise thereof by the Company, and may freely offer the new shares not subscribed within the period or periods of exercise of the preemptive subscription right, where appropriate. The Board of Directors may also establish that, in the event of an incomplete subscription, the capital increase is rendered void, as provided for in article 507 of the Capital Companies Law; and may amend the wording of the articles of the bylaws on the share capital and number of shares.
4. Power to exclude the preemptive subscription right.- The Board of Directors is empowered to exclude, in whole or in part, the preemptive subscription right in capital increases that are approved pursuant to this delegation, up to a maximum of 20% of the share capital on the date on which this resolution is adopted.
5. Admission to listing.- The Company may apply for admission to listing on regulated markets, multilateral trading facilities or other secondary markets, organized or otherwise, official or non-official, Spanish or foreign, of the shares issued pursuant to this delegation.
6. Power to subdelegate.- Pursuant to the provisions of article 249 bis.1) of the Capital Companies Law, the Board of Directors is authorized to subdelegate the powers referred to in this resolution.

Two.- To render void, in the portion not used, resolution ten adopted by the Annual Shareholders' Meeting of the Company held on July 31, 2020."

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16. **DELEGATION TO THE BOARD OF DIRECTORS, WITH POWERS TO SUBDELEGATE, FOR A MAXIMUM PERIOD OF FIVE YEARS, OF THE POWER TO ISSUE SECURITIES CONVERTIBLE INTO, OR WITH THE RIGHT TO SUBSCRIBE, NEW SHARES OF THE COMPANY, IN A MAXIMUM AMOUNT OF €500,000,000, AND TO EXCLUDE THE PREEMPTIVE SUBSCRIPTION RIGHT, LIMITING THE LAST-MENTIONED POWER TO A MAXIMUM OF 20% OF THE SHARE CAPITAL ON THE DATE OF AUTHORIZATION. ESTABLISHMENT OF THE CRITERIA TO BE USED TO DETERMINE THE BASES AND TYPES OF CONVERSION AND CONFERRAL ON THE BOARD OF DIRECTORS OF THE POWER TO INCREASE THE SHARE CAPITAL IN THE AMOUNT NECESSARY.**

RESOLUTION SIXTEEN

“One.- To delegate to the board of directors, as broadly as required by law, with express powers to subdelegate and pursuant to the provisions of the law and of article 14 of the Bylaws, the power to resolve, on one or more occasions, to issue securities convertible into new shares of the Company, as well as warrants (options to subscribe new shares of the Company), on the following terms:

1. *Type of securities.- The securities envisaged in this delegation can be debentures, bonds and other debt securities convertible into new shares of the Company, as well as warrants (options to subscribe new shares of the Company).*
2. *Duration.- The securities subject to this authorization may be issued on one or more occasions and when necessary during the maximum period of five years following the adoption of this resolution.*
3. *Maximum amount.- The total maximum nominal amount of the securities issue/s that are agreed pursuant to this delegation shall be 500 million euros or its equivalent in any other currency.*
4. *Scope.- The Board of Directors may set, in all matters not provided for in this resolution, the terms and conditions of the issues that are approved pursuant to this delegation including, but not limited to, the type of securities and their denomination; the amount, always within the total overall maximum amount indicated above; the issue date or dates; the issue price and, in the case of warrants and similar securities, the price of the issue and/or premium, the exercise price (which may be fixed or variable) and the procedure, period and other conditions applicable to the exercise of the subscription right of the underlying shares; the number of securities and the par value of each security; the form of representation of the securities; the form and conditions of the remuneration, the fixed or variable interest rate, and the dates and procedures for payment of the coupon; the rank of the securities and any subordination clauses; where appropriate, anti-dilution clauses; the applicable legislation; and, where appropriate, the mechanisms of collective association and organization and/or representation and protection of the holders of the securities that are issued, including the designation of their representatives.*
5. *Bases and terms and conditions applicable to the conversion.- If convertible*

securities are issued, the Board of Directors may set and determine the conversion ratio, which may be fixed or variable, determined or to be determined, with the bases set out below:

