



TO THE NATIONAL SECURITIES MARKET COMMISSION

Pursuant to the provisions of article 227 of Law 6/2023, of 17 March, of the Spanish Securities Markets and Investment Services, Distribuidora Internacional de Alimentación, S.A. (“**DIA**” or the “**Company**”) hereby announces and makes public the following:

OTHER RELEVANT INFORMATION

This communication is published as a supplement to the Other Relevant Information published on the date hereof, which includes the call notice of the General Shareholders’ Meeting of the Company to be held on 20 June 2025 as annex (the “**2025 General Shareholders’ Meeting**”), in order to disclosed the following matters:

1. Letter of the Chairman of the Board of Directors

Attached hereto is a letter from the Chairman of the Board of Directors, Mr Benjamin J. Babcock, in which he addresses matters relating to the Company and its business, as well as matters concerning the 2025 General Shareholders’ Meeting.

2. Changes in the composition of the Board of Directors and Committees of the Company

The Board of Directors of the Company, at its meeting held on 19 May 2025, has approved, among other matters, the following resolutions:

Composition of the Board of Directors

- Acknowledgement and acceptance of the resignation of Mr Marcelo Maia Tavares de Araújo as director of the Company, effective as of 20 June 2025, after the meeting of the Board of Directors scheduled on such day.

Mr. Marcelo Maia Tavares has motivated his resignation (i) on strategic grounds, in light of the evolution of the DIA Group’s business and new corporate context following DIA Group’s divestment of its Brazilian operations, in May 2024, and (ii) with the aim of facilitating the alignment of the Board of Directors to the Company’s current and future priorities.

- Acknowledgement and acceptance of the resignation of Mr Benjamin J. Babcock as Chairman of the Board of Directors of the Company, effective after the 2025 General Shareholders’ Meeting. Mr Benjamin J. Babcock will remain as proprietary director of the Company subject to his re-election by the 2025 General Shareholders’ Meeting.
- Appointment of Mr Alberto Gavazzi as Chairman of the Board of Directors of the Company, replacing Mr Benjamin J. Babcock, effective after the 2025 General Shareholders’ Meeting, and with the favourable report from the Appointments and Remuneration Committee.
- Propose to the 2025 General Shareholders’ Meeting the appointment of Ms. Rut Aranda Carmona, Ms. Sara María Díez Jáuregui and Ms. María Paloma Pérez Sánchez as new independent directors for the statutory term of two (2) years.



Composition of the Appointments and Remuneration Committee

- Acknowledgement and acceptance of the resignation of Mr Marcelo Maia Tavares de Araújo from his position as member of the Company's Appointments and Remuneration Committee, with effect from 20 June 2025, after the meeting of the Board of Directors scheduled on such day.
- Increase the number of members of the Appointments and Remuneration Committee from 3 to 4 members, effective after the 2025 General Shareholders' Meeting.
- Appointment of Ms Rut Aranda and Ms María Paloma Pérez Sánchez as new members of the Appointments and Remuneration Committee, subject to their appointment as directors by the 2025 General Shareholders' Meeting.

Audit and Compliance Committee

- Increase the number of members of the Audit and Compliance Committee from 3 to 4 members, effective after the 2025 General Shareholders' Meeting.
 - Appointment of Ms Sara María Díez Jauregui as a new member of the Audit and Compliance Committee, subject to her appointment as a director by the 2025 General Shareholders' Meeting.
3. *Composition of the Board of Directors and the Committees following the corresponding approvals*

In light of the above, and assuming that items 6 to 10 on the agenda of 2025 General Shareholders' Meeting are approved, it is hereby reported the composition of the Board of Directors and its Committees:

Board of Directors

- Mr Alberto Gavazzi (Chairman - proprietary director)
- Mr Benjamin J. Babcock (Member - proprietary director)
- Ms Gloria Hernández (Member - independent director)
- Ms Luisa Delgado (Member - independent director)
- Mr José Wahnnon (Member - independent director)
- Mr Sergio Días (Member - other external director)
- Mr Vicente Trius (Member - independent director)
- Ms Rut Aranda (Member - independent director)
- Ms Sara María Díez Jauregui (Member - independent director)
- Ms María Paloma Pérez Sánchez (Member - independent director)

Appointments and Remuneration Committee

- Ms Luisa Delgado (Chairperson)
- Mr Vicente Trius (Member)
- Ms Rut Aranda (Member)



- Ms María Paloma Pérez Sánchez (Member)

Audit and Compliance Committee

- Ms Gloria Hernández (Chairperson)
- Mr José Wahnnon (Member)
- Mr Sergio Días (Member)
- Ms Sara María Díez Jauregui (Member)

4. Press release

Attached hereto is a press release prepared by the Company in relation to different matters.

