



**ANNUAL REPORT ON REMUNERATION OF THE
DIRECTORS OF LISTED CORPORATIONS**

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Corporate Name:

DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.

Registered Office:

C/ JACINTO BENAVENTE, 2A (EDIFICIO TRIPARK), (LAS ROZAS DE MADRID),
28232 MADRID

(Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)

ANNUAL REPORT ON REMUNERATIONS OF DIRECTORS OF LISTED CORPORATIONS

A. COMPANY REMUNERATION POLICY FOR THE CURRENT YEAR

A.1.1 Explain the Directors' remuneration policy in force for the current fiscal year. To the extent that it is relevant, certain information may be included by reference to the remuneration policy approved by the Shareholders' Meeting, provided the inclusion thereof is clear, specific and exact.

A description should be provided of the specific determinations, for the current fiscal year, regarding the remuneration of the Directors both in their capacity as such and for the performance of executive functions, made by the Board of Directors in accordance with both the provisions of the contracts signed with the executive Directors and with the remuneration policy approved by the Shareholders' Meeting.

In any event, at minimum, the following aspects should be reported:

- a) Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its conditions.
- b) Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.
- c) Information on whether any external advisors took part in this process and, if so, their identity.
- d) Procedures contemplated in the current Director remuneration policy to apply temporary exceptions to the policy, conditions on which such exceptions may be used and components that may be subject to exceptions according to the policy.

Directors' remuneration policy in force in the current fiscal year

The Directors' remuneration policy of DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. ("**DIA**" or the "**Company**") in force is the one approved by the Ordinary Shareholders' Meeting held on 20 June 2025, with a favourable vote of 99.6752% of the share capital present and represented at said Shareholders' Meeting, and is applicable from the day of its approval by said General Meeting and during the three years following its approval, that is, during the fiscal years 2026, 2027 and 2028.

The Board of Directors of DIA approved at its meeting held on 24 April 2025, upon the proposal of the Nominations and Remunerations Committee, to submit for the approval of the General Shareholders' Meeting the remuneration policy for the members of the Board of Directors (the "**Remuneration Policy**"), as a separate item on the agenda, in compliance with the provisions of the consolidated text of the Capital Companies Law approved by Royal Legislative Decree 1/2010, of 2 July (the "**Capital Companies Law**" or "**LSC**").

The Remuneration Policy was approved in accordance with the provisions of said regulatory provision and Article 16 of the Company's Bylaws, and is adjusted to the remuneration system established in Article 38 of the aforementioned Bylaws (which was amended at the same General Meeting at which the Remuneration Policy was approved, to adapt it to the new concepts provided for in the Remuneration Policy). In compliance with the provisions of Article 217 of the Capital Companies Act, said remuneration is reviewed periodically so that it keeps a reasonable proportion with the size of the Company, its economic situation and the market standards of comparable companies.

In the review process carried out in the context of the approval of the new remuneration policy for directors, the Nominations and Remunerations Committee and the Board of Directors have verified the adequacy and alignment of the remuneration with respect to the market, relying for this purpose on remuneration studies prepared by consulting firms of recognized international prestige. The Remuneration Policy replaces the policy approved by the General Shareholders' Meeting held on 7 June 2022, is applicable from the very date of its approval by the Ordinary General Shareholders' Meeting of 20 June 2025 and during the 2026, 2027 and 2028 financial years.

The objective of the current Remuneration Policy is to contribute to the business strategy and to the long-term interests and sustainability of the Company and is based, among others, on the principles of commitment and attraction and retention of talent, transparency, external and internal equity and fostering the creation of value for the Company and its shareholders in the long term.

Specifically, the Directors' remuneration system is designed in a manner that contributes to the fulfilment of the company's strategies and to the maximisation, on a sustained basis, of the Company's value and ensures that its amount does not condition their independence. For these purposes:

- The Directors' remuneration for their services as such is limited to the non-executive non-proprietary Directors and consists of a fixed allowance in cash and of deferred remuneration in shares under the Restricted Share Plan for Directors.
- The variable remuneration is only available to the executive Directors and is linked to the achievement of financial-economic and/or non-financial parameters aligned with the strategic objectives of the Company and the long-term creation of value, such that the elements for measuring that performance are not based solely on one-off, occasional or extraordinary events.
- Any variable remuneration paid will be subject to a clawback clause.

The criteria used to determine the Remuneration Policy are included in Article 38 of the Company's bylaws and Article 33 of the Board of Directors' Regulations, and they differ according to whether the Directors are executive or non-executive.

Specific determinations regarding the remuneration of the Directors both in their capacity as such and for the performance of executive functions

In relation to the specific determinations for fiscal year 2025, both of the remuneration of the Directors for their status as such, as well as for the performance of executive functions, the Nomination and Remuneration Committee and the Board of Directors will apply the Remuneration Policy.

In this regard, pursuant to Article 38 of the corporate bylaws, the office of Director, in the capacity of such, is remunerated.

However, the remuneration policy establishes that only non-proprietary non-executive Directors will receive remuneration in their capacity as directors of the Company, which will consist of:

- (i) A fixed allowance in cash, established by the Board of Directors, which may adapt the amount to be received by each Director according to the functions and responsibilities entrusted to each one, membership on Board of Directors' committees and any other objective circumstances that it considers pertinent.

The maximum annual amount of the fixed allowance for all Directors for their services as such is established by the Shareholders' Meeting as 2,025,000 euros.

The annual fixed allowance of non-executive non-proprietary Directors is initially established at the following amounts:

Annual basic remuneration:

- a) Chairman of the Board of Directors: 200,000 euros gross.
- b) Deputy Chairman of the Board of Directors: 166,666 euros gross.
- c) Member of the Board of Directors: 100,000 euros gross.

Additional annual remuneration for membership on committees:

- a) Committee Chairman: 43,334 euros gross.
- b) Committee Member: 16,666 euros gross.

The Board of Directors may review the above amounts within the maximum limit established by the Shareholders' Meeting for the fixed allowance for all the Directors for their services as such.

(ii) Deferred remuneration in shares under the "Restricted Share Plan" for non-executive non-proprietary Directors, with the following principal conditions which are approved by the General Shareholders' Meeting:

a) Description: The Restricted Share Plan is a share-based remuneration plan that consists of granting to non-executive non-proprietary Directors of the Company a right to receive free of economic charge a certain number of common DIA shares at the end of the vesting period established for the purpose and provided that (without prejudice to any exceptions that apply) the Director has continued to hold their office for the entire vesting period.

b) Grant of rights under the Restricted Share Plan: Each non-executive non-proprietary Director may be granted a right to receive shares under the Restricted Share Plan on the occasion of their appointment, of each reappointment as Director of the Company or at the end of the vesting period of any prior right or liquidation of a previous deferred remuneration in shares plan.

c) Vesting period: The vesting period will be for a term that will normally be similar to the Director's term of office in accordance with the Corporate Bylaws of the Company (currently two years), which may be counted from Annual Shareholders' Meeting to Annual Shareholders' Meeting, although it will be possible to establish vesting periods with a longer term (by no more than 12 months) or shorter where necessary or advisable for the better management of the Restricted Share Plan (e.g., in cases of appointments or reappointments on dates other than that of the Annual Shareholders' Meeting).

d) Individual grant: Each right will refer to a number of shares equal to the result of multiplying the amount of half of the total fixed allowance in cash (including all its components) by the number of years of the term of the vesting period and dividing it by the reference price of the share, rounded to the closest unit. Consequently, the deferred remuneration in shares will represent one third of the total directors' remuneration. The reference price will, as a general rule, be the average closing price of the DIA share during the 15 trading sessions immediately preceding the reference date of the grant

(which may be the effective date of the appointment or reappointment of the Director or the end of the vesting period of any prior right or date of liquidation of the previous deferred remuneration in shares plan). The Board of Directors is authorised to adjust the number of shares allocated to each right in accordance with the application of the usual anti-dilution clauses.

e) Vesting: The right to receive the shares will accrue proportionally during the vesting period, but the right will not vest and the shares will not be delivered until the end of such period. If the Director vacates office before the end of the vesting period for a reason not attributable to a breach of their duties, the Board of Directors is authorised to vest the right to receive all or some of the shares allocated and bring forward the delivery of such shares to the moment of vacation of office, all the foregoing depending on the circumstances present.

f) Other obligations: Directors will be under the obligation to hold any delivered shares until 12 months after the date in which they vacate office as DIA director (although this rule will not apply to any shares that the Director needs to dispose of in order to pay the costs relating to their acquisition).

