



## **REPORT ON THE PROPOSED APPOINTMENT OF MS. RUT ARANDA CARMONA AS AN INDEPENDENT DIRECTOR OF DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. REFERRED TO IN ITEM 8 OF THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 20 JUNE 2025**

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This report is issued jointly by the Appointments and Remuneration Committee and by the Board of Directors of Distribuidora Internacional de Alimentación, S.A. ("**DIA**" or the "**Company**") in order to comply with the provisions of article 529 decies of the Spanish Capital Companies Law in relation to the proposal to the General Shareholders' Meeting to appoint Ms. Rut Aranda Carmona as an independent director of the Company, which is submitted to the General Shareholders' Meeting under item 8 of its agenda.

Article 529 decies, in paragraph 4, establishes that the proposal for the appointment or re-election of independent directors is the responsibility of the appointments and remuneration committee and, in paragraph 5, requires that the proposal be accompanied, in any case, by a justifying report from the board in which the competence experience and merits of the proposed candidate are assessed, which will be attached to the minutes of the general meeting or of the board itself.

In accordance with the requirements of the law and in the interest of greater transparency, this report, together and integrated to facilitate its reading and consideration, incorporates the proposal of the Appointments and Remuneration Committee of DIA to appoint Ms. Rut Aranda Carmona as an independent director of the Company, as well as the justification of the Board of Directors on said appointment, valuing the competence, experience and merits of the candidate, for its submission to the General Shareholders' Meeting. In this regard, the following proposal is submitted to the General Shareholders' Meeting:

*"To appoint Ms. Rut Aranda Carmona as a director for the statutory period of two years, at the proposal of the Appointments and Remuneration Committee, with the category of independent director."*

### **1.- REASONED PROPOSAL OF THE APPOINTMENTS AND REMUNERATION COMMITTEE**

It is expressly stated that the proposal for the appointment of Ms. Rut Aranda Carmona as an independent director of the Company stems from the Appointments and Remuneration Committee in accordance with the requirements of article 529 decies.4 of the Capital Companies Act.

#### **1.1. Structure and composition of the Board of Directors**

The Appointments and Remuneration Committee has analysed the current composition of the Board of Directors, concluding that it is in the best corporate interest to proceed with the proposal for the appointment of new independent directors, so that more than 50% of the Board of Directors is made up of independent directors with different strengths.

Therefore, the Appointments and Remuneration Committee, based on the Board of Directors' competence matrix, has hired an external expert to search for candidates for the position of independent director.

In this regard, the Appointments and Remuneration Committee has devoted special attention to the search for profiles that (i) favour professional, knowledge and gender diversity within the Board of Directors, and (ii) possess the appropriate professional knowledge and experience for the exercise of their functions.

## **1.2. Evaluation and suitability of the candidate**

Within the framework of the provisions of Recommendation 14 of the Code of Good Governance, in its analysis, the Appointments and Remuneration Committee has considered the needs of the Board of Directors to make this proposal for the appointment of an independent director, having concluded that the proposal is in the best social interest for the reasons set out below.

The Appointments and Remuneration Committee has considered the following main aspects in relation to the proposed candidate, all of which have been verified from the information gathered from her and through the interviews she has held with the members of the Committee:

(i) The strength of the academic and professional profile and, in particular, the experience and merits of the candidate, which can be summarised as follows in what is of interest here:

a) Formation:

- 2023 Advisory Board Architects Program, Barcelona
- 2019 Strategy Program at London Business School
- 2018 Executive Program at Singularity University, Palo Alto, California
- 2015 General Management Program at Harvard Business School
- 2010 Advanced Management Program at IE Business School
- 1994-1999 Agri-Food Agronomic Technical Engineering at the University of La Rioja

b) Professional experience (executive positions):

- 2021 – 2023: Chief Executive Officer (CEO) at Cerealto Siro Foods
- 2019 – 2021: Director of Strategic Development at Cerealto Siro Foods
- 2016 – 2018: Managing Director, International Business at Cerealto Siro Foods

- 2015 – 2016: Managing Director, UK at Cerealto Siro Foods
- 2012 – 2015: Managing Director, Americas at Cerealto Siro Foods
- 2011 – 2012: Strategic Projects Manager at Grupo Siro, S.A.
- 2005 – 2010: Head of R+D at Grupo Siro, S.A.
- 2002 – 2005: R+D Manager at Grupo Siro, S.A.
- 1999 – 2002: Various management positions at El Soteño, S.A.

c) Professional experience (non-executive positions):

- 2024 – current: Board Member at Grupo Durania
- 2024 – current: Independent Director at Cereales y Pastas, S.A.
- 2023 – February 2025: Member of the Board Advisor at Cerealto Siro Foods
- 2023 – April 2025: Member of the Advisory Board at Gelato d'Italia

(ii) Her honorability, solvency and competence.

(iii) Availability for the performance of the position.

In view of the foregoing, this Committee understands and considers that Ms. Rut Aranda Carmona meets the requirements of training, competence, experience and merits necessary and sufficient to be a director of the Company, taking into account her training and extensive career and, therefore, that her appointment as an independent director of the Company will bring undoubted benefits to the Board of Directors and, therefore, to all shareholders.

The curriculum vitae of *Mrs. Rut Aranda Carmona* is attached as an Annex.

### 1.3. Category

Ms. Rut Aranda Carmona is proposed in view of her personal and professional conditions, considering the Appointments and Remuneration Committee that she can perform her functions without being conditioned by relations with the Company or its group, its significant shareholders or its directors and without being involved in any of the circumstances excluding independence in accordance with article 529 duodecies.4 of the Spanish Capital Companies Law.

By virtue of this, Ms. Rut Aranda Carmona will be categorized as independent director.

#### **1.4. Verification of the requirements to be a director of the Company**

The Appointments and Remuneration Committee has verified that the candidate meets the general requirements required of all directors of the Company, in accordance with the provisions of the law and internal regulations and, in particular, has been informed that she is not involved in any of the causes of incompatibility, prohibition, conflict or opposition of interests with the corporate interest.

Likewise, according to the information provided to the Appointments and Remuneration Committee, Ms. Rut Aranda Carmona will not exceed the maximum number (six) of boards of directors of which a director of the Company may be a member in accordance with article 25.4 of the Regulations of the Board of Directors.

#### **1.5. Proposal of the Appointments and Remuneration Committee**

As a result of all the above and taking into account the shareholder structure of the Company, the needs of the Company's corporate bodies at the present time, the current and planned structure, size and composition of the Board of Directors, the matrix of competences of the Board of Directors and the personal and professional conditions of the candidate, the Appointments and Remuneration Committee has concluded by proposing the appointment of Ms. Rut Aranda Carmona as a director, with the category of independent director.

### **2.- REPORT OF THE BOARD OF DIRECTORS**

The Board of Directors, as established by the applicable regulations, has assessed the competence, experience and merits of Ms. Rut Aranda Carmona for the purposes of her appointment as an independent director of the Company, at the proposal of the Appointments and Remuneration Committee, stating the following:

#### **2.1. Suitability of the candidate**

The suitability of Ms. Rut Aranda Carmona for the exercise of the position has been verified and confirmed, meeting the requirements of commercial and professional honorability and adequate knowledge and experience to exercise her functions as director of the Company.