Las Rozas de Madrid, 20 May 2025.

Distribuidora Internacional de Alimentación, S.A.

Patricio Morenés Hoyos
Secretary non-Director

Letter from Mr. Benjamin J. Babcock Chairperson of Grupo Dia Board of Directors, addressing matters relating to the Company and its business, as well as the 2025 Ordinary General Shareholders' Meeting.

20 May 2025

Dear shareholder:

I write to you pleased to report that 2024 marked the completion of a multi-year transformation of Grupo DIA. The “north star” guiding Dia, its employees, franchisees and Board of Directors has always been our unique customer proximity and the delivery of sustainable long-term value creation for our shareholders.

Today, Grupo Dia has entered a new chapter. The company has a focused and profitable business built around two strong brands in Spain and Argentina. It has a winning customer value proposition built around proximity, a differentiated franchise model and a performance driven culture. It has deleveraged and refinanced its debt. It has an ambitious long-term strategic plan. It is communicating its story widely. Dia's share price is improving. Over the last year, Dia has pivoted from a transformation to growth agenda and is accelerating its leadership as the proximity champion in Spain and Argentina. The future is truly exciting.

As I set out on the Dia's Capital Markets Day on 20 March 2025, Dia has had the right Board of Directors to get to where it is today. However, we must recognize that Dia has evolved, and its board composition needs to reflect that. With this goal, the Nomination and Remuneration Committee undertook a rigorous assessment of the skills, experience and profile of our Board today and what is required to deliver on the objectives of Dia's 2025–29 Strategic Plan 'Growing Every Day'. We must ensure the Board has the skills, experience and profile which is aligned with Dia's future ambitions so decisions are taken in the best interest of the company and our shareholders. Independence of decision making must continue to be a hallmark of how Dia's Board operates. This is strongly endorsed by our reference shareholder, LetterOne.

With this in mind, we are setting out changes to be proposed in connection with the Ordinary General Shareholders' Meeting on June 20. Collectively, these represent a transformative renewal of the Board:

- The size of the Board will be increased to 10 directors from 8 currently. This is being undertaken to bring in new directors who will enrich the skills matrix and diversity on the Board.
- Marcelo Maia, whose leadership and experience has been critical to the Board, especially in Brazil, will step down from the Board in connection with the AGM.

- Three new independent directors are being proposed, resulting in an ambitious renewal of Board profiles for the next stage of Dia's development. These proposed directors - Rut Aranda, Sara Díez Jauregui, and Paloma Pérez - bring extensive knowledge of the retail sector and expertise in key areas such as digitalization, customer personalisation, branding, sustainability, and supply chain management: all critical to the delivery of Dia's value proposition to its customers and shareholders.
- Changes to director remuneration are proposed to address the overall coherence of the policy and improve the alignment between directors and shareholder interests. Dia thereby affirms its leadership role in the Spanish market in its approach to director compensation.

Consistent with Dia's pivot to a growth-driven strategy and focus on operational execution of its strategic plan, I will transition the role of Chair of the Board of Directors to Alberto Gavazzi following the Ordinary General Shareholders' Meeting. When I became Chair, I did so with a firm commitment to successfully complete Dia's transformation. That commitment has been delivered upon. Alberto, who joined the Board in early 2024, is deeply familiar with the company and its strategy having played an important role in the development of the 2025 – 2029 Strategic Plan. He brings the operational experience and growth mindset that aligns with holding management accountable for the delivery of Dia's long term value creation. I will remain on the Board as a proprietary director and the lead representative of LetterOne, our reference shareholder.

I am proud to emphasize that, if approved by the Ordinary General Shareholders' Meeting, 70% of Dia's Board of Directors will be independent directors, and female representation will reach 50%, exceeding in both cases the good governance recommendations for listed companies in Spain. Furthermore, since Dia is today a more focused Spanish business, it is appropriate that the Board better reflects that reality.