The Board of Directors is authorised, on the broadest terms, with express powers to subdelegate, to implement, develop, interpret, formalise, execute, operate and settle the Restricted Share Plan, adopting as many resolutions and signing as many public or private documents as may be necessary or advisable to give full effect to the Plan, with the authority as well to correct, rectify, amend or supplement the Plan.

To enable the implementation and operation of the Restricted Share Plan, the Shareholders' Meeting, in accordance with Article 219 of the Capital Companies Law, has approved the allocation of 200,000 common shares of the Company for the grant of rights under the Restricted Share Plan for the term of this Remuneration Policy (i.e., until 31 December 2028). The Company may allocate to coverage of the Restricted Share Plan the shares that make up or that may make up its treasury stock from time to time or use other appropriate coverage systems.

In the event that, due to objective circumstances rendering the delivery of ordinary shares to the directors under the Restricted Share Plan impossible or inadvisable, the Board of Directors has been authorized to agree to the substitution, in whole or in part, of the delivery of shares for the equivalent amount in cash (taking into account the listing price of said shares at the time the director would have been entitled to dispose of them).

This Remuneration Policy does not contemplate the payment of fees for attendance at meetings of the Board of Directors or of the Board committees; however, Directors will be reimbursed for any duly justified expenses they may incur in performing their functions, in accordance with what is set forth in the applicable Company's travel and expenses policies.

At the date of preparation of this report, the non-proprietary non-executive Directors are: Ms. Luisa Deplazes de Andrade Delgado, Mr. Vicente Trius Oliva, Ms. Gloria Hernández García, Mr. José Wahnon Levy, Mr Sergio Antonio Ferreira Dias, Ms. Paloma Pérez Sánchez, Ms. Rut Aranda Carmona and Ms. Sara María Díez Jauregui.

In relation to **executive directors**, the remuneration to be received by them for performing executive functions at the Company (which are therefore different from the functions related to their status as members of the Board, which is not remunerated) is structured as follows:

- (i) Fixed remuneration, determined considering the content of the executive functions assigned and the merits of the executive Director.
- (ii) Variable remuneration, the purpose of which is to reinforce their commitment to the Company and encourage the best performance of their functions, which may include:
 - Short-term variable remuneration (*annual bonus*), payable in cash and linked to the achievement of economic, financial and non-financial targets and, as the case may be, the fulfilment of personal targets.
 - A medium- and long-term variable remuneration, consisting of medium- and long-term incentive systems (multi-year bonuses, share or stock option plans, warrants on shares or referenced to the share price, or analogous systems) linked to Company performance in relation to certain economic and financial and/or non-financial parameters aligned with the Company's strategic objectives and long-term value creation, as well as to continued employment in the Company or the Group for a certain period of time and to the executive Director's performance.

All of the variable remuneration received by the executive Directors will be subject to a clawback clause under which the Company may seek reimbursement of the variable components of the remuneration in certain cases such as, for example, where it comes to light that the variable remuneration was settled and paid in whole or in part on the basis of information that is subsequently and clearly shown to be seriously false or inaccurate.

A portion of the variable remuneration may have the consideration of minimum or guaranteed remuneration, in which it will have to be expressly included in the specific contract with the relevant executive director.

The maximum annual aggregated amount of short-term fixed and variable remuneration of an executive Director will be 3,000,000 euros gross.

The maximum value of the medium- and long-term variable remuneration of an executive Director may not exceed 200% of their annual fixed remuneration multiplied by the number of years of reference of the medium- and long-term variable remuneration plan (normally three years).

- (iii) Some items of remuneration in kind, in order to offer a competitive and attractive remuneration package to the executive Directors. That remuneration in kind may consist of, without limitation: accommodation, life and accident insurance, health insurance, an annual medical check-up or a company car, in accordance with the Company's policies. In all cases, remuneration in kind shall not exceed 5% of the executive Director's annual fixed remuneration.
- (iv) Remuneration from the post-contractual noncompete undertaking: Where an executive Director's contract contains a post-contractual non-compete undertaking, their remuneration may include periodic fixed remuneration as consideration for such undertaking, which may not exceed the fixed remuneration corresponding to the noncompete period.
- (v) Severance for removal: payments for termination of the contract will not exceed an amount equal to two years of the executive Director's total annual remuneration.

The Board of Directors may periodically review the executive directors' pay package, within the framework of this Remuneration Policy and subject to the above limits,

considering, in particular, the executive's worth and merits, market conditions at peer companies and the fact that it can be borne the Company.

At the date of this report, the Company does not have any executive director.

The following sections describe the characteristics of the remuneration system of the Directors of DIA, established in the remuneration policy in force on the date of preparation of this report.

Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its conditions

The bodies in charge of drafting the remuneration policy for the Company's Directors are the Board of Directors and the Nomination and Remuneration Committee, being, in accordance with Articles 16 and 38 of the DIA Bylaws and Article 529 novodecies of the Capital Companies Law, the General Meeting of Shareholders has the power to approve:

- a) the remuneration policy of the Directors, in accordance with the provisions of the applicable legislation,
- b) the maximum amount of the remuneration to be paid by the Company to its Directors,
- c) establishing the Director remuneration systems consisting of the delivery of shares or rights over them or which are indexed to the share value, and
- d) the Company's annual report on Directors' remuneration, on a consultative basis, as a separate item on the agenda.

In accordance with Article 38 of the bylaws and Article 5 of the Board of Directors' Regulations, pursuant to Articles 249, 249 bis and 529 octodecies of the LSC, the Board of Directors is in charge of the following:

- a) Adopting decisions relating to the remuneration of Directors for their services as such and to establish the conditions of the contract for executive Directors, including their remuneration for the performance of executive duties, within the framework of the bylaws and the remuneration policy approved by the Shareholders' Meeting and in force from time to time.
- b) Formulation of the Directors' remuneration report.

In addition, according to the provisions of Article 5.5.i) of the Board of Directors' Regulations, this body is competent to prepare the annual corporate governance report and the annual report on Directors' remuneration, and to submit it to the General Shareholders' Meeting.

Pursuant to Article 24.5 of the Company's Board of Directors' Regulations and Article 12.1 of the Company's Nomination and Remuneration Committee's Regulations, the Nomination and Remuneration Committee has the following functions, among others:

- a) Propose to the Board of Directors the remuneration policy for Directors and general managers or those who perform their senior management functions under the direct supervision of the Board of Directors or the Executive Chairman, as well as the individual remuneration and other contractual conditions of executive Directors, ensuring compliance therewith.
- b) Monitor compliance with the remuneration policy set by the Company.

c) Periodically review the remuneration policy applied to directors and senior executives, including share-based remuneration schemes and their application, and check that their individual remuneration is proportionate to that paid to other Directors and senior executives of the Company.

d) Verify the information on Directors' and senior executives' remuneration contained in the various corporate documents, including the annual report on Directors' remuneration.

