



**SCHEDULE I TEMPLATE**

**ANNUAL CORPORATE GOVERNANCE REPORT FOR LISTED COMPANIES**

**IDENTIFYING DATA OF ISSUER**

End date of fiscal year of reference:

| 31/12/2022 |

Tax Identification Number:

| A28164754 |

Corporate Name:

**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.**

Registered Office:

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

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

**ANNUAL CORPORATE GOVERNANCE REPORT  
FOR LISTED COMPANIES**

**A. OWNERSHIP STRUCTURE**

**A1** Complete the following table on share capital and the attributed voting rights, including, where appropriate, those corresponding to shares with a loyalty vote as of the closing date of the year:

Indicate whether company bylaws contain the provision of double loyalty voting:

Yes

No

Date of the last modification of the share capital	Share capital (€)	Number of shares	Number of voting rights
6 August 2021	580,655,340.79	58,065,534,079	58,065,534,079

Indicate whether different classes of shares exist with different associated rights:

Yes

No

**A.2** List the company's significant direct and indirect shareholders at year end, including directors with a significant shareholding:

Name or corporate name of shareholder	% voting rights attributed to shares		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
LETTERONE INVESTMENT HOLDINGS, S.A.	0.00	77.70	0.00	0.00	77.70

Details of the indirect holding:

Name or corporate name of the indirect owner	Name or corporate name of the direct owner	% voting rights attributed to shares	% of voting rights through financial instruments	% of total voting rights
LETTERONE INVESTMENT HOLDINGS, S.A.	L1R INVEST1 HOLDINGS S.A.R.L.	77.70	0.00	77.70

Indicate the most significant movements in the shareholder structure during the year:

<b>Most significant movements</b>
There have been no significant movements in the shareholder structure.

**A3** Whatever the percentage, provide details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, excluding the directors who have been identified in section A.2, above:

Name or corporate name of director	% voting rights attributed to shares (including loyalty votes)		% of voting rights through financial instruments		% of total voting rights	From the total % of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty vote	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
DON STEPHAN DUCHARME	0.09	0.00	0.00	0.00	0.09	0.00	0.00
DON JOSÉ WAHNON LEVY	0.00	0.00	0.00	0.00	0.00	0.00	0.00
DON MARCELO MAIA	0.00	0.00	0.00	0.00	0.00	0.00	0.00

<b>Total % of voting rights held by members of the Board of Directors</b>	0.09
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Details of the indirect holding:

Name or corporate name of director	Name or corporate name of the direct owner	% voting rights attributed to shares (including loyalty votes)	% of voting rights through financial instruments	% of total voting rights	From the total % of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty vote
No data					

List the total percentage of voting rights represented on the Board:

<b>Total % of voting rights held by the Board of Directors</b>	77.70
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Letterone Investment Holdings, S.A., represented on the Board of Directors by Mr. Stephan DuCharme and Mr. Sergio Dias, holds 45,118,954,927 shares in the Company, representing 77.704% of its share capital.

**A.4** Indicate, where applicable, any family, commercial, contractual or corporate relationships between owners of significant holdings, insofar as these are known by the company, unless they are insignificant or arise from ordinary trading or exchange activities, except for those reported in section A.6:

Name or corporate name of related-party	Type of relationship	Brief description
No data		

**A.5** Indicate, where applicable, any commercial, contractual or corporate relationships between owners of significant holdings and the company and/or group, unless they are insignificant or arise in the ordinary course or line of business:

Name or corporate name of related-party	Type of relationship	Brief description
L1 RETAIL UK LLP	Contractual	Provision of financial, strategic and commercial advisory and consultancy services
L1 Retail JERSEY LLP	Contractual	Provision of financial, strategic and commercial advisory and consultancy services

**A.6** Describe the relationships, unless insignificant for the two parties, that exist between significant shareholders or shareholders represented on the Board and directors, or their representatives, in the case of legal-entity directors.

Explain, where applicable, how the significant shareholders are represented. Specifically, indicate those directors who have been appointed to represent the significant shareholders, those whose appointment was proposed by significant shareholders, or those related to significant shareholders and/or entities in its group, specifying the nature of such relationships. In particular, indicate, where applicable, the existence, identity and position of the Board members, or the directors' representatives, of the listed company who are also members of the managing body, or their representatives, of companies with significant shareholdings in the listed company or in the companies in the group of those significant shareholders.

Name or corporate name of related director or representative	Name or corporate name of related significant shareholder	Name of the company in the group of the significant shareholder	Description of relationship/position
MR. STEPHAN DUCHARME	L1R INVEST1 HOLDINGS, S.À.R.L.	L1 RETAIL UK LLP	Mr. DuCharme is a Senior Partner of L1 Retail UK LLP
MR. STEPHAN DUCHARME	L1R INVEST1 HOLDINGS, S.À.R.L.	L1 RETAIL JERSEY LLP	Mr. DuCharme is a Senior Partner of L1 Retail JERSEY LLP
MR. SERGIO DIAS	L1R INVEST1 HOLDINGS, S.À.R.L.	L1 RETAIL UK LLP	Mr. Dias is a partner of L1 Retail UK LLP
MR. SERGIO DIAS	L1R INVEST1 HOLDINGS, S.À.R.L.	L1 RETAIL JERSEY LLP	Mr. Dias is a partner of L1 Retail JERSEY LLP

Letterone Investment Holdings, S.A. has informed the Company that, on 1 April 2023, Mr. Sergio Ferreira Dias will voluntarily retire and will cease to hold all his positions in the aforementioned group, ceasing to represent the aforementioned shareholder on the Board of Directors as from that date. As a consequence of this communication, the Board of Directors at its meeting of 22 February 2023 agreed to reclassify the aforementioned director as "other non-executive director" as from 1 April 2023.

**A.7** Indicate whether the company has been notified of any side agreements affecting it pursuant to Articles 530 and 531 of the Capital Companies Law. If so, provide a brief description and list the shareholders bound by the agreement:

Yes

No

Indicate whether the company is aware of the existence of any concerted actions among its shareholders. If so, provide a brief description:

Yes

No

Expressly indicate any amendments to or termination of such agreements or concerted actions during the year:

| |

**A.8** Indicate whether there are any individuals or legal entities that exercise or may exercise control over the company in accordance with Article 5 of the Securities Market Law: If so, identify:

Yes

No

Name or corporate name
LETTERONE INVESTMENT HOLDINGS, S.A.

**A.9** Complete the following table with details of the company's treasury shares:

**At year-end:**

Number of direct shares	Number of indirect shares (*)	% of total share capital
23,699,636		0.04

(\*) Through:

Name or corporate name of direct holder	Number of direct shares
No data	

Explain any significant changes during the year:

Explain the significant changes
During the 2022 financial year, 5,208,448 shares of remuneration have been delivered to the directors.
On the date of issue of this report, the Company was the indirect owner of 23,699,636 treasury shares, representing 0.041% of the share capital.

**A.10** Provide details of the conditions and term of the current authority conferred by the shareholders' meeting on the Board of Directors to issue, buy back or transfer treasury stock.

The General Shareholders' Meeting held on 7 June 2022 delegated to the Board of Directors the power to increase the share capital, for a maximum period of five years, up to a maximum nominal amount not exceeding the half of it on the date of the authorisation, within the limits and with the requirements established in the Capital Companies Law, with attribution of the power to exclude the preferential subscription right to a maximum of 20% of the share capital on the date of the authorisation. This agreement superseded, in the unused portion, the corresponding agreement adopted by the Board on 31 July 2020.

Also, at the General Shareholders' Meeting of 7 June 2022, it was agreed to authorise the Board of Directors, with express power of substitution and for a maximum period of five years, to issue convertible securities in, or with the right to subscribe, new shares of the Company, for a maximum amount of €500,000,000, and to exclude the preferential subscription right. This last power is limited to a maximum of 20% of the share capital on the date of authorisation. This agreement superseded, in the unused portion, the corresponding agreement adopted by the Board on 31 July 2020.

Lastly, the Shareholders' Meeting held on 20 April 2018 expressly resolved to authorise the Board of Directors, with express powers of delegation, in accordance with the terms of Article 146 of the Capital Companies Law, to proceed with the derivative acquisition of the Company's shares under the following conditions:

- (a) The purchases may be made directly by the Company or indirectly through its dependent companies under the same terms of said resolution.
- (b) The purchases will be made through purchase, exchange, or any other operations permitted by law.
- (c) The purchases may be made at any time up to the maximum amount permitted by the law.
- (d) The purchases may not be made at a price exceeding the share price or less than the par value of the share.
- (e) This authorisation is granted for a maximum term of five years from the time of said resolution.
- (f) As a result of the purchase of shares, including those that the Company or the person acting in their own name but on behalf of the Company had acquired previously and had in their portfolio, the resulting equity may not be reduced to an amount less than the sum of the share capital plus the restricted legal or bylaw reserves, all in accordance with Article 146.1.b) of the Capital Companies Law.

It was expressly stated that shares purchased as a result of this authorisation may be used both for transfer or redemption and for application of the remuneration systems considered in paragraph three a) of Article 146.1 of the Capital Companies Law, in addition to carrying out the programs which will foster participation in the Company's capital such as, for example, dividend reinvestment plans, incentive plans and other analogous instruments.

This resolution rendered void and revoked the unused amount of the authorisation for the derivative acquisition of own shares granted by the Shareholders' Meeting on 24 April 2015.

**A.11** Estimated floating capital:

	%
<b>Estimated floating capital</b>	22.26

**A.12** Indicate whether there are any restrictions (bylaw, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. Specifically, indicate the existence of any type of restriction that may inhibit a takeover attempt of the company through acquisition of its shares on the market, and those regimes for the prior authorisation or notification that may be applicable, under industry-specific regulations, to acquisitions or transfers of the company's financial instruments.

Yes

No

**A.13** Indicate whether the shareholders' meeting has agreed to take breakthrough measures to prevent a takeover bid by virtue of the provisions of Law 6/2007.

Yes

No

If so, explain the measures adopted and the terms on which the restrictions would cease to apply:

**A.14** Indicate whether the company has issued shares that are not traded on a regulated EU market.

Yes

No

If so, indicate the various classes of shares and, for each class of shares, the rights and obligations they confer:

## **B SHAREHOLDERS' MEETING**

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**B.1** Indicate and describe any differences with respect to the minimum rules established in the Capital Companies Law (LSC) regarding the quorum required for the constitution of the shareholders' meeting.

Yes

No

**B.2** Indicate and, as applicable, describe any differences with respect to the rules established in the Capital Companies Law (LSC) for the adoption of corporate resolutions:

Yes

No

**B.3** Indicate the rules governing amendments to the Company's bylaws. In particular, indicate the majorities required to amend the bylaws and any rules to protect shareholders' rights when amending the bylaws.

The rules applicable are in line with the regulations established in the Capital Companies Law. Therefore, in accordance with Article 16 of the Bylaws, the Shareholders' Meeting is the body with jurisdiction to amend the Bylaws. With respect to the right to information in the case of amendment, Article 19 of the Bylaws establishes that, in addition to the information required by law, the call notice must include the right corresponding to all the shareholders to examine at the registered office the complete text of the amendment proposed and the report on it, and to request the delivery or free shipment of these documents.

Likewise, under Article 286 of the Capital Companies Law, where an amendment is proposed to the Bylaws, the directors must draft the full text of the proposed amendment and a report justifying it, which must be made available to the shareholders with the notice of call of the Shareholders' Meeting that is to deliberate on such amendment.

With respect to the quorum and the majorities needed to approve an amendment to the Bylaws of DIA, Article 23 of the Bylaws, pursuant to Article 194 of the Capital Companies Law, requires that, in order for the Shareholders' Meeting to be validly convened at first call, shareholders holding at least 50% of the subscribed voting capital must be present in person or by proxy. At second call, it will suffice for 25% of the capital to attend. In order to adopt a resolution to amend the Bylaws, pursuant to Article 201 of the Capital Companies Law, if the capital present in person or by proxy exceeds 50%, at first or second call, it will suffice for the resolution to be adopted by absolute majority. However, the affirmative vote of two-thirds of the capital present in person or by proxy at the Meeting will be necessary if, at second call, shareholders representing 25% or more of the subscribed voting capital without reaching 50% are present.

**B.4** Give details of attendance at Shareholders' Meetings held during the reporting year and the two previous years:

Date of shareholders' meeting	Attendance data				Total
	% attending in person	% by proxy	% distance voting		
			Electronic vote	Other	
31 July 2020	4.07	76.22	0.01	0.07	80.37
<b>Of which free float</b>	0.06	1.40	0.01	0.07	1.54
31 May 2021	0.02	78.45	4.15	0.43	83.05
<b>Of which free float</b>	0.01	3.63	0.14	0.43	4.21
7 June 2022	2.44	80.93	0.04	0.79	84.21
<b>Of which free float</b>	2.44	3.23	0.04	0.79	6.50

**B.5** Indicate whether there has been any item on the agenda at the shareholders' meetings held during the year that has not been approved by the shareholders.

Yes

No

**B.6** Indicate whether the bylaws impose any minimum requirement on the number of shares required to attend the shareholders' meetings or to vote by remote means:

Yes

No

**B.7** Indicate whether it has been established that certain decisions, other than those established by law, entailing an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions must be submitted for approval to the Shareholders' Meeting.

Yes

No

**B.8** Indicate the address and means of accessing corporate governance content on the company's website as well as other information on shareholders' meetings which must be made available to shareholders on the company's website.

The address of DIA's website is [www.diacorporate.com](http://www.diacorporate.com). To obtain corporate governance information (i.e. information on the Company's Board of Directors, Committees or internal regulations), select the "Ethics and Corporate Governance" tab.

On the other hand, in order to access all the information on the Shareholders' Meetings that must be available to the shareholders, select the "Shareholders and Investors" tab and then select the "Shareholders' Meeting" tab.

Furthermore, during the notice period for the Shareholders' Meeting, all related information is available to the shareholders through a specific link provided on the home page.

## C STRUCTURE OF THE COMPANY'S ADMINISTRATION

### C.1 Board of Directors

#### C.1.1 Maximum and minimum number of directors provided for in the bylaws:

<b>Maximum number of directors</b>	15
<b>Minimum number of directors</b>	5
<b>Number of directors set by the shareholders' meeting</b>	8

#### C.1.2 Complete the following table with the members of the Board:

Name or corporate name of director	Representative	Category of director	Position on the Board	Date of first appointment	Date of last appointment	Election procedure
DUCHARME, STEPHAN		Proprietary	Chairman	05/20/2019	06/07/2022	Shareholders' Meeting Resolution
FERREIRA DIAS, SERGIO ANTONIO		Proprietary	Member	05/20/2019	06/07/2022	Shareholders' Meeting Resolution
WAHNON LEVY, JOSÉ		Independent	Member	05/20/2019	07/06/2022	Shareholders' Meeting Resolution
MAIA TAVARES DE ARAÚJO, MARCELO		Other non-executive director	Member	01/01/2021	05/31/2021	Shareholders' Meeting Resolution
DELGADO, LUISA		Independent	Member	11/01/2021	11/01/2021	Shareholders' Meeting Resolution
TRIU OLIVA, VICENTE		Independent	Member	09/29/2021	06/07/2022	Shareholders' Meeting Resolution
HERNÁNDEZ GARCÍA, GLORIA		Independent	Member	06/07/2022	06/07/2022	Shareholders' Meeting Resolution

<b>Total number of directors</b>	7
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Indicate if any directors, whether through resignation or by a shareholders' meeting resolution, have left the Board during the period subject to this report:

Name or corporate name of director	Category of director at the time of leaving	Date of last appointment	Leaving date	Specialised committees of which he/she was a member	Indicate whether the director left before the end of the term
VALLÉS CEREUZUELA, BASOLA	Independent	07/30/2020	04/18/2022	Nomination and Remuneration Committee	YES

GARCÍA-LEGAZ PONCE, JAIME	Independent	03/20/2019	06/07/2022	Audit and Compliance Committee	NO
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**Reason for the removal, where it has taken place before the end of the term and other observations; information on whether the director has sent a letter to the other board members and, in the case of removals of non-executive directors, explanation or opinion of the director who has been removed by the shareholders' meeting**

The resignation of Ms. Basola Vallés was solely due to her appointment as Senior Vice President Strategic Customer Partner (SEMEA) in the Salesforce group, and that said position excluded the possibility of continuing to hold positions on Boards of Directors of other entities.

**C.1.3 Complete the following tables on board members and their respective categories:**

EXECUTIVE DIRECTORS		
Name or corporate name of director	Position in the company's organisational chart	Profile
No data		

PROPRIETARY DIRECTORS		
Name or corporate name of director	Name or corporate name of significant shareholder represented or that proposed appointment	Profile
DUCHARME, STEPHAN	L1R INVEST1 HOLDINGS, S.A.R.L.	Holds a degree in Political Science and Economics from the University of California at Berkeley and an MBA from INSEAD. He has over 30 years of experience leading cutting-edge organisations in the financial, industrial and retail sectors. Since starting his professional career at Salomon Brothers in 1987, he has also held various positions at entities such as the European Bank for Reconstruction and Development (EBRD) and Alfa Group. He is currently a Senior Partner of L1 Retail UK LLP and a Senior Partner of L1 Retail Jersey LLP.
FERREIRA DIAS, SERGIO ANTONIO	L1R INVEST1 HOLDINGS, S.A.R.L.	Holds a Degree in Business Administration, Finance and Marketing from Fundação Armando Alvarez Penteadó (Brazil). This investor, entrepreneur and start-up adviser has been key to the creation and strategic development of companies and brands around the world. An expert in retailing and the food industry, he joined Carrefour Group in 1988, where he rose to become deputy CFO and general manager of the non-food eCommerce sites. In 2002 he joined the LVMH Moët Hennessy group to lead its Wines and Spirits Division and later, in 2005, he was appointed CEO of Millennium (Belvedere Vodka), which also forms part of the group. Mr. Dias was also executive chairperson of SecretSales.com and CEO of Brands4friends.de, among other positions. He is currently partner of L1 Retail LLP (until 1 April 2023).

<b>Total number of nominee directors</b>	2
<b>% of the Board's total</b>	28.57

<b>Remarks</b>
The Board of Directors, at its meeting held on 22 February 2023, acknowledged the communication made by the majority shareholder, Letterone Investment Holdings S.A., informing that, on 1 April 2023, Mr. Sergio Dias will voluntarily retire from his executive positions within the Letterone Group and will no longer represent said shareholder on the Board of Directors. Consequently, with effect from 1 April 2023, the aforementioned director will become classified as "other non-executive director". As the date of this report is prior to that date of 1 April 2023, the aforementioned director remains in the previous list of proprietary directors.

