

**RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS OF DISTRIBUIDORA
INTERNACIONAL DE ALIMENTACIÓN, S.A. TO THE 2025 ORDINARY GENERAL
SHAREHOLDERS' MEETING EXPECTED TO BE HELD ON 20 JUNE 2025**

Annual accounts, allocation of profit/loss and management

- 1. Approval of the financial statements and directors' reports, separate and consolidated, of the Company and its consolidated group, relating to financial year 2024.**

FIRST RESOLUTION

“To approve the individual annual accounts and management report of Distribuidora Internacional de Alimentación, S.A. and the consolidated annual accounts and management report of Distribuidora Internacional de Alimentación, S.A. and its subsidiaries, all of them relating to the financial year ended 31 December 2024, as prepared by the Board of Directors on 27 February 2025.”

- 2. Approval of the statement of non-financial information for financial year 2024.**

SECOND RESOLUTION

“To approve the non-financial information statement relating to the financial year ended 31 December 2024, as prepared by the Board of Directors.”

- 3. Approval of the proposed allocation of profit/loss for financial year 2024.**

THIRD RESOLUTION

“To approve, pursuant to the proposal made by the Board of Directors on 27 February 2025, the allocation of profit/loss for financial year 2024 of Distribuidora Internacional de Alimentación, S.A., consisting of losses of EUR 102,831,621.57, to prior year's losses.”

- 4. Approval of the conduct of business by the Board of Directors in financial year 2024.**

FOURTH RESOLUTION

“To approve the management and conduct of business by the Board of Directors throughout the financial year ended 31 December 2024.”

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Auditor

- 5. Re-election and appointment of the auditor.**

FIFTH RESOLUTION

- 5.1. Re-election of Ernst & Young, S.L. as auditor of the Company and its consolidated group for financial year 2025.**

“To re-elect Ernst & Young, S.L. as auditor for Distribuidora Internacional de Alimentación, S.A. and its consolidated group for the audit of the 2025 financial year.”

(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.)

It is noted for the record that Ernst and Young, S.L. has its registered office at Madrid, Calle Raimundo Fernández Villaverde, número 65, holds tax identification number (NIF) B-78970506 and is registered with the Commercial Registry of Madrid, in volume 9,364, general entry 8,130 of section 3 of the Companies Book, page 68, sheet 87,690-1, entry no. 1, and in the Official Register of Auditors (ROAC) under number S0530.

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

5.2. Appointment of Ernst & Young, S.L. as auditor of the Company and its consolidated group for financial years 2026, 2027 and 2028.

"To appoint Ernst & Young, S.L. as auditor for Distribuidora Internacional de Alimentación, S.A. and its consolidated group for the audit of the 2026, 2027 and 2028 financial years."

It is noted for the record that Ernst and Young, S.L. has its registered office at Madrid, Calle Raimundo Fernández Villaverde, número 65, holds tax identification number (NIF) B-78970506 and is registered with the Commercial Registry of Madrid, in volume 9,364, general entry 8,130 of section 3 of the Companies Book, page 68, sheet 87,690-1, entry no. 1, and in the Official Register of Auditors (ROAC) under number S0530

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

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Number of directors, re-election and appointment of directors.

6. Setting the number of members of the Board of Directors at ten.

SIXTH RESOLUTION

"To set at ten the number of members of the Board of Directors, in accordance with the provisions of Article 32 of the Articles of Association and within the limit established therein."

7. Re-election of Mr. Benjamin J. Babcock as proprietary director of the Company.

SEVENTH RESOLUTION

"To re-elect Mr Benjamin J. Babcock, for the bylaw term of two years, as proposed by the Nomination and Remuneration Committee, with the category of proprietary director."

8. Appointment of Ms. Rut Aranda Carmona as a new independent director of the Company.

EIGHTH RESOLUTION

"To appoint Ms Rut Aranda Carmona, for the bylaw term of two years, as proposed by the Nomination and Remuneration Committee, with the category of independent director."

9. Appointment of Ms. Sara María Díez Jauregui as a new independent director of the Company.

NINTH RESOLUTION

(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.)