The Board of Directors' Regulations of DIA in Article 24.1 and Article 16.1 of the Company's Nomination and Remuneration Committee's Regulations establish that the Nomination and Remuneration Committee is composed of a minimum of three and a maximum of five Directors, appointed by the Board of Directors itself from among its non-executive Directors, at least two of whom must be independent Directors.

At the date of preparation of this report, the composition of the Nomination and Remuneration Committee is as follows:

Chairwoman:	Ms. Luisa Deplazes de Andrade Delgado (independent Director)
Member:	Mr. Vicente Trius Oliva (independent Director)
Member	Ms. Paloma Pérez Sánchez (independent Director)
Member	Ms. Rut Aranda Carmona (independent Director)

Mr. Patricio Morenés Hoyos, who holds the position of Non-Director Secretary of the Company's Board of Directors, acts as Secretary non-member of the meetings of the Nomination and Remuneration Committee.

The Board of Directors' Regulations state that the Nomination and Remuneration Committee shall hold a meeting as often as may be deemed necessary in the opinion of its Chairman, who shall call a meeting whenever a report must be issued or proposals must be adopted and, in all cases, whenever it may be necessary for the correct performance of its duties.

In 2025, the Nomination and Remuneration Committee held 7 meetings and, on 3 other occasions, resolutions were adopted in writing and without a meeting.

Section B.1.1 of this report gives an account of the main decisions in relation to remuneration in fiscal year 2025 adopted by the Nomination and Remuneration Committee and by the Board of Directors, in accordance with the powers described above.

Comparable companies considered when establishing the Company's remuneration policy

The aim of the Remuneration Policy is for the remuneration of the Company's Directors to comply with market trends and references in relation to remuneration in its sector of business, so that it is aligned, both quantitatively and qualitatively, with the best market

practices followed by national and international companies whose activity is related to the production and distribution of consumer goods.

Information on whether any external advisor has participated and, if so, the identity thereof

In general, all the proposals of the Nomination and Remuneration Committee have the internal advice of the Company and, where appropriate, that of external advisors when this is necessary or convenient due to the matter or item to be discussed.

Procedures contemplated in the current Directors remuneration policy to apply temporary exceptions to the policy, conditions on which such exceptions may be used and components that may be subject to exceptions according to the policy

The Board of Directors, following a report from the Nomination and Remuneration Committee, may apply temporary exceptions to this Remuneration Policy which will, in all cases, be limited to exceptional situations in which not applying the Remuneration Policy is necessary to serve the long-term interests and sustainability of the Company as a whole or to ensure its viability, and which may affect any of the components of the Directors' remuneration system.

These situations will include the appointment of Directors with executive functions, for whom specific conditions may be established with respect to the components of their remuneration provided for in section 3 of the Remuneration Policy.

The procedure to be followed should any circumstance arise that justifies applying such temporary exceptions will be as follows:

- (i) The Nomination and Remuneration Committee will issue a report assessing the circumstances that would trigger the application of the exceptions and the affected remuneration that would be modified.
- (ii) In preparing the report, the Nomination and Remuneration Committee may rely on the opinion of an external third party.
- (iii) In view of the conclusions of the report, the Nomination and Remuneration Committee would, where appropriate, draw up the proposal for exceptional application which would be submitted to the Board of Directors for approval, where appropriate.

In any event, the Company will duly inform, in the annual report on remuneration, about the exceptional situation that has led the Board of Directors to approve the application of the temporary exception, as well as the component(s) subject to such exception.

A.1.2 Relative importance of variable remuneration items in relation to fixed remuneration (remuneration mix) and the criteria and targets taken into consideration in their determination and to guarantee a suitable balance between the fixed and variable components of the remuneration. In particular, state the steps taken by the company in relation to the remuneration system to reduce exposure to excessive risks and adapt it to the long-term goals, values and interests of the company, which will include, as the case may be, a mention of the measures to guarantee that the long-term results of the company are taken into account in the remuneration policy, the measures adopted in relation to those categories of staff whose professional activities have a material impact on the risk profile of the company and measures to avoid conflict of interest.

Furthermore, state whether the company has established any period for the accrual or vesting of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or delivery of accrued and

vested financial instruments, or if any clause has been agreed that reduces the deferred remuneration not yet vested or that obliges the Director to return remuneration received, when such remuneration has been based on figures that have since been clearly shown to be inaccurate.

As established in the Remuneration Policy, only executive Directors have the possibility of receiving variable remuneration, thus complying with Recommendation no. 57 of the Code of good governance for listed companies.

The Remuneration Policy establishes that the variable remuneration system of the executive Directors is intended to enhance their commitment to the Company and encourage the best performance of their functions. Said variable remuneration must be based on predetermined and measurable criteria that seek to assess the contribution of executive Directors, in the exercise of their executive duties, to the business objectives of the Company and the DIA Group, and may include two variable components: (i) a short-term variable remuneration component (*annual* bonus), and (ii) as appropriate, a medium- and long-term variable remuneration component (*multi-year* bonuses, share plans or options or warrants on shares or referenced to the value of the shares or similar systems) linked to the performance of the Company in relation to certain economic-financial and/or non-financial parameters aligned with the strategic objectives of the Company and the creation of value long-term as well as permanence in the Company or the Group for a certain period of time and the performance of the executive Director.

During 2025 the Company did not have any executive Director. At the date of this report the Company does not have any executive Director.

A.1.3 Amount and nature of the fixed components which are expected to accrue in the fiscal year in favour of the Directors in their capacity as such.

According to the Remuneration Policy in force, the maximum amount of the fixed remuneration payable to the Directors as a whole, in their capacity as such, is 2,025,000 euros. That amount is the one in force for fiscal year 2026 and shall remain in force until the General Shareholders' Meeting of DIA approves a new amount, as the case may be.

For fiscal year 2026, the fixed annual remuneration is set at the amounts specified in the remuneration policy in force, included in section A.1.1 above.

A.1.4 Amount and nature of the fixed components which will accrue to the executive Directors in the fiscal year for the performance of senior management functions

As noted above in section A.1.2, the company does not have any executive Directors.

A.1.5 Amount and nature of any component remuneration in kind that will accrue in the fiscal year, including but not being limited to insurance premiums paid in favour of the Director

The non-executive Directors do not receive any remuneration in kind.

A.1.6 Amount and nature of variable components, making a distinction between those established on a short- and long-term basis. Financial and non-financial parameters, including in the latter social, environmental and climate change parameters, selected to determine the variable remuneration in the fiscal year in course; explanation of to what extent those parameters are related to the remuneration of both the Director and of the entity, and to its risk profile; the methodology, mandatory time period and techniques established to be able to determine, at the end of the fiscal year, the effective degree of achievement of the parameters applied in the design of the variable remuneration: explanation of applicable criteria and factors as regards the time required and the

methods for verifying the achievement of performance or any other type of conditions to which the accrual and vesting of each variable remuneration component was linked.

Indicate the range in monetary terms of the different variable components according to the degree of achievement of the objectives and parameters established, and whether there is any maximum monetary amount in absolute terms.