In this regard, Ms. Rut Aranda Carmona's profile meets the requirements established by the Appointments and Remuneration Committee to (i) promote professional, knowledge and gender diversity within the Board of Directors, and (ii) possess the appropriate professional knowledge and experience for the exercise of her duties

In particular, in accordance with the proposal of the Appointments and Remuneration Committee, the Board of Directors highlights the following aspects of the candidate that make her particularly suitable for the position of independent director of DIA at this time:

- **International growth driver:** ability to expand business in markets such as Spain, United Kingdom and the Americas through consumer-centric innovation, working and residing for these purposes in the said geographies.

- **Leadership in organizational transformation:** key experience in unifying companies and multi-country/category operations behind M&A processes, defining shared cultures, cohesive operating models, and leading complex integrations.
- **Private Label Transformation (MDD) Expertise:** Deep knowledge and track record in the creation, development and growth of private labels, ranging from technical innovation and R+D to comprehensive P&L management and strategic category transformation.

In this way, the incorporation of Ms. Rut Aranda Carmona to the Board of Directors of DIA, as an independent director, means favoring the diversity of skills, knowledge and experiences within it.

## 2.2. Availability

The candidate has confirmed that she has the effective availability necessary to provide the dedication required for the performance of her position.

## 2.3. Company shares and derivative financial instruments on shares of the Company held by the Company

Ms. Rut Aranda Carmona is not the owner of shares of the Company or of derivative financial instruments on shares of the Company.

## 2.4. Director category

Ms. Rut Aranda Carmona has been proposed by the Appointments and Remuneration Committee in view of her personal and professional characteristics, having assessed the Appointments and Remuneration Committee and the Board of Directors itself that she can perform her position without being conditioned by relations with the Company or its group, its significant shareholders or its executives, therefore, it must have the category of independent director.

## 2.5. Conclusion

In view of the above, the Board of Directors, considering the proposal of the Appointments and Remuneration Committee, particularly values that Ms. Rut Aranda Carmona can contribute effectively to the proper functioning of the body, providing very relevant knowledge and experience, concluding that she meets the requirements of honorability, suitability, solvency, competence, qualification, training, availability and commitment to her function for the performance of the position, not being involved in any cause of incompatibility, prohibition or conflict of interest.

Hence, Ms. Rut Aranda Carmona has the competence, experience and merits necessary to perform the position of director of the Company, with the category of independent, and it is in the best interest of the Company that she be appointed to said position.

By virtue of this, at the proposal of the Appointments and Remuneration Committee, it is proposed to the General Shareholders' Meeting to appoint Ms. Rut Aranda Carmona as a

director of the Company, with the category of independent director, for the period of two years set out in the bylaws.

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Las Rozas de Madrid, 19 May 2025

**ANNEX**

***CURRICULUM VITAE* OF THE PROPOSED CANDIDATE**

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# Bio

## PERSONAL INFORMATION



Rut Aranda Carmona  
Board Member Durania Group, Spain  
Board Member in Cereales y Pastas, S.A.  
Former CEO Cerealto SIRO until May 2023  
Former Board Member Gelato d'Italia  
Former Board Member Cerealto Siro

## SUMMARY

**As an expert in product business development (FMCG) at both national and international levels, I have a strategic vision that encompasses everything from trend identification to commercialization, and from the initial phase to business consolidation and eventual divestment.**

My experience includes the successful launch of operations in leading markets such as the United States, Mexico, and the United Kingdom, achieving sales of €550 million in a business with 15 factories across 5 countries, in a complex industrial environment.

I am passionate about the challenge of opening new markets where everything needs to be built from scratch. In the FMCG sector, I have in-depth knowledge of macro trends and their impact on product portfolios, which allows me to anticipate and adapt to changing market demands. This approach translates into the ability to develop innovative concepts, formulate appropriate products, and offer a variety of formats to meet market needs.

In terms of client management, I offer a differentiated strategic perspective in managing both local and global clients, in both B2C and B2B environments. I focus on evolving commercial strategies to acquire and retain customers, as well as closing long-term deals that drive sustainable business growth.

With a very deep experience in building value to P Label leaders as Mercadona in Spain, Sainsbury's in UK, H.E.B, Meijer and HyVee in USA, Tiendas 3B and Walmart in Mexico; I make sure we implement a strategy that offers something unique to retain consumers. Regarding inorganic growth and divestments, I have experience in valuing third-party businesses, participating in purchase negotiations, and, most importantly, in the subsequent integration of businesses. I have also worked on preparing business units and maximizing their value before selling them, participating in more than 10 processes of acquisitions, divestments, and integrations.



In terms of management, I have led the consolidation and homogenization of processes between the parent company and new acquisitions, both nationally and internationally. I have also implemented a culture of cost control, budget monitoring, and strategic planning to ensure efficient management focused on results.

In summary, my experience covers all stages of the business lifecycle, from its strategic conception to its eventual restructuring and divestment. My focus is on anticipating market needs, building strong customer relationships, and ensuring efficient and profitable management of the business as a whole.

I can confidently say that I am a person who builds long-term, trust-based relationships, with clients, suppliers, and within the organization.

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## **TIMELINE AND MAIN GOALS**

### **2023-Present**

#### Independent Professional

Advisory Board Member at Durania Group. (Spain)

Advisory Board Member at Cereales y Pastas, S.A., (México)

Former Advisory board member at Cerealto Siro Foods (May 2022-Jan 2025) and Gelato d'Italia (Nov 2022-April 2025)

Working independently in sourcing, negotiating, and incorporating new businesses and operations for Afendis Capital Partners Investment Fund.

Managing strategical relationship with key retailers for specific markets as H.EB. in USA and Tiendas 3B in Mexico.

Advisory Board Member at Durania Group. (Spain)

Advisory Board Member at Cereales y Pastas, S.A., (México)

### **2002-2023**

#### Cerealto SIRO Foods

Held various roles, from technical positions (R&D) to CEO, including market leadership in several countries and cross-functional strategic management positions.

The company had revenues of €150M in 2002 with industrial presence in Spain, reaching €550M in 2022, with industrial presence in 5 countries (Europe and America).

Member of the Executive Committee since 2005 and CEO of the international business (Cerealto) before the merger with SIRO in 2016.

Led the entire company as Co-CEO since Jan 2020 and CEO from June 2022.

### **July 2022-May 2023**

CEREALTO SIRO FOODS, Madrid. CEO

Led the stabilization of the company and its turnaround after the change of ownership to an investment fund.

Key in managing uncertainty and the shift from family ownership to private equity ownership.

### **January 2021-June 2022**

CEREALTO SIRO FOODS, Madrid. Co-CEO

Led the business in its commercial and operational aspects during a financially challenging period.

Worked alongside the CEO, managing day-to-day business operations while he focused on banking relations.

Maintained business operations, delivering excellent customer service, which enabled the company to be sold appropriately.

**January 2019-December 2020**

CEREALTO SIRO FOODS, Madrid. Head of Strategy

Managed the integration of SIRO and Cerealto during the merger.

Defined a joint strategy for the new company, focusing on key customers with a “only for you” approach.

