TO THE NATIONAL SECURITIES MARKET COMMISSION

Pursuant to article 227 of the consolidated text of the Securities Market Act and development regulation, Distribuidora Internacional de Alimentación, S.A. (the "**Company**" or "**DIA**") hereby informs about and discloses the following:

OTHER RELEVANT INFORMATION

By means of the communication of privileged information published by the Company on 25 March 2021, with registration number 811 (the "**Communication**"), the Company informed the market that it had reached an agreement with its syndicated financial lenders (the "**Syndicated Lenders**") in relation to a comprehensive recapitalisation and refinancing transaction (the "**Comprehensive Transaction**") whose main terms were described in the Communication, and whose effectiveness was subject to the fulfilment of certain conditions precedent listed in Annex 2 of the Communication (the "**Conditions Precedent**").

The Company hereby informs that all of the Conditions Precedent have been satisfied on or before the date hereof, including those set out below:

(i) on 6 August 2021, the Company granted the public deed of execution of a capital increase for a total amount of EUR 1,027,751,102, including capital and share premium (the "**Capital Increase**") through (a) the capitalisation of all credits held by L1R Invest1 Holdings S.à r.l. ("**LetterOne**") against DIA for a total amount of EUR 769,200,000, and (b) cash contributions for a total amount of EUR 258,551,102. The Capital Increase was registered with the Commercial Registry of Madrid on 9 August 2021. By virtue of the Capital Increase, the Company has been released from the following financial liabilities:

(a) EUR 200,000,000 owed by DIA to LetterOne as principal amount under the super senior term loan facility;

(b) EUR 292,600,000 owed by DIA to LetterOne as principal amount under the notes issued by DIA for an aggregate principal amount of EUR 300 million, with a coupon of 1.000% and maturing on 28 April 2021 (the "**2021 Notes**");

(c) EUR 7,400,000 owed by DIA to LetterOne under a loan granted by LetterOne in favor of DIA to finance (or refinance) the payment by DIA of the principal amount of the 2021 Notes to those holders of 2021 Notes other than LetterOne on 28 April 2021 (the "**LetterOne Loan**"); and

(d) EUR 269,200,000 owed by DIA to LetterOne as principal amount under the notes issued by DIA for an aggregate principal amount of EUR 300 million, with a coupon of 0.875% and maturing on 6 April 2023 (the "**2023 Notes**"), which had been replaced by a private debt instrument;

(ii) on the date hereof, the amendment to the terms and conditions of the 2023 Notes which was approved by the noteholders' meeting of the Company on 20 April 2021 has entered into force. Such amendment consists of (a) the extension of the maturity date of the 2023 Notes from 6 April 2023 to 30 June 2026, and (b) the increase of the coupon from the date of the amendment to 3.5% per annum (3% in cash and 0.50% PIK), plus an additional increase of 1% PIK in certain circumstances provided for in the syndicated facilities agreement agreed under the Comprehensive Transaction (the SFA, as such term is defined below). For clarification purposes, the principal amount due as of the date hereof by the Company under the 2023 Notes, following the capitalisation of credits held by LetterOne, is EUR 30,800,000;

(iii) on or before the date hereof, DIA has obtained confirmations, on terms that are satisfactory to the Company, of the commitment of the relevant Syndicated Lenders (or affiliates within their respective groups) to consider and negotiate in good faith prior to maturity the extension of the maturity dates of those bilateral financing and credit facilities in place with the DIA group that do not form part of the syndicated financing (the "**Bilateral Facilities**");

(iv) with effect on the date hereof, the appropriate amendments to the existing contracts of the confirming facilities, factoring facilities and ancillary facilities have been formalised to reflect the margin agreed in the amended and restated version of the SFA (as defined below);

(v) on 23 April 2021, LetterOne entered into the LetterOne Loan with the Company for an amount equal to the principal amount of those 2021 Notes which were not held by LetterOne (i.e. EUR 7,400,000);

(vi) on 28 April 2021, the Company repaid to its holders (other than LetterOne) the amount outstanding under the 2021 Notes that were not held by LetterOne (i.e. EUR 7,400,000 principal amount plus accrued coupon as at such date);

(vii) on 6 August 2021, DIA's obligation to repay the LetterOne Loan was cancelled by capitalising the corresponding credit under the Capital Increase;

(viii) on the date hereof, the DIA group has made the committed early partial repayment of EUR 35,000,000 of the super senior supplier facility;

(ix) on the date hereof, the Company and certain DIA group companies have entered into an *ad hoc* refinancing framework agreement with the Syndicated Lenders for the sole purpose of being able to request the judicial homologation in Spain of such *ad hoc* refinancing framework agreement;

(x) on the date hereof, the appropriate documents for the extension and ratification of the existing syndicated financing security package have been executed, on the terms agreed in the framework of the Comprehensive Transaction; and

(xi) on the date hereof, the remaining formal conditions precedent customary in this type of transactions (including the execution, notarisation and delivery of the usual documentation) have been fulfilled.

Following the fulfilment of the Conditions Precedent, on the date hereof, the amendment and restatement of the syndicated facilities agreement (the "**SFA**") has been formalised. By virtue of such amendment and restatement of the SFA, with effects as of today, (i) the maturity date of the Facilities A-F (amounting to a total of EUR 902,426,478) (the "**Senior Facilities**") has been extended from 31 March 2023 to 31 December 2025, (ii) the margin applicable to the Senior Facilities in favour of the Syndicated Lenders has been increased from 2.5% to 3.0% per annum, and (iii) other terms and conditions of the SFA have been amended, as set out in Annex 1 of the Communication.

In addition, by making use of the basket of the new super senior incremental facilities agreed with the Syndicated Lenders in the framework of the Comprehensive Transaction, on the date hereof DIA Retail España, S.A.U. has entered into certain confirming and term loan agreements for a total amount of EUR 50,000,000 (the "**SS Incremental Facility**") with some of the Syndicated Lenders, whereby the DIA group will benefit from additional liquidity for its business up to an amount of EUR 50,000,000.

As a consequence of the above, the Comprehensive Transaction is considered to be successfully completed. The recapitalisation of DIA via the Capital Increase for a total amount of EUR 1,027,751,102, together with the corresponding cancellation of liabilities for a total amount of EUR 769,200,000 (in the capitalisation of credits tranche of the Capital Increase), the raising of EUR 258,551,102 of additional liquidity (in the cash tranche of the Capital Increase), the extension of the maturity date of the Senior Facilities to 31 December 2025, the extension of the maturity date of the 2023 Notes to 30 June 2026, and the commitments of the relevant Syndicated Lenders to negotiate in good faith an extension of the maturity dates of the Bilateral Facilities, together with the additional SS Incremental Facility obtained for an amount of EUR 50,000,000, have contributed to (i) restore and significantly strengthen DIA's share capital, distancing it from the legal cause of dissolution due to losses, (ii) substantially reduce DIA group's financial indebtedness, eliminating the risk of refinancing in the medium term (as the most significant financial debt maturities have been extended until the end of 2025), (iii) significantly reduce DIA group's interest burden (as a result of the reduction of financial debt), (iv) provide additional liquidity to the DIA group to ensure that its operational financing needs are covered, (v) enhance and accelerate DIA group's ability to access the financial debt markets on normalised conditions, and (vi) provide a stable long-term capital structure that will allow management to focus fully on the execution of its business plan and accelerate DIA group's transformation process.

Las Rozas de Madrid (Madrid), 2 September 2021.

Distribuidora Internacional de Alimentación, S.A.

Jesús Soto Cantero
Chief Financial Officer