As indicated in the preceding sections, the Remuneration Policy only envisages variable remuneration for executive Directors, and it is linked to the fulfilment of some economic-financial and/or non-financial parameters aligned with certain strategic objectives of the Company and the creation of long-term value, such that if the objectives set for a certain period are not met, variable remuneration will not accrue.

However, as indicated above, at the date of this report the Company does not have any executive Director.

A.1.7 Main characteristics of the long-term savings plans. Among other information, state the contingencies covered by the system, whether it is a defined contribution or a defined benefit system, the annual contribution that has to be made to defined contribution systems, the benefits Directors are entitled to in the case of defined benefit systems, the conditions under which economic rights vest for Directors and their compatibility with any other type of payment or indemnification for early termination or dismissal of the director, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the Director.

State if the accrual or vesting of any of the long-term savings plans is linked to achieving certain targets or parameters related to the short- or long-term performance of the Director.

The Remuneration Policy in force does not envisage long-term savings systems.

A.1.8 Any type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the Director, whether at the company's or the Director's initiative, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, minimum contract term or loyalty, that entitles the Director to any kind of remuneration.

The non-executive Directors of DIA are not entitled to severance pay for termination of their appointments.

With regard to the executive Directors, although the current Remuneration Policy includes a severance and non-compete regime upon termination of the contract, at the date of this report the Company does not have any executive Director.

A.1.9 Indicate the conditions that must be respected in the contracts of those exercising senior management functions as executive Directors. Among other aspects, information will be provided on term, the limits on severance amounts, minimum-stay clauses, advance notice periods, as well as payment in lieu of such advance notice period, and any other clauses relating to hiring bonuses, as well as severance or indemnification for early termination or termination of the contractual relationship between the company and the executive Director. Include, among others, the pacts or agreements on non-competition, exclusivity, minimum stay and loyalty, and post-contractual non-competition, unless these have been explained in the previous section.

In addition to what is indicated in the previous sections regarding the economic regime applicable to executive Directors, the current Remuneration Policy provides that the main

terms and conditions of the contract of the executive Directors of the Company, which, where appropriate, are appointed by the Board of Directors, will maintain as general criteria of application the following:

(i) Term: indefinite.

(ii) Exclusivity: they must provide their services on a full and exclusive basis to the Company and the DIA Group, unless they are members of certain Boards of Directors or obtain the Company's prior express consent.

(iii) Advance notice period: The executive contract may be terminated freely at any time by the Company, with no need for advance notice and with the severance consequences indicated below. For their part, executive Directors may freely terminate their executive contract and resign from their position at any time, with at least three months' advance notice (although a longer period may be agreed upon) and without the right to any severance, except as provided in the following (iv) paragraph.

(iv) Severance arrangement: The executive contract may establish that executive Directors are entitled to severance of up to two years of their total annual remuneration in the event of termination sought by the Company not due to a serious and repeated breach of their functions or sought by the executive director based on a serious and repeated breach by the Company of its obligations.

(v) Post-contractual noncompete undertaking: The executive contract may include a post-contractual noncompete undertaking (regardless of the ground for termination) that is remunerated for up to a maximum of 24 months.

(vi) Clawback clause: The Company may seek from the executive Director, in certain cases, reimbursement of the amounts of variable (short-, medium- and long-term) remuneration received.

In any case, the Board of Directors may periodically review the conditions of executive Directors' contracts and include any changes necessary, within the framework of the Remuneration Policy and DIA's internal regulations.

The remuneration system for executive Directors described in the Remuneration Policy will also apply to any new executive directors who join the Board of Directors during the term of the Policy, with the remuneration being adapted to the functions assigned, as well as to the responsibilities assumed and the professional experience of the Director in question. In this regard, the Board of Directors will establish, by means of a resolution, remuneration adapted to such characteristics in accordance with the parameters established in section 3.1 of the Remuneration Policy.

The main terms and conditions of the new executive Directors' contracts or any modifications to the terms and conditions established in the contracts with executive Directors will, in all cases, be disclosed in the annual report on Directors' remuneration for the fiscal year in which they occur.

A.1.10 The nature and estimated amount of any other supplementary remuneration that will be earned by the Directors in the current fiscal year in consideration for services provided other than those inherent to their post.

There is no supplementary remuneration for services provided to the Company other than it is indicated in the preceding sections.

A.1.11 Other remuneration items such as those derived, if any, from the provision by the company to the Directors of loan advances, loans and guarantees and other items.

There is no remuneration in the form of loan advances, loans and guarantees provided to the Directors.

A.1.12 The nature and estimated amount of any other supplementary remuneration not included in the preceding sections, whether paid by the entity or by another group entity, that will be earned by the Directors in the current fiscal year.

There is no remuneration to the members of DIA's Board of Directors other than the items indicated in preceding sections, whether paid by DIA or by another Group entity.

Notwithstanding the foregoing, it is hereby noted that the Non-Executive Chairman, Mr. Alberto Gavazzi has maintained a contractual relationship within the group whose parent company is LetterOne Investment Holdings, S.A. (the "**LetterOne Group**"), which owns 77.7% of the share capital of the Company, for which he receives remuneration from the LetterOne Group, and Mr. Benjamin J. Babcock, external proprietary director, is a Managing Director within LetterOne Group, for which he receives remuneration from the LetterOne Group. This remuneration is based on undertakings and services other than those of his position, respectively, as Non-Executive Chairman of DIA and external proprietary director of DIA.

A.2 Explain any relevant change in the remuneration policy applicable in the current fiscal year, derived from:

- a) A new policy or an amendment of the policy already approved by the Shareholders' Meeting.
- b) Relevant changes in the specific determinations established by the Board for the current fiscal year in the remuneration policy in force, with respect to the policy applied in the preceding year.
- c) Proposals which the Board has resolved to present to the shareholders' meeting to which this annual report will be submitted and which the Board proposes applying in the current fiscal year.

As indicated in section A.1.1, the Remuneration Policy replaces the policy approved by the General Shareholders' Meeting held on 7 June 2022, is applicable from the very date of its approval by the Ordinary General Shareholders' Meeting of 20 June 2025 and during the 2026, 2027 and 2028 financial years.

The Remuneration Policy is continuous and is based on the previously effective remuneration policy, although certain aspects have been modified. The main elements of the Remuneration Policy are summarized below:

(i) The maximum annual amount of the fixed allocation for all directors in their capacity as such has been increased to a total amount of 2,025,000 euros, adapting this limit to the proposal to increase the number of members of the Board of Directors to 10 and leaving a prudent margin so that said limit is not exceeded.

(ii) The remuneration of non-proprietary external directors is modified with the aim of further aligning the interests of non-proprietary external directors with the interests of shareholders, encouraging a clear focus on obtaining sustained long-term performance for the Company and its shareholders. In this regard, it is proposed to decrease the fixed remuneration to which non-proprietary external directors will be entitled (both for their position on the Board of Directors and for their membership in Committees), and to increase their remuneration under the Deferred Share Plan (Restricted Shares Plan).

In this regard, the main changes are:

(a) non-proprietary external directors will be entitled to receive a higher number of shares than they are entitled to under the current remuneration policy, but will assume an obligation to retain ownership of the shares delivered under this Remuneration Policy, or any previous remuneration policy of the Company, for a period of 12 months from the date on which they cease to hold office as directors of the Company (in the current policy, the obligation consists of holding the shares until their cessation as directors of the Company). To carry out this lock-up obligation, the modification of Article 38.4 of the Company's Bylaws will be proposed to the General Shareholders' Meeting.