<b>NON-EXECUTIVE INDEPENDENT DIRECTORS</b>	
<b>Name or corporate name of director</b>	<b>Profile</b>
WAHNON LEVY, JOSÉ	Holds a Degree in Economics from Universidad de Barcelona, a Law Degree from Universidad Complutense de Madrid, and completed a PMD at Harvard Business School. He began his professional career at PwC, where he was made partner in 1987. He headed up the Financial Services area at PwC from 1987 to 2003 and the Audit Division between 2003 and 2007. Mr. Wahnon has also held Board-level positions at major companies such as Ezentis, Dexia-Sabadell and Bankia.
DELGADO, LUISA	Luisa Delgado holds a law degree from the University of Geneva, an LLM from Kings College, University of London and a postgraduate degree in European Studies from Lusíada University in Lisbon. She has over 30 years of leadership and management experience at companies such as Procter & Gamble, where she was CEO of the Nordic region, and prior to that Head of Human Resources for Western Europe. She also led SAP's Human Resources division, where she was an Executive Board Member. From 2013 to 2018, she was CEO of Safilo Group, the world's second largest premium eyewear group. Subsequently, she began her own investment activity focused on luxury products, which she currently combines with the positions of Chairperson of the Board of Directors of Swarovski SIH and member of various Boards of Directors such as Ingka Holding (IKEA Group), Telia Company, Fortum, Barclays Bank Switzerland SA and Breitling, S.A.
TRIUŠ OLIVA, VICENTE	Holds a degree in Economics from the University of Barcelona and completed a course in Executive Management at Harvard Business School and the Darden School of Business. He has over 40 years of experience in the food sector in the areas of e-commerce and innovation in multinational companies. He is currently executive chairperson of retail and innovation at JBS USA, one of the largest multinational food companies, where he leads the e-commerce business. Previously, he worked in companies such as Walmart, a world leader in the sector, where he held, among other positions, CEO for Brazil for 10 years; in Loblaw, Canada's leading food retailer, where he was Chairperson; and in Carrefour, where he was Executive Director for Europe and member of the Group Management Committee. He also serves on the Boards of Directors of Pilgrims Pride Corporation, a company listed on the Nasdaq, and Picpay.
HERNÁNDEZ GARCÍA, GLORIA	Has over 30 years of experience in the financial world, complemented by positions as a non-executive director at Ibex 35 companies such as Siemens Gamesa Renewable Energy, where she chaired the Audit Committee between 2015 and 2019. Hernández is an independent director of Nortegas and Parkia, companies in which she presides over its Audit Committee from July 2021 and March 2021, respectively. Previously, she served as CFO at Bankinter, a Spanish listed bank where she spent 8 years, and was Chief Financial Officer of Banco Pastor between 2003 and 2010. Her experience also includes 15 years at the Spanish Ministry of Economy and Finance, where she was Director General of Treasury and Financial Policy between 1999 and 2003.

<b>Total number of independent directors</b>	4
<b>% of the Board's total</b>	57.14

Ms. Luisa Delgado has been the Lead Independent Director since 1 January to 29 August 2022, the date on which Mr. Stephan DuCharme ceased his executive functions, presenting his resignation as CEO, remaining from that date as non-executive Chairman of the Board of Directors.

Indicate whether any independent director receives from the company, or its group, any amount or payment other than standard director remuneration, or holds or has held, in the last year, a business relationship with the company or any group company, whether in their own name or as a significant shareholder, director or senior executive of an entity which holds or held said relationship.

If so, include a reasoned statement from the Board detailing the reasons why the director may perform their functions as an independent director.

Name or corporate name of director	Description of the relationship	Reasoned statement
No data		

#### OTHER NON-EXECUTIVE DIRECTORS

List the other non-executive directors and state the reasons why they cannot be considered nominee or independent directors, detailing their relationships with the company, its executives or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is held	Profile
MAIA, MARCELO	Mr. Marcelo Maia Tavares de Araújo held the position of chief executive of DIA Brazil until 31 December 2020, which is why he has been proposed as other non-executive director.	DIA BRASIL SOCIEDADE LIMITADA	Marcelo Maia Tavares de Araújo is a civil engineer and holds a Master's in Business Administration from the London Business School. A specialist in trade and services, with C-level in large distribution chains and in managing large companies, including mergers and acquisitions, internationalisation and company start-up processes. Maia founded and managed one of the main distribution chains in Northeast Brazil, Lojas Maia, until it was bought by Magazine Luiza, where he held the position of regional director. He was subsequently appointed as Secretary of State for Commerce and Services of the Ministry of Industry, Foreign Trade and Services and a member of the Board of BNDESPar. He is also a member of the Board of Directors of Constructora de Pacaembu, S.A.

<b>Total number of other non-executive directors</b>	1
<b>% of the Board's total</b>	14.29

Indicate any changes in the period as regards the category of each director:

Name or corporate name of director	Date of the change	Previous category	Current category
STEPHAN DUCHARME	08/29/2022	Executive	Proprietary

On 29 August 2022, Mr. Stephan DuCharme ceased to hold his executive functions, presenting his resignation as CEO, remaining from that date as non-executive Chairman of the Board of Directors with the category of proprietary director. On the same date he terminated his contract as executive director with the company.

**C.1.4** Complete the following table indicating the number of female directors at the end of the last four years and their category:

	Number of female directors				% of total directors of each type			
	Year 2022	Year 2021	Year 2020	Year 2019	Year 2022	Year 2021	Year 2020	Year 2019
<b>Executive</b>					0.00	0.00	0.00	0.00
<b>Proprietary</b>					0.00	0.00	0.00	0.00
<b>Independent</b>	2	2	1		50.00	40.00	25.00	0.00
<b>Other Non-Executive</b>					0.00	0.00	0.00	0.00
<b>Total</b>	2	2	1		28.57	25.00	16.67	0.00

**C.1.5** Indicate whether the company has diversity policies in relation to its Board of Directors on such questions as, for example, age, gender, disability, training and professional experience. Pursuant to the definition stated in the Audit Law, small and medium-sized enterprises must at least indicate the policy established in relation to gender diversity.

Yes

No

Partial policies

If so, describe the diversity policies, their objectives, the measures and the way in which they were applied and their results during the year. Also indicate the specific measures adopted by the Board of Directors, and the Nomination and Remuneration Committee to achieve a balanced and diverse presence of directors.

If the company does not apply a diversity policy, explain why.

Description of the policies, their objectives, the measures and the way in which they were applied and their results
<p>In accordance with Article 11 of DIA's Board Regulations, the Board will ensure that all director selection procedures promote gender diversity, as well as diverse experience and knowledge, with no implicit biases that may entail discrimination or, in particular, hinder the selection of female directors.</p> <p>The Director Selection Policy (approved in December 2015 and based on the current Article 11 of the Board Regulations) establishes, among others, the following principles which guide the director selection procedures:</p> <ul style="list-style-type: none"> <li>• It must not have an implicit bias nor discriminate on grounds of race, gender or any other type.</li> <li>• It must favour diversity of knowledge, experience and gender among the Board.</li> <li>• It must enable the Board of Directors to have diversity and plurality regarding the members' training, culture and internationalisation.</li> </ul>

- To avoid hampering the selection of female directors, the Company must deliberately seek and include, among the potential candidates, women who meet the professional profile requirements with the target that in the following years the number of female directors should represent at least 30% of all the members of the Board of Directors.
- It must achieve a balanced composition, structure and size of the Board as a whole, which enriches decision-making and contributes multiple viewpoints to debates with an ample majority of non-executive directors, with the necessary minimum number of executive directors and ensuring that the proportion that may exist between nominee and non-executive directors respects the guidelines established in the Board Regulations.

Likewise, the Selection Policy requires that all the candidates must have the necessary training, qualifications and professional experience, thus favouring the Board's cultural diversity and internationalisation.

The recent experience in applying such rules shows that age, disability or gender are not an obstacle to joining the Company's Board and, where applicable, retaining the talent in the last few years.

Lastly, upon issuance of the call notice for each Shareholders' Meeting in which proposals for appointment, ratification and re-election of the Board members are submitted to the shareholders for consideration, the corresponding reports from the Nomination and Remuneration Committee and from the Board of Directors are made available to them. These reports include the Board's assessment of the competence, experience and merits of the various candidates as well as their suitability for fulfilling their duties as directors.

In line with the above, and as stated in the reports made available to the shareholders, the director selections (apart from those proposed by the significant shareholders) have followed the guidelines envisaged in the Director Selection Policy approved by the Company on 11 December 2015 and, as stated above, the aforementioned guiding principles, as well as their diversity objectives, were respected. Said objectives were partially met in 2022. With the appointment by the shareholders' meeting, with effect on 7 June 2022, of the director Gloria Hernández, the percentage of female directors rose to 28.57%. The Board will endeavour to ensure that the successive searches to select candidates to fill the existing vacancy enable it to approach the target of 40% set for the following years.

**C.1.6** Explain the measures that may have been agreed by the nomination committee so that the selection procedures do not include any implicit bias that prevent the selection of female directors, and so that the company deliberately searches for and includes women with the appropriate profile among the potential candidates, enabling it to reach a balanced presence of women and men. Indicate as well whether these measures include encouraging the company to have a significant number of female senior executives:

<b>Explanation of the measures</b>
In accordance with the provisions derived from amendments made to the Capital Companies Law in corporate governance matters, the Nomination and Remuneration Committee has been entrusted with establishing a representation target for the least represented gender on the Board and has drawn up guidelines on how to achieve this target.
Within the DIA Group's internal regulations, the binding rule on hiring people, which affects executive personnel recruitment processes, establishes that, under equal conditions, the hiring of the under-represented gender will be given priority in the recruitment process.
As a result of such efforts, the Company now meets the target set out in Recommendation 14 of the Code of Good Governance.

When, despite the measures taken, there are few or no female directors or female senior executives, explain the reasons why:

<b>Explanation of the reasons</b>
The Nomination and Remuneration Committee is aware that it does not currently comply with the corporate governance recommendation regarding the percentage of female directors and, accordingly, is taking the necessary measures to increase the number of women on the Board of Directors and in senior management. However, this increase can only

take place when new candidates are selected to fill future vacancies on the board, as occurred in the case of the appointment of Ms. Gloria Hernández in June 2022.

**C.1.7** Explain the conclusions of the nomination committee regarding verification of compliance with the policy aimed at promoting an appropriate composition of the Board of Directors.

The Nomination and Remuneration Committee and the Board of Directors will ensure that all director selection procedures promote gender diversity, as well as diverse experience and knowledge, with no implicit biases that may hinder the selection of female directors, ensuring that the Company deliberately looks for, and includes among potential candidates, any women who meet the professional profile sought. This fact has been ratified in the appointment of Ms. Gloria Hernández.

**C.1.8** Explain, if applicable, the reasons why nominee directors have been appointed at the request of shareholders holding less than 3% of the share capital:

Name or corporate name of shareholder	Reason
No data	

Give details of any rejections of formal requests for Board representation from shareholders whose shareholding is equal to or greater than that of other shareholders who have successfully requested the appointment of nominee directors. As applicable, explain why these requests have not been entertained:

Yes

No

**C1.9** Indicate the powers, if any, delegated by the Board of Directors, including those relating to the option of issuing or re-purchasing shares, to directors or Board committees:

Name or company name of director or committee	Brief description
No data	

**C.1.10** Identify any members of the Board who are also directors, representatives of directors or managers in other companies forming part of the listed company's group:

Name or corporate name of director	Corporate name of group entity	Position	Do they have executive functions?
No data			

**C1.11** List the positions of director, administrator or representative thereof, held by directors or representatives of directors who are members of the company's Board of Directors in other entities, whether or not they are listed companies:

Identity of the director or representative	Company name of the listed or non-listed entity	Position
DELGADO, LUISA	Telia Company	DIRECTOR
DELGADO, LUISA	Ingka Holding (IKEA Group)	DIRECTOR
DELGADO, LUISA	AO World (until 31 January 2022)	DIRECTOR
DELGADO, LUISA	Barclays Bank Switzerland SA	DIRECTOR
DELGADO, LUISA	Fortum	DIRECTOR
DELGADO, LUISA	Swarovski SIH	CHAIRPERSON
DELGADO, LUISA	Breitling, S.A.	DIRECTOR
TRIOUS OLIVA, VICENTE	JBS USA	DIRECTOR
TRIOUS OLIVA, VICENTE	Pilgrims Pride Corporation	DIRECTOR
TRIOUS OLIVA, VICENTE	Picpay	DIRECTOR
MAIA, MARCELO	Constructora Pacembu, S.A.	DIRECTOR
HERNÁNDEZ GARCÍA, GLORIA	Nortegas Energía Grupo, S.L.U.	DIRECTOR
HERNÁNDEZ GARCÍA, GLORIA	Parkia Iniciativas, S.L.	DIRECTOR

Mr. Stephan DuCharme is Senior Partner of L1 Retail UK LLP and Senior Partner of L1 Retail Jersey LLP. Mr. Sergio Antonio Ferreira Dias is partner of L1 Retail LLP.

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the table above.

Identity of the director or representative	Other paid activities
Delgado, Luisa	Senior Advisor of the founder and executive chairperson of TCC Global

**C.1.12** Indicate whether the company has established rules on the maximum number of company boards on which its directors may sit, explaining if necessary, and identifying where this is regulated, if applicable:

Yes

No

Explanation of the rules and identification of the document where they are regulated
Article 25.4 of the Board Regulations establishes that a director must not sit – in addition to the Company Board – on more than six boards of directors of other companies. To this end, any boards to which a director belongs as a nominee director, proposed by the Company or by any group company, will not be taken into account; nor will other appointments be taken into account if the director is not actually and truly dedicated to a commercial activity. Holding companies or

companies which are merely investment vehicles are excluded for these purposes. Moreover, companies belonging to the same group shall be treated as a single company.

**C.1.13** Indicate the amounts of the remuneration received by the Board of Directors for the following items:

Remuneration accrued by the board of directors during the year (thousands of euros)	1.014
Amount of funds accumulated by current directors for long-term savings systems with vested economic rights (thousands of euros)	
Amount of funds accumulated by current directors for long-term savings systems with unvested economic rights (thousands of euros)	
Amount of funds accumulated by former directors for long-term savings systems (thousands of euros)	

**C.1.14** Identify the members of senior management who are not, in turn, executive directors, and indicate the total remuneration paid to them during the year:

Name or corporate name	Position(s)
MR. MARTÍN TOLCACHIR	GLOBAL CEO (CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER)
MR. JESÚS SOTO CANTERO	GROUP CHIEF FINANCIAL OFFICER
MS. SAGRARIO FERNÁNDEZ BARBÉ	GROUP GENERAL COUNSEL AND COMPLIANCE OFFICER
MS. MURIEL UZAN	GROUP INTERNAL AUDIT DIRECTOR
MS. PILAR HERMIDA DEL LLANO	CHIEF COMMUNICATIONS AND SUSTAINABILITY OFFICER
MR. ANDRÉS VEGAS ANEIRO	CHIEF DATA OFFICER DAY GROUP
MR. ANTONIO SERRANO BEZERRA JUNIOR	STRATEGY DIRECTOR DAY GROUP
MR. RICARDO ÁLVAREZ ELENA	CHIEF EXECUTIVE FOR SPAIN
MR. MIGUEL SILVA	MEMBER OF CONSELHO EXECUTIVO DE ADMINISTRAÇÃO PORTUGAL
MR. PEDRO DEVESA	MEMBER OF CONSELHO EXECUTIVO DE ADMINISTRAÇÃO PORTUGAL
MS. JOANA NETO	MEMBER OF CONSELHO EXECUTIVO DE ADMINISTRAÇÃO PORTUGAL
MR. MARCIO BARROS	CHIEF EXECUTIVE FOR BRAZIL
MR. AGUSTÍN ÍBERO	CHIEF EXECUTIVE FOR ARGENTINA
MR. JOSÉ MARÍA JIMÉNEZ MILLARES	CHIEF EXECUTIVE CLAREL

<b>Number of women in senior management</b>	4
<b>Percentage of the total members of senior management</b>	28.57

<b>Total remuneration received by senior management (thousands of euros)</b>	12,725
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This section shows the people who form part of the Group's senior management on 31 December 2022.

Notwithstanding the foregoing, the amount reflected in this section indicates the total amount received by the members of senior management throughout the fiscal year and, therefore, also includes the amounts received by Mr. Alejandro Grande, Mr. Miguel Guinea Valle, Mr. Santiago Martínez-Lage Sobredo and Mr. Carlos Valero Alcántara.

**C.1.15** Indicate whether the Board regulations were amended in any way during the year:

Yes

No

**C.1.16** Specify the procedures for the selection, appointment, re-election and removal of directors. List the competent bodies, procedures to be followed and criteria to be used for each of these procedures.

I. Selection, appointment and re-election

The selection, appointment and re-election of directors is regulated in Articles 5, 11, 12, 24 and 32 of the Board Regulations, as well as in the Director Selection Policy, approved by the Board at its meeting on 11 December 2015.

The bodies in charge of selecting and appointing the directors will ensure that they are honourable, suitable, of reputed solvency, competence and experience, and will be particularly strict in relation to any persons appointed to cover independent director positions or to belong to the committees.

As regards the selection process, the Board of Directors, as part of its non-delegable powers, will resolve, if applicable, whether it is adequate to (i) appoint a new director by co-option to cover any vacancy; (ii) propose to the Shareholders' Meeting the appointment or ratification of a director and/or increase the number of Board members; (iii) fulfil a shareholder's request to uphold its right of proportional representation; or (iv) appraise the possible re-election of a director whose term is nearing expiration.

In any of the foregoing cases the Board, or its chairperson, on its behalf, will formally entrust the Nomination and Remuneration Committee with an examination and, where appropriate, selection of directors among the candidates.

The Nomination and Remuneration Committee, further to express instructions from the Board of Directors, will convene as soon as possible in order to begin the selection process, and may be assisted by independent professionals specialising in selection processes and head hunting, in order to find the most suitable candidates.

Once the Nomination and Remuneration Committee has selected the directors, it will individually interview each candidate separately. The opinions gathered on the various candidates will be jointly examined and the relevant conclusions drawn, which will be recorded in an explanatory report from the Nomination and Remuneration Committee, to be submitted to the Board.

Any proposal to the Shareholders' Meeting will in any case include an explanatory report from the Board of Directors, evaluating the competence, experience and merits of the candidate proposed; this will be attached to the Minutes of the Shareholders' Meeting or the Board meeting.

The candidates chosen must contribute with their profile to make sure that they have (i) ample knowledge and experience in the sectors (especially consumer goods and retail) and in the Spanish and foreign markets where DIA operates, as well as the economic and financial factors (with special competences, experience and knowledge on accounting and risk management matters); (ii) a strong strategic international vision for businesses and extensive experience in business management, leadership and strategy; (iii) maximum level of ethics, representation and respect for the business community in general; and (iv) maximum level of loyalty, commitment and sufficient dedication to the Company's project.

The diversity in the group of directors and the various origins and profiles of each Board member are expected to meet the Company's current and future strategic needs.

If the Board of Directors does not follow the proposals and reports provided by the Nomination and Remuneration Committee, it must explain the reasons for its actions and duly record this in the Minutes.

All directors will be appointed by the Shareholders' Meeting or Board of Directors, as the case may be, following the provisions of the Capital Companies Law, the Bylaws and the Board Regulations, as well as the Director Selection Policy.

An appointment will be announced to the market and, after a Shareholders' Meeting is called, the résumé of the candidate will be made available to the shareholders, as well as an explanatory report from the Board of Directors and from the Nomination and Remuneration Committee, as the case may be, on the Company's website.

II. Evaluation

Article 7 of the Board Regulations establishes that the quality and efficiency of the Board will be evaluated once a year.

as well as performance by the Board chairperson and Company CEO, the operation and composition of its committees, diversity in Board composition and competences, and the performance and contribution made by each director, particularly examining the managers of the various Committees.

In order to evaluate the various Committees, the reports submitted by the latter to the Board will be examined. When evaluating the Board, the report submitted by the Nomination and Remuneration Committee will be taken into account.

This task is covered by the policy to fulfil corporate governance rules applicable to the Company, thereby fulfilling Recommendation number 36 of the Good Governance Code.