“To appoint Ms Sara María Díez Jauregui, for the bylaw term of two years, as proposed by the Nomination and Remuneration Committee, with the category of independent director.”

10. Appointment of Ms María Paloma Pérez Sánchez as a new independent director of the Company.

TENTH RESOLUTION

“To appoint Ms María Paloma Pérez Sánchez, for the bylaw term of two years, as proposed by the Nomination and Remuneration Committee, with the category of independent director.”

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Directors’ remuneration

11. Consultative vote on the annual report on directors’ remuneration for the financial year 2024.

ELEVENTH RESOLUTION

“To approve, on a consultative basis, the annual report on directors’ remuneration of Distribuidora Internacional de Alimentación, S.A. for the financial year 2024.”

12. Approval of the New Remuneration Policy.

TWELFTH RESOLUTION

“To approve, in accordance with the provisions of Article 529 novodecies of the Spanish Companies Act and in accordance with the reasoned proposal approved by the Board of Directors, accompanied by the mandatory report of the Appointments and Remuneration Committee, the remuneration policy for directors and the terms set forth therein, which shall be applicable from the date of its approval and during the financial years 2026, 2027 and 2028.

With regard to the remainder of the 2025 financial year, from the date of its approval by the General Shareholders’ Meeting, this Remuneration Policy shall replace and supersede the text of the remuneration policy applicable for them 2023, 2024 and 2025 financial years, which was approved at the Ordinary General Shareholders’ Meeting held on 7 June 2022. All of the above is without prejudice to the remuneration accrued under the previous remuneration policy for directors, including the delivery of shares pending settlement to directors, which will be made in accordance with the provisions of that policy.

The full text of the Remuneration Policy for directors has been made available to shareholders since the date of publication of the notice convening the General Shareholders’ Meeting.”

13. Amendment of Article 38.4 of the Company’s Articles of Association.

THIRTEENTH RESOLUTION

“It is resolved to amend Article 38.4 of the Company’s Articles of Association for the purpose of adapting its wording to the new obligation included in the remuneration policy, so that it now reads as follows:

Article 38.- Directors' compensation

1. The members of the board of directors will receive, as such directors, a compensation which will amount to an annual quantity which will be determined by the general meeting for board of directors as a whole. This compensation will consist of a fixed monthly stipend and per diems for attending meetings of the board of directors and its committees. The maximum amount of compensation to be paid by the Company to its directors in these categories will be the amount determined for that purpose by the general shareholders meeting, which will remain in effect until an amending resolution is adopted.

2. The board of directors, within the maximum set by the general shareholders meeting, will fix each financial year the specific amount to be received by each of the directors, it being permissible for it to vary the amount to be received by each of them taking into consideration the duties and responsibilities conferred on each director, the membership of board committees and any other objective circumstance that the board of directors deems relevant.

3. Executive directors will receive, for the performance of executive duties, or any other that may be conferred on them irrespective of the title, the compensation that the board determines. Such compensation will be adjusted to the policy on directors' remuneration approved by the general meeting and will be reflected in the relevant contract entered into by the director and the Company.

In particular, and without limitation, the compensation foreseen in this section, subjected to the aforementioned remuneration policy, may consist of fixed salaries, variable compensations (depending on the achievement of corporate objectives and/or individual performance), dismissal compensations for reasons other than the noncompliance of duties, pensions, insurances, welfare systems, deferred remuneration concepts and compensation formulas in the form of shares or options thereon or indexed to the value of the shares, set forth for those members of the board of directors who perform executive duties.

4. In the framework of the remuneration policy, inside or executive directors may be compensated with the delivery of shares of the Company or another group company, options thereon or instruments or any other compensation indexed to their value.

All other directors may be compensated with the delivery of shares, as long as they undertake to hold the shares until expiration of their office or until such later date as may be set forth in the remuneration policy which is approved by the General Shareholders' Meeting. Nevertheless, this rule will not be applicable to the shares which the directors need to transfer, as the case may be, to pay any costs related to their acquisition.

When dealing with shares of the Company or instruments indexed to the value thereof, the compensation must be resolved by the general shareholders meeting. The resolution, if applicable, will state the maximum number of shares to be delivered, the price of exercise or the system to determine the price of exercise of the stock options, the value of the shares, if applicable, to be taken as a reference and the term of the plan.