(b) the allocation of 200,000 ordinary shares of the Company is proposed for the granting of rights under the aforementioned Deferred Share Plan until 31 December 2028.

(c) certain flexibility is granted to the Board of Directors so that, in the event that due to objective circumstances rendering the delivery of ordinary shares to the directors under the Deferred Share Plan impossible or inadvisable, the Board of Directors may agree to the substitution, in whole or in part, of the delivery of shares for the equivalent amount in cash.

(iii) Regarding the remuneration for executive directors, it should be noted that it has not been modified with respect to the remuneration policy currently in force. At present, the Company does not have any executive directors.

(iv) In relation to the previously effective remuneration policy, it was agreed: (a) to modify the directors' obligation to retain the shares delivered under the remuneration policy, extending said 'lock-up' obligation to a period of twelve months from the moment they cease to be members of the Board of Directors, so that this obligation will apply both to the new shares delivered under the Deferred Share Plan of the Remuneration Policy, and to the shares already delivered under the current remuneration policy, and (b) to grant certain flexibility to the Board of Directors so that, in the event that due to objective circumstances rendering the delivery of ordinary shares to the directors under the Deferred Share Plan of the policy currently in force impossible or inadvisable, the Board of Directors may agree to the substitution, in whole or in part, of the delivery of shares for the equivalent amount in cash.

(v) Finally, a series of minor adjustments and technical improvements have been made.

A.3 Indicate the direct link to the document which contains the current remuneration policy, which should be available on the company's web page.

<https://diacorporate.com/wp-content/uploads/2025/06/DIA-Policy-on-Directors-Remuneration-2025.pdf>

A.4 Explain, taking into account the data provided in section B.4, how the vote of the shareholders at the general shareholders' meeting to which the annual remuneration report of the previous year was submitted to advisory vote, has been taken into account.

The annual report on Directors' remuneration for 2024 was approved, on an advisory basis, by the Annual Shareholders' Meeting of 2025, with the favourable vote of 97.0140% of the total votes cast in favour, against, and abstentions, on the terms set forth in section B.4. Bearing in mind the shareholders' vote on that report for fiscal year 2024, the current Remuneration approved by the General Shareholders' Meeting of 20 June 2025 maintains same principles, bases and criteria similar to that set forth in the

former remuneration policy set out in the annual report on remuneration for fiscal years 2022, 2023 and 2024.

B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED IN THE YEAR CLOSED

B.1.1 Explain the process followed to apply the remuneration policy and to determine the individual remuneration reflected in section C herein. This information will include the role performed by the remuneration committee, the decisions made by the Board and, as appropriate, the identity and role of external advisors whose services have been used in the process of applying the remuneration policy in the last fiscal year closed.

In the 2025 financial year, two remuneration policies were applied successively. Firstly, the remuneration policy approved by the Ordinary General Shareholders' Meeting held on 7 June 2022, which was applicable until 20 June 2025. Secondly, the new remuneration policy, which was approved precisely at the Ordinary General Shareholders' Meeting of 20 June 2025, entering into force on that date..

In relation to the procedures followed in 2025 by the Nomination and Remuneration Committee and the Board of Directors to supervise the application of the aforementioned Remuneration Policy in force in 2025, there follows a list of the main decisions adopted by them, in the performance of their functions, in relation to Directors' remuneration:

- a) Approval of the annual report on Directors' remuneration for fiscal year 2024.
- b) Settlement of the remuneration of Mr. Marcelo Maia Tavares de Araujo upon the end of his term of office.
- c) Acknowledgement of the deferred remuneration in shares for non-proprietary external directors under the new Remuneration Policy, including new non-proprietary external directors.
- d) Agreement to submit the new Remuneration Policy for approval by the Ordinary General Shareholders' Meeting as a result of the expiry of the three-year validity period of the previous policy approved by the Ordinary General Shareholders' Meeting on 7 June 2022.

B.1.2 Explain any deviation from the procedure established for the application of the remuneration policy that has occurred during the year.

There were no deviations from the procedure established for the application of the Remuneration Policy in fiscal year 2025.

B.1.3 Indicate whether any temporary exception to the remuneration policy has been applied and, if so, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the entity believes that these exceptions have been necessary to serve the long-term interests and sustainability of the society as a whole or ensure its viability. Similarly, quantify the impact that the application of these exceptions has had on the remuneration of each Director over the year.

There were no temporary exceptions to the Remuneration Policy in fiscal year 2025.

B.2 Explain the different actions taken by the company in relation to the remuneration plan and how they have contributed to reducing exposure to excessive risk and adjusting it to the company's long-term objectives, values and interests, including a reference to the measures taken to ensure that the remuneration accrued takes into account the company's long-term results and an appropriate balance between fixed and variable

components of remuneration, what measures have been taken in relation to the categories of personnel whose professional activities have a material impact on the entity's risk profile, and what measures have been adopted to avoid conflicts of interest, if any.

The different actions which the Company may take in order to (i) reduce exposure to excessive risk, (ii) adjust the remuneration to the Company's long-term interests, and (iii) reach a balance between the fixed and variable components of directors' remuneration, are described in section A.1.2 of this report on the Remuneration Policy.

In particular, in fiscal year 2025, measures were adopted to ensure that the remuneration accrued was aligned with the Company's long-term results.

- According to the remuneration policies in force during 2025, the remuneration of the Directors in their capacity as such consisted of a fixed allowance that is paid fully in cash and is confined to the non-proprietary non-executive Directors.
- The directors' remuneration policies in force during 2025 contemplate deferred remuneration in shares for non-proprietary external directors through an allocation of shares. The remuneration policy in force until 20 June 2025 contemplates a deferred remuneration in shares for non-proprietary non-executive Directors through an allocation of shares for each period of three/two years (corresponding to the duration of the terms of office of the DIA Directors respectively in the previous policy and in the current one) equivalent to the amount of 50,000 euros per year of mandate at the time of appointment. On the other hand, the Remuneration Policy currently in force contemplates deferred remuneration in shares for non-proprietary external directors by means of an allocation of shares equal to the result of multiplying half the amount of their total fixed cash remuneration (including their annual basic remuneration and their annual additional remuneration for membership in Committees) by the number of years of the vesting period and dividing it by the reference price of the share, rounded to the nearest unit. Consequently, the deferred remuneration in shares will represent one third of the total remuneration of the directors.
- The right to receive the shares will accrue proportionally during the term of office, but the shares will not be delivered until the end of said period. In the event of the director's cessation prior to the end of the vesting period for a cause not attributable to a breach of his or her duties, the Board of Directors is authorized to vest the right to receive all or part of the allocated shares and accelerate the delivery thereof at the time of his or her cessation, all depending on the concurrent circumstances. Directors must retain ownership of the shares delivered, where appropriate, until 12 months after the date on which they cease to be a director of DIA (although this rule shall not apply to shares that the director needs to sell, where appropriate, to satisfy the costs related to their acquisition)..
- As a consequence of the entry into force of the new Remuneration Policy, and in accordance with the same, the allocation of shares detailed in the table included in Section C.1.a) ii) has been carried out as deferred remuneration in shares to Ms. Luisa Deplazes de Andrade Delgado, Ms. Gloria Hernández García, Mr. José Wahnón Levy, Mr. Sergio Antonio Ferreira Dias, Mr. Vicente Trius Oliva, Ms. Paloma Pérez Sánchez, Ms. Rut Aranda Carmona and Ms. Sara María Díez Jauregui.

As established in the Remuneration Policy in force, the number of shares allocated could be adjusted by application of the habitual anti-dilution clauses.

