



**RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS OF  
DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. TO THE 2023  
ANNUAL SHAREHOLDERS' MEETING**

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**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 2022.**

**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, 2022, as prepared by the Board of Directors on March 28, 2023."*

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- 2. APPROVAL OF THE STATEMENT OF NON-FINANCIAL INFORMATION FOR FISCAL YEAR 2022.**

**RESOLUTION TWO**

*"To approve the statement of non-financial information relating to the fiscal year ended December 31, 2022, as prepared by the Board of Directors."*

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- 3. APPROVAL OF THE PROPOSED ALLOCATION OF PROFIT/LOSS FOR FISCAL YEAR 2022.**

**RESOLUTION THREE**

*"To approve, pursuant to the proposal made by the Board of Directors on March 28, 2023, the allocation of profit/loss for fiscal year 2022 of Distribuidora Internacional de Alimentación, S.A., consisting of losses of €170,814,933.95, to prior years' losses."*

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(This document is a translation of an original text in Spanish and it is provided for information purposes only. In the event of any discrepancy between both texts, the original text in Spanish will prevail.)

4. **APPROVAL OF THE CONDUCT OF BUSINESS BY THE BOARD OF DIRECTORS IN FISCAL YEAR 2022.**

**RESOLUTION FOUR**

*“To approve the management and conduct of business by the Board of Directors throughout the year ended December 31, 2022.”*

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**Auditor**

5. **REAPPOINTMENT OF ERNST & YOUNG, S.L. AS AUDITOR OF THE COMPANY AND ITS CONSOLIDATED GROUP FOR FISCAL YEAR 2023.**

**RESOLUTION FIVE**

*“To reappoint Ernst & Young, S.L. as auditor for Distribuidora Internacional de Alimentación, S.A. and its consolidated group for the 2023 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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**Ratification, reappointment and appointment of directors, and annual report on directors' remuneration**

6. **RATIFICATION OF THE APPOINTMENT BY CO-OPTATION AND REAPPOINTMENT OF MR. BENJAMIN J. BABCOCK AS PROPRIETARY DIRECTOR OF THE COMPANY.**

**RESOLUTION SIX**

*“To ratify the appointment by co-optation of Mr. Benjamin J. Babcock, as resolved by the Board of Directors at the meeting held on May 24, 2023, and to reappoint him for the bylaw term of two years, at the proposal of the Nomination and Remuneration Committee, with the category of proprietary director.”*

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**7. CONSULTATIVE VOTE ON THE ANNUAL REPORT ON DIRECTORS' REMUNERATION FOR FISCAL YEAR 2022.**

**RESOLUTION SEVEN**

*"To approve, on a consultative basis, the annual report on directors' remuneration of Distribuidora Internacional de Alimentación, S.A. for fiscal year 2022."*

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**Authorisation for the acquisition of the Company's own shares**

**8. AUTHORISATION TO THE BOARD OF DIRECTORS FOR THE ACQUISITION OF THE COMPANY'S OWN SHARES UNDER THE TERMS PROVIDED BY LAW, DEPRIVING OF EFFECT, TO THE EXTENT OF THE UNUSED AMOUNT, THE AUTHORISATION IN FORCE.**

**RESOLUTION EIGHT**

"To expressly authorise the Board of Directors, with express power of substitution and delegation, pursuant to the provisions of section 146 of the Companies Act, to carry out the derivative acquisition of shares of the Company upon the following terms:

1. The acquisitions may be made directly by the Company or indirectly through its subsidiaries, on the same terms set forth in this resolution.
2. The acquisitions shall be made through purchase and sale, exchange, or any other transaction permitted by law.
3. The acquisitions may be made, at any time, up to the maximum amount permitted by law.
4. The acquisitions may not be made at a price greater than the listing price of the shares or lower than the par value of the shares.
5. This authorisation is granted for a maximum period of five years from the adoption of this resolution.
6. The shareholders' equity resulting from the acquisition of shares, including those that the Company or the person acting in their own name but for the account of the Company has previously acquired and holds as treasury shares, shall not be less than the amount of share capital plus the reserves that are restricted under the law or the Articles of Association all pursuant to the provisions of letter b) of section 146.1 of the Companies Act.

It is expressly stated that the shares acquired pursuant to this authorisation may be disposed of, cancelled, or allocated to the remuneration systems provided for in

paragraph three of letter a) of Article 146.1 of the Companies Act (either through direct delivery, or as a result of the exercise of option rights by employees or Directors), as well as to develop programs to foster the acquisition of interests in the Company such as, for example, dividend reinvestment plans, loyalty bonuses, or similar instruments.

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

9. **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 NINE**

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

#### **RESOLUTION TEN**

*"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 de Madrid - Madrid, May 24, 2023