### III. Removal

Article 13 of the Board Regulations establishes that directors will no longer hold office upon the expiration of their term, if so resolved by the Shareholders' Meeting in the exercise of its powers, or when a director resigns or is dismissed.

Any directors affected by proposed removals will refrain from participating in any related discussion and vote.

The Board of Directors may only propose the removal of an independent director before expiration of the bylaw term where there is just cause, ascertained by the Board of Directors after receiving a report from the Nomination and Remuneration Committee. For these purposes, a breach of the duties inherent to their position will be considered as such, having incurred in any of the circumstances that cause them to lose their independent status or that the director goes on to occupy new positions or incurs new obligations that prevent them from dedicating the necessary time to the duties of the position of director. The removal may also be proposed as a result of tender offers, mergers or other similar corporate transactions that significantly change the Company's capital structure.

## C.1.17 Explain to what extent the annual evaluation of the Board has given rise to significant changes in its internal organisation and in the procedures applicable to its activities:

Description of amendments
<p>The Board of Directors, at the proposal of the Nomination and Remuneration Committee, contracted the services of a specialised company (Fidelio Partners) at the end of 2021 in order to carry out a complete and rigorous exercise of evaluation of the performance of the Board of Directors and its Commissions with the help of an external consultant. The conclusions of the evaluation report by Fidelio Partners were presented, after having been considered by the Nomination and Remuneration Committee, at the meeting of the Board of Directors on 23 February 2022 and, based on them, an action plan to implement the recommendations made by the external consultant and approved by the Board of Directors at the proposal of the Nomination and Remuneration Committee, which has been developed during 2022 with the support of Fidelio Partners. Notwithstanding the fact that the consultant concluded that, in general, DIA's Board of Directors performs its functions adequately, Fidelio Partners' recommendations focused on the following points of attention to improve the efficiency of the Board of Directors and its Committees, carrying out during 2022 the following actions:</p> <ol style="list-style-type: none"> <li> <p>1. Actions to increase the effectiveness of the contribution of the Directors of the Company to the creation of value and to the long-term strategy of the company, the consideration of critical business aspects and the contribution to the people's agenda.</p> <p>During 2022, a new, more structured strategy definition process has been introduced in which the Board of Directors has participated directly with Management to define strategic priorities and to define the actions and decisions to be adopted for their achievement. In addition, the Board of Directors regularly monitors the various matters included in the strategic plan.</p> <p>The Nomination and Remuneration Committee, in charge of supervising the people's agenda, has redefined and prioritised the different topics included therein, supporting Management for its implementation in the culture and values of the Company, regularly monitoring its evolution.</p> </li> <li> <p>2. Actions to support the work of the Chairperson of the Board of Directors in their capacity as such, as well as additional support that the directors may need, if applicable.</p> <p>The separation of the roles of Chairperson of the Board and Chief Executive Officer of the Company has been approved, which has made the operation of the Board of Directors more effective, allowing the President to focus on the organisation and processes of the Board of Directors and its Committees.</p> </li> </ol>

The role of the Secretary of the Board of Directors has been reorganised to bring more effectiveness and agility to the organisation. A new induction programme has been developed for new directors, which has already been applied to the additions of new members during 2022. Finally, meetings have been organised with Management to strengthen the relationship of the directors with the business.

3. Actions to facilitate the work of the Committees as advisory bodies to support the Board of Directors.

The content and time spent on the reports of the Committees has been reinforced within the meetings of the Board of Directors.

4. Actions to strengthen the Board of Directors' interaction in the Company's relationships with its stakeholders.

A plan to reinforce the channels of communication with shareholders is a work in progress, allowing spaces for interaction with them, collecting their opinions on their consideration of value contribution, and transmitting and discussing the different operational and business strategy improvements implemented to increase the value of the share.

5. Preparation of a calendar of the Board of Directors and its processes that allows for a focus on the key aspects.

An annual calendar has been prepared of the meetings of the Board and the Commissions, as well as of the matters to be discussed during fiscal year 2022, which has allowed Management to prioritise and prepare in advance the key issues and the processes of preparing information that have been integrated into said calendar have been taken into account.

Describe the evaluation process and the areas evaluated by the Board of Directors, with the assistance of an external consultant, as the case may be, with respect to the operation and composition of the Board and its committees and any other areas or features that has been evaluated.

#### Description of the evaluation process and the areas evaluated

The evaluation of the performance of the Board of Directors and its Commissions in 2022 has been carried out with the support of a specialised external consultant, Fidelio Partners, which has carried out compliance monitoring of the recommendations made at the beginning of the fiscal year and has prepared a compliance report, concluding that progress has been made on all actions identified by reinforcing weaknesses existing at the beginning of the year, increasing the effectiveness in the organisation and topics to be discussed in meetings of both the Board of Directors and its Commissions, and channelling the contribution of value of the Directors both within the Board of Directors and in their relationships with Management and their participation in the definition of the business strategy.

For the preparation of said report, interviews have been carried out with all the members of the Board of Directors to collect their assessment in relation to the improvements implemented and their effects, as well as new areas of action for the future.

**C.1.18** Breakdown in those years in which the evaluation has been assisted by an external auditor, the business dealings that the consultant or any company in its group has with the company or any company in its group.

There is no business relationship between the Company (or any company in its Group) and the external adviser (or any company in its Group) to report.

**C.1.19** Indicate the cases in which directors are obliged to resign.

The Regulations of the Board of Directors regulate this aspect in Article 13, which stipulates that Directors must tender their resignation to the Board of Directors and complete the corresponding resignation if the Board deems it appropriate, in the following cases:

(a) When they are involved in any of the cases of conflicts of interest or prohibition provided for in the law, the Articles of association and the Board Regulations;

(b) When situations affecting them, whether or not related to their performance at the Company, could damage the good name or reputation of the Company or they lose the commercial and professional good repute required to be a director of the Company;

(c) When they cease to hold the executive positions to which, if applicable, their appointment as a Director is linked;

(d) When the Board of Directors determines that they have seriously breached their obligations in the performance of their functions as a Director;

(e) When their continuance on the Board of Directors may jeopardise, directly, indirectly or through related persons, the loyal and diligent performance of their duties as Directors or the interests of the Company, or when the reasons for which they were appointed cease to exist. In particular, in the case of non-executive nominee Directors, when the shareholder they represent sells or transfers all or part of its holding, with the result that it is no longer significant or sufficient to justify the appointment.

In any of the cases specified above, the Board of Directors, given the specific circumstances, may require the board member to resign from their position, and propose the director's removal to the Shareholders' Meeting, where applicable.

Any Directors affected by proposed removals will refrain from participating in any related discussion and vote.

When a Director leaves office before the end of their term of office, whether by resignation or otherwise, they shall sufficiently explain the reasons for their resignation or, in the case of non-executive Directors, their views on the reasons for the removal by the General Shareholders' Meeting, in a letter to be sent to all members of the Board of Directors. The reasons stated therein shall be mentioned in the annual corporate governance report, although, to the extent relevant for investors, the Company shall publish the removal as soon as possible, including sufficient reference to the reasons or circumstances provided by the director.

**C.1.20** Are qualified majorities other than those established by law required for any particular kind of decision?

Yes

No

**C.1.21** Indicate whether there are any specific requirements, apart from those relating to the Directors, to be appointed chairperson of the Board of Directors.

Yes

No

**C.1.22** Indicate whether the bylaws or Board regulations set an age limit for directors:

Yes

No

**C.1.23** Indicate whether the bylaws or Board regulations establish any term limits for independent directors other than those required by law or any other additional requirements that are stricter than those provided by law:

Yes

No

**C.1.24** Indicate whether the bylaws or board regulations establish specific rules for the appointment of proxies on the board in favour of other Board members, the procedure for doing so and, in particular, the maximum number of proxies a Director may hold, as well as whether any restriction has been established as regards the categories of Director that may be appointed as proxies, beyond the limits imposed by law. If so, provide a brief description.

Article 20 of the Board Regulations establishes that Directors must ensure that their non-attendance is limited to unavoidable cases. Where they cannot attend in person, Directors must grant a proxy with instructions to another Director. Independent Directors may only grant their proxy to another independent Director and non-executive Directors may only grant their proxy to another non-executive Director.

Proxies may be conferred by any postal or electronic means or by fax, provided that the identity of the Director and the direction of the voting instructions can be guaranteed, where applicable.

**C.1.25** Indicate the number of meetings held by the Board of Directors during the year. Also indicate, where applicable, how often the Board met without the chairperson's attendance. Proxies appointed with specific instructions should be taken into account when indicating attendance figures.

<b>Number of Board meetings</b>	23
<b>Number of Board meetings held without the chairperson's attendance</b>	0

Indicate the number of meetings held by the lead independent Director with the other Directors, where there was neither attendance nor representation of any executive Director.

<b>Number of meetings</b>	3
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Indicate the number of meetings of the various board committees held during the year:

<b>Number of meetings held by the audit and compliance committee</b>	16
<b>Number of meetings held by the Nomination and Remuneration Committee</b>	15

For clarification purposes, Board of Directors held 10 meetings during the year and, on 13 other occasions, resolutions were adopted in writing and without a meeting.

For clarification purposes, the Nomination and Remuneration Committee held 9 meetings during the year and, on 6 other occasions, resolutions were adopted in writing and without a meeting.

It is also noted that the Nomination and Remuneration Committee held 9 meetings in the year and, on 7 other occasions, resolutions were adopted in writing and without a meeting.

**C.1.26** Indicate the number of meetings held by the Board of Directors during the year with member attendance data:

<b>Number of meetings attended by at least 80% of the Directors in person</b>	10
<b>% of attendance in person of the total votes cast during the year</b>	95.83
<b>Number of meetings held with attendance in person or proxies given with specific instructions, by all directors</b>	10
<b>% of votes cast in person or through proxies with specific instructions out of the total of votes during the year</b>	100.00

For clarification purposes, the Board of Directors held 10 meetings during the year and, on 13 other occasions, resolutions were adopted in writing and without a meeting.

**C.1.27** Indicate whether the individual and consolidated financial statements submitted to the Board for their approval are certified in advance:

Yes

No

Identify, where applicable, the person(s) who certified the company's separate and consolidated financial statements for their approval by the Board:

<b>Name</b>	<b>Position</b>
JESÚS SOTO CANTERO	CHIEF FINANCIAL OFFICER
MARTÍN TOLCACHIR	GLOBAL CEO (Approval in the certification)

**C.1.28** Explain the mechanisms, if any, established by the Board of Directors to ensure that the financial statements that the Board presents to the shareholders' meeting are prepared in accordance with accounting legislation.

With the aim of preventing separate and consolidated financial statements prepared by the Board of Directors from being submitted to the Shareholders' Meeting with auditor's qualifications, before they are prepared, Article 23 of the Board Regulations and Articles 6 et seq. of the Audit and Compliance Committee's Regulations establish that the Audit and Compliance Committee must, among other points:

(a) Oversee the preparation and reporting process, and the clarity and integrity of financial and non-financial information concerning the Company and its Group, reviewing compliance with regulatory requirements, appropriate definition of the consolidated group, and proper application of accounting standards, and to present recommendations and proposals to safeguard the integrity of financial information to the Board of Directors.

This supervisory task by the Committee must be carried out continually as well as promptly, at the request of the Board of Directors.

(b) Regarding the periodic and/or mandatory financial and non-financial information that the Company must submit to the markets and the supervisory bodies, assess compliance with the legal requirements and the correct application of the generally accepted accounting principles, as well as inform the Board of Directors of any significant changes in the accounting principles and, in particular, significant adjustments identified by the auditor or resulting from the reviews made by the internal audit.

(c) Analyse the reasons why the Company breaks down certain alternative performance measures in its public information, instead of the measures defined directly by the applicable regulations, how much useful information is provided to investors and the degree of compliance with that established in the international best practices and recommendations in this area.

(d) Propose the selection, appointment, re-election and removal of the internal audit officers; propose the budget for those services, approve the guidance and work plans, ensuring that its activity focuses mainly on the Company's material risks.

(e) Establish an internal control system for the financial information through which potentially important irregularities, especially financial and accounting ones at the Company, can be notified in a confidential and anonymous way.

- (f) Oversee the risk control and management policy regarding the risks which affect the attainment of corporate targets, including, in general, supervision of the agenda of the Committee meetings so that all the material risks can be analysed throughout the year.
- (g) Periodically review the efficacy of the risk control and management policy overall, covering both the financial and non-financial risks, including the tax ones, receiving the pertinent reports from the officers, from internal audit and from any person hired for such purpose, with the aim of appropriately identifying, analysing and notifying the main risks, and analyse, together with the auditors, any significant weaknesses in the internal control system detected during the audit, all without affecting its independence.
- (h) Ensure that the members of the management team take into account the conclusions and recommendations of the reports of the Audit and Compliance Committee, as well as discuss with the Company's auditors any significant weaknesses in the internal control systems that they may have detected during the audit, all without undermining its independence. For such purposes and, where applicable, it can submit recommendations or proposals to the Board of Directors and the corresponding deadline for dealing with them.
- (i) Approve the work plan for the internal audit every year, ensuring that both the management and the staff have the necessary human, financial and technological resources to carry it out and that its activity focuses mainly on the Company's material financial and non-financial risks.
- (j) Assess the operations of the internal audit and the performance of its officer, including an assessment of the degree of compliance with the established targets and criteria, as well as with the opinion of the Company's executive management, with the aim of determining the officer's annual variable remuneration, which must also involve the Committee; periodically receive information about the activities performed by the Internal Audit Department and, specifically, regarding the implementation of the annual work plan, the incidents found and the recommendations for such purpose.
- (k) Establish appropriate relationships with the external auditors to receive information on those questions that may jeopardise their independence, for examination by the Committee, and any other relationships relating to the process of development of the financial statements auditing process, as well as other notifications included in the legislation governing auditing and audit regulations.
- (l) Ensure that the auditor's remuneration for the work does not compromise its quality or independence and analyse the significant changes that may take place in its total remuneration.
- (m) Oversee the performance of the audit engagement, endeavouring to ensure that the opinion on the financial statements and the key content of the audit report are drafted clearly and accurately, and assess the results of each audit.
- Where an auditor may step down, to examine the circumstances leading to their decision and to ensure that the Company duly reports the change of auditor to the CNMV in a relevant event/inside information notice accompanied by a statement regarding the possible existence of disagreements with the outgoing auditor and, where applicable, the content of the audit report.
- (n) Serve as a communication channel between the Board of Directors and the auditors, evaluate the results of each audit and the responses of the management team to their recommendations, and mediate in cases of discrepancies between the auditors and the management team with respect to the principles and criteria applicable in preparing the financial statements.
- (ñ) Ensure that the external auditor holds a meeting each year with the plenary session of the Board of Directors in order to inform it about its work and progress in the Company's accounting position and risks.

### C.1.29 Is the Board secretary a Director?

Yes

No

If the Secretary is not a Director, complete the following table:

Name or corporate name of the Secretary	Representative
MR. DANIEL ALAMINOS ECHARRI	

Mr. Daniel Alaminos was elected as non-director secretary of the Board of Directors on 29 August 2022. Until that date, Mr. Álvaro López-Jorrín acted as secretary.

**C.1.30** Indicate the specific mechanisms, if any, established by the company to preserve the independence of external auditors, as well as, if any, the mechanisms to preserve the independence of financial analysts, investment banks and agencies qualification, including how the legal provisions have been implemented in practice.

DIA has various mechanisms in place to preserve the independence of the auditor. Among them is that one of the main roles of the Audit and Compliance Committee consists in supervising the independence of the auditor, with duties that include the following:

(a) Submit to the Board of Directors the proposed selection, appointment, re-election and replacement of external auditors, taking responsibility for the selection process, as well as their conditions of hiring, and to regularly gather information on the auditing plan and its execution, as well as preserving their independence in the exercise of their tasks.

(b) Establish appropriate relationships with the auditors to receive information on those questions that may jeopardise their independence, for examination by the Committee, and any others relating to the process of development of the accounts auditing process and, where applicable the authorisation of the various services legally forbidden by the applicable regulations as well as other notifications included in the legislation governing auditing and audit standards.

In particular, it must ensure that the external auditor respects the regulations in place on provision of non-audit services, the limits to the auditor's business concentration, and in general other regulations on the independence of auditors. For such purpose, the Committee can review and approve additional policies and guidelines which set out the principles regarding the approval and/or prohibition of providing certain non-audit services and, in general, in relation to the legal regulations on auditing.

In this respect, the Committee is responsible for previously approving the provision of non-audit services, assessing: (i) their nature, the circumstances and context in which they take place, and their effects and if those services jeopardise the auditor's independence; (ii) if the audit firm, based on its knowledge and experience, is the best one to provide such services; (iii) the remuneration for the non-audit services, individually or as a whole, in relation to that for the audit and the parameters used by the audit firm to determine its own remuneration policy; and (iv) where applicable, the establishment of a guiding limit for the fees to be received by the auditor for non-audit services in accordance with the law and the EU regulations.

(c) Receive from the external auditors annually a confirmation of their independence in regard to the entity or entities linked to it directly or indirectly, as well as detailed and individual information of the additional services of any kind provided and the corresponding fees received from these entities by the aforementioned external auditors, or by the persons or entities linked to them, in accordance with the provisions of the audit legislation.

For such purposes, the Committee can request, in the annual independence letter sent by the auditor, the inclusion of a statement informing that it complies with this. Likewise, it can request the auditor, when deemed necessary, to provide an explanation about the internal quality control system that it must have established regarding independence, as well as information about the internal rotation practices of the audit partner and its staff and how it conforms to the audit standards.

Sources of internal information must also be established at the Company, which provide relevant information about the auditor's independence, which come from the financial department, other management functions, internal audit or other assurance functions such as the regulatory compliance, risk or external unit as well as the information that can be provided by the auditor itself.

In view of the content of that independence letter, the Committee must issue annually, prior to the issue of the audit report, a report giving an opinion on whether the independence of the auditors or audit firms has been compromised. This report must in all cases include an assessment of the additional services provided by the auditors, considered separately and in their totality, that consists of services other than the statutory audits and how they relate to the requirement of independence or to the audit standards.

(d) Ensure that the auditor's remuneration for the work does not compromise its quality or independence and analyse the significant changes that may take place in its total remuneration.

(e) In the event of a waiver from the external auditor, it will examine the circumstances leading to this decision and will ensure that the Company announces the new auditor to the CNMV, in addition to a statement on the potential existence of disagreements with the outgoing auditor and the content thereof, if any.

In addition, Article 23 of the Board Regulations and Article 6 of the Audit and Compliance Committee Regulations govern the Audit and Compliance Committee's relationship with the external auditor, establishing that said Committee (i) ensures that the external auditor holds an annual meeting with the full Board of Directors to report to it on the work performed and on the evolution of the Company's accounting and risk situation; and (ii) ensures that the Company and the external auditor comply with current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, other regulations on auditor independence.

The DIA Investor Relations Department coordinates relationships with financial analysts, investment banks and rating agencies, as appropriate, handling both their requests for information and those of the institutional or private investors, based on the principles of transparency, non-discrimination, veracity and reliability of the information provided. To do

this, it has the Corporate Policy on Investor Relations, which is available on the company website.

To put these principles into practice, and always within the strictest compliance with the regulations relating to Securities Markets, DIA has available various channels of communication such as (a) publication of information relating to the presentation of the periodic results or to corporate operations; (b) presentations to investors; and (c) submission of statements and press releases.