5. The compensation of directors will be stated in the report, broken down by each director."

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Allocation of reserves and capital reduction by reducing the nominal value of shares

(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.)

14. Allocation of reserves and capital reduction in order to restore the balance and net equity structure of the Company.

FOURTEENTH RESOLUTION

“14.1 Allocation of reserves to offset losses.

A. Allocation of “share premium” and “other non-distributable reserves” to offset losses

In view of the Company’s individual balance sheet as of 31 December 2024, approved under agenda item 1, the Company has the following reserves:

- (i) ‘share premium’, amounting to 1,058,872,572.94 euros;*
- (ii) ‘other non-distributable reserves’ amounting to 1,866,730.00 euros;*
- (iii) ‘voluntary reserves’ for a negative amount of -1,351,285.25 euros;*

According to this balance sheet, the “negative results from previous years” account amounts to a negative figure of -1,106,082,160.28 euros, and the “result for the year” account amounts to a negative figure of -102,837,861.20 euros (the General Shareholders’ Meeting will approve the proposal to apply these losses for financial year 2024 to “negative results from previous years”).

The General Shareholders’ Meeting agrees to allocate:

- (i) the entire amount of the aforementioned “share premium” account, amounting to 1,058,872,572.94 euros; and*
- (ii) the amount of the “other non-distributable reserves” account that exceeds the net accounting value of the goodwill recorded under the Company's assets (i.e. 1,845,403.00 euros);*

to partially offset the item “negative results from previous years”.

It should be noted that, after allocating these reserves to offset losses, the “negative results from previous years” account will amount to a negative figure of -45,364,184.34 euros, while the amount of the “result for the period” account will remain at a negative figure of -102,837,861.20 euros.

It is also stated for the purposes of Article 322.2 of the Spanish Companies Act, that in the event that the proposed resolution under item 14.1 of the agenda is approved, the Company will not have any voluntary reserve or legal reserve, and once the Share Capital Reduction proposed under item 14.2 of the agenda has been carried out, the legal reserve will not exceed 10% of the share capital.

The effectiveness of this agreement is subject to the condition precedent of the approval of item 1 of the agenda.

B. Delegation of powers

Without prejudice to the specific delegations of powers contained in other items on the agenda (which should be understood to have been granted with express powers of substitution and sub-delegation), it is resolved to delegate in favour of the Board of Directors, as broadly as may be appropriate in law, with express powers of substitution in the Chairman or Secretary of the Board of Directors, the powers to carry out all actions and formalities that may be necessary or merely convenient to achieve the

execution and successful completion of this resolution and, in particular, by way of illustration only, the following:

- (i) To develop, supplement and interpret this agreement.*
- (ii) To carry out all acts necessary to comply with the requirements of the Spanish Companies Act and other applicable regulations.*
- (iii) To carry out the acts and formalities necessary to obtain the consents and authorisations required for the full effectiveness of this agreement.*
- (iv) To carry out on behalf of the Company any action, procedure, declaration or management required before the CNMV, the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), the Governing Bodies of the Stock Exchanges and any other public or private body or entity or registry, Spanish or foreign, in relation to this agreement.*
- (v) Draft and publish any announcement in connection with this resolution that may be necessary or appropriate, including notices of inside information or other relevant information, the announcement in the Official Gazette of the Commercial Registry, announcement on the Company's website, announcements in the press or in the Listing Reports of the Spanish Stock Exchanges.*
- (vi) To execute such public and private documents as may be appropriate for the total or partial execution of the agreement and the power to carry out such acts as may be appropriate in relation to the foregoing agreements in order to register the same in the Commercial Registry and in any other registers, including, in particular, and among other powers, to appear before a notary public to execute the public deeds and notarial acts necessary or appropriate for this purpose, to correct, rectify, ratify, interpret or supplement the resolutions and to execute any other public or private document that may be necessary or appropriate until full registration of the resolutions adopted by the General Shareholders' Meeting is achieved, without the need for a new resolution.*
- (vii) To correct, clarify, interpret, specify or supplement the resolutions adopted by the General Shareholders' Meeting, or those contained in any deeds or documents granted in execution thereof and, in particular, any defects, omissions or errors, of substance or form, that prevent the resolutions and their consequences from being registered with the Commercial Registry, the Official Registry of the CNMV or any others, including in this case the power to adjust the amount by which the losses are offset if, in view of the classification of the Commercial Registry, this is necessary because it is not possible to apply any of the reserves set aside for this purpose.*
- (viii) In general, the power to carry out such acts and sign such public or private documents as may be necessary or advisable in the opinion of the Board of Directors or whoever may have received, where appropriate, its delegation, for the full effectiveness and fulfilment of the foregoing resolutions.*