Definition and execution of the restructuring of the company.

**September 2016-December 2018**

CEREALTO, London-Madrid. CEO, International Business

Integrated acquired businesses into a unified strategy and team.

Led international growth, primarily driven by M&A operations, focusing on process integration and homogenization to create a single company model.

**November 2015-September 2016**

CEREALTO. London, UK. Managing Director, Northern Europe

Built and launched a cookie, snack, and cereal bar factory in Worksop (UK), meeting commitments with Sainsbury's regarding timing and product quality.

Personally led the relationship development with Sainsbury's as the main customer.

**2012-November 2015**

CEREALTO. USA. Managing Director, Americas

Developed the business in North America from scratch. Established solid relationships with HEB, Meijer, HyVee, Tiendas 3B, Cencosud and others.

Acquired a factory in Mexico and established a local team.

**January 2011-January 2012**

SIRO, Palencia. Head of Strategic Projects. Breakfast Cereals project Leader.

Analysed categories for safe market entry based on the company's knowledge and business model.

Led the entry into the breakfast cereals and cereal bars business, from product range development to team formation and execution.

**October 2005-December 2010**

SIRO, Palencia, Spain. Head of R&D

Developed and executed the company's medium- and long-term innovation pipeline based on consumer needs. Implementation of the pipeline with Mercadona's private label brand in biscuits, crackers, slice bread, pasta and bakery.

Built and led the R&D team from 3 to 40 people and designed the largest private food research centre in Spain (Espinar, Segovia).

Collaborated with AINIA and CARTIF technological research centres.

**August 2002-October 2005**

SIRO, Palencia, Spain. R&D Manager

Responsible for product development in cookies, fried products, and extruded foods.

**May 1999-July 2002**

El Soteño, S.A., Logroño, Spain (Christmas sweets and chocolates).

Led quality, R&D, and production teams.

Re-engineered the management model of a small family company and launched Spain's first “one shot” chocolate line.

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**EDUCATION AND TRAINING**

**2023** Advisory Board Architects Program, Barcelona  
**2019** Strategy Program, London Business School, UK  
**2018** Executive Program, Singularity University, Palo Alto, California  
**2015** General Management Program, Harvard Business School, USA  
**2010** AMP, Advanced Management Program, IE Business School, Madrid  
**1994-1999** Technical Agronomic Engineer in Food Industry, La Rioja University

#### **Complementary Training**

**2006-08** IESE Business School, Marketing Courses  
**2006** Project Management, George Washington University  
**2006** Biscuits & Snacks Symposium, ZDS, Solingen, Germany

#### **Languages**

English (Advanced), German (Basic)

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#### **PERSONAL**

I enjoy setting challenges that require extra effort and perseverance. I have run several half-marathons and my goal is to complete a marathon before the end of 2025.



**REPORT ON THE PROPOSED APPOINTMENT OF MS. SARA MARÍA DíEZ  
JAUREGUI AS AN INDEPENDENT DIRECTOR OF DISTRIBUIDORA  
INTERNACIONAL DE ALIMENTACIÓN, S.A. REFERRED TO IN ITEM 9 OF THE  
AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD  
ON 20 JUNE 2025**

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This report is issued jointly by the Appointments and Remuneration Committee and by the Board of Directors of Distribuidora Internacional de Alimentación, S.A. ("**DIA**" or the "**Company**") in order to comply with the provisions of article 529 decies of the Spanish Capital Companies Law in relation to the proposal to the General Shareholders' Meeting to appoint Ms. Sara María Díez Jauregui as an independent director of the Company, which is submitted to the General Shareholders' Meeting under item 9 of its agenda.

Article 529 decies, in paragraph 4, establishes that the proposal for the appointment or re-election of independent directors is the responsibility of the appointments and remuneration committee and, in paragraph 5, requires that the proposal be accompanied, in any case, by a justifying report from the board in which the competence experience and merits of the proposed candidate are assessed, which will be attached to the minutes of the general meeting or of the board itself.

In accordance with the requirements of the law and in the interest of greater transparency, this report, together and integrated to facilitate its reading and consideration, incorporates the proposal of the Appointments and Remuneration Committee of DIA to appoint Ms. Sara María Díez Jauregui as an independent director of the Company, as well as the justification of the Board of Directors on said appointment, valuing the competence, experience and merits of the candidate, for its submission to the General Shareholders' Meeting. In this regard, the following proposal is submitted to the General Shareholders' Meeting:

*"To appoint Ms. Sara María Díez Jauregui as a director for the statutory period of two years, at the proposal of the Appointments and Remuneration Committee, with the category of independent director."*

**1.- REASONED PROPOSAL OF THE APPOINTMENTS AND REMUNERATION COMMITTEE**

It is expressly stated that the proposal for the appointment of Ms. Sara María Díez Jauregui as an independent director of the Company stems from the Appointments and Remuneration Committee in accordance with the requirements of article 529 decies.4 of the Capital Companies Act.

**1.1. Structure and composition of the Board of Directors**

The Appointments and Remuneration Committee has analysed the current composition of the Board of Directors, concluding that it is in the best corporate interest to proceed with the proposal for the appointment of new independent directors, so that more than 50% of the Board of Directors is made up of independent directors with different strengths.

Therefore, the Appointments and Remuneration Committee, based on the Board of Directors' competence matrix, has hired an external expert to search for candidates for the position of independent director.

In this regard, the Appointments and Remuneration Committee has devoted special attention to the search for profiles that (i) favour professional, knowledge and gender diversity within the Board of Directors, and (ii) possess the appropriate professional knowledge and experience for the exercise of their functions.

## **1.2. Evaluation and suitability of the candidate**

Within the framework of the provisions of Recommendation 14 of the Code of Good Governance, in its analysis, the Appointments and Remuneration Committee has considered the needs of the Board of Directors to make this proposal for the appointment of an independent director, having concluded that the proposal is in the best social interest for the reasons set out below.

The Appointments and Remuneration Committee has considered the following main aspects in relation to the proposed candidate, all of which have been verified from the information gathered from her and through the interviews she has held with the members of the Committee:

- (i) The strength of the academic and professional profile and, in particular, the experience and merits of the candidate, which can be summarised as follows in what is of interest here:
  - a) Formation:
    - 2003: Master's Degree in International Business and Commerce at ESIC Business & Marketing School
    - 1997: Degree in English Philology at the University of Valladolid
  - b) Professional experience (executive positions):
    - 2024 – current: Chief Executive Officer (CEO) at The Post Fiber, S.L.
    - 2018 – 2023: Vice President of Women's Category and Own Brands at Zalando SE
    - 2017 – 2018: DMM (Managing Director) Women & Children, EMEA at Nike BV
    - 2015 – 2017: Senior Commercial Director, Nike Running at Nike BV
    - 2013 – 2015: Senior Commercial Director, Nike Sportswear at Nike BV
    - 2010 – 2013: Director of Trafaluc, Global, Zara at Inditex, S.A.
    - 2007 – 2010: Head of Purchasing, Southern Hemisphere, Zara at Inditex,

S.A.