**C.1.31** Indicate whether the Company has changed its external auditor during the year. If so, identify the incoming and outgoing auditor:

Yes

No

In the event of any disagreements with the outgoing auditor, explain the substance thereof:

Yes

No

**C.1.32** Indicate whether the audit firm performs non-audit work for the company and/or its group and, if so, state the amount of fees paid for such work and the percentage they represent of the fees invoiced for audit work to the company and/or its group:

Yes

No

	Company	Group companies	Total
Amount of non-audit work (in thousands of euros)	278	200	478
Amount invoiced for non-audit services/Amount for audit work (in %)	111.90	19.08	36.85

**C.1.33** Indicate whether the auditors' report on the financial statements for the preceding year contains qualified opinions. If so, indicate the reasons given to the shareholders at the shareholders' meeting by the chairperson of the audit committee to explain the content and scope of such qualified opinions.

Yes

No

**C.1.34** Indicate the number of consecutive years for which the current audit firm has been auditing the company's individual and/or consolidated financial statements. Likewise, indicate the number of years the current audit firm has been auditing the financial statements as a percentage of the total number of years in which the financial statements have been audited:

	Separate	Consolidated
<b>Number of consecutive years</b>	4	4

	Separate	Consolidated
<b>No. of years audited by the current audit firm/No. of years in which the company or its group have been audited (in %)</b>	12.90	12.90

**C.1.35** Indicate and give details of any procedure to ensure directors receive the necessary information to prepare for meetings of the managing bodies sufficiently in advance:

Yes

No

<b>Details of the procedure</b>
<p>Under Article 34 of the Board Regulations, Directors have the duty to diligently inform themselves of the Company's business. For such purpose, any director may request information on any aspect of the Company and its subsidiaries and examine the books, registers, documents and other documentation thereof.</p> <p>Furthermore, this Article provides that all duties of information will be previously channelled through the Board's chairperson, who will forward the request to the relevant liaison officer within the Company.</p> <p>In addition, Article 18 of the Board Regulations requires that all meetings be called at least five days in advance, except for emergency situations. Likewise, Article 14 of the Board Regulations establishes that the chairperson, as the person responsible for the Board's operation, will ensure that all Directors previously receive sufficient information, stimulating discussions and the active participation of Directors during Board meetings.</p>

**C.1.36** Indicate and give details of whether the company has established rules obliging Directors to inform the Board or, as the case may be, resign when situations arise which affect them, whether or not related to their actions within the company itself, which could harm the company's name or reputation:

Yes

No

<b>Explain the rules</b>
<p>Article 13 of the Board Regulations establishes that Directors must immediately tender their resignation when situations affecting them, whether or not related to their performance at the Company, could damage the good name or reputation of the Company or they lose the commercial and professional good repute required to be a Director of the Company.</p>

**C.1.37** Indicate, unless special circumstances have occurred which have been recorded in the Minutes, whether the Board has been informed or has otherwise become aware of a situation affecting a Director, whether or not related to the Director's actions in the company itself, that may harm the company's name or reputation:

Yes

No

**C.1.38** Give details of any significant agreements entered into by the company that will enter into force, be amended or terminated in the event of a change of control of the company due to a takeover bid, and their effects.

The Company has entered into finance agreements that include modifications to or terminations of this finance if there is a change of control at the Company, although it is not specified that this is so in case of a tender offer.

Apart from the above, it is worth mentioning that the Company has entered into certain lease agreements for shop premises (not considered individually significant agreements) that include clauses with modifications or the cancellation or termination of these agreements in case of company operations that represent changes of control at the Company or its shareholders, although they do not refer expressly to changes of control derived from tender offers.

**C.1.39** Identify, in individual form where Directors are concerned and in aggregate form in all other cases and provide detailed information on agreements between the company and its officers, executives and employees that provide indemnities, guarantee or "golden parachute" clauses for the event of resignation, unjustified dismissal or termination as a result of a takeover bid or other type of transaction.

Number of beneficiaries	57
Type of beneficiary	Description of the agreement
Other management positions	For senior management advance notice periods are established in case of dismissal which range between 1 and 6 months. As regards severance pay in case of dismissal declared as without just cause by the competent courts, different formulae are established which can go from 33 days of salary per year of service with a maximum of 24 months, or guarantee of a minimum severance during the first two years, all of the foregoing depending on the person's position and contract.

Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorised by the governing bodies of the company or its group. If yes, specify the procedures, cases envisaged and nature of the bodies responsible for the approval or making the notification:

	Board of Directors	Shareholders' meeting
Body authorising the clauses	X	

	Yes	No
Is the shareholders' meeting informed of such clauses?		X

## C.2 Committees of the Board of Directors

C.2.1 Provide details of all committees of the Board of Directors, their members, and the proportion of executive, nominee, independent and other non-executive directors forming them:

Nomination and Remuneration Committee		
Name	Position	Category
MS. LUISA DELGADO	CHAIRPERSON	Independent
MR. MARCELO MAIA	MEMBER	Other Non-Executive
MR. VICENTE TRIUS	MEMBER	Independent

<b>% of executive directors</b>	0.00
<b>% of proprietary directors</b>	0.00
<b>% of independent directors</b>	66.67
<b>% of other non-executive directors</b>	33.33

Explain the functions delegated or attributed to this committee other than those already described in section C.1.9 and describe its procedures and organisational and operating rules. For each function, state its main actions during the year and how each one attributed to it by law or the bylaws or other corporate resolutions was carried out.

In accordance with Articles 39 of the Bylaws and 24 of the Board Regulations, the Board of Directors shall set up a permanent Nomination and Remuneration Committee, which shall be composed of a minimum of three and a maximum of five directors, appointed by the Board of Directors itself from among its external directors, at least two of which must be independent directors.

The members of the Nomination and Remuneration Committee shall be appointed with the knowledge, skills and experience appropriate to the functions they are called upon to perform. To this end, both their professional knowledge and experience, gathered when performing tasks directly related to these matters, will be taken into account, as will any knowledge and experience resulting from management and executive tasks, and responsibilities that have a relevant impact on these matters, among others (e.g. CEOs, top executives or senior managers supervising and controlling human resources, corporate governance, remuneration policies, etc.).

The Chairperson of the Nomination and Remuneration Committee shall be appointed by the Board of Directors from among the independent directors forming part of the Committee.

The members of the Board of Directors, management team or Company staff will be obliged to attend all meetings of this Committee, collaborating and providing access to any information they may have, at the Committee's request. Furthermore, if it deems this necessary for the adequate performance of its tasks, it may be advised by external experts.

In light of the above, and as the Committee consists of three directors – none of whom are executive directors – the composition of the Nomination and Remuneration Committee conforms to the Bylaws and Board Regulations. In addition, the Nomination and Remuneration Committee complies with Article 529 [section fifteen] of the Capital Companies Law as well as with the good corporate governance recommendations of the Good Governance Code, particularly number 47, recommending the majority of its directors be independent, in order to guarantee impartiality and objectivity of judgment.

The Nomination and Remuneration Committee, in compliance with its functions provided for in Article 24 of the Regulations of the Board of Directors, has carried out during the fiscal year 2022 the functions assigned to it, which, among others, have been the following: (i) to evaluate the necessary competencies, knowledge and experience on the Board of Directors. For these purposes, the committee has defined the functions and skills required for the candidates to cover a vacancy, and has evaluated the precise time and dedication in order to carry out their tasks effectively; (ii) making proposals to the Board of Directors of independent directors to be appointed by co-option or for submission to decision by the shareholders' meeting, and proposals for re-election and removal of those Directors by the shareholders' meeting; (iii) reporting to the Board on proposals for the appointment, re-election and removal of internal positions within the Board of Directors of the Company (chairperson and deputy chairperson, lead independent director, secretary and deputy secretary, if any); (iv) reporting on proposals for the appointment and removal of senior managers and the basic

conditions of their contracts; (v) proposing to the Board of Directors (a) the policy on remuneration for Directors and senior managers or any other persons performing senior management duties reporting to the board, the committees or the chief executives, (b) the individual remuneration of executive directors and the other terms of their contracts, supervising their implementation, and (c) the basic terms of contracts of senior managers; (vi) assisting the board in the preparation of the report on directors' remuneration policy and sending the board any other reports on remuneration contemplated in these regulations, verifying the information on remuneration paid to Directors and senior management contained in the different corporate documents, including the annual report on directors' remuneration; (vii) examining and organising the succession plan for the chairperson of the Board and for the chief executive officer of the Company and, if applicable, suggesting proposals to the Board of Directors to ensure a smooth and organised transition; and (viii) reporting on proposals for the appointment of other directors to be appointed by co-option or for submission to decision by the shareholders' meeting, and proposals for re-election and removal of those directors by the shareholders' meeting.

The Company's Nomination and Remuneration Committee held 9 formal meetings in 2022 and, on 6 other occasions, the resolutions were adopted in writing and without a meeting. All the members attended all the meetings in person or by proxy.

In addition, the Committee members held periodic work meetings by remote means (conference calls and video conference calls), both among themselves and with those responsible for the Company's Management. In particular, in 2022 the Committee held numerous additional meetings within the framework of the appointment of new positions, the appointment of new members of the Board of Directors and of senior management, and it drafted reports for appointing directors and members of the executive team.

Audit and Compliance Committee		
Name	Position	Category
MR. JOSÉ WAHNON LÉVY	CHAIRPERSON	Independent
MS. GLORIA HERNÁNDEZ GARCIA	MEMBER	Independent
MR. SERGIO FERREIRAS DIAS	MEMBER	Proprietary

<b>% of executive directors</b>	0.00
<b>% of proprietary directors</b>	33.33
<b>% of independent directors</b>	66.67
<b>% of other non-executive directors</b>	0.00

As the expiration of the maximum term of four years as chairperson of the Audit and Compliance Commission set forth in article 529 quaterdecies.2 of the Spanish Corporate Companies Act for Mr. José Wahnon Levy is close, the Board of Directors approved at its meeting of 22 February 2023 to replace him in the position, appointing Ms. Gloria Hernández García as the new chairperson of the Audit and Compliance Committee since that same date.

Explain the functions, including, where applicable, the additional ones to those legally envisaged, attributed to this committee and describe its procedures and organisational and operating rules. For each function, state its main actions during the year and how each one attributed to it by law or the bylaws or other corporate resolutions was carried out.

In accordance with Article 39 of the Bylaws, Article 23 of the Board Regulations, and Article 12 of the Committee's Regulations, the Audit and Compliance Committee will consist of at least three and a maximum of five directors, designated by the Board itself from among its non-executive directors, where the majority of the members and, in any case, the Committee's chairperson must be independent.

Likewise, the members of the Audit and Compliance Committee, particularly its chairperson, will be designated according to their knowledge and experience in accounting, auditing or risk management matters. Their knowledge and experience in financial matters, internal control and business management will be taken into account, as well as their knowledge, ability and experience in consideration with the Committee's other tasks.

In particular, to consider that a Director has knowledge and experience in accounting, auditing or both, the Committee member must have: (a) knowledge in accounting or audit standards or both; (b) the ability to assess and interpret the

accounting standards; (c) experience in drafting, auditing, analysing or assessing financial statements with a certain complex nature, similar to those of the Company itself, or experience in supervising one or more persons involved in such tasks; and (d) understanding of the internal control mechanisms related to the process of drafting financial statements.

For these purposes, the following will be taken into account: the knowledge and professional experience gained as a result of the performance of functions directly related to these matters, as well as the knowledge and experience due to the performance of management and executive functions and responsibilities which could be related to these issues in a significant way (such as chief executive officers or senior managers with supervisory and management responsibilities in accounting, financial or risk management areas, etc.). Likewise, the aim is to ensure diversity, especially regarding gender, professional experience, competence, sector knowledge and geographical origin.

In accordance with section 2 of Article 529 [section four] of the Capital Companies Law and DIA's internal regulations, the chairperson of the Audit and Compliance Committee will be appointed from among independent Directors. The chairperson will be replaced every four years and may be re-elected one year after leaving office. They must have sufficient ability and availability to devote more time to the Committee than the other members.

The members of the management team or Company staff will be obliged to attend all meetings of the Audit and Compliance Committee, collaborating and providing access to any information they may have, at the Committee's request. The Committee may also request the presence of the Company's auditors at its meetings. Also, if it deems it necessary for the adequate performance of its functions, the Audit and Compliance Committee may be advised by external experts, duly informing the secretary or deputy secretary of the Board, who will be in charge of engaging the necessary services, making sure that any potential conflicts of interest do not compromise the independence of the external advice provided.

The composition of the Committee complies with the provisions of the aforementioned regulations, insofar as two of the three members of the Committee are independent Directors, which guarantees the impartiality and objectivity of the criteria of the Audit Committee.

Lastly, the Committee complies with Article 529 [section four] of the Capital Companies Law since, overall, the members of the Audit and Compliance Committee of DIA have the pertinent technical knowledge in order to carry out the Committee's functions.

The Audit and Compliance Committee, by virtue of its functions provided for in Article 529 [section four] of the Capital Companies Act, Article 23 of the Regulations of the Board of Directors of the Company and Articles 5 et seq. of the Regulations of the Commission, has focused the objectives of their meetings in 2022 on the following core activities:

(i) monitor the effectiveness of the Company's internal control, internal audit and risk management systems, as well as discuss with the account auditor the significant weaknesses of the internal control system detected in the development of the audit, all without breaking their independence, for which, if applicable, may submit recommendations or proposals to the Board of Directors and the corresponding deadline for its follow-up; (ii) oversee and evaluate the preparation process and the integrity of financial and non-financial information, as well as financial and non-financial risk management and control systems, including prosecutors, relating to the Company and its group – including operations, technology, legal, social, environment, political, reputational or corruption-related policies – reviewing compliance with regulatory requirements, the proper delimitation of the consolidation perimeter and the correct application of the accounting criteria and, if applicable, submit recommendations or proposals to the Board of Directors aimed at safeguarding the integrity of financial and non-financial information; (iii) report, prior to its authorisation by the Board of Directors or the General Shareholders' Meeting, as appropriate, transactions or transactions that may represent conflicts of interest with shareholders holding a significant interest or represented in the Board of Directors and its related persons; (iv) to raise the selection proposals to the Board of Directors, appointment, re-election and replacement of external account auditors, as well as their contracting terms and regularly collect from them information about the audit plan and its execution, in addition to preserving their independence in the exercise of their duties; (v) establish the appropriate relationships with the external auditor to receive information on those issues that may pose a threat to their independence, for examination by the Commission, and any others related to the account audit development process, and, where applicable, the authorisation of services other than those prohibited, under the terms of the law, as well as those other communications provided for in account audit legislation and audit standards, for which it must receive annually from the external auditors the declaration of its independence in relation to the Company or entities linked to it directly or indirectly, as well as detailed and individualised information on the additional services of any kind provided and the corresponding fees received from these entities by the external auditor or by the persons or entities linked to it in accordance with the provisions of the regulations regulating account audit activity; (vi) issue annually, prior to the issuance of the account audit report, a report expressing an opinion as to whether the independence of auditors of accounts or audit companies is compromised, report to contain, in any case, the reasoned assessment of the provision of each and every one of the additional services referred to in the previous letter, individually considered and as a whole, other than the legal audit and in relation to the independence regime or the regulatory regulations of the account audit activity; (vii) monitor compliance with corporate governance rules and internal company codes of conduct, also ensuring that the corporate culture is aligned with its purpose and values; (viii) ensure the independence of the unit that assumes the internal audit function; propose selection, appointment, Re-election and termination of the Internal Audit Service Owner; propose the budget for that service; approve the orientation and their work plans, ensuring that its activity is primarily focused on the relevant risks of society; receive periodic information about its activities; and verify that senior management takes into account the conclusions and recommendations of their reports; (ix) be informed about the operations of structural and corporate modifications that the Company plans to carry out for its analysis and prior report to the Board

of Directors on its economic conditions and its accounting impact and, especially, if applicable, about the proposed redemption equation; (x) approval of financial information that, because of their listed status, the Company shall make public from time to time.

The Company's Audit and Compliance Committee met 9 times in 2022 and, on 7 other occasions, the resolutions were adopted in writing and without a meeting. All the members attended all the meetings in person or by proxy.

This Committee met with the necessary frequency for the proper performance of its functions, in all cases complying with Article 23.10 of the Board Regulations and Article 20.1 of the Committee's Regulations, which establish that it must meet, at least, every quarter, with the aim of reviewing the periodic financial information which, in accordance with Articles 118, 119 and 120 of the Securities Market Law, the Board has to submit to the market supervisory authorities as well as the information that the Board has to approve and include in its own annual or interim public documentation.

Identify the Directors who are members of the audit committee and have been appointed keeping in mind their knowledge and experience in accounting or audit matters, or both, and state the date that the chairperson of this committee was appointed.

<b>Names of the Directors with experience</b>	MR. JOSÉ WAHNON LEVY/MS. GLORIA HERNÁNDEZ GARCÍA/MR. SERGIO DIAS
<b>Date of appointment of the chairperson</b>	05/20/2019

As the expiration of the maximum term of four years as chairperson of the Audit and Compliance Commission set forth in article 529 quaterdecies.2 of the Spanish Corporate Companies Act for Mr. José Wahnón Levy is close, the Board of Directors approved at its meeting of 22 February 2023 to replace him in the position, appointing Ms. Gloria Hernández García as the new chairperson of the Audit and Compliance Committee since that same date.

**C.2.2** Complete the following table with information regarding the number of female Directors who were members of Board committees at the close of the past four years:

	Number of female directors							
	Year 2022		Year 2021		Year 2020		Year 2019	
	Number	(%)	Number	(%)	Number	(%)	Number	(%)
<b>Nomination and Remuneration Committee</b>	1	33.33	2	66.66	1	33.33	0	0.00
<b>Audit and Compliance Committee</b>	1	33.33	0	0.00	0	0.00	0	0.00

**C.2.3** Indicate whether there are any regulations governing the Board committees, where they can be consulted, and whether any amendments have been made during the year. In turn, indicate whether an annual report on the activities of each committee has been prepared voluntarily.

The organisational and operating rules of the Audit and Compliance Committee and the Nomination and Remuneration Committee are included in the Board Regulations and in the Audit and Compliance Committee Regulations, which are available for consultation on DIA's website ([www.diacorporate.com](http://www.diacorporate.com)).

The Nomination and Remuneration Committee and the Audit and Compliance Committee prepare the corresponding annual reports on their activities, with the aim of assessing their operation and organisation in 2022, highlighting any significant events that have taken place related to their duties. These reports are made available to the shareholders on the Company's corporate website.

## D RELATED PARTY AND INTRAGROUP TRANSACTIONS

**D.1** Explain, where appropriate, the procedure and competent bodies relating to the approval of transactions with related and intragroup parties, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected Director or shareholders. Provide details of the internal information and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the Board of Directors.

Pursuant to Article 6.2 of the Board Regulations and Article 5.1.(v) of the Audit and Compliance Committee Regulations, this Committee has the authority to supervise compliance with the legislation on related-party transactions with directors or significant shareholders or shareholders represented on the Board. Specifically, the Audit and Compliance Committee will report to the Board on such related-party transactions and, in general, on transactions that entail or may entail conflicts of interest, so that they can be approved, and will ensure that the related information is reported to the market as required by law.

