



**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.** (“**DIA**” or the “**Company**”), in accordance with Article 227 of the consolidated text of the Securities Market Act and implementing regulations, hereby communicates and discloses the following:

**OTHER RELEVANT INFORMATION**

The Board of Directors of the Company has resolved to call the General Shareholders' Meeting to be held in the registered office in Las Rozas – Madrid, at calle Jacinto Benavente, 2-A, Edificio Tripark, on July 31, 2020 at 10:00 a.m. on first and only call.

The full call notice is attached.

The proposed resolutions prepared by the Board of Directors, together with the remaining documentation relating to the Shareholders' Meeting (in particular, the mandatory reports from the directors and the committees regarding the proposed resolutions that require such report), are available to the shareholders at the registered office indicated above and on the corporate website ([www.diacorporate.com](http://www.diacorporate.com)).

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Madrid, 24 June 2020

Distribuidora Internacional de Alimentación, S.A.

Álvaro López-Jorrín Hernández  
Secretary of the Board of Directors



**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.**  
*Shareholders' Meeting*

By resolution of the Board of Directors, the Shareholders' Meeting of Distribuidora Internacional de Alimentación, S.A. (the "**Company**") is called, to be held in Las Rozas - Madrid, at the registered office at calle Jacinto Benavente, 2-A, Edificio Tripark, on **July 31, 2020 at 10:00 a.m.**, in accordance with to the following:

**AGENDA**

1. Approval of the financial statements and of the management report of the Company and its consolidated group, relating to fiscal year 2019.
2. Approval of the proposed allocation of profit/loss for 2019.
3. Approval of the statement of non-financial information for 2019.
4. Approval of the management of the Board of Directors during the period from January 1 to May 20, 2019.
5. Approval of the management of the Board of Directors during the period from May 21 to December 31, 2019.
6. Ratification and reappointment of Ms. Basola Vallés Cerezuela as independent director.
7. Establishment of the number of members of the Board of Directors at eight and maintenance of vacancy.
8. Consultative vote on the annual report on directors' remuneration for fiscal year 2019.
9. Approval of the severance for the removal of Mr. Karl Heinz-Holland.
10. Authorization of the Board of Directors, with powers of delegation, during a maximum of five years, to increase share capital in accordance with article 297.1.b) of the Capital Companies Law, up to one-half of the share capital at the date of this authorization, and expressly empowering the Board to exclude the preemptive subscription right, although this latter power is limited to 20% of the share capital at the authorization date.
11. Authorization of the Board of Directors, with powers of delegation, during a maximum of five years, to issue securities convertible into new shares in the Company and/or exchangeable for existing shares in the Company, and warrants (options to subscribe new shares in the Company and/or to acquire existing shares in the Company). Establishment of the criteria to determine the bases and types of conversion and/or exchange, and



empowering of the Board of Directors to increase the share capital by the necessary amount, and to exclude the preemptive subscription right, although this latter power is limited to 20% of the share capital at the authorization date.

12. Amendment of article 16 of the Bylaws and, correlatively, of article 9 of the Shareholders' Meeting Regulations, as regards the powers of the Shareholders' Meeting for their adaptation to the applicable legal regime.

13. Inclusion of a new article 28 bis in the Bylaws and article 31 bis of the Shareholders' Meeting Regulations, to provide for the possibility of remote attendance at the Shareholders' Meeting by electronic means.

14. Authorization for the creation of guarantees on assets of the Company for the purposes of article 160.f) of the Capital Companies Law.

15. Approval, until the holding of the Annual Shareholders' Meeting of next year, of the reduction to fifteen days of the period for calling special shareholders' meetings, in accordance with article 515 of the Capital Companies Law.

16. Delegation of powers to formalize, interpret, rectify and implement the resolutions adopted by the Shareholders' Meeting.