- 2005 – 2007: Senior Buyer Circular Fabric, Zara at Inditex, S.A.
- 2003 – 2005: Buyer of Accessories and Bathroom, Zara in Inditex, S.A.
- 2002 – 2003: Import and Export Department, Zara at Inditex, S.A.

c) Professional experience (non-executive positions):

- 2024 – current: director at Circulose
- 2023 – current: advisor at Revolution Race
- 2021 – 2023: Director, Zeitreel at Sonae Group

(ii) Her honorability, solvency and competence.

(iii) Availability for the performance of the position.

In view of the foregoing, this Committee understands and considers that Ms. Sara María Díez Jauregui meets the requirements of training, competence, experience and merits necessary and sufficient to be a director of the Company, taking into account her training and extensive career and, therefore, that her appointment as an independent director of the Company will bring undoubted benefits to the Board of Directors and, therefore, to all shareholders.

The curriculum vitae of *Mrs. Sara María Díez Jauregui* is attached as an Annex.

### **1.3. Category**

Ms. Sara María Díez Jauregui is proposed in view of her personal and professional conditions, considering the Appointments and Remuneration Committee that she can perform her functions without being conditioned by relations with the Company or its group, its significant shareholders or its directors and without being involved in any of the circumstances excluding independence in accordance with article 529 duodecies.4 of the Spanish Capital Companies Law.

By virtue of this, Ms. Sara María Díez Jauregui will be categorized as independent director.

### **1.4. Verification of the requirements to be a director of the Company**

The Appointments and Remuneration Committee has verified that the candidate meets the general requirements required of all directors of the Company, in accordance with the provisions of the law and internal regulations and, in particular, has been informed that she is not involved in any of the causes of incompatibility, prohibition, conflict or opposition of interests with the corporate interest.

Likewise, according to the information provided to the Appointments and Remuneration Committee, Ms. Sara María Díez Jauregui will not exceed the maximum number (six) of

boards of directors of which a director of the Company may be a member in accordance with article 25.4 of the Regulations of the Board of Directors.

### **1.5. Proposal of the Appointments and Remuneration Committee**

As a result of all the above and taking into account the shareholder structure of the Company, the needs of the Company's corporate bodies at the present time, the current and planned structure, size and composition of the Board of Directors, the matrix of competences of the Board of Directors and the personal and professional conditions of the candidate, the Appointments and Remuneration Committee has concluded by proposing the appointment of Ms. Sara María Díez Jauregui as a director, with the category of independent director.

## **2.- REPORT OF THE BOARD OF DIRECTORS**

The Board of Directors, as established by the applicable regulations, has assessed the competence, experience and merits of Ms. Sara María Díez Jauregui for the purposes of her appointment as an independent director of the Company, at the proposal of the Appointments and Remuneration Committee, stating the following:

### **2.1. Suitability of the candidate**

The suitability of Ms. Sara María Díez Jauregui for the exercise of the position has been verified and confirmed, meeting the requirements of commercial and professional honorability and adequate knowledge and experience to exercise her functions as director of the Company.

In this regard, Ms. Sara María Díez Jauregui's profile meets the requirements established by the Appointments and Remuneration Committee to (i) promote professional, knowledge and gender diversity within the Board of Directors, and (ii) possess the appropriate professional knowledge and experience for the exercise of her duties

In particular, in accordance with the proposal of the Appointments and Remuneration Committee, the Board of Directors highlights the following aspects of the candidate that make her particularly suitable for the position of independent director of DIA at this time:

- **Digital Transformation and E-commerce:** extensive experience and knowledge leading digital transformation and E-commerce initiatives.
- **Strategic growth driver:** experience in growth and expansion in international markets (Zara, Nike), through the redefinition of brand strategies, adaptation to local dynamics and the use of customer data to personalize the offer.
- **Market positioning:** experience in optimizing brand portfolios, supplier bases and teams with a focus on profitability, focus and market positioning.
- **Adaptive Influence and Strategic Vision:** knowledge of diverse organizational cultures and changing environments (Zara, Nike, Zalando), using data analytics and

consumer understanding to drive innovation, overcome resistance, and provide strategic insights.

In this way, the incorporation of Ms. Sara María Díez Jauregui to the Board of Directors of DIA, as an independent director, means favoring the diversity of skills, knowledge and experiences within it.

## **2.2. Availability**

The candidate has confirmed that she has the effective availability necessary to provide the dedication required for the performance of her position.

## **2.3. Company shares and derivative financial instruments on shares of the Company held by the Company**

Ms. Sara María Díez Jauregui is not the owner of shares of the Company or of derivative financial instruments on shares of the Company.

## **2.4. Director category**

Ms. Sara María Díez Jauregui has been proposed by the Appointments and Remuneration Committee in view of her personal and professional characteristics, having assessed the Appointments and Remuneration Committee and the Board of Directors itself that she can perform her position without being conditioned by relations with the Company or its group, its significant shareholders or its executives, therefore, it must have the category of independent director.

## **2.5. Conclusion**

In view of the above, the Board of Directors, considering the proposal of the Appointments and Remuneration Committee, particularly values that Ms. Sara María Díez Jauregui can contribute effectively to the proper functioning of the body, providing very relevant knowledge and experience, concluding that she meets the requirements of honorability, suitability, solvency, competence, qualification, training, availability and commitment to her function for the performance of the position, not being involved in any cause of incompatibility, prohibition or conflict of interest.

Hence, Ms. Sara María Díez Jauregui has the competence, experience and merits necessary to perform the position of director of the Company, with the category of independent, and it is in the best interest of the Company that she be appointed to said position.

By virtue of this, at the proposal of the Appointments and Remuneration Committee, it is proposed to the General Shareholders' Meeting to appoint Ms. Sara María Díez Jauregui as a director of the Company, with the category of independent director, for the period of two years set out in the bylaws.

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Las Rozas de Madrid, 19 May 2025



**ANNEX**

***CURRICULUM VITAE* OF THE PROPOSED CANDIDATE**

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# Sara Diez Jauregui

CEO | THE POST FIBER

## Profile

Dynamic and results-driven **C-suite executive and board advisor** with **20+ years of experience** in **fashion, sports retail, and digital platforms**. Proven track record of driving **business growth in challenging environments**, managing **large P&Ls** and leading teams of **500+ employees**. Experienced in **global market leaders** such as **Zara (Inditex), Nike, and Zalando**.

Passionate about **sustainability, innovation, digital transformation, customer insights, and D&I (Diversity & Inclusion)**. Renowned for building **strong networks and partnerships** within the fashion and retail ecosystem.

Currently serving as **CEO of The Post Fiber**, spearheading **circular economy initiatives** and driving **sustainable transformation** in the textile industry.

## Credentials

### Digital Transformation & E-commerce Leadership

Extensive experience leading **digital transformation and e-commerce initiatives** in some of the most iconic global companies, including:

- **Zara (Inditex)**: Played a pivotal role in **launching Inditex's e-commerce operations** from scratch, setting a strong foundation for the company's digital growth.
- **Nike EMEA**: Spearheaded **digital strategy and transformation** for Nike EMEA, enhancing online consumer engagement and driving direct-to-consumer growth.
- **Zalando**: Currently driving a **purely digital business** at Zalando, recognized as an industry benchmark for e-commerce excellence.