In order to do so, pursuant to Article 10.1.(b) of the Audit and Compliance Committee Regulations, this Committee must gather and analyse all necessary information and documentation and will be able to request expert reports where it is deemed advisable to have experts give an opinion on aspects such as the effects of a proposed transaction on the corporate interest or whether the transaction is being carried out on market terms.

Regarding its approval, Article 6.1 of the Board Regulations establishes that the Board of Directors formally reserves the right to approve, subject to a report from the Audit and Compliance Committee, related-party transactions within the meaning of Article 529 [vicies] of the Capital Companies Law, unless their approval falls to the Shareholders' Meeting in accordance with the provisions of the law.

Obligations to abstain are set out in Article 28.3.b) of the Board Regulations, which stipulates that Directors must leave the meeting during the deliberation and voting on those matters in which they are involved in a conflict of interest and shall be deducted from the number of members attending for the purposes of calculating quorum for attendance and voting.

**D.2** Provide individual details of operations that are significant due to their amount or due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or who are represented on the Board of Directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the Board of Directors has responsibility, indicate if the proposed resolution has been approved by the Board without a vote against the majority of the independent directors:

	Name or company name of the shareholder or any of its subsidiaries	% Shareholding	Name or corporate name of company or subsidiary	Amount (thousands of euros)	Approving body	Identity of the significant shareholder or Director who has abstained	The proposal to the AGM, if applicable, has been approved by the Board without a vote against the majority of independent directors
(1)	L1 RETAIL UK LLP	77.70	DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.	300	Board of Directors	Sergio Dias and Stephan DuCharme	NO

	Name or company name of the shareholder or any of its subsidiaries	Nature of the relationship	Type of operation and other information required for its evaluation
(1)	L1 RETAIL UK LLP	Contractual	Negative amount. Consulting and advisory services.

The declared amount corresponds to a provision for possible charges in relation to the service agreement signed on 12 June 2019.

**D.3** Provide individual details of the significant transactions due to their amount or due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those transactions carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or Director has abstained. In the event that the Board of Directors has responsibility, indicate if the proposed resolution has been approved by the Board without a vote against the majority of the independent directors:

	Name or company name of the administrators or managers or their controlled or jointly controlled entities	Name or company name of the company or entity within its group	Relationship	Amount (thousands of euros)	Approving body	Identity of the shareholder or Director who has abstained	The proposal to the Board, if applicable, has been approved by the Board without a vote against the majority of independent directors
	No data						

	Name or company name of the administrators or managers or their controlled or jointly controlled entities	Nature of the transaction and other information necessary for its evaluation
	No data	

**D.4** Report individually on significant intra-group transactions due to their amount or due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or that they are fully owned, directly or indirectly, by the listed company.

In all cases, list any intragroup transaction performed with entities established in countries or territories considered to be tax havens:

Corporate name of the group entity	Brief description of the transaction and other information necessary for its evaluation	Amount (thousands of euros)
No data		

**D.5** Provide individual details of the significant transactions due to their amount or due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the international accounting standards adopted by the EU, which have not been reported in previous sections.

Corporate name of the related party	Brief description of the transaction and other information necessary for its evaluation	Amount (thousands of euros)
ICDC	Commercial transaction	16
HIS	Commercial transaction	85

**D.6** Provide details of the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its Directors, senior management, significant shareholders or other associated parties.

Pursuant to Article 28 of the Company's Board Regulations, Directors must adopt the necessary measures to avoid becoming subject to conflicts of interest and, notwithstanding the statutory provisions on the duty to avoid situations of a conflict of interest, situations of a conflict of interest will be governed by the following rules:

- a) Notification: Directors must notify the Board of Directors, through its Chairperson or the Secretary or Deputy Secretary, of any conflict-of-interest situation in which they find themselves.
- b) Abstention: Directors must leave the meeting during the deliberation and voting on those matters in which they are involved in a conflict of interest and shall be deducted from the number of members attending for the purposes of calculating the quorum for attendance and voting.
- c) Transparency: The Company shall report, where required by law, any conflict-of-interest situation in which the Directors have found themselves during the financial year in question and of which it is aware by virtue of notification from the affected party or by any other means.

The above obligation to abstain shall not apply (except where otherwise provided in the law, the bylaws or the Board Regulations) to resolutions or decisions affecting their status as Directors, such as their appointment or removal from office on the managing body or others of similar significance.

In addition, as stated in Article 11.1 of the Audit and Compliance Committee Regulations, this Committee will have the function of reporting on any operations or transactions that may cause conflicts of interest before their authorisation by the Board of Directors or the Shareholders' Meeting, as applicable, which includes transactions with Company and Group Directors and related persons, as well as transactions with significant shareholders or shareholders represented on the Board of Directors and related persons.

At its meeting held on 27 October 2021, the Board of Directors approved the Día Group's Policy on the Management of Conflicts of Interest and Related-Party Transactions. In 2022, said policy has been updated in relation to the scope of its application by agreement of the Board of Directors of 29 June 2022.

In accordance with this policy, a conflict of interest is a situation in which interests of the Company or its group companies directly or indirectly conflict with the personal interests of any person with management responsibilities, on their own behalf or on behalf of others, or of their related persons. It establishes that any person with management responsibilities must act with the loyalty of a faithful representative, acting in good faith and in the best interest of the Company, regardless of other own interests or those of third parties. Consequently, any person with management responsibilities will refrain from preferring their own interests, on their own behalf or on behalf of others, or their related persons, at the expense of DIA, and will seek to avoid any conflict situation in the exercise of their functions, including, in particular, those contained in Article 229.1 of the Capital Companies Law. In addition, any person discharging managerial responsibilities must refrain from attending and intervening in deliberations and voting in relation to conflict situations affecting them or a related person and must also refrain from accessing confidential information related to the matter and warn those who are to make the decision of the potential conflict situation.

All DIA Directors must notify the Board of Directors of DIA, through its secretary, the list of their related persons (which must be kept permanently updated) as well as any personal, family, professional or business situation or circumstance that may imply a conflict situation at any time. In the notice, Directors must indicate whether the potential conflict of interest affects them personally or through a related person, in which case they must identify such person. Directors must also specify the situation that gave rise to the conflict of interest, detailing, where appropriate, the purpose and the main conditions of the projected transaction or decision and its approximate amount. When the conflict of interest situation involves a permanent and structural conflict that prevents the Director from continuing to perform their duties faithfully, the Director must immediately tender their resignation to the Board of Directors.

The Board of Directors shall be the body responsible for analysing and, where appropriate, providing exemption, when

permitted by law and under the terms established therein, following a report from the Audit and Compliance Committee, the conflict situations of DIA Directors or their related persons, except when such authorisation corresponds to the Shareholders' Meeting of the Company by operation of law.

The policy on the management of conflicts of interest and related-party transactions also regulates the procedure applicable to the transactions that DIA or any of its group companies perform with significant shareholders or board members.

**D.7** Indicate whether the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and whether it has, directly or through any of its subsidiaries, business relationships with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them.

Yes

No

## E RISK MANAGEMENT AND CONTROL SYSTEMS

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### E.1 Explain the scope of the company's financial and non-financial risk management and control system, including those of a tax nature.

The Business Risk Management Policy, the proper application of which requires the involvement of all the organisation's staff, applies to all entities in which Distribuidora Internacional de Alimentación S.A. (DIA) has a percentage holding above 50%. This Policy was updated and approved by the Board of Directors of DIA on 25 May, 2022, in line with the new organisational structure, after the creation of an integrated Risk Management and Internal Control area.

The Risk Management Model (hereinafter, "RMM") defined by DIA has been drawn up considering all its activities at all levels of the organisation, from those at corporate level to those of the business units and processes. Its focus is therefore integral and it applies to DIA and all its subsidiaries. This has entailed taking the following levels into account: (i) execution of the DIA strategy; (ii) achievement of business objectives; and (iii) correct performance of transactions.

The RMM of the Group is based on the "Enterprise Risk Management – Integrating with Strategy and Performance" methodological standard, published by the *Committee of Sponsoring Organisations of the Treadway Commission* (COSO). Said standard, generally accepted in the market, has been adapted to the DIA Group's needs with a comprehensive, systematic and detailed approach that enables it to identify, assess and respond to the risks related to the achievement of its business objectives.

The methodological framework is composed of five interrelated components that are implemented in the DIA Group as follows:

1. **Governance and Culture:** The DIA Group promotes the communication of the principles and values that govern risk management through internal communication channels, while promoting training in the Group to promote knowledge and involvement in the risk management process.
2. **Strategy and Objective Setting:** Risk management, strategy and objective setting work together in the strategic planning process. To this end, a corporate risk appetite or tolerance is established, aligned with the Group's strategy.
3. **Performance:** It is necessary to identify and evaluate those risks that may affect the achievement of the strategic and business objectives. Risks are assessed based on their severity composed of impact criteria and likelihood of occurrence in the context of risk appetite.
4. **Review and Monitoring:** An examination of the entity's performance determines how risk management components function over time in an environment of material change, and what aspects are likely to be reviewed and modified.
5. **Information, Communication and Reporting:** Enterprise risk management requires an ongoing process of obtaining and exchanging the necessary information, both from internal and external sources, that flows across all levels of the organisation.

The RMM of the DIA Group ensures that the different types of risks are identified through an ongoing iterative process, which has taken into account factors that influence the gravity, speed and persistence of the risk, the likelihood of asset losses occurring, and the related impact on the operations, information and compliance activities.

Some of the risk categories considered have been, among others, related to the operational, corporate governance and ethical, and financial environments.

#### Tax Policy

In 2015, the Board of Directors of DIA approved its Tax Strategy Policy. DIA has defined a tax policy aimed at ensuring responsible compliance with tax regulations, based on corporate interest and supporting the business strategies of the Group.

The tax purposes, principles and good practices that make up the DIA Group's tax strategy should guide its decision-making at any level and should also underlie the actions of the many companies forming part of the DIA Group. Likewise, DIA Group directs its activity towards monitoring and controlling good practices.

In this line, since September 2019, DIA has adhered to the Code of Good Tax Practices with the Tax Administration.

**E.2** Identify the bodies within the company responsible for preparing and executing the System of Control and Management of financial and non-financial Risks, including tax risk.

The Board of Directors, the Audit and Compliance Committee, the Management Committee are responsible for ensuring the correct functioning of the enterprise risk management process.

1. The Board of Directors is responsible, as established in Article 5 of the Board Regulations, for approving the risk management and control policy, identifying the main risks, including tax risks, of DIA and its subsidiaries and organising suitable internal control and reporting systems. The Board of Directors, through the Audit and Compliance Committee, specifically monitors the risks of the DIA Group based on the information provided by the Risk Management and Internal Control Department, as well as the other responsible departments and management units.

2. The Audit and Compliance Committee is responsible for regularly overseeing and reviewing the effectiveness of the process for managing financial and non-financial risks, including tax risks, and verifying its suitability and integrity. The Minutes of the Committee meetings are stored in a documentary management system, to which all the Directors have confidential access.

3. The Management Committee is ultimately responsible for implementing the risk management process at group level identifying risks, assessing them, providing the appropriate responses to risks that fall outside the risk appetite, monitoring them and actively participating in reporting them.

4. The Internal Risk and Control Committee has the following functions attributed to it:

- Propose all risk management initiatives to the Management Committee, as well as update the risk map including identification of emerging risks, when required.
- Monitoring, on an ongoing basis, the key risks identified on the risk map (especially those closely related to the DIA Group's main interest groups, such as its customers, franchisees and suppliers).
- Recommendation of the development of specific action plans, planning their monitoring and the continuity of existing action plans.

Furthermore, the Risk Management and Internal Control Committee periodically performs a detailed assessment and analysis of DIA Group's risks. The DIA Group's Management Committee and the Audit and Compliance Committee are periodically informed of the conclusions and significant events observed in relation to the Group's key risks. Likewise, it informs the DIA Group's Management Committee if, in its analysis, it detects relevant issues, and said committee can request additional information on the findings where it sees fit to do so.

5. At the Group level, the Company has an Internal Control and Risk Management area in charge of supervising the effectiveness of the processes and controls within the framework of risk management carried out by the business units. Additionally, it is the area in charge of coordinating the definition of risks and evaluating emerging risks.

6. The supervision of control of tax risks is carried out by the Group Tax area.

**E.3** Indicate the main financial and non-financial risks, including tax risks, as well as those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant and may affect the achievement of business objectives.

DIA defines risk as any internal or external contingency that, should it materialise, would prevent or make it difficult to meet the objectives set by the organisation. It therefore considers that a risk arises as a result of missed opportunities and/or loss of strengths, as well as from the materialisation of a threat and/or increase in a weakness.

In 2022, the most critical risks that affect the Group's objectives and that therefore make up the corporate risk map (31 risks) were identified and, after analysing the controls and action plans, the risks on the map with a highest criticality (impact by probability) were the following (17):

1. Lack of integrity of information
2. International sanctions
3. Cybersecurity
4. Information leak
5. Technological obsolescence
6. Damage to reputation and/or brand image

7. Failure of key information systems
8. Tax risk
9. Interest rate fluctuation
10. Exchange rate
11. Liquidity and/or financing risk
12. Inadequate contractual management
13. Breach of data protection regulations
14. Food crisis/public safety
15. Lack of reliability of financial information
16. Business continuity
17. Occupational accident rate (safety and health)

#### E.4 Indicate whether the entity has risk tolerance levels, including for tax risk.

During 2022, a methodology was established for the definition of the maximum tolerance level for each risk category identified within the map, on which, based on quantitative financial criteria of materiality and other qualitative criteria, the impact assessment scale is proposed for the assessment of risks.

The DA Group's Management Committee defines the risk tolerance level, which is submitted to the Audit and Compliance Committee for annual approval. The tolerance proposal is currently being worked on, which will be submitted and approved during 2023.

#### E.5 Indicate which financial or non-financial risks, including tax risks, have materialised during the year.

Fiscal year 2022 saw the materialisation of risks inherent in the business model, the Group's activity and the market environment stemming from specific and extraordinary circumstances related to business development and the economic cycle.

The following risks have materialised throughout 2022:

- (i) The high competition existing in the food distribution sector.
- (ii) The delay in adapting the business model to the market's needs given that its needs are constantly changing and must be adapted to swiftly.
- (iii) The social and political situation of the countries where the Group operates, as instability in this respect has occasionally led to the supply chain being affected.
- (iv) The exchange rate risk due to the Group's presence in countries with high currency fluctuations. Argentina, a country where the Group operates, was deemed a hyper-inflationary economy in 2019.
- (v) Inflation that has strained the evolution of the prices, costs and margins of the Dia Group.
- (vi) In addition, as a result of the relevant increase in inflation, central banks have substantially raised interest rates, which have also marked the Group's financial course.
- (vii) As a result of the conflict between Ukraine and Russia, the following risks have materialised:
  - (a) Operational risk due to the raw materials crisis caused by their shortage. This risk affects, on the one hand, the materialisation of (b) supplier dependency risk caused by their inability to have the raw materials necessary for the production of their products and, on the other hand, (c) the risk of managing the supply chain caused by the increase in the price of fuel and the potential shortage of products in stores and points of sale.
  - (d) EU international sanctions risk in response to the crisis in Ukraine and, in particular, with the package of sanctions against Russia. As regards the risk of international sanctions from the EU in response to the Ukraine crisis and, specifically, the package of sanctions against Russia, the Company has reported to the CNMV, by publishing notices of Other Relevant Information on 28 February 2022, 15 March 2022, and 22 March 2022 which, in the context of the EU's restrictive measures in response to the crisis in Ukraine and, specifically, with respect to international sanctions

imposed on Russia, the Company is controlled by Letterone Investment Holdings S.A. ("LIHS"), which holds a 77.704% stake in its share capital. Furthermore, according to the information available at this time and originating from LIHS, no natural person shareholder of LIHS has control of LIHS, neither individually nor through an agreement with other shareholders. Consequently, as in 2021, the Company is not affected by the international sanctions adopted in response to the crisis in Ukraine; on the other hand, it has had reputational consequences, thus realising the risk of damage to the brand image.

**E.6** Explain the response and supervision plans for the entity's main risks, including tax risks, as well as the procedure followed by the company to ensure that the Board of Directors responds to the new challenges that may arise.

Risk managers, in each of the business units, carry out risk management under their responsibility through the assessments of the risks identified in the catalogue, as well as any emerging risk events that may materialise in the future, so their inclusion in the risk map must be assessed.

Likewise, significant events occurring during the reference period are reported to the Risk Management Committee, as well as the related actions plans defined in order to mitigate the risks. Action plans are monitored quarterly to confirm their implementation and follow-up.

Risk Management and Internal Control assesses the strength of such response plans and periodically monitors their effectiveness.

It is also important to highlight the implementation of the tax risk management system that reinforces risk management in the Group and provides response and supervision to the control that the Group exercises in them.

DIA has set policies and procedures designed to inform and train employees on certain principles of conduct and to prevent and detect inappropriate conduct.

## **F INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATED TO THE PROCESS OF ISSUING FINANCIAL REPORTING (ICFR)**

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Describe the mechanisms comprised in the control and risk management systems for the issuing of financial reporting (ICFR) of your company.

### **F.1 The entity's control environment**

Report on at least the following, describing their main characteristics:

**F.1.1.** Which bodies and/or functions are responsible for: (i) the existence and maintenance of suitable and effective ICFR; (ii) its implementation; and (iii) its supervision.

The Internal Control Over Financial Reporting System (hereinafter "ICFR") forms part of the Internal Control System and is configured as a series of processes carried out by the Board of Directors, the Audit Committee, senior management and the personnel involved in order to provide reasonable certainty as to the reliability of the regulated, never absolute, financial reporting in relation to the objectives that it pursues, due to the limitations inherent in any internal control system.

The Board of Directors is responsible for the existence and maintenance of a suitable and effective ICFR system. For such purpose, Article 5 of Dia Group's Board of Directors' Regulations provides that one of the non-delegable powers of this body is the determination of the risk control and management policy, including tax risks and the organisation and supervision of internal information and control systems. ICFR supervision is entrusted to the Audit and Compliance Committee (hereinafter, ACC). Pursuant to Article 23 of the Board of Directors' Regulations, the ACC has, inter alia, the authority to supervise and review the drafting and reporting process for financial information and to supervise and review the efficiency of internal control, with the support of the Internal Audit Department. The latter's bylaws regulate its mission to ensure that the internal control system functions effectively and efficiently.

The Risk Management and Internal Control Department also fosters control awareness in the Group's business units, promoting awareness regarding control requirements at all organisational levels and carries out monitoring, providing continuous support in their work, including: (i) definition of documentation associated with the ICFR, (ii) validation of the effectiveness of the controls, and (iii) implementation of the action plans, if applicable, entrusted.

As of the date of this report, the Risk Management and Internal Control area has direct reporting to the CFO and with supervision from the ACC. The Risk Management and Internal Control area has a total of four people.

In compliance with the recommendations set forth in CNMV Technical Guidelines 3/2017, on 14 December 2017 the Board of Directors approved the Audit and Compliance Committee Regulations, which are aimed at defining the Committee's responsibilities and principles of action, as well as its basic organisational and operating rules, and fostering the Committee's independent functioning.