- a) For the purposes of the conversion, the securities will be valued at their par value, and may or may not include any interest accrued and not paid at the time of their conversion, and any rounding formulas considered appropriate may be determined.
- b) For their part, the Company's shares will be valued at the fixed exchange ratio established by the Board of Directors, or the variable exchange ratio to be determined on the date or dates established by the Board of Directors, based on the market value of the Company's shares on the date/s or period/s established, with a premium or, where appropriate, a discount, although if a discount is established on the market price, the discount may not exceed twenty-five percent.
- c) The value of the shares for the purposes of the conversion ratio may not, under any circumstances, be less than their par value. Similarly, pursuant to article 415 of the Capital Companies Law, debentures that are convertible into shares may not be issued either, where their par value is less than that of the shares.

If warrants are issued, to which the provisions of the Capital Companies Law for convertible debentures will apply by analogy, the Board of Directors is empowered to determine, on the broadest terms, the criteria applicable to the exercise of the subscription rights arising from the warrants that are issued, and the foregoing criteria will apply to such issues, with the necessary adaptations to make them compatible with the legal and financial rules governing this class of securities.

6. Power to increase the share capital to cover the conversion.- The Board of Directors is empowered to approve the capital increase needed to cover the conversion and/or the exercise of the subscription right of the securities that are issued pursuant to this delegation up to a maximum amount equal to half of the share capital on the date of adoption of this resolution (reducing that amount by the sum by which the share capital has been increased pursuant to resolution fifteen of this Shareholders' Meeting).
7. Power to exclude the preemptive subscription right.- The Board of Directors is empowered to exclude, in whole or in part, the preemptive subscription right in the securities issues that are agreed pursuant to this delegation, although this power is limited to the maximum number of shares into which such securities may be converted (without prejudice to any anti-dilution adjustments), coupled with the number of shares issued pursuant to resolution fifteen of this Shareholders' Meeting, not exceeding 20% of the share capital on the date of this resolution.
8. Admission to listing.- The Company may apply for admission to listing on regulated markets, multilateral trading facilities or other secondary markets, organized or

otherwise, official or non-official, Spanish or foreign, of the securities issued pursuant to this delegation.

9. *Powers of delegation.* - Pursuant to the provisions of article 249 bis.l) of the Capital Companies Law, the Board of Directors is authorized to subdelegate the powers referred to in this resolution.

Two.- *To render void, in the portion not used, resolution eleven adopted by the Annual Shareholders' Meeting of the Company held on July 31, 2020."*

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Calling of Special Shareholders' Meeting and delegation of powers

- 17. APPROVAL, UNTIL THE HOLDING OF THE ANNUAL SHAREHOLDERS' MEETING OF NEXT YEAR, OF THE REDUCTION TO FIFTEEN DAYS OF THE PERIOD FOR CALLING SPECIAL SHAREHOLDERS' MEETINGS, IN ACCORDANCE WITH ARTICLE 515 OF THE CAPITAL COMPANIES LAW.**

RESOLUTION SEVENTEEN

"To approve, until the holding of the Annual Shareholders' Meeting of next year, the reduction to fifteen days of the period for calling Special Shareholders' Meetings, in accordance with article 515 of the Capital Companies Law."

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- 18. DELEGATION OF POWERS TO FORMALIZE, INTERPRET, RECTIFY AND IMPLEMENT THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS' MEETING.**

RESOLUTION EIGHTEEN

"Without prejudice to the powers delegated in the preceding resolutions, to grant powers to the Board of Directors, with express powers to subdelegate, to the Chairman of the Board of Directors, to the Board Secretary and to the Deputy Board Secretary, as broadly as may be required by law, so that any of them may implement the above resolutions, for which purpose they may: (i) establish, interpret, clarify, complete, develop, modify, rectify errors or omissions and adapt the resolutions set out above to the oral or written assessment of the Commercial Registrar or any competent authority, public official or entity; (ii) prepare and publish the legally required notices; (iii) have the above resolutions notarized and execute any public and/or private document considered necessary or appropriate for their implementation; (iv) submit any documentation to the Commercial Registry or other competent registries; and (v) perform all such steps as may be necessary or appropriate for their satisfactory implementation and, in particular, their registration at the Commercial Registry or any other competent registry."

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Las Rozas - Madrid, May 5, 2022