



**RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS OF  
DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. TO THE 2024  
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 2023.**

**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, 2023, as prepared by the Board of Directors on February 28, 2024.”*

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- 2. APPROVAL OF THE STATEMENT OF NON-FINANCIAL INFORMATION FOR FISCAL YEAR 2023.**

**RESOLUTION TWO**

*“To approve the statement of non-financial information relating to the fiscal year ended December 31, 2023, as prepared by the Board of Directors.”*

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- 3. APPROVAL OF THE PROPOSED ALLOCATION OF PROFIT/LOSS FOR FISCAL YEAR 2023.**

**RESOLUTION THREE**

*“To approve, pursuant to the proposal made by the Board of Directors on February 28, 2024, the allocation of profit/loss for fiscal year 2023 of Distribuidora Internacional de Alimentación, S.A., consisting of losses of €133.876.976,07, to prior years' losses.”*

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4. **APPROVAL OF THE CONDUCT OF BUSINESS BY THE BOARD OF DIRECTORS IN FISCAL YEAR 2023.**

**RESOLUTION FOUR**

*“To approve the management and conduct of business by the Board of Directors throughout the year ended December 31, 2023.”*

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**Auditor**

5. **REAPPOINTMENT OF ERNST & YOUNG, S.L. AS AUDITOR OF THE COMPANY AND ITS CONSOLIDATED GROUP FOR FISCAL YEAR 2024.**

**RESOLUTION FIVE**

*“To reappoint Ernst & Young, S.L. as auditor for Distribuidora Internacional de Alimentación, S.A. and its consolidated group for the 2024 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. **REAPPOINTMENT OF MR. JOSÉ WAHNON LEVY AS INDEPENDENT DIRECTOR OF THE COMPANY.**

**RESOLUTION SIX**

*“Reappoint Mr. José Wahnón Levy, for the bylaw term of two years, with the previous report of the Nomination and Remuneration Committee, with the category of independent director.”*

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7. **REAPPOINTMENT OF MS. GLORIA HERNÁNDEZ GARCÍA AS INDEPENDENT DIRECTOR OF THE COMPANY.**

**RESOLUTION SEVEN**

*“Reappoint Ms. Gloria Hernández García, for the bylaw term of two years, with the*

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*previous report of the Nomination and Remuneration Committee, with the category of independent director.”*

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**8. REAPPOINTMENT OF MS. LUISA DEPLAZES DE ANDRADE DELGADO AS INDEPENDENT DIRECTOR OF THE COMPANY.**

**RESOLUTION EIGHT**

*“Reappoint Ms. Luisa Deplazes de Andrade Delgado, for the bylaw term of two years, with the previous report of the Nomination and Remuneration Committee, with the category of independent director.”*

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**9. REAPPOINTMENT OF MR VICENTE TRIUS OLIVA AS INDEPENDENT DIRECTOR OF THE COMPANY.**

**RESOLUTION NINE**

*“Reappoint Mr. Vicente Trius Oliva, for the bylaw term of two years, with the previous report of the Nomination and Remuneration Committee, with the category of independent director.”*

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**10. REAPPOINTMENT OF MR. SERGIO ANTONIO FERREIRA DIAS AS OTHER EXTERNAL DIRECTOR OF THE COMPANY.**

**RESOLUTION TEN**

*“Reappoint Mr. Sergio Antonio Ferreira Dias, for the bylaw term of two years, with the previous report of the Nomination and Remuneration Committee, with the category of other external director.”*

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**11. REAPPOINTMENT OF MR. MARCELO MAIA TAVARES DE ARAÚJO AS OTHER EXTERNAL DIRECTOR OF THE COMPANY.**

**RESOLUTION ELEVEN**

*“Reappoint Mr. Marcelo Maia Tavares de Araújo, for the bylaw term of two years, with the previous report of the Nomination and Remuneration Committee, with the category of other external director.”*

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**12. RATIFICATION OF THE APPOINTMENT BY CO-OPTATION AND REAPPOINTMENT OF MR. ALBERTO GAVAZZI AS EXTERNAL PROPRIETARY DIRECTOR OF THE COMPANY.**

**RESOLUTION TWELVE**

*“To ratify the appointment by co-optation of Mr. Alberto Gavazzi, as resolved by the Board of Directors at the meeting held on January 19, 2024, and to reappoint him for the bylaw term of two years, with the previous report of the Nomination and Remuneration Committee, with the category of external proprietary director.”*

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**13. CONSULTATIVE VOTE ON THE ANNUAL REPORT ON DIRECTORS’ REMUNERATION FOR FISCAL YEAR 2023.**

**RESOLUTION THIRTEEN**

*“To approve, on a consultative basis, the annual report on directors’ remuneration of Distribuidora Internacional de Alimentación, S.A. for fiscal year 2023.”*

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**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.**

**RESOLUTION FOURTEEN**

*“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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**15. DELEGATION OF POWERS TO FORMALIZE, INTERPRET, RECTIFY AND IMPLEMENT THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS’ MEETING.**

**RESOLUTION FIFTEEN**

*“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*

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*Board of Directors and to the 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 23, 2024

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