The monitoring function of the process of drafting and reporting financial data related to the Dia Group, set forth in Article 8 of the aforementioned Regulations, must be monitored on an ongoing basis, supervising the drafting and reporting process and the clarity and integrity of the DIA Group's economic and financial information, reviewing compliance with the regulatory requirements, the proper definition of the scope of consolidation and the correct application of accounting principles, in order to safeguard its integrity. It must also assess compliance with statutory requirements and the correct application of the generally accepted accounting principles. The main duties related to the internal control and risk management systems, set forth in Article 9 of the aforementioned Regulations, include most notably: a) reviewing periodically the effectiveness of the internal control and risk management systems as a whole; b) supervising the risk management control policy for risks with an impact on the achievement of corporate objectives; [and] c) fostering a culture of control in which risk is a factor to be considered in the Dia Group's decision-making.

**F.1.2.** Whether the following components exist, especially in connection with the financial reporting process:

- Departments and/or mechanisms in charge of: (i) designing and reviewing the organisational structure; (ii) defining clear lines of responsibility and authority with an appropriate distribution of tasks and functions; and (iii) ensuring that there are sufficient procedures for their effective circulation within the company.

The person most responsible for the design and review of the Group's organisational structure, the responsibilities undertaken by each of its members, and the status that these members have based on the responsibilities they assume, is the Global CEO. In the case of senior management, these posts are proposed by the Nomination and Remuneration Committee and approved by the Board of Directors.

Reporting to the Global CEO, the responsibility for defining an organizational model and business units falls to the figure of the country / business unit CEO and the country / business unit HR Director reporting to him, both of them take responsibility for its implementation and communication in their respective fields.

The Human Resources Department takes responsibility for defining an organisational model and business units, and, via the country HR Director/business unit, they take responsibility for implementing and communicating them in their respective areas.

There is an organisational chart that indicates the hierarchical relationships within the Group, showing the positions and their occupants.

ICFR documentation for each of the financial processes contains a risk and control matrix that includes those responsible for the controls in relation to the process of preparing the financial information later reflected in the SAP GRC Process Control system.

- Code of conduct, approving body, degree of circulation and instruction, principles and values covered (stating whether there are specific references to record keeping and financial reporting), body in charge of analysing cases of breach and proposing corrective or disciplinary action.

The DIA Group has a Code of Ethics approved by the Board of Directors. The Board of Directors considers that the Code of Ethics (hereinafter the Code) is the best instrument to implement a top-down compliance policy, guiding its employees by example, with certain lines of conduct or behaviour.

The Code of Ethics was updated, approved by the Board of Directors, published and communicated to the employees in 2021.

This Code establishes and implements the following five ethical principles:

- Respect – we respect people and generate an environment of trust, diverse and inclusive, in which we defend different opinions.
- Integrity – we act in an integral and transparent manner. We seek to do the right thing and achieve the best results without harming the interests of others.
- Commitment – our conviction and commitment are that the client and the rest of the DIA Group stakeholders are an essential part of our Company.
- Loyalty – we work loyally, complying with all the regulations and commitments to which DIA Group adheres; we strive to learn every day the implications of our activity and the way in which it is regulated.
- Responsibility – in our daily work, we are responsible entrepreneurs; we focus on taking care of the assets and information that DIA Group makes available to us.

In connection with financial information, assets and information are protected and DIA's commitment to providing accurate and complete information is explained, ensuring the reliability and accuracy of all financial information, whether used internally or reported to the market. The DIA Group has a Group Ethics Committee, which regularly reports to the Board of Directors. In addition, there are Ethics Committees in each of the countries where the DIA Group carries on its activity. These committees have sufficient autonomy and independence to pursue their remit. The Code is of mandatory compliance for all employees.

All Group Directors have agreed in writing to submit to the Code, with the commitment to respect the ethical principles, enforce them in the teams under their responsibility and put them into practice. Likewise, all new employees, when signing their employment contract, will receive a copy of the Code and must sign an agreement to submit to it.

The most relevant tools available to the Compliance Function and to the Ethics Committees to disseminate the DIA Group's Ethics and Integrity Culture are (i) the training sessions conducted each year on all or some of the ethical

principles and (ii) the management of the reports received through the Ethics Hotline (see next section).

- Whistle-blowing channel, for reporting to the audit committee any irregularities of a financial or accounting nature, as well as potential breaches of the code of conduct and malpractice within the organisation, stating whether reports made through this channel are confidential and whether it enables anonymous reports to be made respecting the rights of the whistle-blower and the party being reported.

The DIA Group has a unified communication channel ("Ethics Hotline") for submitting queries and/or complaints online or by phone. This channel guarantees that the DIA Group's activity is carried on securely, transparently and effectively. Using the WhistleB platform, the DIA Group offers an open, transparent and secure space in which any third party and, in particular, employees, franchisees and suppliers, can resolve any questions they may have on the interpretation of DIA Group's Code of Ethics and report potential breaches thereof.

All questions, reports and claims are received by the Group Compliance Department, which forwards the cases to the corresponding corporate and/or country Ethics Committee. Any breach of the Code is analysed and managed by the corporate and/or country Ethics Committee in accordance with its operating protocol and is resolved pursuant to the applicable internal and external regulations. Communications and/or reports received, whether in someone's name or anonymously, will be assessed and processed in compliance with three general basic principles: (i) confidentiality, (ii) non-retaliation, and (iii) personal data protection. Thus, the data of complainants and of any person involved in the investigation will be treated confidentially in accordance with the personal data protection legislation applicable in each jurisdiction, with zero tolerance of retaliation against employees using the Ethics Hotline in good faith in order to inform the Ethics Committee of possible irregularities. The Ethics Hotline is managed in the Whistleblowing Centre, which ensures that all questions and reports made through the channel are encrypted and protected with security measures. Accordingly, the Ethics Committees can communicate confidentially with the reporting and/or requesting party, and proper records are kept of all elements of the file.

In 2022, on a quarterly basis, the Ethics Committees of each country sent the corporate Ethics Committee an itemised report of the reports received and investigated during the immediately preceding quarter, stating the reference or registration number, date of receipt, type of whistle-blower (employee, franchisee, supplier of service or merchandise, or others), the ethical principle affected, procedural status of the file and, as the case may be, its resolution. In addition, a report is regularly sent to the ACC, providing consolidated statistics at Group level.

During 2022, 1,295 communications admitted for processing through the Ethics Hotline have been received, of which 741 are reports related to some possible ethical breach (533 in the previous year) and 38 are enquiries (15 in the previous year). It should be noted that almost 70% of the reports received (513) are anonymous.

After the investigation of the complaints, of the 661 closed in 2022, 484 have been dismissed because it is considered that there is no evidence of ethical non-compliance or due to the absence of sufficient information for the investigation, and 177 have been confirmed by the different Ethics Committees. Additionally, in 2022, the Ethics Committees resolved 50 complaints pending closure as of 31 December 2021, dismissing 43 of them and confirming 7.

Among the 184 confirmed reports, no reports of corruption have been confirmed (nor were cases confirmed in 2021). In terms of discrimination, there is one (1) confirmed case in Argentina that has resulted in the departure of the respondent from the company (in 2021, there was also 1 confirmed case of this type). Finally, 8 complaints of harassment have been confirmed by the Ethics Committees (versus 14 cases in 2021). All confirmed cases have been resolved with the departure of the respondent's Group.

In the rest of the reports confirmed for other aspects of violation of the code of ethics, other corrective measures have been applied, such as training, change of duties or labour warnings.

In terms of the claims, 9 were made by employees (24%), 8 by clients (21%), and the remaining 21 (55%) were anonymous. As of 31 December 2022, all the claims have been answered and resolved.

- Training and refresher courses for staff involved in financial reporting, as well as in assessing the ICFR, which address at least accounting standards, auditing, internal control and risk management.

DIA Group's training plan has the mission to play a key role in contributing to the achievement of the Company's strategic objectives and the professional and personal development of its collaborators. To do this, it is divided into two separate chapters:

- There are technical training courses aimed at equipping its collaborators, through official training, with the technical know-how needed for the performance of their job position.
- Training plan for the development of skills aimed at providing, through official training, the necessary skills for holding positions of greater responsibility. This includes special training programs, such as languages, skill development, cross-awareness and others.

These training actions consisted of training and periodic refresher courses for staff involved in financial reporting, as well as in assessing the ICFR, and covered accounting rules, auditing, internal control and risk management, among other areas of knowledge.

## **F.2 Assessment of risks in financial reporting**

Report on at least the following:

**F.2.1.** What are the main characteristics of the risk identification process, including those risks of error or fraud, in terms of:

- Whether the process exists and is documented.

DIA develops practices for the design and maintenance of an internal control system that makes it possible to provide reasonable certainty as to the reliability of official financial reporting, which includes the process aimed at identifying risks of error or fraud in financial reporting, based on the internationally recognised COSO internal control-integrated framework.

As regards the risk identification process, the Corporate Policy on the Internal Control Over Financial Reporting System establishes that the assessment of risks enables it to analyse the accounts and the disclosures that have a significant associated risk, the potential impact of which on financial reporting is material.

The starting point for managing financial reporting risks consists of identifying the risks that may affect it. To this end, the information contained in the Group's most relevant financial statements is analysed, selecting the most relevant accounting items based on quantitative criteria (materiality) and qualitative criteria (fraud, unusual transactions, accounting judgments and estimates, etc.). The selected items are associated with processes where information is generated through the assessment of the risks identified and the analysis of the impact of potential events on the achievement of objectives related to the reliability of the financial information.

The ICFR manual establishes that the management teams are responsible for identifying the risks of error or fraud in the financial reporting.

In this respect, any risks that may give rise to errors and/or fraud in the financial reporting are identified for each of the significant accounts and disclosures.

Additionally, the DIA Group's risk identification process considers:

- The understanding of the control environment of each Group country.
- The identification of the particular features of the Company's business process flows in each country, and their impact on financial reporting, in order to identify the main control risks inherent therein.
- The effects of other types of risk (operating, financial, strategic, regulatory compliance and others) that may have an adverse effect on the reliability of financial reporting.

As a result of this assessment, a matrix that identifies risks (scoping matrix) is obtained, where the risk areas are identified in order to prioritise and oversee the relevant processes and controls that mitigate the risks detected in this analysis. The ICFR scoping matrix:

- Is prepared on the basis of the audited consolidated financial statements for the year ended 31 December, updated annually.
- It is approved by the ACC.
- Its aim is to identify the accounts and disclosures entailing a significant associated risk, whose potential impact on financial reporting could be material. Thus, the approach for determining the ICFR work scope is based on risk management and on a variation analysis system (qualitative and quantitative criteria). These objectives are reviewed and updated regularly in the event of any material change with an impact on the financial reporting.

- Whether the process covers all the financial reporting objectives (existence and occurrence; integrity; valuation; presentation, breakdown and comparability; and rights and obligations), whether it is updated and how frequently.

Each ICFR process at the DIA Group has the following associated documentation: process flowcharts, descriptions of the same, control and risk matrices, as well as the rules, policies, procedures and IT systems that support it.

For each relevant account and breakdown, the processes, sub-processes and key activities associated with them are defined, and the risks that could generate errors and/or fraud in financial information are identified, covering all the financial information objectives: (existence and occurrence; integrity; valuation; presentation, breakdown and comparability; and rights and obligations).

Existence and occurrence: The transactions, facts and other events gathered by the financial reporting actually exist and have been recorded at the right time.

Integrity: The information reflects all of the transactions, facts and other events in which the entity is an affected party.

Valuation: The transactions, facts and other events are recorded and valued in accordance with the applicable legislation.

Presentation, breakdown and comparability: The transactions, facts and other events are classified, presented and disclosed in the financial reporting in accordance with the applicable legislation.

Rights and obligations: The financial information reflects rights and obligations, as at the corresponding date, through the relevant assets and liabilities, in accordance with the applicable legislation.

- Whether a specific process is in place to define the scope of consolidation, with reference to, inter alia, the possible existence of complex corporate structures, shell companies or special purpose vehicles.

Each quarter the Group's Legal Department confirms the data on the companies forming part of the group of companies to the Group's Reporting and Consolidation Department, which is organisationally dependent on the Group's Finance Department.

The DIA Group's internal rules regulate the responsibility of each country's legal department for keeping the country's corporate and control structure up to date, and the duty to report on it to the country's Finance Department and to the Group's Legal Department on a quarterly basis and/or whenever a change occurs. In turn, the country's Finance Department and the Group's Legal Department report to the Group Reporting and Consolidation Department on the country's scope of consolidation and on the corporate and control structure within the Group, respectively, so that the Group Reporting and Consolidation Department can determine the scope of consolidation of the Group.

The monitoring and updating of each country's corporate structure, as well as the process of reporting and/or communicating with the Group's Legal Department and the Group's Reporting and Consolidation Department, are mandatory since this is a Corporate Governance rule included in the DIA Group's internal rules.

- Whether the process addresses other types of risk (operating, technological, financial, legal, tax, reputational, environmental, etc.) insofar as they may affect the financial statements.

As is detailed in section E of this report, the DIA Group has a risk management model based on the "Enterprise Risk Management - Integrating Strategy and Performance" methodological standard published by COSO. Said standard, generally accepted in the market, has been adapted to the Dia Group's needs with a comprehensive, systematic and detailed approach that enables it to identify, assess and respond to the risks related to the achievement of its business objectives.

The DIA Group's business risk management process guarantees the identification of the different types of financial and non-financial risk the organisation is exposed to (among others, operating, strategic, compliance, technological, social, environmental, and reputational risks), including among the financial ones the tax ones as well.

The different types of risk to which the Group is exposed are applied not only in the aforementioned financial reporting processes, but also in all operating and technical processes that could have a significant impact on the accounting or management figures.

- Which of the company's governing bodies is responsible for overseeing the process.

Responsibility for the existence and maintenance of an adequate and effective ICFR lies ultimately with the Board of Directors.

The oversight thereof is the responsibility of the ACC, with the execution carried out by the Group's Internal Risk and Control area.

The ACC, in accordance with the functions corresponding to it, includes in the Annual Audit and Compliance Committee Report the tasks carried out in its role as supervisor of the Internal Control System during 2022, including most notably:

- Supervising the process to prepare and present the (quarterly and six-monthly) mandatory economic and financial information, both individual and consolidated, reported to the markets and to their supervisory bodies.
- A suitably defined scope of consolidation, correct applying the generally accepted accounting principles, and safeguarding the integrity of financial information.
- Supervising relationships with the external auditor, as well as its performance of the audit contract.
- Assessing and approving the Internal Audit Plan.
- Supervising and monitoring the activities of the Internal Audit.
- Supervising the monitoring of the findings of the assessment of the ICFR for key and material processes in Spain and in the other countries in which the Dia Group operates.
- Systematically monitoring and supervising Risk Management carried out in the Dia Group.
- Reviewing related-party transactions.
- Monitoring compliance with the Internal Rules of Conduct, the Board Regulations and, in general, the Dia Group's corporate governance rules, without having detected any significant breaches.
- Reviewing and approving this 2022 Annual Corporate Governance Report, in particular the matters specifically concerning the Committee itself, which are set forth in sections C, E, F and H of this Annual Report.

### **F.3 Control activities**

Report on the existence of at least the following, and specify their main characteristics:

**F.3.1.** Procedures for reviewing and authorising financial information and description of the ICFR to be disclosed to the securities markets, stating who is responsible in each case and the documentation describing the flow of activities and controls (including those addressing the risk of fraud) for each type of transaction that could materially affect the financial statements, including accounting close procedures and the specific review of critical judgements, estimates, evaluations and projections.

The financial information is reviewed periodically to ensure its quality and reliability. The Country Chief Financial Officers validate, on a quarterly basis, the financial information prepared and reported to the Consolidation Department using the HFM consolidation tool.

The procedure for reviewing and authorising financial information is formalised annually by means of internal certificates issued by the Country Chief Financial Officer, and the Group Chief Financial Officer with the approval of the Executive Director of the business unit. This process culminates with its submission to the ACC, prior to the preparation of the Financial Statements by the Board of Directors.

The functional departments of each country have documented the risks of error or fraud in financial reporting and the controls that mitigate said risks, which affect the following processes/sub-processes:

- Management of creditors and general expenses.
- Cash and banks.
- Closing, consolidation and reporting.
- Purchases.
- Inventories.
- Valuation of goodwill.
- Management of receivables from franchisees.
- Management of corporate income tax.
- Management of property, plant and equipment.
- Contingent liabilities.
- Staff.
- Sales.

Special significance is given to closing, consolidation and reporting, as well as any issues affected by relevant opinions, estimates, valuations and projections.

The documentation of each process comprises:

- Details of significant accounts and disclosures;
- Details of IT systems affecting sub-processes.
- Details of organisational structures.
- Descriptions of each sub-process associated with each process.
- Details of significant financial reporting risks (including those related to the risk of fraud), as well as other risks (operating and/or compliance) associated with the various sub-processes and control objectives.
- Detailed description of key and non-key controls that mitigate each of the risks identified.
- Outcome of the assessment of the internal control design carried out by the Risk Management and Internal Control area, identifying opportunities for improvement and defining the action plans, those in charge and their implementation deadline.

For each control, the following has been identified:

- Back-up evidence for the control.
- Organisational structures and/or job functions responsible for each of the controls identified. In addition, the SAP GRC Process Control tool has identified each of its owners individually, as well as those responsible for its validation.
- Frequency of controls.
- Degree of control automation.
- Type of control: preventive or detective.

The control owners, i.e., the owners of each control and those in charge of their supervision, are responsible for keeping the information up to date. Accordingly, the owner and those in charge of validation have been identified for each control in order to ensure maximum traceability.

Through the SAP GRC Process Control tool, the Risk Management and Internal Control area carries out an ongoing process of updating and supervision of the correct functioning of the internal control system for financial reporting, ensuring its reasonable quality and reliability in a single centralised environment.

SAP GRC Process Control helps to enhance the control environment at all organisational levels, facilitating the process to assess the design and effectiveness of the controls, as well as the monitoring of action plans.

Most notably, its functions permit: (i) keeping an inventory of the identified controls by the Business Unit, associated with processes, sub-processes, risks, etc.; (ii) having available controls and associated risks, and plans to remedy them; (iii) launching reviews to evaluate the design and operational efficiency of the Internal Control Model; and (iv) obtaining detailed data reports.

**F.3.2.** Internal control policies and procedures for IT systems (including secure access, control of changes, system operation, continuity and segregation of duties) that support the relevant company processes in relation to the preparation and publication of financial information.

There is a Corporate Information Security Policy that includes the information protection strategy in relation to security linked to human resources, asset management, access control, encryption, physical and environmental security, security in operations, security in communications, security in the relationship with suppliers, management of security incidents, business continuity and compliance.

The policy defines the methods used to mitigate risks affecting confidentiality, integrity and availability of all information, including financial reporting.

In 2022, ITGCs controls (access and change controls) have been implemented in the main systems that support financial processes, ensuring levels of internal control and security over the critical systems of the DIA Group. Therefore, it has been regulated in the Group based on the recently approved Access Management regulations.

**F.3.3.** Internal control policies and procedures for overseeing the management of outsourced activities, and of the appraisal, calculation or valuation services entrusted to independent experts, where these could materially affect the financial statements.

When the Group outsources certain tasks to third parties, it ensures the technical capacity, independence, competence and solvency of the subcontractor, which is a Big Four company or a prestigious company in the relevant country.

It should be noted that DIA Group has a "Consolidation Rule", which forms part of the Group's Binding Rules in the financial area. Said Rule is posted in the corporate rules portal and includes a specific section on negotiating and hiring the Big Four firms and seeks to provide an overall view at group level of all agreements reached by the DIA Group with the Big Four consultancy firms, with the aim of establishing the bases that make it possible to improve ongoing negotiations and optimise future negotiations with the aforementioned consultancy firms.