14.2 Reduction of the share capital by 290,294,490 euros, by reducing the nominal value of the Company's shares from 10 euros to 5 euros per share in order to (i) offset losses, (ii) allocate to the legal reserve and (iii) allocate to an unrestricted reserve. Amendment of Article 5 of the Company's Articles of Association.

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A. Reduction of the Company's share capital by reducing the nominal value of the shares

Following the allocation reserves to offset losses under resolution 14.1 above, it is proposed to the General Shareholders' Meeting to reduce the share capital by 290,294,490 euros, that is, from 580,588,980.00 euros to 290,294,490.00 euros, by reducing the nominal value of all ordinary shares with voting rights comprising the share capital from the current 10.00 euros per share to 5.00 euros per share.

This share capital reduction is based on the Company's individual balance sheet as of 31 December 2024, approved under item 1 of the agenda and submitted for verification by the Company's auditor, Ernst & Young, S.L., as shown in the audit report issued by this firm on 27 February 2025. Said balance sheet and auditor's report will be incorporated into the public deed of share capital reduction.

The purpose of the share capital reduction is:

- (i) offset the entire "negative results from previous years" account, which after (a) the approval of the proposed allocation of results under item 3 of the agenda and (b) the allocation of reserves pursuant to item 14.1 above, amounts to a negative figure of -148,202,045.54 euros;*
- (ii) to allocate to the Company's legal reserve in the amount of 29,029,449.00 euros, which will represent 10% of the Company's share capital after the implementation of the share capital reduction; and*
- (iii) to allocate to an unrestricted reserve of the Company in the amount of 113,062,995.46 euros.*

This share capital reduction resolution affects all the shares comprising the capital of the Company in proportion to their nominal value and, consequently, will not affect the voting or economic rights of shareholders.

The amount of the legal reserve does not exceed 10% of the share capital of the Company resulting from the share capital reduction.

Pursuant to Article 335 of the Spanish Companies Act, the Company's creditors may not oppose to the amount of the reduction of share capital intended to offset losses (148,202,045.54 euros) or to the amount of the reduction of share capital intended to be allocated to the legal reserve (29,029,449.00 euros).

The Company's creditors may oppose to the amount of the share capital reduction intended to be allocated to unrestricted reserves (113,062,995.46 euros) within a period of one month from the publication of the last of the announcements of the share capital reduction in the Official Gazette of the Commercial Registry, on the Company's website and in a newspaper with wide circulation in the province in which the Company has its registered address. After the one-month opposition period described above has elapsed, the Company shall carry out the formalisation acts necessary for the execution of the share capital reduction.

The effectiveness of this resolution is subject to the condition precedent consisting of the approval of items 1 and 14.1 on the agenda of the General Shareholders' Meeting.

B. Amendment of Article 5 of the Articles of Association

As a consequence of the foregoing, Article 5 of the Company's Articles of Association shall be amended

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to reflect the amount of the resulting share capital reduction in accordance with section 1 above.

The article shall therefore read as follows:

“Article 5.- Share capital

1. The share capital amounts to TWO HUNDRED AND NINETY MILLION TWO HUNDRED AND NINETY-FOUR THOUSAND FOUR HUNDRED AND NINETY EUROS (290,294,490.00 euros) and is fully subscribed and paid up.

2. The share capital is made up of FIFTY-EIGHT MILLION FIFTY-EIGHT THOUSAND EIGHT HUNDRED AND NINETY-EIGHT (58,058,898) shares with a nominal value of FIVE EUROS (EUR 5.00), each belonging to the same class.”

