



DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.
Extraordinary General Shareholders' Meeting

By resolution of the Board of Directors in its meeting held on 4 December 2024, the **Extraordinary General Shareholders' Meeting** of Distribuidora Internacional de Alimentación, S.A. (the "**Company**") is convened, to be held exclusively through telematic means, this means without physical attendance of shareholders, representatives or guests, representatives or guests, with only remote participation being possible (by granting a proxy or casting a vote prior to the celebration of the Extraordinary General Shareholders' Meeting) or by attending through electronic means, **on 27 December 2024 at 9:00 hours - CET.**

In accordance with the provisions of article 182 bis of the Spanish Companies Act, the Extraordinary General Shareholders' Meeting shall be deemed to be held at the registered office of the Company, located at calle Jacinto Benavente, 2-A, Edificio Tripark, 28232 Las Rozas de Madrid - Madrid.

AGENDA

1. Approval of refinancing transaction and authorization for the creation of security over assets of the Company for the purposes of Article 160 f) of the Spanish Companies Act.
2. Approval of the reverse split of the Company's shares. Grouping and cancellation of the shares into which the Company's share capital is divided at the time when this resolution is implemented, for the exchange of the existing shares for new shares, in the ratio of one (1) new share for every one thousand (1,000) pre-existing shares, increasing the nominal value of each share from EUR 0.01 to EUR 10.00. Capital reductions resulting from the grouping and cancellation of shares. Amendment of Article 5 of the Articles of Association. Delegation of powers.
3. Delegation of powers to formalize, interpret, rectify, and implement the resolutions adopted by the Extraordinary General Shareholders' Meeting.

PROPOSALS FOR RESOLUTIONS

Shareholders representing at least three percent of the share capital may 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 de Madrid - Madrid) within five days of the publication of this call notice.

RIGHT TO ATTEND AND RIGHT OF REPRESENTATION

All shareholders may attend the Extraordinary General Shareholders' Meeting by electronic means, regardless of the number of shares they own, provided they are registered on the relevant register of book entries at least five days in advance of the scheduled date of the Shareholders' Meeting.

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All shareholders entitled to attend the Extraordinary General Shareholders' Meeting may be represented by another person, who need not be a shareholder. Proxies must be granted in writing, by means of the completion and signature of the relevant attendance, proxy and voting card by the shareholder granting the proxy which they shall obtain from the IBERCLEAR member entities with which their shares are deposited.

ELECTRONIC ATTENDANCE

The Board of Directors has resolved, in accordance with the provisions of article 18.6 of the Bylaws and article 11.7 of the Shareholders' Meeting Regulations, that the meeting shall be held exclusively through telematic means.

Attendance to the Extraordinary General Shareholders' Meeting shall only be possible through electronic means, through the "Electronic Attendance" application, which will be available on the Company's website (www.diacorporate.com), in accordance with the following rules:

- (i) The attendance will be possible through the "Electronic Attendance" application which will be operative from 9:00 a.m. on the day before the date of the Extraordinary General Shareholders' Meeting (that is, from December 26, 2024) and until the meeting ends.
- (ii) In order to permit the appropriate management of the electronic attendance systems, shareholders wishing to attend the Extraordinary General Shareholders' Meeting must register through the aforementioned application by no later than 8:30 a.m. on the date of the Extraordinary General Shareholders' Meeting, identifying themselves with their electronic national identity card number (DNIE) or an electronic user 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 by means of a user name (which will be provided when completing the registration form) and password, attaching documentation which proves their identity.
- (iii) Shareholders who have registered in accordance with letter (ii) above and who wish to leave the Extraordinary General Shareholders' Meeting, placing it on record with the notary or personnel assisting the notary (or, in the absence thereof, with the secretary of the Extraordinary General Shareholders' Meeting), may do so using the form that will be provided for that purpose in the computer application.
- (iv) Shareholders attending electronically who intend to give a speech at the Extraordinary General Shareholders' Meeting and, as the case may be, make proposals for resolutions in the legally established cases or request information or clarification during the holding of the Extraordinary General Shareholders' Meeting, must do it through the manner established in the computer application from registration and until the end of the time saved for interventions, and this will be duly mentioned during the Meeting. Shareholders wishing to have their interventions recorded in the minutes of the meeting must expressly state in writing such circumstance using the computer application.
- (v) Valid requests for information or clarifications from shareholders attending remotely will be answered verbally during the Extraordinary General Shareholders' Meeting

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or within seven days following its conclusion, in accordance with the provisions of Article 182 of the Spanish Companies Act.