In 2022, significant activities outsourced to third parties with an impact on the financial statements were the use of tax advisory services and support in the financial back-office transformation processes. These activities were carried on by firms of recognised prestige and validated by duly qualified Group staff supervised by the Management, which checked the fundamental assumptions used by the experts, as well as the reasonableness of their conclusions.

In addition, other activities have been outsourced to third parties such as tax, accounting and corporate book management services for the Luxembourg companies.

## **F.4 Information and communication**

Report on the existence of at least the following, and specify their main characteristics:

**F.4.1.** A specific function in charge of defining and keeping accounting policies up to date (accounting policies area or department) and settling doubts or disputes over their interpretation, which is in regular communication with the team in charge of operations at the company, as well as an updated accounting policies manual provided to all company operating units.

The Reporting Department annually updates the Group Accounting Policies Manual prepared on the basis of the International Financial Reporting Standards adopted by the European Union (IFRS-EU).

It is distributed by e-mail to all the staff involved in the various countries. The Manual was most recently updated in July 2022. In the event of significant changes affecting any of the Accounting Policies, an e-mail is sent to the team in charge.

The tasks assumed by the Reporting Department include, among others, the responsibility of resolving doubts regarding the interpretation of accounting policies, to be included in the DIA Group's Accounting Policies Manual in the next update.

**F.4.2.** Mechanisms in standard format for the collection and preparation of financial information, which are applied and used by all units within the entity or group, and support the main financial statements and notes thereto, as well as disclosures concerning ICFR.

The Group has an HFM consolidation computer tool in all countries, which, after the SAP data has been uploaded by each country, makes it possible to prepare financial information in standard formats and facilitates the consolidation process.

Data loading is done manually by extracting the SAP data and uploading the data load files to the tool. Preventive checks have been defined in the tool itself to ensure that data is uploaded correctly. In this way, information from the individual financial statements of all Group units is centralised in a single tool, with the same accounting plan.

All information supporting the disclosures and notes to financial statements is included in the HFM tool.

## **F.5 Supervision of the functioning of the system**

Report on at least the following, describing their main characteristics:

**F.5.1.** The ICFR monitoring activities undertaken by the audit committee and whether the entity has an internal audit function whose tasks include that of supporting the audit committee in its role as supervisor of the internal control systems, including the ICFR. Report on the scope of the ICFR assessment performed during the year and the procedure used by those in charge of the assessment to report their findings, whether the entity has an action plan that details eventual corrective measures, and whether their impact on the financial information has been considered.

The ACC is in charge of "supervising and periodically reviewing the efficiency of internal control", with support from the Internal Audit Department.

The Group has an Internal Audit Department that depends hierarchically and functionally on the ACC.

According to the Statute of the DIA Group's Internal Audit Department, the latest version of which was approved by the ACC at its meeting on 21 February 2023, its responsibility includes, but is not limited to, objective examinations of evidence in order to provide independent assessments to the ACC and to the DIA Group's Management on the adequacy and effectiveness of the DIA Group's governance, risk management and control processes. The assessments of the DIA Group's Internal Audit Department include verifying within the processes/areas under review whether:

- the risks related to achieving the DIA Group's strategic objectives are adequately identified and managed;
- the actions of employees, officers, administrators, suppliers, creditors and DIA Group franchisees comply with policies, procedures, laws regulations, standards and governance standards of the DIA Group;
- the results of operations or programmes are consistent with the goals and objectives established;
- operations or programmes are being conducted effectively and efficiently;
- the processes and systems established make it possible to comply with the policies, procedures, laws and regulations that could significantly affect the DIA Group;
- the information and means used to identify, measure, analyse, classify and report such information, are reliable and have integrity;
- The resources and assets are acquired economically, used efficiently and adequately protected.

With regard to the DIA Group risk management process, the DIA Group Internal Audit Department performs the following functions:

- provide independent assurance as to the effectiveness and efficiency of the DIA Group risk management process;
- provide independent assurance regarding the correct identification and assessment of risks;
- assess whether reports made by Management on risks are appropriate;
- assess whether the risk management carried out by the DIA Group Management is effective and efficient.

When the annual internal audit plan contains a process/area that falls within ICFR, the DIA Group's Internal Audit Department assesses the design of financial reporting controls based on the risks and operation of such controls.

The main activities pursued by the Internal Audit Department are the tasks specific to its function which are performed in accordance with the International Professional Practices Framework published by the Global Institute of Internal Auditors.

The Internal Audit Department is in charge of executing the annual internal audit plan drawn up on the basis of risks. Each year, after a risk analysis has been performed and the processes audited in prior years have been considered, the Internal Audit Department proposes an internal audit plan to the ACC. Once the field work of the internal audit is performed in compliance with the work plan initially prepared to cover the most relevant risks of the process/area under review, the Internal Audit Department issues an internal audit report with a rating, which sets out the weaknesses, recommendations and action plans defined by the auditees and agreed with them to strengthen internal control. Each weakness has a risk-based assessment. Said report is sent both to the members of the Management affected by the audit and to the members of the ACC and the Global CEO. In addition, the Internal Audit Department conducts a monthly follow-up on expired action plans to make sure that they were implemented correctly and that weaknesses have been resolved.

The Internal Audit Management Department reports periodically to the ACC on the level of implementation of the action plans agreed with the audited parties.

The Group Risk Management and Internal Control area facilitates and supervises, as a Second Line of Defence, the design, implementation, operation and monitoring of the SCIIF, and promotes control awareness in the different business units of the Group.

Likewise, in relation to the SCIIF implemented in DIA Group in 2012 in response to the regulatory compliance obligation imposed on listed companies, in accordance with the framework of the Committee of Sponsoring Organisations for the Commission of the Treadway (hereinafter, COSO), it has carried out the execution of the SCIIF assessment through the definition of the annual internal control plan approved by the ACC on 24 May 2022.

This plan is based on the certification of different processes based on the materiality of the external auditor and qualitative criteria of the area, with a review focus on the key SCIIF controls of the selected processes in all the countries in which DIA Group operates.

The assessment of their effectiveness has been supervised in order to ensure their proper functioning.

All of the above has been validated through an SCIIF Certification, at the control level, through the SAP Governance, Risk and Compliance Process Control tool (hereinafter SAP GRC Process Control), thus covering Circular 2/2018, of 12 June, of the National Securities Market Commission (hereinafter CNMV), as there is an evaluation system with the objective of demonstrating, together with those responsible for each of the processes, the existence and evaluation of an SCIIF within the Cluster.

This entire process of continuous strengthening of ICFR at the Group takes a multi-country approach, in which the CFOs and Chief Executives of the business units take responsibility for ICFR controls.

**F.5.2.** Whether there is a discussion procedure whereby the auditor (pursuant to TAS), the internal audit function and other experts can report any significant internal control weaknesses identified during their review of the financial statements or other assignments entrusted to them, to the company's senior management and to the audit committee or company Directors. Likewise, state whether the entity has an action plan to correct or mitigate the weaknesses found.

Article 23 of the Board Regulations and Article 6 of the Audit and Compliance Committee Regulations set forth the power of the ACC related to serving as a communication channel between the Board of Directors and the auditors, assessing the findings of each audit and the management team's response to their recommendations, and intermediating in cases of discrepancies between the former and the latter regarding the applicable principles and

criteria to be used to prepare the financial statements.

In 2022, the ACC held 9 meetings and, on 6 other occasions, resolutions were adopted in writing and without a meeting.

The external auditor is invited to all ACC meetings. In this year, they have attended all of them. Moreover, on an annual basis, the accounts auditor formally informs the ACC of any significant internal control weaknesses detected in the performance of its work, if any.

Annually, the account auditor meets with the members of the Board of Directors, in full, without the presence of the Global CEO or other members of DIA Group's management.

As described in section F.5.1., the ACC approves the scope determined in the annual scope matrix and receives reports on the findings of the ICFR reviews and on the status of implementation of any remediation plans arising as a result thereof.

## **F.6 Other relevant information**

### **F.7 External auditor's report**

Report on:

**F.7.1.** Whether the ICFR information reported to the market has been reviewed by the external auditor, in which case the corresponding report should be attached as a schedule. If not, explain the reasons why.

DIA has submitted the ICFR information sent to the markets for the financial year 2022 for review by the external auditor.

## **G DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS**

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Indicate the degree of the company's compliance with the recommendations of the Good Governance Code of Listed Companies.

If the company does not comply with any of the recommendations or complies only in part, include a detailed explanation of the reasons so that shareholders, investors and the market in general have enough information to assess the company's behaviour. General explanations will not be acceptable.

1. The bylaws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder or impose other obstacles to the takeover of the company by means of share purchases on the market.

Complies  Explain

2. Where the listed company is controlled by another entity within the meaning of Article 42 of the Commercial Code, listed or unlisted, and has, directly or through its subsidiaries, business relationships with another entity or any of its subsidiaries (other than those of the listed company) or pursues activities related to any of them, the following should be reported publicly and precisely:
  - a) The respective areas of activity and any business relationships between on the one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries.
  - b) The mechanisms in place to resolve possible conflicts of interest.

Complies  Partially Complies  Explain  Not Applicable

3. During the annual shareholders' meeting, the chairperson of the Board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular:
  - a) Changes that have occurred since the last Annual Shareholders' Meeting.
  - b) Specific reasons why the company has not followed one or more of the recommendations of the Code of Corporate Governance and the alternative rules applied, if any.

Complies  Partially Complies  Explain

4. The company should draw up and implement a policy for communications and contact with shareholders and institutional investors within the

framework of their involvement in the company, as well as with proxy advisors, that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position. This policy should be disclosed on the company's website, including details of how it has been put into practice and stating the contact persons or persons responsible for its implementation.

Further, without prejudice to the legal obligations of disclosure of inside information and other regulated information, the company should also have a general policy for the communication of economic-financial, non-financial and corporate information through the channels it considers appropriate (media, social media or other channels) that helps maximise the dissemination and quality of the information available to the market, investors and other stakeholders.

Complies  Partially Complies  Explain

5. The Board of Directors should not make a proposal to the shareholders' meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation.

When a Board approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately publish a report on its website explaining the exclusion as envisaged in company legislation.

Complies  Partially Complies  Explain

6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual shareholders' meeting, even if their disclosure is not obligatory:

- a) Report on auditor independence.
- b) Reports on the workings of the audit and nomination and remuneration committees.
- c) Audit committee report on related-party transactions.

Complies  Partially Complies  Explain

7. The company should broadcast its shareholders' meetings live on the corporate website.

The company should have mechanisms that allow the delegation and exercise of votes by electronic means and even, in the case of large-cap

companies and, to the extent that it is proportionate, attendance and active participation in the shareholders' meeting.

Complies  Partially Complies  Explain

The Annual General Shareholders' Meeting held on 7 June 2022 was not broadcast live. In addition, mechanisms were put in place to enable shareholders to participate and vote by electronic means in the General Meeting, which was considered sufficient given DIA's capital structure.

8. The audit committee should strive to ensure that the financial statements that the Board of Directors presents to the shareholders' meeting are drawn up in accordance to accounting legislation. And that in cases in which the auditor has included a qualification or reservation in its audit report, the chairperson of the audit committee should clearly explain to the general meeting the opinion of the audit committee on its content and scope, making a summary of this opinion available to shareholders at the time when the meeting is called, alongside the other Board proposals and reports.

Complies  Partially Complies  Explain

9. The company should disclose its conditions and procedures for evidencing share ownership, the right to attend shareholders' meetings and the exercise or delegation of voting rights and display them permanently on its website.

Such conditions and procedures should facilitate shareholder attendance and the exercise of shareholder rights and be applied in a non-discriminatory manner.

Complies  Partially Complies  Explain

10. When a verified shareholder exercises the right to supplement the agenda or submit new proposals prior to the shareholders' meeting, the company should:

- a) Immediately circulate the supplementary items and new proposals.
- b) Publish the duly modified specimen attendance card or proxy appointment or remote voting form so that new agenda items and alternative proposals can be voted on in the same terms as proposals made by the Board of Directors.
- c) Put all these items or alternative proposals to a vote, applying the same voting rules as for those submitted by the Board of Directors, with particular regard to assumptions concerning the direction of votes.
- d) After the shareholders' meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.

Complies  Partially Complies  Explain  Not Applicable

11. In the event that the company plans to pay fees for attendance at the shareholders' meeting, it should first establish a general, long-term policy in this respect.

Complies  Partially Complies  Explain  Not Applicable

12. The Board of Directors should perform its duties with unity of purpose and independent judgment, providing the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interest, understood as the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.

In pursuing corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.

Complies  Partially Complies  Explain

13. The Board of Directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is therefore between five and fifteen members.

Complies  Explain

14. The Board of Directors should approve a policy aimed at promoting an appropriate composition of the Board and which:

- a) is concrete and verifiable;
- b) ensures that proposals for appointment or re-appointment are based on a prior analysis of the skills required by the Board of Directors; and
- c) favours a diversity of knowledge, experience, age and gender. For these purposes, measures that encourage the company to have a significant number of female senior managers are considered to favour gender diversity.

The outcome of the preliminary analysis of the skills required by the Board of Directors should be set out in the explanatory report of the appointment committee, to be published when the shareholders' meeting is called that is to ratify the appointment or re-appointment of each Director.

The appointments committee should run an annual check on compliance with this policy and set out its findings in the annual corporate governance report.

Complies  Partially Complies  Explain

15. Nominee and independent Directors should constitute an ample majority on the Board of Directors, while the number of executive Directors should be the minimum necessary, bearing in mind the complexity of the corporate group and the ownership interests they control.

Further, the number of female Directors should account for at least 40% of the members of the Board of Directors before the end of 2022 and thereafter, and not less than 30% previous to that.

Complies  Partially Complies  Explain

The first paragraph of this recommendation is complied with since as of 31 December 2022, the Board of Directors does not have any Director with the category of executive in its composition. With regard to the second paragraph of the recommendation, although DIA's Board of Directors does not currently meet the target female board membership level of 40%, with the appointment of Gloria Hernández, the percentage of female Directors is 28.57%. The Board will endeavour to ensure that the successive searches to select candidates to fill the existing vacancy enable it to approach the target of 40% set for the following years.
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16. The percentage of nominee Directors out of all non-executive Directors should be no greater than the proportion between the capital of the shareholder they represent and the remainder of the company's capital.

This criterion can be relaxed:

- a) At large cap companies where few shareholdings are legally considered significant shareholdings.
- b) In companies with a plurality of shareholders represented on the Board but not otherwise related.

Complies  Explain

17. Independent Directors should represent at least half of all Board members.

However, when the company does not have a large market capitalisation, or when a large cap company has a shareholder or several shareholders acting in concert that control more than 30% of the share capital, independent Directors should make up, at least, one-third of Board members.

Complies  Explain

18. Companies should disclose the following Director information on their websites and keep it regularly updated:

- a) Professional experience and background.

- b) Directorships held at other companies, listed or otherwise, and other paid activities they engage in, of any nature.
- c) Statement of the Director category to which they belong, in the case of nominee Directors, indicating the shareholder they represent or have links with.
- d) Dates of their first appointment as a Board member and subsequent re-appointments.
- e) Shares held in the company, and any options on same.

Complies  Partially Complies  Explain

19. Following verification by the nomination committee, the annual corporate governance report should disclose the reasons for the appointment of nominee Directors at the request of shareholders controlling less than 3% of capital; and explain any rejection of formal requests for Board representation from shareholders whose shareholding is equal to or greater than that of other shareholders who have successfully requested the appointment of nominee Directors.

Complies  Partially Complies  Explain  Not Applicable

20. Nominee Directors should resign when the shareholders they represent dispose of their shareholding in its entirety. If such shareholders reduce their shareholdings to a level that requires a reduction in the number of their nominee Directors, the number of nominee Directors should be reduced accordingly.

Complies  Partially Complies  Explain  Not Applicable

21. The Board of Directors should not propose the removal of independent Directors before the end of bylaw term for which they were appointed, except where it considers there is just cause, based on a report by the nomination committee. In particular, just cause will be deemed to exist when Directors take on new offices or responsibilities that prevent them from dedicating the necessary time to the performance of their functions as Director, breach the duties inherent in their office or become subject to any circumstances that strip them of their status as an independent Director, in accordance with the provisions of the applicable legislation.

The removal of independent Directors may also be proposed as a result of takeover bids, mergers or similar corporate transactions that entail a change to the company's capital structure, where such changes in Board structure arise from the proportionality criterion set out in recommendation 16.

Complies  Explain

22. Companies should establish rules obliging Directors to disclose any circumstance that might harm the organisation's name or reputation, related or not to their actions within the company, and tendering their resignation as the case may be, and, in particular, to inform the Board of any criminal proceeding in which they appear as investigated parties, and of any developments in its procedural steps.

When the Board is informed or becomes aware of any of the situations mentioned in the previous paragraph, the Board of Directors should examine the case as soon as possible and, attending to the particular circumstances, decide, based on a report from the nomination and remuneration committee, whether or not to adopt any measures such as opening of an internal investigation, calling on the Director to resign or proposing their dismissal. Information should be provided in the annual corporate governance report, unless there are special circumstances that justify otherwise, which must be recorded in the minutes. This without prejudice to the information that the company must disseminate, if appropriate, at the time when the corresponding measures are implemented

Complies  Partially Complies  Explain

23. Directors should express their clear opposition when they consider a proposal submitted to the Board could be contrary to the corporate interest. In particular, independent and other Directors not affected by the potential conflict of interest should challenge any decision that could harm the interests of shareholders not represented on the Board.

When the Board makes significant or repeated decisions about which a Director has expressed serious reservations, then such Director must draw the pertinent conclusions and, should they choose to resign, explain their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the Board secretary, even if they are not a director.

Complies  Partially Complies  Explain  Not Applicable

24. Directors who give up their position before their tenure expires, through resignation or resolution of the shareholders' meeting, should state the reasons for this decision, or in the case of non-executive Directors, their opinion of the reasons for the shareholders' meeting resolution, in a letter to be sent to all members of the Board.

Without prejudice to the reporting of all the foregoing in the annual corporate governance report, if it is relevant for investors, the company should publish an announcement of the departure as rapidly as possible, with sufficient reference to the reasons or circumstances provided by the Director.

Complies  Partially Complies  Explain  Not Applicable

25. The appointments committee should ensure that non-executive Directors have sufficient time available to correctly perform their functions.

The Board regulations should establish the maximum number of company Boards on which Directors may serve.

Complies  Partially Complies  Explain

26. The Board should meet with the frequency necessary to effectively perform its functions and at least eight times a year, in accordance with the schedule of dates and items established at the start of the year, and each Director may propose the addition of items not initially included on the agenda.

Complies  Partially Complies  Explain

27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, Directors should grant a proxy with instructions.

Complies  Partially Complies  Explain

28. When Directors or the secretary express concerns about any proposal or, in the case of Directors, about the running of the company, and such concerns are not resolved at the Board meeting, they should be recorded in the minutes book if the person expressing them so requests.

Complies  Partially Complies  Explain  Not Applicable

29. The company should provide suitable channels for Directors to obtain the advice they need to perform their functions, including, if necessary, external advice at the company's expense.

Complies  Partially Complies  Explain

30. Regardless of the knowledge Directors must possess to perform their functions, the companies should also offer them refresher programs when circumstances so advise.

Complies  Partially Complies  Explain

31. The agenda of Board meetings should clearly indicate the items on which the Board must adopt a decision or resolution so that Directors can study the matter or gather together the material they need beforehand.