## **SUPPLEMENT TO THE CALL NOTICE AND PROPOSED RESOLUTIONS**

Shareholders representing at least three percent of the share capital may (a) request that a supplement to this call notice be published, adding one or more further items to the agenda, provided that the new items are accompanied by a justification or, as appropriate, a justified proposed resolution; and (b) submit reasoned proposals for resolutions on items already included or to be included on the agenda. This right shall be exercised by serving notice by duly authenticated means (including the relevant documentation evidencing shareholder status) that must be received at the registered office (calle Jacinto Benavente 2-A, Edificio Tripark, 28232 Las Rozas - Madrid) within five days of the publication of this call notice.

## **RIGHT TO ATTEND**

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

## **ELECTRONIC ATTENDANCE**

In accordance with article 41 of Royal Decree-Law 8/2020 of March 17, 2020 on urgent extraordinary measures to confront the economic and social impact of COVID-19, the Board of Directors of the Company has decided to establish the possibility for



shareholders with attendance rights to attend the Shareholders' Meeting electronically, which will be broadcast in real time via streaming on the Company's website ([www.diacorporate.com](http://www.diacorporate.com)), through the "Electronic Attendance" application which will be available on that website, according to the following rules:

- (i) Electronic attendance will be possible through the aforementioned "Electronic Attendance" application, which will be operative starting at 7:00 a.m. on the date of the Shareholders' Meeting (i.e. July 31, 2020) and until the meeting ends.
- (ii) In order to permit the appropriate management of the electronic attendance systems, the shareholders who wish to attend the Shareholders' Meeting by electronic means must register through the aforementioned application by no later than 10:00 AM a.m. on the date of the Shareholders' Meeting, identifying themselves with their electronic national identity card number (DNIe) or an electronic user's certificate that is recognized and valid in accordance with Electronic Signature Law 59/2003, of December 19, 2003, and issued by the Spanish Public Certification Authority (CERES), dependent on the Fábrica Nacional de Moneda y Timbre. It will also be possible for shareholders to identify themselves through an user name (which will be provided when completing the registration form) and password, attaching documentation which proves their identity.
- (iii) The shareholder that has registered to attend electronically according to point (ii) above and wishes to leave the Shareholders' Meeting, placing it on record before the notary or personnel assisting the notary (or, in the absence thereof, before the secretary of the Shareholders' Meeting) may do so through the form that will be provided for that purpose in the computer application.
- (iv) The shareholders attending electronically who intend to participate in the Shareholders' Meeting and, as the case may be, make proposals for resolutions in the legally established cases or request information or clarifications during the holding of the Shareholders' Meeting, must necessarily state that intention when registering, in the manner established in the computer application. Once that intention has been expressed, the speeches, resolution proposals and requests for information or clarifications may be done in writing through the form that will be available in the computer application until the Shareholders' Meeting is convened. Shareholders wishing to have their participation recorded in the minutes of the meeting shall expressly state such circumstance in the above-mentioned participation form.
- (v) The shareholders attending electronically who intend to participate in the Shareholders' Meeting and, as the case may be, make proposals for resolutions in the legally established cases or request information or clarifications during the holding of the Shareholders' Meeting, must necessarily state that intention when registering, in the manner established in the computer application. Once that intention has been expressed, the speeches, resolution proposals and requests for



information or clarifications may be made in writing, with a length of no more than 1,000 words, through the form that will be available in the computer application until the Shareholders' Meeting is convened. Shareholders wishing to have their participation recorded in the minutes of the meeting shall expressly state such circumstance in the above-mentioned participation form.

- (vi) Valid requests for information or clarifications by the shareholders attending electronically shall be answered within the seven days following the holding of the meeting, in accordance with article 182 of the Capital Companies Law, notwithstanding the possibility that they may be answered verbally during the Shareholders' Meeting.
- (vii) Duly registered shareholders attending electronically may issue their vote through the computer application, on the terms established therein and according to the appropriate voting form, and the provisions of article 31 of the Shareholders' Meeting Regulations shall apply to that vote.
- (viii) The period for voting through the computer application for shareholders attending electronically will be open until the end of the Shareholders' Meeting or such later time as may be specified, if applicable, by the Chairman of the meeting.
- (ix) For all relevant legal purposes, electronic attendance by shareholders will be equivalent to in-person attendance at the Shareholders' Meeting.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for attending the Shareholders' Meeting electronically when so required or warranted for technical reasons or reasons of security.