This experience extends to **advisory roles with global strategic partners** such as **Inditex, Nike, H&M, Adidas, PVH, and VF**. Known for providing strategic guidance on:

- **Customer experience optimization**
- **Data-driven insights and KPIs**
- **Innovative developments and industry trends**

### 💡 Interpersonal & Leadership Skills

A proven leader with extensive experience **managing multicultural, cross-functional teams** across multiple geographies. Skilled in **remote team management** and driving alignment across international teams, including:

- **Zara (Inditex)**: Managed regional teams in **Brazil and Argentina** while leading initiatives for the Southern Hemisphere.
- **Nike EMEA**: Coordinated teams in **key European cities** to drive Nike's EMEA digital strategy.
- **Zalando**: Directed teams based in **Portugal, Hong Kong, Helsinki, and Dublin**, creating strong connections with **Digital Experience (DX) teams**.

Renowned for **clear and simple communication**, inspiring teams towards a **shared vision and strategic clarity**. Able to **build consensus** and **motivate diverse teams** to achieve ambitious business goals.

### 🚀 Scaling Businesses & Identifying Growth Opportunities

Recognized for **identifying gaps, industry challenges, and customer needs** to create

## Skills

Global Retail & Consumer-Centric Leadership

P&L Ownership & Capital Allocation

Stakeholder Engagement & Collaborative Influence

Sustainability & Circular Economy Leadership

Omnichannel & Digital Transformation

Strategic Vision & Business Transformation

Innovative Thinking & Data-Driven Decision Making

High-Impact Leadership & People Development

Agility & Adaptation in Complex Environments

## Languages

Spanish

English

Portuguese

French

tailored solutions that **scale businesses successfully**. This approach has driven notable successes, such as:

- Launching and scaling **e-commerce for Inditex (Zara)**, one of the world's most successful digital retail transformations.
- Supporting top global partners like **Nike, H&M, Adidas, and Inditex** in defining their growth strategies and navigating challenges in an evolving retail landscape.
- Leading high-impact **growth initiatives** for Zalando, leveraging its position as the industry's **"North Star" for digital business**.

With a focus on **customer-centric innovation**, driving growth, and scaling operations, these credentials highlight a **deep understanding of business transformation** across multiple industries and geographies.

## Board and Advisory Seats

Circulose | Member Board of Directors, Stockholm  
DECEMBER 2024

Revolution Race | Member Board of Directors, Borås  
JULY 2023

SONAE | Fashion division Zeitreel, Portugal  
OCTOBER 2021 – FEBRUARY 2023

## Career Experience

CEO | The Post Fiber  
JANUARY 2024 – PRESENT

ThePostFiber® is a textile to textile solution to support the fashion industry in its transition to a circular model, focusing on Postconsumer management.

VP Women's Category & Private Labels  
Zalando, Global HQ – Berlin, Germany  
August 2018 – December 2023

### Strategic Leadership & Sustainable Growth

- Orchestrated the long-term sustainable strategy for Zalando's €6B Women's Category and its €700M Private Label business, driving both operational and financial growth.
- Spearheaded the reorganization of the Private Label division to establish it as the "sustainability lighthouse" for Zalando, setting new standards in sustainability, DX navigation, and regulatory compliance.
- Delivered outstanding growth, achieving +30% GMV growth for Private Labels in 2022, bringing it to a total of €550M GMV.

### Assortment & Product Innovation

- Defined and implemented assortment priorities, driving innovation and introducing new product opportunities aligned with customer demand and market trends.
- Led UX enhancements and customer journey optimization, including the development of category trees, product detail page (PDP) flags, and enriched navigation experiences, which improved user engagement and conversion rates.
- Developed and implemented business and customer trend indicators, enabling data-driven decision-making and agile strategic adjustments.

## Links

[Linkedin](#)

[Circulose Board](#)  
[modaes.es Protagonista 2024](#)  
[modaes.es interview](#)  
[modaes.es Barcelona fashion summit 2021](#)  
[elconomista.es interview](#)  
[fashionnetwork.com](#)  
[etaileurope](#)  
[retail-week.com interview](#)  
[corporate zalando](#)  
[barcelonafashion summit expert panel](#)  
[barcelonafashion summit video](#)  
[fashionunited](#)  
[justretail](#)  
[Business Women Empowerment](#)

## Strategic Partner Success & Platform Enablement

- Led partnerships with the most strategic global fashion brands, supporting their success on Zalando's platform. Key partners include: Nike, Inditex Group, H&M Group, C&A, Bestseller Group, Adidas, VF, PVH, and Guess.
- Leveraged Zalando's ecosystem of services and customer insights to help partners maximize their business potential. Tools such as brand homes and followership opportunities enabled partners to strengthen brand engagement and increase sales.
- Negotiated and managed P&L and commercial terms (take rates) with key partners, while defining their long-term growth plans and ensuring alignment with Zalando's strategic objectives.

## Leadership in Nike Connective Partnership

- Led one of the most strategic projects between Nike and Zalando over the past 2 years, driving the Connective Partnership initiative.
- Enabled Nike to expand its membership program within Zalando's ecosystem, providing exclusive benefits like unique product access, experiences, and content to Nike members via Zalando.
- Played a pivotal role in the development and launch of Zalando Plus, leveraging deep expertise in membership program strategies to drive seamless rollout and user adoption.

General Manager Women's & Kids | EMEA  
Nike, European HQ – Hilversum, Netherlands  
September 2017 – July 2018

## Strategic Leadership & Business Growth

- Led the strategy for Nike Direct (DTC) in EMEA for Women's and Kids categories, covering Nike.com and Nike-owned stores, with a focus on a "Digital First" approach.
- Managed P&L for the EMEA Women's and Kids business at Nike Direct, driving both profitability and operational efficiency.
- Achieved 25% CAGR (2013-2018) growth, scaling the e-commerce business to €1B in EMEA.
- Scaled Nike's Bricks & Mortar business through owned stores and partnerships, enhancing customer touchpoints both physically and digitally.

## Customer Experience & Omnichannel Innovation

- Designed and launched the "Sneakers Boutique Concept", a key global initiative to increase Nike's share of women consumers. This initiative combined **physical retail and digital experiences** to deliver tailored customer journeys.
- Enhanced omnichannel strategy by merging physical and digital touchpoints, using Nike.com, Nike Plus, and the SNKRS app to create a unified brand experience.
- Led customer-centric product activations by leveraging all digital channels (Nike.com, Nike Plus, SNKRS app) to deliver personalized content, unique products, and exclusive customer experiences.

## Global-Regional Alignment & Geo-Specific Execution

- Acted as the link between Global and EMEA to ensure a unified execution of global product lines while also tailoring strategies to meet local Geo-specific needs.
- Integrated a consistent digital and in-store experience, driving a unified brand presence across the region while accommodating local consumer needs.

## Team Leadership & People Development

- **Led, coached, and inspired a team of 100+ employees** across multiple European and global regions.
- Fostered a culture of **inclusiveness and clarity**, ensuring alignment around a common goal.
- Established critical paths and communication loops, ensuring clear guidance and ongoing support for the team.