For reasons of urgency, the chairperson may wish to submit decisions or resolutions for Board approval that were not included on the meeting agenda. In such exceptional circumstances, their inclusion will require the express

prior consent, duly recorded in the minutes, of the majority of Directors present.

Complies  Partially Complies  Explain

32. Directors should be regularly informed of movements in share ownership and of the views held by significant shareholders, investors and rating agencies on the company and its group.

Complies  Partially Complies  Explain

33. The chairperson, as the person responsible for the effective functioning of the Board of Directors, in addition to the functions attributed by law and the company's bylaws, should prepare and submit to the Board a schedule of meeting dates and items to be addressed; organise and coordinate the periodic evaluation of the Board and, where appropriate, the company's Chief Executive Officer; be responsible for the management of the Board and for its effective functioning; ensure that sufficient time is given to the discussion of strategic matters, and approve and review refresher courses for each Director, when circumstances so advise.

Complies  Partially Complies  Explain

34. When a lead Director has been appointed, the bylaws or Board regulations should grant them the following powers, in addition to those conferred by law: to chair the Board of Directors in the absence of the chairperson or deputy chairmen, if any; to voice the concerns of non-executive Directors; to maintain contacts with investors and shareholders in order to ascertain their views and form an opinion about their concerns, especially those relating to the corporate governance of the company; and to coordinate the chairperson's succession plan.

Complies  Partially Complies  Explain  Not applicable

35. The Board secretary should strive to ensure that the Board's actions and decisions are informed by the applicable good governance recommendations contained in the Good Governance Code.

Complies  Explain

36. The plenary session of the Board should conduct an annual evaluation, adopting, where necessary, an action plan to correct any weakness detected with respect to:

- a) The quality and effective functioning of the Board.
- b) The functioning and composition of its committees.
- c) Diversity in the composition and skills of the Board.

- d) The performance of the Board Chairperson and the company's Chief Executive.
- e) The performance and contribution of each Director, paying particular attention to the chairs of the various Board committees.

The evaluation of the various committees should be based on the reports sent by them to the Board of Directors, while the Board evaluation should be based on the report sent to it by the nomination committee.

Every three years, the Board of Directors should engage an external consultant to assist with the evaluation process whose independence should be verified by the nomination committee.

Any business dealings that the consultant or any company in its group has with the company or any company in its group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Complies  Partially Complies  Explain

- 37. When there is an executive committee, there should be at least two non-executive members, at least one of whom should be independent; and its secretary should be the secretary of the Board of Directors.

Complies  Partially Complies  Explain  Not applicable

- 38. The Board should be kept fully informed of the business transacted and decisions adopted by the executive committee and all Board members should receive a copy of the committee's minutes.

Complies  Partially Complies  Explain  Not applicable

- 39. All members of the audit committee, particularly its chairperson, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters, both financial and non-financial.

Complies  Partially Complies  Explain

- 40. Companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of the reporting and internal control systems and such unit should report to the Board's non-executive chairperson or the chairperson of the audit committee.

Complies  Partially Complies  Explain

41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee, for approval by this committee or the Board, inform it directly of any incidents or scope limitations arising during its implementation, the results and monitoring of its recommendations, and submit an activities report at the end of each year.

Complies  Partially Complies  Explain  Not applicable

42. The audit committee should have the following functions in addition to those provided for in the law:

1. With respect to internal control and reporting systems:

- a) Monitor and evaluate the preparation process and the integrity of the financial and non-financial information, as well as the control and management systems for financial and non-financial risks related to the company and, where appropriate, to the group – including operating, technological, legal, social, environmental, political and reputational risks or those related to corruption – reviewing compliance with regulatory requirements, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.
- b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment and removal of the head of the internal audit service; propose the service's budget; approve or make a proposal for approval to the Board of the priorities and annual work programme of the internal audit unit, ensuring that it focuses primarily on the main risks the company is exposed to (including reputational risk); receive regular reports on its activities; and verify that senior management are acting on the findings and recommendations of its reports.
- c) Establish and supervise a mechanism that allows employees and other persons related to the company, such as Directors, shareholders, suppliers, contractors or subcontractors, to report irregularities of potential significance, including financial and accounting irregularities, or those of any other nature, related to the company, that they notice within the company or its group. This mechanism should guarantee the confidentiality and, in any event, provide for cases in which reports may be made anonymously, respecting the rights of the whistle-blower and the party being reported.
- d) In general, ensure that the internal control policies and systems established are applied effectively in practice.

2. With respect to the external auditor:

- a) In the event that the external auditor resigns, examining the circumstances leading to such resignation.
- b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.
- c) Ensure that the company notifies any change of external auditor to the CNMV, accompanied by a statement of any disagreements with the outgoing auditor and the substance of same.
- d) Ensure that the external auditor has an annual meeting with the plenary session of the Board to inform it of the work undertaken and developments in the company's risk and accounting positions.
- e) Ensure that the company and the external auditor comply with applicable rules regarding the provision of services other than auditing, limits on the concentration of the auditor's business, and, in general, all other rules regarding auditors' independence.

Complies  Partially Complies  Explain

43. The audit committee should be empowered to meet with any company employee or executive, even ordering their appearance without the presence of another executive.

Complies  Partially Complies  Explain

44. The audit committee should be informed of any structural or corporate modifications planned by the company, so the committee can analyse them and report to the Board beforehand on their economic conditions and accounting impact and, in particular, where applicable, the proposed exchange ratio.

Complies  Partially Complies  Explain  Not applicable

45. The risk management and control policy should identify and determine at least:

- a) The different types of financial and non-financial risk the company is exposed to (including operational, technological, legal, social, environmental, political and reputational risks, included those related to corruption), with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks.
- b) A risk control and management model based on different levels, of which a specialised risk committee will form part when industry regulations so provide or the company deems it appropriate.
- c) The risk level the company sees as acceptable.

- d) The measures in place to mitigate the impact of identified risk events should they occur.
- e) The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.

Complies  Partially Complies  Explain

46. Under the direct supervision of the audit committee or, as the case may be, a dedicated Board committee, companies should establish an internal risk management and control function, exercised by one of the company's internal departments or units that expressly has the following functions:

- a) Ensuring the proper functioning of risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks affecting the company.
- b) Actively participating in drawing up the risk strategy and in important decisions regarding risk management.
- c) To ensure that risk management and control systems are mitigating risks effectively within the framework of the policy drawn up by the Board of Directors.

Complies  Partially Complies  Explain

47. When appointing members of the nomination and remuneration committee – or of the nomination committee and the remuneration committee, if they are separate –, companies should procure that they have the adequate knowledge, skills and experience for the functions they are called on to perform and that the majority of such members are independent directors.

Complies  Partially Complies  Explain

48. Large cap companies should have separate nomination and remuneration committees.

Complies  Explain  Not applicable

49. The nomination committee should consult the Board Chairperson and Chief Executive, especially on matters relating to executive Directors.

When there are vacancies on the Board, any Director may approach the nomination committee to propose candidates that it might consider suitable.

Complies  Partially Complies  Explain

50. The compensation committee should operate independently and have the following functions in addition to those conferred by law:
- a) Propose to the Board the standard terms of senior executive contracts.
  - b) Monitor compliance with the remuneration policy set by the Company.
  - c) Periodically review the remuneration policy for Directors and Senior Executives, including share-based remuneration systems and their application, and ensure that their individual remuneration is proportionate to the amounts paid to other Directors and Senior Executives of the company.
  - d) To ensure that conflicts of interest do not jeopardise the independence of any external advice provided to the committee.
  - e) To verify the information on Director and senior executives' remuneration contained in the various corporate documents, including the annual report on Directors' remuneration.

Complies  Partially Complies  Explain

51. The remuneration committee should consult the company's Chairperson and Chief Executive, especially on matters relating to executive Directors and Senior Executives.

Complies  Partially Complies  Explain

52. The rules on composition and functioning of the supervision and control committees should be set out in the Board regulations and be consistent with those applicable to the Board committees required by law, in line with the preceding recommendations, including:

- a) The committees should be made up exclusively of non-executive Directors, with a majority of independent Directors.
- b) They should be chaired by independent Directors.
- c) The Board should appoint the members of such committees with regard to the knowledge, skills and experience of the Directors and each committee's mandate; discuss their proposals and reports; and the committees should report on their activities and the work performed at the first plenary session of the Board following each committee meeting.
- d) The committees may seek external advice, when they feel it necessary for the performance of their functions.
- e) Minutes should be taken of the committee meetings and a copy made available to all Board members.

Complies  Partially Complies  Explain  Not applicable

In the case of the Nomination and Remuneration Committee, it has been decided to reflect the contents of Article 529 [section fifteen] of the Capital Companies Law, which establishes that this committee will be made up of non-executive Directors appointed by the Board of Directors, at least two of whom must be independent Directors. However, the Committee's composition currently complies with this recommendation.

53. The task of supervising compliance with the policies and rules of the company in the environmental, social and corporate governance areas, and internal rules of conduct, should be assigned to one Board committee or split between several, which could be the audit committee, the nomination committee, a committee specialised in sustainability or corporate social responsibility, or another specialised committee established by the Board under its powers of self-organisation. And such a committee should be made up solely of non-executive Directors, the majority being independent and specifically assigned the following minimum functions.

Complies  Partially Complies  Explain

In accordance with the Company's current Audit and Compliance Committee Regulations, the Audit and Compliance Committee of DIA is tasked with supervising compliance with the corporate social responsibility policy approved by the Board, which, for internal purposes, is regarded as the *environmental, social and governance policy*, which is currently approved by both the Audit Committee and the Board of Directors. Consequently, the Company considers that, although it has not adapted its internal rules to reflect the exact contents and terms of this recommendation, it complies with its spirit [of commitment] in practice.

54. The minimum functions referred to in the previous recommendation are as follows:
- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules, and ensure that the corporate culture is aligned with its purpose and values.
  - b) Oversee the application of the general policy regarding the communication of economic-financial, non-financial and corporate information, and regarding communication with shareholders and investors, proxy advisors and other stakeholders. Similarly, the way in which the entity communicates and relates with small and medium-sized shareholders should be monitored.
  - c) Periodically evaluate the effectiveness of the company's corporate governance system and environmental and social policy to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of the remaining stakeholders.
  - d) Ensure that the company's environmental and social practices are in accordance with the established strategy and policy.

- e) Monitor and evaluate the company's interaction with its stakeholder groups.

Complies  Partially Complies  Explain

In accordance with the Company's current Audit and Compliance Committee Regulations, the Audit and Compliance Committee of DIA is tasked with supervising compliance with the corporate social responsibility policy approved by the Board, which, for internal purposes, is regarded as the *environmental, social and governance policy*, which is currently approved by both the Audit Committee and the Board of Directors. Consequently, the Company considers that, although it has not adapted its internal rules to reflect the exact contents and terms of this recommendation, it complies with its spirit [of commitment] in practice.

55. Environmental and social sustainability policies should identify and include at least:

- a) The principles, commitments, objectives and strategy regarding shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of corruption and other illegal conducts.
- b) The methods or systems for monitoring compliance with policies, associated risks and their management.
- c) The mechanisms for supervising non-financial risk, including that related to ethical aspects and business conduct.
- d) Channels of communication, participation and dialog with stakeholders.
- e) Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Complies  Partially Complies  Explain

56. Director remuneration should be sufficient to attract and retain individuals with the desired profile and remunerate the time commitment, competencies and responsibility that the office demands, but not so high as to compromise the independent judgment of non-executive directors.

Complies  Explain

57. Variable remuneration linked to company performance and the director's performance, as well as the award of shares, options or rights over shares or instruments linked to the share value and long-term savings schemes, such as pension plans, retirement systems or other employee welfare systems, should be confined to executive directors.

The company may consider the award of shares as remuneration for non-executive directors provided they retain such shares until the end of their

term of office. This condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Complies  Partially Complies  Explain

58. In the case of variable awards, remuneration policies should include limits and specific technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector of activity or other similar circumstances.

In particular, variable remuneration items should meet the following conditions:

- a) Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.
- b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.
- c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over a sufficient period of time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Complies  Partially Complies  Explain  Not Applicable

59. The payment of the variable components of remuneration is subject to sufficient verification that previously established performance, or other, conditions have been effectively met. Entities should include in their annual Directors' remuneration report the criteria relating to the time required and methods for such verification, depending on the nature and characteristics of each variable component.

Additionally, entities should consider establishing a reduction clause ('malus') based on deferral for a sufficient period of the payment of part of the variable components that implies total or partial loss of this remuneration in the event that prior to the time of payment an event occurs that makes this advisable.

Complies  Partially Complies  Explain  Not Applicable

60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce the amount of such earnings.

Complies  Partially Complies  Explain  Not Applicable

61. A significant percentage of the variable remuneration of executive Directors should be linked to the award of shares or financial instruments linked to the share value.

Complies  Partially Complies  Explain  Not Applicable

62. Following the awarding of shares, options or financial instruments corresponding to the remuneration systems, executive Directors should not be able to transfer their ownership or exercise them until a period of at least three years has elapsed.

Except for the case in which the Director maintains, at the time of the transfer or exercise, a net economic exposure to the variation in the price of the shares for a market value equivalent to an amount of at least twice their fixed annual remuneration through the ownership of shares, options or other financial instruments.

The foregoing shall not apply to the shares that the Director needs to dispose of to meet the costs related to their acquisition or, upon favourable assessment of the nomination and remuneration committee to address an extraordinary situation.

Complies  Partially Complies  Explain  Not Applicable

63. Contractual arrangements should include provisions that allow the company to reclaim variable compensation components when payment was out of step with the Director's actual performance or based on data subsequently found to be misstated.

Complies  Partially Complies  Explain  Not Applicable

64. Payments for the termination or cancellation of the contract should not exceed an amount equivalent to two years of the Director's total annual remuneration and should not be paid until the company confirms that they have met the criteria or conditions established for its receipt.

For the purposes of this recommendation, payments for contractual termination or cancellation include any payments whose accrual or payment obligation arises as a consequence of or on the occasion of the termination of the contractual relationship that linked the Director with the company, including previously unconsolidated amounts for long-term savings systems and the amounts paid under post-contractual non-compete undertakings.

Complies  Partially Complies  Explain  Not Applicable

## H OTHER INFORMATION OF INTEREST

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1. If there are any material aspects relating to corporate governance at the company or at group entities that have not been addressed elsewhere in this report and which are necessary to provide a more comprehensive and reasoned view of the corporate governance structure and practices at the company or group, provide a brief explanation.
2. You may include in this section any other information, clarification or qualification related to the previous sections of this report to the extent they are significant and not repetitive.

Specifically, indicate whether the company is subject to corporate governance legislation from a country other than Spain and, if so, include any information it is obliged to provide and is different from that required in this report.

3. Also state whether the company voluntarily adheres to other codes of ethics or standard practices, at international, sectoral or any other level. If so, give details of the code and the date of adhesion. In particular, state whether the company has adhered to the Code of Good Tax Practices of 20 July 2010.

The Company adhered to the Code of Good Tax Practices of 20 July 2010 on 3 September 2019.
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This Annual Corporate Governance Report was approved by the Board of Directors of the Company in its meeting held on:

03/28/2023
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Indicate whether any Directors voted against or abstained from voting on the approval of this Report.

Yes

No

**Auditor's report on the "Information Related to the System of Internal Control Over Financial Reporting (ICFR)" of DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. for the year 2022**

## AUDITOR´S REPORT ON THE "INFORMATION RELATED TO THE SYSTEM OF INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR)"

Translation of a report and information originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

To the Board of Directors of Distribuidora Internacional de Alimentación, S.A.:

In accordance with the request from the Board of Directors of Distribuidora Internacional de Alimentación, S.A. (hereinafter the Entity) and our engagement letter dated March 15, 2023, we have performed certain procedures on the "ICFR related information" attached in section F of the Annual Corporate Governance Report of Distribuidora Internacional de Alimentación, S.A., which summarizes the internal control procedures of the Entity in relation to the annual financial information.

The Directors are responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system as well as developing improvements to that system and preparing and establishing the content of the accompanying ICFR related information attached.

It should be noted that irrespective of the quality of the design and operability of the internal control system adopted by the Entity in relation to its annual financial information, it can only provide reasonable, rather than absolute assurance with respect to the objectives pursued, due to the inherent limitations to any internal control system.

In the course of our audit work on the financial statements and pursuant to the Technical Auditing Standards, the sole purpose of our assessment of the entity´s internal control was to enable us to establish the nature, timing and extent of the audit procedures to be applied to the Entity´s financial statements. Therefore, our assessment of the internal control performed for the purposes of the audit of the financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial information.

For the purpose of issuing this report, we exclusively performed the specific procedures described below and indicated in the Guidelines on the Auditors' report relating to information on the Internal Control over Financial Reporting of Listed Companies, published by the Spanish National Securities Market Commission (CNMV) on its website, which establishes the work to be performed, the minimum scope thereof and the content of this report. Given that the scope of these procedures was limited and substantially less than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or its design or operating effectiveness, in relation to Entity's annual financial information for 2022 described in the ICFR related information attached. Consequently, had we performed additional procedures to those established by the Guidelines mentioned above or had we carried out an audit or a review of the internal control over the regulated annual financial reporting information, other matters might have come to our attention that would have been reported to you.

Likewise, since this special engagement does not constitute an audit of the financial statements in accordance with prevailing audit regulations in Spain, we do not express an audit opinion in the terms provided for therein.

The procedures performed were as follows:

1. Read and understand the information prepared by the Entity in relation to the ICFR - which is provided in the Annual Corporate Governance Report disclosure information included in the Directors' Report- and assess whether such information addresses all the required information which will follow the minimum content detailed in section F, relating to the description of the ICFR, as per the model established by CNMV Circular nº 5/2013 dated June 12, 2013 and subsequent amendments, the most recent one being CNMV Circular 3/2021 of September 28, 2021 (hereinafter, the CNMV Circulars).
2. Make enquiries of personnel in charge of preparing the information described in point 1 above in order to: (i) Obtain an understanding of the process followed in its preparation; (ii) Obtain information which will allow us to assess whether the terminology used is adapted to the definitions provided in the reference framework; (iii) Obtain information on whether the control procedures described are implemented and in use by the Entity.
3. Review the explanatory documentation supporting the information described in point 1 above, which should basically include that which is provided directly to those responsible for preparing the ICFR descriptive information. In this respect, the aforementioned documentation includes related reports prepared by the Internal Audit Department, senior management, and other internal and external experts providing support to the Audit and Compliance Committee.
4. Compare the information described in point 1 above with our knowledge of Entity's ICFR obtained as a result of performing the external audit procedures within the framework of the audit of the financial statements.
5. Read the minutes of the meetings held by the Board of Directors, Audit and Compliance Committee and other Entity committees in order to assess the consistency between the ICFR issues addressed therein and the information provided in point 1 above.
6. Obtain the representation letter related to the work performed, duly signed by the personnel in charge of preparing the information discussed in point 1 above.

As a result of the procedures performed, no inconsistencies or issues were observed that might have an impact on ICFR related information.

This report was prepared exclusively within the framework of the requirements stipulated in article 540 of the Consolidated text of the Corporate Enterprises Act and CNMV Circulars on ICFR description in Annual Corporate Governance Reports.

ERNST & YOUNG, S.L.

(signed on the original version In Spanish)

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José Luis Ruiz

April 14, 2023