This proposal for Board renewal and the changes I have set out reaffirms our commitment to strong, independent and transparent governance focused on long-term value creation for our shareholders. The new remuneration policy marks another step towards greater alignment between financial performance, long-term results and Board compensation.

Dia has strong foundations to continue its evolution — always with focus on the customer as our guiding light. Every decision, every investment, every step we take is aimed at making Dia an important part of our customers life, by improving the customer experience, solidifying our relevance, proximity, and trust.

I am confident that both the Management Committee and the Board of Directors are well prepared to lead this next phase. And with your continued trust, we will keep building a stronger, more focused Dia. A business that matters to our customers, employees, suppliers, franchisees, the communities in which we operate and our shareholders. A business that will be resilient and successful.

Thank you for being part of this journey. With sincerity and commitment.

Mr. Benjamin J. Babcock

Chairperson of Grupo Dia Board of Directors

Grupo Dia proposes a transformative Board renewal to further strengthen its governance and support the ambitions of its 2025-29 Strategic Plan

/ The Board proposes to the General Shareholders' Meeting the appointment of three independent directors who add the leadership, experience and skills, needed for the new phase of accelerated growth.

/ Following approval, the Grupo Dia Board of Directors will be made up of 10 members, 70% of whom will be independent directors and 50% of whom will be women, exceeding in both cases the corporate governance recommendations for listed companies in Spain.

/ Following the Ordinary General Shareholders Meeting to be held on June 20, Benjamin J. Babcock who, as Chairperson of the Board of Directors, has overseen the successful delivery of Dia's transformation, will transition the role of Chairperson to Alberto Gavazzi, currently a proprietary director. Gavazzi's operational experience and growth mindset aligns with Dia's pivot to a growth agenda. Babcock will remain on the Board as a proprietary director and LetterOne's principal representative on our Board.

May 20th, Las Rozas, Madrid. Grupo Dia will hold its Ordinary General Shareholders' Meeting on June 20 at its headquarters in Las Rozas, Madrid.

The agenda proposed for the General Shareholders' Meeting reflects significant progress in commitments related to strengthening corporate governance, notably through a further increase in Independent Directors whereby the total number of Directors increase from 8 to 10, and Marcelo Maia is retiring from the Board. The Board proposes the appointment of three independent directors who will provide the leadership, skills, and focus needed for the company's current phase of accelerated growth. They are **Rut Aranda, Sara Díez Jauregui, and Paloma Pérez**, three individuals with solid track records and extensive knowledge of the retail sector and expertise in key areas such as digitalization, customer understanding, branding, sustainability, and supply chain management.

Rut Aranda Carmona is an executive with over 20 years of experience in the fast-moving consumer goods (FMCG) sector, where she has held top-level leadership positions, including CEO of Cerealto Siro Foods, a multinational company with operations in Europe and the Americas, and board member at Cerealto Siro and Gelato d'Italia. She is currently a board member at Grupo Durania and the Mexican company Cereales y Pastas S.A., and also serves as an independent advisor to investment funds such as Afendis Capital Partners.

Sara Díez Jauregui is an executive and strategic advisor with over 20 years of international experience in the fashion, sports retail, and digital platforms sectors at leading companies such as Zara (Inditex), Nike, and Zalando. She is currently CEO of The Post Fiber, a firm that promotes circular economy initiatives and is a leader in the sustainable transformation of the textile industry and sits on the board of directors of Revolution Race and Circulose.

Paloma Pérez is an executive with more than 30 years of national and international experience in listed and unlisted private equity companies in Europe and America in the consumer and distribution sectors. She is currently CEO and managing director of Forus for Spain, Italy, and Portugal.

The Board thanks Marcelo Maia for circa 4.5 years of dedicated service and valuable contributions to Dia as Other External Director.

With its transformative proposal to renew its Board, Grupo Dia affirms its position as a company with first-class governance and a firm commitment to diversity in its broadest sense of relevant skills, experiences and profiles. The new composition, which involves increasing the number of seats on the Board from 8 to 10, entails an increased female **representation to 50% and that of independent members to 70%**, both exceeding the recommendations of the Good Governance Code and the law applicable to listed companies in Spain.

Proposed changes to director remuneration will further improve the alignment of interest between directors and shareholder interests as it is proposed to now pay out one third of the total fees through restricted shares.