The Company will not be liable for any damage caused to shareholders as a result of malfunctions, overloads, line failures, failed connections or any other contingency of the same or a similar nature, beyond the control of the Company, that hinders the use of the mechanisms described in this section for electronic attendance. Therefore, such circumstances will not constitute an unlawful deprivation of shareholder attendance rights.

### **RIGHT OF REPRESENTATION**

All shareholders entitled to attend the Shareholders' Meeting may be represented thereat by another person, who need not be a shareholder. Proxies must be granted in writing, by means of the completion and signature of the relevant attendance, proxy and voting card by the shareholder granting the proxy.

Exercise of the right of representation shall be governed by the provisions of the Capital Companies Law, the corporate bylaws and the Shareholders' Meeting Regulations.



Shareholders may obtain their attendance, proxy and remote voting cards from the IBERCLEAR member entities with which their shares are deposited.

### **REPRESENTATION AND VOTING USING MEANS OF DISTANCE COMMUNICATION**

Shareholders may grant a proxy or cast their vote prior to the Shareholders' Meeting by using the following means of distance communication:

- a) Postal correspondence: by sending the original attendance, proxy and remote voting card, with the relevant section duly completed and signed, to the Company at the following address: calle Jacinto Benavente 2-A, Edificio Tripark, 28232 Las Rozas - Madrid.
- b) Electronic correspondence: via the Company's website ([www.diacorporate.com](http://www.diacorporate.com)), by accessing the page provided for such purpose and following the established procedure. To do so, shareholders must have a qualified or advanced electronic signature, based on a recognized and valid electronic certificate, on the terms provided for in Electronic Signature Law 59/2003, of December 19, 2003, issued by the Spanish Public Certification Authority (CERES), dependent on the Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda (FNMT-RCM) or an electronic national identity document (DNIe). It will also be possible for shareholders to identify themselves through an user name (which will be provided when completing the registration form) and password, attaching documentation which proves their identity.

In order to be valid, all proxies granted and all votes cast using means of distance communication must be received by the Company at least 24 hours in advance of the date scheduled for the Shareholders' Meeting.

Attendance in person at the Shareholders' Meeting by any shareholder who has previously granted a proxy or cast a vote using means of distance communication shall render said proxy or vote null and void.

### **SPECIAL CONSIDERATIONS IN VIEW OF THE COVID-19 PANDEMIC**

In order to safeguard the general interests and preserve the health of the shareholders, employees and other individuals involved in the preparation and holding of the Shareholders' Meeting as a consequence of the COVID-19 pandemic, the shareholders are encouraged to participate remotely, through electronic attendance or by exercising the right to proxy representation and remote voting.

Moreover, it is notified that, as a consequence of the COVID-19 pandemic, physical attendance by the shareholders (or their proxies) at the Shareholders' Meeting could be hindered or restricted by any measures that may be in force on the date of the meeting (which could give rise to discriminatory situations, as in the case of limitation of



attendees), in which case the Board of Directors could decide that the meeting will exclusively be held electronically, without the physical attendance of shareholders.

### **RIGHT OF INFORMATION**

In accordance with the applicable legislation and, in particular, article 272 et seq. of the Capital Companies Law, it is placed on record that as from the date of publication of this call notice, shareholders shall have the right to examine and obtain at the Company's registered office, or request to be sent, immediately and free of charge, the following documents:

- the financial statements and management report, separate and consolidated, of the Company and of its consolidated group, and the statement of non-financial information, the relevant auditor's reports and the proposed allocation of profit/loss, all in relation to fiscal year 2019;
- the full wording of the proposed resolutions on the agenda items drawn up by the Board of Directors and the reports issued by the Board in relation to agenda items 6 (containing the professional and biographical profile of the director whose reappointment is proposed), 10, 11, 12 and 13; and
- The annual report on directors' remuneration for 2019.