Senior Business Director – Nike Running | EMEA  
Nike, European HQ – Hilversum, Netherlands  
October 2015 – September 2017

## P&L Leadership & Digital Transformation

- **Owned and managed the P&L for the Nike Running category for EMEA** across Nike Direct (Nike.com and Nike stores), driving growth through a mix of **performance, innovation, and style**.
- **Defined and executed the EMEA DTC strategy** for Nike Running, integrating **omnichannel activation** to create a seamless experience across digital and physical stores.
- **Enhanced category profitability** by optimizing assortment margins and improving visibility through better **pricing strategies**.

## Customer-Centric Digital Experiences

- **Developed and launched a digital-led membership program** for Nike Running, leveraging key platforms like the **Nike Running app, Nike.com, and SNKRS app**.
- Focused on creating **hyper-local strategies** tailored for key European cities, ensuring **differentiated local experiences** while maintaining a common core user experience.
- **Merged performance and fashion trends**, driving product differentiation and supporting revenue growth in the lifestyle and performance segments.

## Global Collaboration & Product Influence

- **Influenced Nike's global product lines** by sharing customer insights and regional trends from key EMEA markets.
- Acted as a key advocate for customer-centric product design, ensuring Nike's **running product lines aligned with local consumer needs**.

## Leadership & Team Development

- **Coached and managed cross-functional teams** across digital, retail, and operational roles to ensure the seamless execution of **DTC strategies** in EMEA.
- Inspired collaboration between product, merchandising, and marketing teams to drive alignment across the business.

Senior Business Director – Nike Sportswear | EMEA  
Nike, European HQ – Hilversum, Netherlands  
February 2013 – October 2015

## P&L Leadership & Business Strategy

- **Led and managed the P&L for Nike's Sportswear category in EMEA**, representing **35% of Nike's Direct-to-Consumer (DTC) business**, the largest revenue contributor.
- **Set up and executed the DTC strategy** for Nike Sportswear, **leading with a digital-first approach** and driving a strong omnichannel presence.
- **Achieved 30% CAGR (2013-2015)** for the Sportswear category, cementing its role as a major growth driver for Nike EMEA.

## Retail & Digital Transformation

- **Brought retail fashion expertise to the sports industry**, merging the world of sports and fashion to attract a broader customer base.
- **Orchestrated omnichannel activations**, blending digital channels with in-store experiences to deliver a seamless shopping journey for Nike customers.

## Leadership & Strategic Alignment

- Led and inspired multi-disciplinary teams across retail, e-commerce, and product teams, ensuring a unified approach to strategy execution.
- Drove cross-functional collaboration and alignment on category objectives, bridging the gap between product development, e-commerce, and marketing.

## Inditex Zara A Coruña 2002-2013

Held multiple senior roles at **Inditex (Zara)**, driving **global product strategy**, **e-commerce transformation**, and **international expansion**. Key contributor to the success of the **Trafaluc line (€2B turnover, 25% of Zara's business)**, **regional sourcing in Latin America**, and Inditex's **global omnichannel strategy**.

## Strategic Leadership & Growth

- **Director of Trafaluc (2010-2013)**: Managed a €2B business across **84 countries, 2,000 stores, and Zara.com**, driving the growth of **youth-focused collections** and leading the **sustainability of supply chain operations**.
- **Head of Buying – Southern Hemisphere**: Expanded Zara's sourcing and production capabilities in **Brazil and Argentina**, enabling faster, local production and tailored collections for regional markets.
- **Senior Buyer** : Oversaw key categories, including **circular knitwear and accessories**, leading supply chain optimization and supplier negotiations to increase margins and product availability.
- **Import/Export Operations**: Ensured timely product delivery and compliance with global trade regulations, supporting Inditex's just-in-time (JIT) inventory model.

## Key Achievements

- **P&L Leadership**: Directed multi-billion euro P&Ls for Trafaluc (€2B) and Women's categories, driving operational excellence and financial growth.
- **Digital & Omnichannel Transformation**: Supported Zara's entry into **e-commerce and omnichannel retail** by enhancing supply chain agility and improving customer experiences.
- **International Expansion**: Spearheaded Zara's sourcing and local production initiatives in Latin America (**Brazil & Argentina**), enabling faster time-to-market and improving product localization.
- **Team Leadership**: Managed **cross-functional, cross-regional teams** spanning Europe, Latin America, and Asia, fostering alignment across design, production, and retail.

## Education

Master's degree, ESIC: Business & Marketing School, Madrid, Spain

2002 – 2003

International Business/Trade/Commerce

BA English Philology, Valladolid University, Valladolid

1993 – 1997

*Bachelor's degree in English language and literature*



**REPORT ON THE PROPOSED APPOINTMENT OF MS. MARÍA PALOMA PÉREZ  
SÁNCHEZ AS AN INDEPENDENT DIRECTOR OF DISTRIBUIDORA  
INTERNACIONAL DE ALIMENTACIÓN, S.A. REFERRED TO IN ITEM 10 OF THE  
AGENDA OF THE GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD  
ON 20 JUNE 2025**

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This report is issued jointly by the Appointments and Remuneration Committee and by the Board of Directors of Distribuidora Internacional de Alimentación, S.A. ("**DIA**" or the "**Company**") in order to comply with the provisions of article 529 decies of the Spanish Capital Companies Law in relation to the proposal to the General Shareholders' Meeting to appoint Ms. María Paloma Pérez Sánchez as an independent director of the Company, which is submitted to the General Shareholders' Meeting under item 10 of its agenda.

Article 529 decies, in paragraph 4, establishes that the proposal for the appointment or re-election of independent directors is the responsibility of the appointments and remuneration committee and, in paragraph 5, requires that the proposal be accompanied, in any case, by a justifying report from the board in which the competence experience and merits of the proposed candidate are assessed, which will be attached to the minutes of the general meeting or of the board itself.

In accordance with the requirements of the law and in the interest of greater transparency, this report, together and integrated to facilitate its reading and consideration, incorporates the proposal of the Appointments and Remuneration Committee of DIA to appoint Ms. María Paloma Pérez Sánchez as an independent director of the Company, as well as the justification of the Board of Directors on said appointment, valuing the competence, experience and merits of the candidate, for its submission to the General Shareholders' Meeting. In this regard, the following proposal is submitted to the General Shareholders' Meeting:

*"To appoint Ms. María Paloma Pérez Sánchez as a director for the statutory period of two years, at the proposal of the Appointments and Remuneration Committee, with the category of independent director."*

**1.- REASONED PROPOSAL OF THE APPOINTMENTS AND REMUNERATION COMMITTEE**

It is expressly stated that the proposal for the appointment of Ms. María Paloma Pérez Sánchez as an independent director of the Company stems from the Appointments and Remuneration Committee in accordance with the requirements of article 529 decies.4 of the Capital Companies Act.

**1.1. Structure and composition of the Board of Directors**

The Appointments and Remuneration Committee has analysed the current composition of the Board of Directors, concluding that it is in the best corporate interest to proceed with the proposal for the appointment of new independent directors, so that more than 50% of the Board of Directors is made up of independent directors with different strengths.

Therefore, the Appointments and Remuneration Committee, based on the Board of Directors' competence matrix, has hired an external expert to search for candidates for the position of independent director.