Collectively, the proposed changes reflect the company's desire to align itself with best practices in corporate governance and to equip itself with a governing body with the independence, skills, and alignment appropriate to drive its 2025-29 Strategic Plan.

Consistent with Dia's pivot to a growth strategy and focus on operational execution of its Strategic Plan, the role of Chairperson of the Board will transition from Benjamin Babcock to Alberto Gavazzi following the Ordinary General Meeting. Babcock took on the role of Chairperson with a firm commitment to successfully complete Dia's transformation. That commitment has been delivered upon. Gavazzi is deeply familiar with the company and its strategy having played an important role in the development of the 2025 – 2029 Strategic Plan. He brings the operational experience and growth mindset that aligns with the delivery of Dia's long term value creation. Babcock will remain on the Board as a proprietary

director and the lead representative of LetterOne, our reference shareholder.

All in all, this coherent and orderly transition reflects the fulfilment of a key commitment: to have a Board that is prepared to shape strategic direction, oversee its execution and ensure the creation of sustainable long-term value for shareholders and other stakeholders.

Following its approval **by the General Shareholders' Meeting**, the Board of Directors of Grupo Día will be composed of 10 members:

- Alberto Gavazzi, proprietary director and Chairperson of the Board.
- Benjamin J. Babcock, proprietary director and member of the Board.
- Gloria Hernández, independent director and member of the Board.
- Luisa Delgado, independent director and member of the Board.
- José Wahnnon, independent director and member of the Board.
- Sergio Días, external director and member of the Board.
- Vicente Trius, independent director and member of the Board.
- Rut Aranda, independent director and member of the Board.
- Sara Díez Jauregui, independent director and member of the Board.
- Paloma Pérez Sánchez, independent director and member of the Board.

The **Board Committees** will be composed of:

Appointments and Remunerations Committee (CNR):

- Luisa Delgado (Chairperson)
- Vicente Trius (member)
- Rut Aranda (member)
- Paloma Pérez (member)

Audit and Compliance Committee (CAC):

- Gloria Hernández (Chairperson)
- José Wahnnon (member)
- Sergio Días (member)
- Sara Díez Jauregui (member)

"This proposal for Board renewal and the changes I have set out reaffirms our commitment to strong, independent and transparent governance focused on long-term value creation for our shareholders", emphasized **Benjamin J. Babcock, Chairperson of Grupo Día Board of Directors**, in a letter sent to shareholders through the National Securities Market Commission (CNMV).

Other items on the Agenda

Other ordinary items will also be submitted for approval by the Meeting, such as the approval of the financial statements and reports for the 2024 financial year, the re-election of the auditor, and the approval of the New Remunerations Policy.

A capital reduction will be proposed to clean up and rebalance the composition of the Company's net equity, conditioned by the accumulated results of previous business years.

It is important to note that this capital reduction will be carried out by adjusting the nominal value of the shares, without this adjustment entailing any change in the rights of the shareholders or in the number of shares in circulation, nor any reduction in their equity, and therefore should not in itself affect the market value of the shares.

About Grupo Día

Every day closer

We are Grupo Día, the leading network of convenience stores with over 3,300 locations in Spain and Argentina. We are the neighbourhood shop, providing a convenient, fast, and comprehensive shopping experience close to home, offering high-quality products at affordable prices, both through our physical stores and our online channel.

Our first Día store opened its doors in Madrid in 1979. Today, four decades later, with proximity as our strength and diversity as our banner, the more than 17,000 people who make up our team in stores, warehouses, and offices, along with the 17,000 members of our franchise network, are driven by a shared purpose: to be ever closer each day to offer great quality within everyone's reach. Together, we have built a company that has been listed on the Spanish stock exchange since 2011 and achieved a turnover of €6.901 billion in 2024.

To achieve our purpose, we rely on a strong network of suppliers, with 96% of our purchases made locally. This allows us to offer our more than 10 million loyal customers worldwide accessible and affordable food, with a comprehensive range, a clear focus on fresh products, and a top-quality Día brand.

<https://diacorporate.com/>

#CadaDiaMásCerca

Linkedin: [Grupo Día](#)

For further information:

Grupo Día | Ainhoa Murga | ainhoa.murga@diagroup.com

+34 608 710 511

Communication Día España

comunicacion@diagroup.com