All of the above documents may also be consulted on the Company's website ([www.diacorporate.com](http://www.diacorporate.com)).

In accordance with the provisions of the Capital Companies Law, up until the fifth day before the date scheduled for the Shareholders' Meeting, shareholders may request from the Company (by delivering a request to the registered office or sending it to the Company's registered office at calle Jacinto Benavente 2-A, Edificio Tripark, 28232 Las Rozas - Madrid) any information or clarification they deem necessary or submit any questions they consider pertinent in relation to the items on the agenda and regarding any information accessible to the public that may have been provided by the Company to the Spanish National Securities Market Commission since the date of the last Shareholders' Meeting.

### **SHAREHOLDERS' ELECTRONIC FORUM**

In accordance with the legislation in force, a Shareholders' Electronic Forum has been set up on the Company's website ([www.diacorporate.com](http://www.diacorporate.com)) which shall be used in accordance with its legal purpose and with the operating rules and guarantees established by the Company, and may be accessed by duly-authenticated shareholders or groups of shareholders.



## DATA PROTECTION

Personal data (i) which the shareholders and, as the case may be, their proxies provide to the Company for the exercise or delegation of their rights of attendance, proxy representation and voting at the Shareholders' Meeting, or (ii) which are provided for these purposes by the banks and brokerage firms that are the depositaries or custodians of the shares of those shareholders, or by the entity that is legally authorized to keep the register of book entries, IBERCLEAR, shall be processed by Distribuidora Internacional de Alimentación, S.A. with address at Parque Empresarial de las Rozas - Edif. Tripark, calle Jacinto Benavente, nº 2-A, 28232, Las Rozas-Madrid as data controller, in order to develop, manage and control the exercise of the rights of the shareholders at its Shareholders' Meeting and the existing relationship with shareholders, and to manage and control the holding of the Shareholders' Meeting, and meet its statutory obligations.

If the shareholders' attendance, proxy or distance voting card includes personal data referring to individuals other than the holder and if a third party attends the Shareholders' Meeting as a proxy of the shareholder, the shareholder must inform that person of the information contained in these paragraphs in relation to the processing of personal data and must comply with any other requirements that may be applicable for the correct disclosure of personal data to the Company, without the Company's having to carry out any additional step with respect to the data subjects.

The personal data will be kept while the shareholder relationship is in force and, thereafter, for a period of 6 years solely to be able to handle any legal or contractual actions, unless, exceptionally, the statute of limitations period applicable to any legal or contractual actions is longer.

The processing of data is necessary for the purposes indicated previously and the legal grounds that justify such processing are based on the shareholder relationship and on the compliance with statutory obligations.

The data will be communicated to the Notary, if any, who attends the Shareholders' Meeting and draws up the minutes thereof and may be provided to third parties in the exercise of the information right set forth in the law or be accessible to the public to the extent they are recorded in the documentation available on the website ([www.diacorporate.com](http://www.diacorporate.com)).

The personal data subjects may exercise their rights of access, rectification, erasure, opposition, restriction of processing and portability, or exercise any other rights recognized by applicable data protection legislation, on the terms established by law, through postal correspondence to the address indicated, or by e-mail to the address [proteccion.datos@diagroup.com](mailto:proteccion.datos@diagroup.com), providing a photocopy of their national identity card or equivalent identity document. Moreover, we inform you that you may send an e-mail to [dpo.es@diagroup.com](mailto:dpo.es@diagroup.com) to inquire about any aspect regarding the processing of personal data by DIA. Data subjects may file a claim with the competent supervisory



authority in relation to data protection; in Spain, it is the Data Protection Agency. For more information, please visit [www.aepd.es](http://www.aepd.es).

Madrid, June 24, 2020. The Board Secretary, Álvaro López-Jorrín Hernández.