In this regard, the Appointments and Remuneration Committee has devoted special attention to the search for profiles that (i) favour professional, knowledge and gender diversity within the Board of Directors, and (ii) possess the appropriate professional knowledge and experience for the exercise of their functions.

## **1.2. Evaluation and suitability of the candidate**

Within the framework of the provisions of Recommendation 14 of the Code of Good Governance, in its analysis, the Appointments and Remuneration Committee has considered the needs of the Board of Directors to make this proposal for the appointment of an independent director, having concluded that the proposal is in the best social interest for the reasons set out below.

The Appointments and Remuneration Committee has considered the following main aspects in relation to the proposed candidate, all of which have been verified from the information gathered from her and through the interviews she has held with the members of the Committee:

- (i) The strength of the academic and professional profile and, in particular, the experience and merits of the candidate, which can be summarised as follows in what is of interest here:
  - a) Formation:
    - 2022: Certificate in Good Governance, IC-A Counselor Program
    - 2006: PhD candidate in Business Administration (intermediate degree in Research Proficiency) at Universidad Complutense
    - 2001: Master's Degree in e-Business (Electronic Business) at ICADE University
    - 1991: Degree in Economics and Business Administration at the Complutense University
    - 1986: Graduated in Music Theory and Choral.
  - b) Professional experience:
    - 2023 – current: CEO and General Manager at Forus Deporte y Ocio, S.L.
    - 2021 – 2023: CEO and General Manager of ToysRus at PRG Retail Group SpA.



- 2013 – 2019: Managing Director Global Affiliates, Vice President Global Business Distribution, Thermomix at Vorwerk International AG
- 2008 – 2013: Member of the Executive Committee, Managing Director E-commerce Food & Non-Food Business, Group Chief Marketing Officer, Hypermarket Business Unit Marketing Director at Carrefour SA and Trustee of the Carrefour Foundation.
- 2006 – 2008: Marketing, Corporate Communications and ESG Director at IKEA Ibérica SA. Member of the Advisory Board of IKEA Madrid East and IKEA Malaga.
- 2001 – 2005: Marketing Director BMW & MINI and Director of BMW for Innovation Initiative at BMW Ibérica SA
- 1995 – 2001: Head of National Key Account Managers, Head of Oral Care Business, Head of Personal Care Business and Senior Product Manager at Colgate-Palmolive Co.
- 1993 – 1995: Product Manager, International Junior Group Brand Manager, Saleswoman and Junior Brand Manager at Beiersdorf AG and BDF Nivea SA

(ii) Her honorability, solvency and competence.

(iii) Availability for the performance of the position.

In view of the foregoing, this Committee understands and considers that Ms. María Paloma Pérez Sánchez meets the requirements of training, competence, experience and merits necessary and sufficient to be a director of the Company, taking into account her training and extensive career and, therefore, that her appointment as an independent director of the Company will bring undoubted benefits to the Board of Directors and, therefore, to all shareholders.

The curriculum vitae of *Mrs. María Paloma Pérez Sánchez* is attached as an Annex.

### 1.3. Category

Ms. María Paloma Pérez Sánchez is proposed in view of her personal and professional conditions, considering the Appointments and Remuneration Committee that she can perform her functions without being conditioned by relations with the Company or its group, its significant shareholders or its directors and without being involved in any of the circumstances excluding independence in accordance with article 529 duodecies.4 of the Spanish Capital Companies Law.

By virtue of this, Ms. María Paloma Pérez Sánchez will be categorized as independent director.

#### **1.4. Verification of the requirements to be a director of the Company**

The Appointments and Remuneration Committee has verified that the candidate meets the general requirements required of all directors of the Company, in accordance with the provisions of the law and internal regulations and, in particular, has been informed that she is not involved in any of the causes of incompatibility, prohibition, conflict or opposition of interests with the corporate interest.

Likewise, according to the information provided to the Appointments and Remuneration Committee, Ms. María Paloma Pérez Sánchez will not exceed the maximum number (six) of boards of directors of which a director of the Company may be a member in accordance with article 25.4 of the Regulations of the Board of Directors.

#### **1.5. Proposal of the Appointments and Remuneration Committee**

As a result of all the above and taking into account the shareholder structure of the Company, the needs of the Company's corporate bodies at the present time, the current and planned structure, size and composition of the Board of Directors, the matrix of competences of the Board of Directors and the personal and professional conditions of the candidate, the Appointments and Remuneration Committee has concluded by proposing the appointment of Ms. María Paloma Pérez Sánchez as a director, with the category of independent director.

### **2.- REPORT OF THE BOARD OF DIRECTORS**

The Board of Directors, as established by the applicable regulations, has assessed the competence, experience and merits of Ms. María Paloma Pérez Sánchez for the purposes of her appointment as an independent director of the Company, at the proposal of the Appointments and Remuneration Committee, stating the following:

#### **2.1. Suitability of the candidate**

The suitability of Ms. María Paloma Pérez Sánchez for the exercise of the position has been verified and confirmed, meeting the requirements of commercial and professional honorability and adequate knowledge and experience to exercise her functions as director of the Company.

In this regard, Ms. María Paloma Pérez Sánchez's profile meets the requirements established by the Appointments and Remuneration Committee to (i) promote professional, knowledge and gender diversity within the Board of Directors, and (ii) possess the appropriate professional knowledge and experience for the exercise of her duties

In particular, in accordance with the proposal of the Appointments and Remuneration Committee, the Board of Directors highlights the following aspects of the candidate that make her particularly suitable for the position of independent director of DIA at this time:

- Solid track record and knowledge in growing businesses and brands in various sectors and multiple channels: fast-moving consumer goods (FMCG), food and non-

food retail and E-Commerce.

- Omnichannel and digital strategic vision and ability to adapt to different environments, including international.

In this way, the incorporation of Ms. María Paloma Pérez Sánchez to the Board of Directors of DIA, as an independent director, means favoring the diversity of skills, knowledge and experiences within it.

## **2.2. Availability**

The candidate has confirmed that she has the effective availability necessary to provide the dedication required for the performance of her position.

## **2.3. Company shares and derivative financial instruments on shares of the Company held by the Company**

Ms. María Paloma Pérez Sánchez is not the owner of shares of the Company or of derivative financial instruments on shares of the Company.

## **2.4. Director category**

Ms. María Paloma Pérez Sánchez has been proposed by the Appointments and Remuneration Committee in view of her personal and professional characteristics, having assessed the Appointments and Remuneration Committee and the Board of Directors itself that she can perform her position without being conditioned by relations with the Company or its group, its significant shareholders or its executives, therefore, it must have the category of independent director.

## **2.5. Conclusion**

In view of the above, the Board of Directors, considering the proposal of the Appointments and Remuneration Committee, particularly values that Ms. María Paloma Pérez Sánchez can contribute effectively to the proper functioning of the body, providing very relevant knowledge and experience, concluding that she meets the requirements of honorability, suitability, solvency, competence, qualification, training, availability and commitment to her function for the performance of the position, not being involved in any cause of incompatibility, prohibition or conflict of interest.

Hence, Ms. María Paloma Pérez Sánchez has the competence, experience and merits necessary to perform the position of director of the Company, with the category of independent, and it is in the best interest of the Company that she be appointed to said position.