- (vi) Duly registered shareholders may cast their vote using the computer application on the terms established therein and according to the appropriate voting form as provided for in article 31 of the Regulations of the General Meeting of Shareholders.
- (vii) The period for electronic voting shall be open from such time as the Chairman of the Extraordinary General Shareholders' Meeting declares the meeting to be validly constituted and until the end of the Extraordinary General Shareholders' Meeting or such later time as may be specified, if applicable, by the Chairman of the meeting.

The Company reserves the right to adopt the appropriate measures in relation to the mechanisms for electronic attendance at the Extraordinary General Shareholders' Meeting when technical or security reasons so require or impose. 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. All of this is without prejudice to the adoption of any measures required by the circumstances, including the potential temporary suspension or postponement of the Extraordinary General Shareholders' Meeting, if necessary, to ensure the full exercise of rights by shareholders or their representatives.

REPRESENTATION AND VOTING USING MEANS OF DISTANCE COMMUNICATION

Shareholders may grant a proxy or cast their vote prior to the Extraordinary General Shareholders' Meeting by using the following means of 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 de Madrid – Madrid (Ref. Junta).
- b) Electronic correspondence: via the Company's website (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 (DNle). It will also be possible for shareholders to identify themselves by means of 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 Extraordinary General Shareholders' Meeting, that is, by no later than December 26, 2024, at 9:00 a.m.

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The delegation granted in accordance with the provisions of the preceding paragraphs may be revoked, provided it is done expressly and through the same means by which the representation was granted. The revocation shall be effective against the Company as long as it is received by the Company at least twenty-four (24) hours prior to the scheduled date of the Extraordinary General Shareholders' Meeting. Furthermore, attendance at the Extraordinary General Shareholders' Meeting, by a shareholder who has previously granted a proxy or voted using remote means of communication will render said proxy or vote null and void.

RIGHT OF INFORMATION

In accordance with the applicable legislation, it is placed on record that upon publication of this call notice, shareholders have the right to examine and obtain the following documents at the Company's registered office or request that a copy thereof be sent to them immediately and free of charge:

- The full text of the proposed resolutions formulated by the Board of Directors and the report issued by the Board of Directors in relation to item 2 on the agenda regarding the grouping of the number of outstanding shares or reverse stock split and the resulting share capital reductions and amendments to the Bylaws.

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

In accordance with the provisions of the Spanish Companies Act, up until the fifth day before the date scheduled for the Extraordinary General 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 de Madrid - 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) 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 Extraordinary General Shareholders' Meeting, or (ii) which is 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; or (iii) that are obtained by the recording of the Extraordinary General Meeting (i.e. image and voice)

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will be processed by Distribuidora Internacional de Alimentación, S.A. with address at Parque Empresarial de las Rozas - Edif. Tripark, calle Jacinto Benavente 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 Extraordinary General Shareholders' Meeting and the existing relationship with shareholders, and to manage and control the holding of the Extraordinary General Shareholders' Meeting, and meet its statutory obligations.

If a shareholder's attendance, proxy or distance voting card includes personal data referring to individuals other than the holder and if a third party attends the Extraordinary General 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 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, as well as, in the case of image and/or voice, in the legitimate interest of the Company.

The data will be disclosed to the Notary, if any, who attends the Extraordinary General 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).

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 by e-mail to the address proteccion.datos@diagroup.com. Moreover, we inform you that you may send an e-mail to 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, this is the Spanish Data Protection Agency. For more information, please visit www.aepd.es.

Las Rozas de Madrid, December 11, 2024. The Chairman, Benjamin J. Babcock.

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