C. Delegation of powers

Without prejudice to the specific delegations of powers contained in other items on the agenda (which should be understood to have been granted with express powers of substitution and sub-delegation), it is resolved to delegate in favour of the Board of Directors, as broadly as may be appropriate in law, with express powers of substitution in the Chairman or Secretary of the Board of Directors, the powers to carry out all actions and formalities that may be necessary or merely convenient to achieve the execution and successful completion of this resolution and, in particular, by way of illustration only, the following:

- (i) To develop, supplement and interpret this agreement.*
- (ii) To carry out all acts necessary to comply with the requirements of the Spanish Companies Act and other applicable regulations.*
- (iii) To carry out the acts and formalities necessary to obtain the consents and authorisations required for the full effectiveness of this agreement.*
- (iv) To carry out on behalf of the Company any action, procedure, declaration or management required before the CNMV, the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), the Governing Bodies of the Stock Exchanges and any other public or private body or entity or registry, Spanish or foreign, in relation to this agreement.*
- (v) Draft and publish any announcement in connection with this resolution that may be necessary or appropriate, including notices of inside information or other relevant information, announcement in the Official Gazette of the Commercial Registry, announcement on the Company’s website, announcements in the press or in the Listing reports of the Spanish Stock Exchanges.*
- (vi) To execute such public and private documents as may be appropriate for the total or partial execution of the agreement and the power to carry out such acts as may be appropriate in relation to the foregoing agreements in order to register the same in the Commercial Registry and in any other registers, including, in particular, and among other powers, to appear before a notary public to execute the public deeds and notarial acts necessary or appropriate for this purpose, to correct, rectify, ratify, interpret or supplement the resolutions and to execute any other public or private document that may be necessary or appropriate until full registration of the resolutions adopted by the General Shareholders’ Meeting is achieved, without the need for a new resolution.*

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- (vii) *To correct, clarify, interpret, specify or supplement the resolutions adopted by the General Shareholders' Meeting, or those contained in any deeds or documents granted in execution thereof and, in particular, any defects, omissions or errors, of substance or form, that prevent the resolutions and their consequences from being registered with the Commercial Registry, the Official Registry of the CNMV or any others, including in this case the power to adjust the distribution of the items to which the amount of the capital reduction is allocated (between loss compensation, legal reserve and available reserve), as well as the power to separate the different items to which the amount of the capital reduction is allocated in different resolutions.*
- (viii) *In general, the power to carry out such acts and sign such public or private documents as may be necessary or advisable in the opinion of the Board of Directors or whoever may have received, where appropriate, its delegation, for the full effectiveness and fulfilment of the foregoing resolutions."*

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Calling of Extraordinary General Shareholders' Meetings and delegation of powers

- 15. Approval, until the holding of next year's Ordinary General Meeting, of the reduction to fifteen days of the notice period for calling Extraordinary Shareholders' General Meetings, in accordance with Article 515 of the Spanish Companies Act.**

FIFTEENTH RESOLUTION

"To approve, until the holding of the Ordinary General Shareholders' Meeting of next year, the reduction to fifteen days of the notice period for calling Extraordinary General Shareholders' Meetings, in accordance with Article 515 of the Spanish Companies Act."

- 16. Delegation of powers to formalise, interpret, rectify and execute the resolutions adopted by the General Shareholders' Meeting.**

SIXTEENTH RESOLUTION

"Without prejudice to the powers delegated in the foregoing resolutions, to grant powers to the Board of Directors, with express powers to subdelegate, to the Chairman and the Secretary of the Board of Directors, as broadly as may be required by law, so that any of them may implement the foregoing resolutions, for which purpose they may: (i) establish, interpret, clarify, complete, develop, modify, rectify errors or omissions and adapt the foregoing resolutions to the verbal or written assessment of the Commercial Registry or any competent authority, public official or entity; (ii) prepare and publish the legally required notices; (iii) have the foregoing resolutions notarized and execute any public and/or private document deemed necessary or appropriate for their implementation; (iv) submit any documentation with 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 with the Commercial Registry or any other competent registry."

Las Rozas de Madrid - Madrid, 19 May 2025