By virtue of this, at the proposal of the Appointments and Remuneration Committee, it is proposed to the General Shareholders' Meeting to appoint Ms. María Paloma Pérez Sánchez as a director of the Company, with the category of independent director, for the period of two years set out in the bylaws.

\* \* \*

Las Rozas de Madrid - Madrid, 19 May 2025

**ANNEX**

***CURRICULUM VITAE* OF THE PROPOSED CANDIDATE**

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# Paloma Pérez

## Profile Summary

CEO and senior executive with extensive experience in complex matrix structures of American & European listed multinationals, and unlisted family or private equity owned companies. P&L owner, general manager, business development, e-commerce, marketing and sales.



Proven track record in growing businesses and brands in diverse sectors and multiple channels: FMCG, Food and Non-food retail & eCommerce, Automotive industry and Household appliances.

Core skills: Omnichannel & digital strategic vision, agility to learn and adapt to different environments and agent of growth and transformation of international teams being able to connect invisible information.

## Professional Experience

**Forus Deporte y Ocio** Unlisted sports facilities group, owned by JP Morgan investment funds.

**CEO & Consejera Delegada**

2023-today Spain, Italy & Portugal

Hired to professionalize and transform a 9-digit-size company, market leader in Spain with more than 3.300 employees, 68 sport centres, leading it through financial restructuring, refinancing and ownership change.

- After take over from prior owner and founder, company orientation has been refocussed, management organized, and growth plans until 2030 prepared (organic, inorganic and new business).
- First year strategic plan financial targets have been achieved over 100% targets, with a recurring EBITDA growth of +60%. Debt has been restructured and reduced -50% in agreement with lenders.

**PRG Retail Group – ToysRus** Unlisted retail group, owned by Portuguese and Italian investment funds.

**CEO & Consejera Delegada**

2021-2023 Spain & Portugal

Hired to lead and ensure the financial viability of a 9-digit-size company with more than 1.200 employees and 58 stores in financial difficulties since 2017.

- Defined strategic plan, reorganized management, transformed commercial activity, streamlined operations.
- Navigated a very challenging situation facing a voluntary insolvency process under receiver administration with a change of company control while maintaining company running and serving customers in the stores.
- Able to stabilize business, to recover market share at constant doors and to deliver year-end financial targets.

**Vorwerk International, Thermomix** German unlisted direct sales group, 1st worldwide, family owned.

**Managing director global affiliates, Vice-President Global Distribution Business**

2013-2019 Switzerland

Global P&L owner for the physical and e-commerce business in 55 countries across 5 continents.

- Managing a network of 47 distributors and business partners, 26 countries were reopened with new partners to improve performance. Vorwerk established 3 fully-owned subsidiaries due to the market opportunities created by our teams. 57 additional retail points and 8 fully new markets were opened across the globe.
- Partnership relationship was deeply transformed, professionalizing all processes and profiles, both in HQ and local organizations. Contract agreements were re-defined to ensure sustainable investments and growth.
- Sales force grew +62% surpassing 9.000 people. Business size multiplied by x3.

**CARREFOUR**, French listed retailer, 2nd worldwide, controlled by an investment fund. 2008 – 2013 Spain

**Member of the Executive Committee** of a 10 billion € and 45,000 employees' subsidiary, hired to transform the business orientation from product and operations into a customer centric one, leading simultaneously:

**Managing Director e-commerce Food & Non-Food Business Unit**

General manager for the Omnichannel operations leading a team of 1.200 people.

- Food e-Business size doubled, gaining +3 market share points in online market (from 17% to 20%). EBIT was reversed from a negative of -10% to +2%.
- Non-Food e-Business sales multiplied by x5, EBIT break-even was achieved after 3 years coming from -25%. Market share grew +0,6 points.



### Group Chief Marketing Officer and Patron of the Carrefour Charitable Foundation

In charge of all marketing activities transversally (Hypermarkets, Supermarkets, Convenience stores, Agencies, Bank, Gas Stations) and a team of 500 people with responsibility over a budget over 360 mill. €.

- First retailer to apply an active ESG policy by removing plastic bags and other packaging. Brand Notoriety increased +60%, improving in key attributes "relevance" (+3 pp) and "trust" (+21 pp).
- Carrefour Planet project delivered +7 points better overall shopping experience, +3% clients' acquisition, +7% customer satisfaction, +10 points stores perception and +7% incremental sales (+158 mill. €). Market share versus the Food market grew +0,6 points.
- Change in data analysis, data management, segmentations and strategy in the Loyalty programme added +184 mill. € incremental sales.

### Hypermarket Business Unit Marketing Director

Full re-thinking of the commercial dynamics, reducing investment -14%, generating +3,6% new customers, +8,6% extra sales speed. Able to evolve and grow a non-professional marketing team, composed by people from stores.

**IKEA Iberia**, Swedish unlisted furniture retailer, family-owned. 2006 – 2008 Spain & Portugal  
**Marketing, Corporate Communications & ESG Director.** Board director of IKEA Madrid Este & IKEA Málaga.

**BMW Ibérica**, German listed industrial multinational. 2001 – 2005 Spain & Andorra  
**Marketing Director BMW & MINI and Director of Iniciativa BMW per a la Innovació**, an ESG project.

**COLGATE-PALMOLIVE**, American fast-moving consumer goods listed multinational. 1995 – 2001 Spain  
**Head of National Key Account Managers, Head of Oral Care Business, Head of Personal Care Business.**

**Beiersdorf AG, BDF Nivea**, German consumer goods listed multinational. 1993 – 1995 Spain & Germany  
**Product Manager, International Junior Group Brand Manager, Saleswoman, Junior KAM.**

## Education

2021 – 2022	IC-A Certified Good Government - Board of Directors Programme.
2016 – 2016	HULT Ashridge Executive Education - Vorwerk Senior Leadership Programme.
2010 – 2010	IMD U.S.A. & IMD Switzerland - Carrefour Strategic Leadership Programme.
2004 – 2006	Doctoring Business Administration (Suficiencia investigadora) Complutense University.
2000 – 2001	Master in e-Business ICADE University.
1985 – 1991	Master Degree in Economics and Business Administration Complutense University.
1979 – 1984	Music & Choral Degree Real Conservatorio Superior. Piano studies.

## Languages

Spanish	Native	French	Fluent (C2)
English	Fluent (C2)	German	Knowledge (B2)

## Additional Activities

2013 – today	Associate Professor Universidad Carlos III & Guest Professor Universidad ICESI Bogotá.
1979 – today	Choir voice of the Chorus Head Professor in Real Conservatorio Superior.
2011 – today	Member of the Eficacia Awards Jury Club.
2011	Member of the IESE Advisory Council on Social media.
2010	Short-listed for the Top 5 Marketing Directors in the National Marketing Awards 2010.
1984 – 1992	Internacional Trainee in Finland, Italy and Canada. Studies in Ireland, Belgium, UK, USA.
1987 – 1991	AIIESEC Somosaguas, President, LCEC, International relations head.
1984 – 1886	Mater Salvatoris school Music teacher.
1982 – 1887	Dyslexic child homework support.

World discoverer across 85 countries. Yoga fan, meditation amateur & enthusiastic PADI diver.