Regarding the measures adopted to avoid conflicts of interest, the Board of Directors, at its meeting held on 27 October 2021, approved a DIA Group Policy on the management of conflicts of interest and related-party transactions that has remained in force during 2024. This Policy is posted on the corporate website www.diacorporate.com – Corporate Governance – Corporate Policies.

- B.3 Explain how the remuneration accrued and vested over the year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the company's long-term and sustainable performance.

Also inform on the relationship between the remuneration obtained by the Directors and the results or other measurements of performance at the entity, on the short and long term, explaining how the variation in the company's results may have affected the variation in the remuneration of Directors, including the remuneration accrued and deferred, and how this remuneration contributes to the company's results on the short and long term.

1. The remuneration accrued over the year complies with the provisions of the current remuneration policy and contributes to the Company's long-term and sustainable performance

The remuneration accrued and vested by the Directors of the Company during fiscal year 2025 complies with the provisions of the remuneration policies that have been in force during 2025, without any remuneration not stipulated in that policies having accrued or been paid.

In this regard, the remuneration accrued and consolidated in 2025 by the non-executive non-proprietary Directors of the Company, which is detailed in section B.5 below, in application of the remuneration policies in force in said year, has consisted of:

- The fixed allocation in cash established in the remuneration policies applicable in 2025, which meet the maximum limits established in that policies for such allocation.
- The allocation of DIA shares derived from the deferred remuneration granted to the non-executive non-proprietary directors elected at the General Meeting of 20 June, 2025, has been adjusted as provided in the table included in Section C.1.a) ii). The delivery of DIA shares as remuneration for external directors promotes the creation of value for the shareholder and the sustainable and long-term performance of the Company.

2. Relationship between the remuneration obtained by directors and the results or other measurements of performance, short- and long-term, at the company, explaining, as the case may be, how variations in the company's results may have influenced the variation in Directors' remuneration

Although as of the date of this report there are no executive Directors in the Company, as stated previously, the current Remuneration Policy establishes the possibility for executive Directors to receive two components of variable remuneration: (i) short-term variable remuneration, payable in cash and linked to the achievement of economic, financial and non-financial targets and, as the case may be, the fulfilment of personal targets, and (ii) medium- and long-term variable

remuneration, linked to Company performance in relation to certain economic and financial and/or non-financial parameters aligned with the Company's strategic objectives and long-term value creation, as well as permanence in the Company or the group for a certain period of time and performance as executive Director.

- B.4 Report on the result of the consultative vote at the General Shareholders' Meeting on the annual report on Director's remuneration in the previous year, indicating the number of votes in favour, votes against, abstentions and blank ballots:

	Number	% of total
Votes cast	50,757,642	87.42

	Number	% of cast
Votes against	1,515,452	2.99
Votes in favour	49,242,047	97.01
Blank ballots	0	0.00
Abstentions	143	0.00

- B.5 Explain how the fixed components accrued and vested during the fiscal year by the Directors in their capacity as such were determined, their relative proportion with regard to each Director and how they have varied with respect to the previous year.

The fixed remuneration accrued by DIA Directors in their capacity as such in 2025 is described below.

Director	Annual basic remuneration (€)	Additional annual remuneration for membership on committees (€)
Mr. Benjamin J. Babcock	0	0
Mr. Alberto Gavazzi	0	0
Mr. Sergio Antonio Ferreira Dias	100,000	18,228
Mr. José Wahnnon Levy	100,000	18,228
Mr. Marcelo Maia Tavares de Araújo	46,849	9,370
Mr. Vicente Trius Oliva	100,000	18,228
Ms. Luisa Deplazes de Andrade Delgado	100,000	46,450
Ms. Gloria Hernández García	100,000	46,450
Ms. Paloma Pérez Sánchez	53,425	8,904
Ms. Rut Aranda Carmona	53,425	8,904
Ms. Sara María Díez Jauregui	53,425	8,904
Total	707,124	183,666
Total fixed allowance in cash		890,790

Regarding the figures shown, both the basic remuneration and the additional remuneration for committee membership refer to the amounts earned in proportion to the length of the term as non-proprietary non-executive Directors and member of the different Board of Directors' committees in fiscal year 2025, in accordance with the amounts set annually in the remuneration policies in force during the year.

In the former remuneration policy, the remuneration was set out as follows:

- Basic annual remuneration for membership on the Board of Directors 100,000 euros gross.
- Additional remuneration as Chairman of a Committee: 50,000 euros gross.
- Additional remuneration as member of a Committee: 20,000 euros gross.

In the current Remuneration Policy, the remuneration is set out as follows:

- Basic annual remuneration for membership on the Board of Directors 100,000 euros gross.
- Additional remuneration as Chairman of a Committee: 43,334 euros gross.
- Additional remuneration as member of a Committee: 16,666 euros gross.

According to the above, the total amount earned by the Directors, in their capacity as such, in 2025 amounts to 890,790 euros.

In fiscal year 2024, the total remuneration earned by the Directors, in their capacity as such, was 782,136.99 euros. Thus, the total amount of remuneration earned by the Directors, in their capacity as such, in 2025 entails an increase of 108,653.01 euros with respect to that earned in 2024.

The difference in the remuneration of the Directors, in their capacity as such, between fiscal years 2025 and 2024 is mainly due to the new Remuneration Policy, along with the increase in the number of non-executive non-proprietary Directors belonging to the Board of Directors, which takes place in June 2025 with the appointment of Ms. Paloma Pérez Sánchez, Ms. Rut Aranda Carmona and Ms. Sara María Díez Jauregui.

Furthermore, regarding the relative proportion of remuneration of each Director, in their capacity as such, out of their total remuneration in fiscal year 2025, it is the following:

Director	Annual fixed remuneration (€)	Relative proportion out of total remuneration (%)
Mr. Benjamin J. Babcock	0	0
Mr. Alberto Gavazzi	0	0
Mr. Sergio Antonio Ferreira Dias	118.228	13
Mr. José Wahnnon Levy	118.228	13
Mr. Marcelo Maia Tavares de Araújo	56.219	6
Mr. Vicente Trius Oliva	118.228	13

Director	Annual fixed remuneration (€)	Relative proportion out of total remuneration (%)
Ms. Luisa Deplazes de Andrade Delgado	146.450	16
Ms. Gloria Hernández García	146.150	16
Ms. Paloma Pérez Sánchez	62.329	7
Ms. Rut Aranda Carmona	62.329	7
Ms. Sara María Díez Jauregui	62.329	7
Total	890.790	100

- B.6 Explain how the salaries accrued and vested, during the last fiscal year closed, by each of the executive Directors in their capacity as such, for the performance of management functions, have been determined and how they have varied with respect to the preceding year.

During 2025 the Company did not have any executive Director. At the date of this report the Company does not have any executive Director.

- B.7 Explain the nature and main characteristics of the variable components of the remuneration accrued and vested in the closed fiscal year.

In particular:

- a) Identify each one of the remuneration plans that have determined the different variable remuneration items earned by each of the Directors during the last fiscal year closed, including information on their scope, date of approval, date of implementation, conditions in case of vesting, accrual periods and validity; criteria used to evaluate performance and how that has affected the setting of the variable amount accrued; the measurement criteria used and the mandatory time period in order to adequately measure all the conditions and criteria stipulated, explaining in detail the criteria and factors applied as regards the time required and methods to verify the fulfilment of the performance or any other type of conditions to which the accrual and vesting of each variable remuneration component is linked.
- b) In the case of stock option plans or other financial instruments, the general characteristics of each plan will include information on the conditions both to acquire their unconditional ownership (vesting) and to be able to exercise those options or financial instruments, including the exercise price and period.
- c) Each of the Directors and their category (executive Directors, proprietary non-executive Directors, independent non-executive Directors or other non-executive Directors), who are beneficiaries of remuneration plans that include variable remuneration.
- d) As applicable, information on the established periods of accrual, vesting or deferral of the payment of vested amounts that have been applied and/or periods of maintenance/non-disposal of shares or other financial instruments, if any.

As indicated in section B.6 above, during 2025 the Company did not have any executive Director. At the date of this report the Company does not have any executive Director.

- B.8 Indicate whether certain variable components accrued have been reduced or a reimbursement claimed where, in the first case, the payment of non-vested amounts has been deferred or, in the second case, they have vested and been paid, based on data that has subsequently been shown to be clearly inaccurate. Describe the amounts reduced or reimbursed by application of the reduction (*malus*) or reimbursement (*clawback*) clauses, why they have been executed and the fiscal years to which they relate.

In 2025, the Company has not proceeded to reduce or claim the return of accrued variable components from any executive director. The Company has not had executive directors in 2025 nor does it have them as of the date of this report.

- B.9 Explain the main characteristics of the long-term savings plans for which the annual amount or equivalent cost appears in the tables of Section C, including retirement and any other survival benefit, which are financed, in part or in full, by the company, whether provided internally or externally, indicating the type of plan, whether it is for defined contributions or benefits, the contingencies covered by it, the conditions on which economic rights vest in favour of the Directors and their compatibility with any other kind of indemnity for early termination or for termination of the contractual relationship between the company and the Director.

The Company has no long-term savings plans for of its Directors.

- B.10 Explain any indemnities or other types of payments derived from early termination, whether due to removal by the company or resignation by the Director, or from termination of the contract on the terms established in it, accrued and/or received by the Directors in the last fiscal year closed.

Not applicable. During the last fiscal year closed, no Director has received indemnities or any other type of payment derived from the early termination or the termination of their contract.

- B.11 Indicate whether there have been significant changes in the contracts of those who perform senior management functions as executive Directors and, if so, explain them. Also, explain the main conditions of the new contracts signed with executive Directors during the fiscal year, unless they have already been explained in section A.1.

During 2025 the Company did not have any executive Director. At the date of this report the Company does not have any executive Director.

- B.12 Explain any supplementary remuneration accrued by Directors as consideration for services provided other than those inherent in their office.

Not applicable. In the 2025 financial year, no director has provided services other than those inherent to their position...

- B.13 Indicate any remuneration derived from the grant of advances, loans and guarantees, stating the interest rate, their essential features and any amounts subsequently repaid, together with the obligations assumed on their behalf under guarantees.

There are no grants of advances, loans or guarantees by the Company to its Directors.

- B.14 Detail the remuneration in kind earned by the Directors during the fiscal year, briefly explaining the nature of the different salary components.

There is no remuneration in kind provided by the Company to its Directors.

- B.15 Indicate the remuneration earned by the Director by virtue of the payments made by the listed company to a third-party entity at which the Director provides their services, where the purpose of such payments is to remunerate the Director's services at the company.

Not applicable.

- B.16 Explain and detail the amounts accrued in the year in relation to any other remuneration item other than those set forth above, whatever its nature or the group entity that pays it, including all benefits in any form, such as when it may be considered a related-party transaction or, especially, when it significantly affects the true and fair view of the total remuneration accrued by the Director. Explain the amount granted or pending payment, the nature of the consideration received and the reasons why it would have been considered, as applicable, not to constitute Director remuneration in their capacity as such or in consideration for the performance of their executive functions, and whether or not it has been considered appropriate to be included among the amounts accrued under the "Other items" heading in Section C.

The Directors have not earned any remuneration items in addition to those already described in this report.

C. DETAIL OF THE INDIVIDUAL REMUNERATION CORRESPONDING TO EACH OF THE DIRECTORS

Name	Type of Director	2025 accrual period
MR. BENAJAMIN J. BABCOCK	Proprietary Director	From 01/01/2025 to 12/31/2025
MR. ALBERTO GAVAZZI	Proprietary Chairman	From 01/01/2025 to 12/31/2025
MR. SERGIO ANTONIO FERREIRA DIAS	Other non-executive Director	From 01/01/2025 to 12/31/2025
MR. JOSÉ WAHNON LEVY	Independent Director	From 01/01/2025 to 12/31/2025
MR. MARCELO MAIA TAVARES DE ARAUJO	Other non-executive Director	From 01/01/2025 to 06/20/2025
MR. VICENTE TRIUS OLIVA	Independent Director	From 01/01/2025 to 12/31/2025
MS. LUISA DEPLAZES DE ANDRADE DELGADO	Independent Director	From 01/01/2025 to 12/31/2025
MS. GLORIA HERNANDEZ GARCIA	Independent Director	From 01/01/2025 to 12/31/2025
MS. PALOMA PÉREZ SÁNCHEZ	Independent Director	From 06/20/2025 to 12/31/2025
MS. RUT ARANDA CARMONA	Independent Director	From 06/20/2025 to 12/31/2025
MR. SARA MARÍA DIEZ JAUREGUI	Independent Director	From 06/20/2025 to 12/31/2025

C.1 Complete the following tables on the individual remuneration of each Director (including remuneration for executive functions) earned during the fiscal year.

a) Remuneration earned at the Company to which this report relates:

i) Remuneration earned in cash (€k)

Name	Fixed remuneration	Attendance fees	Remuneration for membership on Board committees	Salary	Short-term variable compensation	Long-term variable remuneration	Severance pay	Other items	Total fiscal year 2025	Total fiscal year 2024
MR. BENJAMIN J. BABCOCK										
MR. ALBERTO GAVAZZI										
MR. SERGIO ANTONIO FERREIRA DIAS	100		18						118	120
MR. JOSÉ WAHNON LEVY	100		18						118	120
MR. MARCELO MAIA TAVARES DE ARAÚJO	47		9					232	288	120
MR. VICENTE TRIUS OLIVA	100		18						118	120
MS. LUISA DEPLAZES DE ANDRADE DELGADO	100		46						146	150
MS. GLORIA HERNÁNDEZ GARCÍA	100		46						146	150
MS. PALOMA PÉREZ SÁNCHEZ	53		9						62	
MS. RUT ARANDA CARMONA	53		9						62	
MS. SARA DIEZ GAUREGUI	53		9						62	

Remarks
<p>The table shows the sum of remuneration earned in fiscal year 2025 by the Directors that had that status in fiscal year 2025, in their capacity as such, bearing in mind their period of provision of services as Directors at the Company.</p> <p>The amount indicated in the FIXED REMUNERATION column is the basic remuneration earned by the non-proprietary non-executive Directors, as indicated in section B.5.</p> <p>The amount indicated in the REMUNERATION FOR MEMBERSHIP ON BOARD COMMITTEES column is the additional remuneration earned by the non-proprietary non-executive Directors for belonging to Board committees, as indicated in section B.5.</p>

It is hereby noted that, following the resignation of Mr Marcelo Maia Tavares de Araújo as director on 20 June 2025, and given that there is currently an objective circumstance that makes it impossible to liquidate and deliver the ordinary shares accrued under the Deferred Share Plan, the Board of Directors, with the favourable report of the Appointments and Remuneration Committee, in application of the exception provided for in Clause 8 of the Directors' Remuneration Policy approved by the General Shareholders' Meeting on 20 June 2025, adopted the decision to replace the delivery of the shares that would correspond to him as a result of his deferred remuneration in shares with the equivalent amount in cash, resulting in a total gross amount to be settled in cash of €231,644.16.

ii) Table of movements of share-based remuneration systems and gross profit on vested shares or financial instruments.

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2025		Financial instruments granted during the fiscal year 2025		Financial instruments vested during the fiscal year				Instruments accrued and not exercised	Financial instruments at the end of the fiscal year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent /vested shares	Price of vested shares	Gross profit from vested shares or financial instruments (thousands of €)	No. of instruments	No. of instruments	No. of equivalent shares
MR. SERGIO ANTONIO FERREIRA DIAS	Deferred remuneration in shares	7,388	7,388	570	570			0.00			7,958	7,958
MR. JOSÉ WAHNON LEVY		7,388	7,388	570	570			0.00			7,958	7,958
MR. MARCELO MAIA TAVARES DE ARAUJO		11,940	11,940	-3,492	-3,492			0.00		8,448		
MR. VICENTE TRIUS OLIVA		15,234	15,234	602	602			0.00		8,721	15,836	15,836
MS. LUISA DEPLAZES DE ANDRADE DELGADO		6,212	6,212	1,597	1,597			0.00			7,809	7,809
MS. GLORIA HERNÁNDEZ GARCÍA		7,388	7,388	1,498	1,498			0.00			8,896	8,896
MS. PALOMA PÉREZ SÁNCHEZ		0	0	4,135	4,135			0.00			4,135	4,135

Name	Name of the Plan	Financial instruments at the beginning of the fiscal year 2025		Financial instruments granted during the fiscal year 2025		Financial instruments vested during the fiscal year				Instruments accrued and not exercised	Financial instruments at the end of the fiscal year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent /vested shares	Price of vested shares	Gross profit from vested shares or financial instruments (thousands of €)	No. of instruments	No. of instruments	No. of equivalent shares
MS. RUT ARANDA CARMONA				4,135	4,135			0.00			4,135	4,135
MS. SARA DIEZ JAUREGUI				4,135	4,135			0.00			4,135	4,135

Remarks
<p>In February 2025, the Company executed a share consolidation (reverse split) operation, whereby shares were consolidated at a ratio of 1,000 old shares for 1 new share. Consequently, the share amounts of the directors' remuneration were proportionally adjusted to adapt them to the Company's new number of shares.</p> <p>It should also be noted that Mr. Vicente Trius Oliva accrued a total of 8,720,930 shares during fiscal year 2024, equivalent to 8,721 shares after the reverse split, reported as instruments accrued and not exercised. However, as of the date of this report, these shares could not be delivered to the director due to technical obstacles that are in the process of being resolved. As soon as the aforementioned shares can be delivered to the director, they will be delivered and settled accordingly.</p> <p>It is hereby stated that the number of 'Financial instruments granted during the 2025 financial year' is negative in the case of Mr Marcelo Maia Tavares de Araújo, due to his resignation one year before the end of his term of office, thereby adjusting the financial instruments allocated at the beginning of the financial year in proportion to the actual time he served. Likewise, it is hereby stated that the 8,448 shares listed in "Instruments due and not exercised" correspond to the shares that corresponded to the director as a result of his deferred remuneration in shares and whose equivalent, €231,644.16, was delivered in cash in application of Clause 8 of the Directors' Remuneration Policy of 20 June 2025, as explained in section C.1(a)(i).</p>

iii) Long-term savings systems

Not applicable.

During fiscal year 2025, DIA has not made any contributions to long-term savings plans of which its Directors are beneficiaries.

iv) Detail of other items

Not applicable.

b) Remuneration corresponding to company Directors for membership on the Boards of other group companies:

The Directors of Dia have not earned any amounts for belonging to Boards at other group companies.

c) Summary of remuneration (€k)

The summary should include the amounts relating to all the remuneration items included in this report that have accrued in favour of the Directors, in thousands of euros.

Name	Remuneration earned at the Company					Remuneration earned at Group companies					Total fiscal year 2025 company + group
	Total cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings plans	Remuneration for other items	Company total fiscal year 2025	Total cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings plans	Remuneration for other items	Group total fiscal year 2025	
MR. BENJAMIN J. BABCOCK	0				0					0	0
MR. ALBERTO GAVAZZI	0				0					0	0
MR. SERGIO ANTONIO FERREIRA DIAS	118				118					0	118
MR. JOSÉ WAHNON LEVY	118				118					0	118
MR. MARCELO MAIA TAVARES DE ARAUJO	288				288					0	288
MR. VICENTE TRIUS OLIVA	118				118					0	118
MS. LUISA DEPLAZES DE ANDRADE DELGADO	146				146					0	146
MS. GLORIA HERNÁNDEZ GARCÍA	146				146					0	146
MS. PALOMA PÉREZ SÁNCHEZ	62				62					0	62
MS. RUT ARANDA CARMONA	62				62					0	62
MS. SARA MARÍA DIEZ JAUREGUI	62				62					0	62
Total:	1,122				1,122					0	1,122

Remarks

C.2 Indicate the evolution in the last five years of the amount and percentage variation of the remuneration accrued by each of the Directors of the listed company who have held this position during the year, the consolidated results of the company and the average remuneration on an equivalent basis with regard to full-time employees of the company and its subsidiaries that are not Directors of the listed company.

	Total amounts accrued and % annual variation								
	Fiscal Year 2025	% variation 2025/2024	Fiscal Year 2024	% variation 2024/2023	Fiscal Year 2023	% variation 2023/2022	Fiscal Year 2022	% variation 2022/2021	Fiscal Year 2021
Non-executive Directors									
MR. BENJAMIN J. BABCOCK	0	-	0	-	0	-	0	-	0
MR. ALBERTO GAVAZZI	0	-	0	-	0	-	0	-	0
MR. SERGIO ANTONIO FERREIRA DIAS	118	-32,18	174	93.33	90	-	0	-	0
MR. JOSÉ WAHNON LEVY	118	-41,87	203	63.71	124	-17.33	150	0.00	150
MR. MARCELO MAIA TAVARES DE ARAUJO	288	140,00	120	0.00	120	0.00	120	7.14	112
MR. VICENTE TRIUS OLIVA	118	-1.67	120	0.00	120	0.00	120	361.54	26
MS. LUISA DEPLAZES DE ANDRADE DELGADO	146	-46,32	272	81.33	150	0.00	150	500	25
MS. GLORIA HERNÁNDEZ GARCÍA	146	-40,89	247	69.18	146	114.71	68	-	0
MS. PALOMA PÉREZ SÁNCHEZ	62	-	0	-	0	-	0	-	0
MS. RUT ARANDA CARMONA	62	-	0	-	0	-	0	-	0
MS. SARA DIEZ JAUREGUI	62	-	0	-	0	-	0	-	0

Consolidated results of the company	62,390	65	37,838	-45.56	69,501	-	-89,988	63.04	-243,456
Average employee remuneration	34	-	34	21.43	28	12.00	25	8.70	23

D. OTHER INFORMATION OF INTEREST

If there are any material aspects relating to Directors' remuneration that have not been addressed elsewhere in this report and which are necessary to provide a more comprehensive and reasoned view of the remuneration structure and practices of the company, provide a brief explanation.

* * *

This Annual Report on Remuneration of Directors has been approved by the Board of Directors of the Company at its meeting held on 25 February 2026.

Indicate whether any Directors voted against or abstained from voting on the approval of this Report.

Yes

No