

## COMISIÓN NACIONAL DEL MERCADO DE VALORES

De conformidad con lo previsto en el artículo 227 del texto refundido de la Ley del Mercado de Valores y normativa de desarrollo, por la presente, Distribuidora Internacional de Alimentación, S.A. (la “**Sociedad**”) comunica la siguiente

### INFORMACIÓN RELEVANTE

En relación con la comunicación de información privilegiada de fecha 15 de septiembre de 2020 (con número de registro 448), la Sociedad ha recibido la siguiente información de DEA Finance S.à r.l.:

*“Nos referimos a la oferta realizada por DEA Finance S.à r.l. (el “**Oferente**”) a los titulares elegibles de los bonos emitidos por Distribuidora Internacional de Alimentación, S.A. (la “**Sociedad**”) por importe de €300.000.000, con cupón del 0,875% y vencimiento en abril de 2023 (los “**Bonos de 2023**) a cambio de una contraprestación en efectivo (la “**Oferta**”), que ha expirado a las 16:00 horas, hora de Londres, del 25 de septiembre de 2020 (el “**Expiration Deadline**”), que está sujeta a los términos y condiciones del tender offer memorandum emitido por el Oferente con fecha 15 de septiembre de 2020 (el “**Tender Offer Memorandum**”).*

*Al momento del Expiration Deadline, el Oferente había recibido ofertas de venta por €41.200.000 de importe agregado principal de Bonos de 2023, que representa (i) un 57,22% del importe agregado principal de los Bonos de 2023 que no eran titularidad del Oferente, y (ii) un 13,73% del importe agregado principal de los Bonos de 2023.*

*El Oferente ha anunciado que, sujeto al cumplimiento o renuncia de las condiciones habituales de cierre previstas en el Tender Offer Memorandum, aceptará adquirir el 2 de octubre de 2020 (el “**Settlement Date**”) la totalidad de los Bonos de 2023 que han sido ofrecidos en venta en la Oferta*

*Por tanto, sujeto al cumplimiento o renuncia de las condiciones habituales de cierre, el Oferente, actualmente titular de un importe agregado principal de Bonos de 2023 de €228.000.000, que representa un 76,00% del importe agregado principal de los Bonos de 2023, pasará a ser titular, en el Settlement Date, de un importe agregado principal total de Bonos de 2023 de €269.200.000, que representará un 89.73% del importe agregado principal de los Bonos de 2023.*

*Para más información, se adjunta la comunicación que el Oferente ha publicado en la Bolsa de Irlanda en el día de hoy.”*

Madrid, a 28 de septiembre de 2020.

**Distribuidora Internacional de Alimentación, S.A.**

Sagrario Fernández Barbé  
General Counsel

**THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL ANY SECURITIES. THIS ANNOUNCEMENT IS NOT FOR DISTRIBUTION OR PUBLICATION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO.**

## **DEA FINANCE S.À R.L.**

**DEA Finance S.à r.l. announces final results of tender offer for any and all of the outstanding 0.875% Notes due April 2023 of Distribuidora Internacional de Alimentación, S.A.**

**28 September 2020**

DEA Finance S.à r.l.'s (the **"Offeror"**) announces today the final results of its cash tender offer (the **"Offer"**) for any and all of the outstanding 0.875% Notes due April 2023 (the **"Notes"**) of Distribuidora Internacional de Alimentación, S.A. (the **"Company"**) not owned by the Offeror from Eligible Holders of the Notes, which expired at 16:00 hrs, London time, on 25 September 2020 (the **"Expiration Deadline"**). Capitalized terms used and not otherwise defined in this announcement have the meanings ascribed to them in the Offeror's tender offer memorandum dated 15 September 2020 (the **"Tender Offer Memorandum"**).

### **Final Results of the Offer**

The Offeror hereby announces that as at the Expiration Deadline, it had received valid tenders in respect of €41,200,000 aggregate principal amount of Notes, representing 13.73% of the aggregate principal amount of Notes that are outstanding and 57.22% of the aggregate principal amount of Notes that are outstanding and not held by the Offeror.

The Offeror hereby announces that, subject to satisfaction or waiver of the General Conditions described in the Tender Offer Memorandum, it will accept for purchase an aggregate principal amount of Notes of €41,200,000, or 100.00% of the principal amount of Notes validly tendered in the Offer, on 2 October 2020 (the **"Settlement Date"**).

The amount in cash in euro to be paid for each €1,000 principal amount of the Notes accepted for purchase in the Offer is set forth below (the **"Purchase Price"**).

<b>Description of the Securities</b>	<b>Issuer</b>	<b>ISIN/Common Code</b>	<b>Aggregate Principal Amount Outstanding<sup>(1)</sup></b>	<b>Purchase Price<sup>(2)(3)</sup></b>
0.875% Notes due April 2023	Distribuidora Internacional de Alimentación, S.A.	XS1589970968/ 158997096	€300,000,000	€603.60

(1) As of the date hereof, the Offeror is the beneficial owner of €28,000,000, or 76.00%, aggregate principal amount of the Notes. Subject to satisfaction or waiver of the General Conditions, the Offeror will hold on the Settlement Date an aggregate principal amount of the Notes of €69,200,000, representing 89.73% of the aggregate outstanding principal amount of the Notes.

(2) Per €1,000 in aggregate principal amount of Notes.

(3) Amount is comprehensive with no further amount payable for accrued and unpaid interest.

The settlement of the Offer remains subject to the satisfaction of the General Conditions described in the Tender Offer Memorandum. The Offeror reserves the right, in its sole discretion, to waive any and all General Conditions.

In connection with the Offer, Lucid Issuer Services Limited has been appointed as tender and information agent for the Notes (the **"Tender and Information Agent"**). Holders with questions about the Offer should contact the Tender and Information Agent at the following address:

### **THE TENDER AND INFORMATION AGENT**

**Lucid Issuer Services Limited**  
Tankerton Works 12  
Argyle Walk  
London WC1H 8HA

United Kingdom

Telephone: + 44 20 7704 0880

Email: dia@lucid-is.com

Attention: Sunjeeve Patel / Mu-yen Lo

**The Company is aware of, and has informed the Offeror that it has no objection to, the Offeror making the invitation described in the Tender Offer Memorandum, and has informed the Offeror that it does not accept responsibility for any information contained therein. The Company has informed the Offeror that it will express no opinion with respect to the Offer.**

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*The Offer is made solely pursuant to the Tender Offer Memorandum dated 15 September 2020.*

*This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Holder is in any doubt as to the action it should take, it is recommended that such Holder seek its own financial and legal advice, including as to any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender Notes in the Offer.*

***This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, nor shall there be any offer or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.***

*The distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Tender Offer Memorandum comes are required by the Offeror and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions. Holders must comply with all laws that apply in any place in which such Holders possess the Tender Offer Memorandum. Holders must also obtain any consents or approvals that are needed in order to tender Notes. None of the Offeror, the Company, the Tender and Information Agent or any of their respective affiliates is responsible for Holders' compliance with these legal requirements.*

*This announcement, copies of the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person (as defined in Regulation S (each a "U.S. Person")).*

*This announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended (the "FSMA"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may only be communicated to (1) persons who have professional experience in matters relating to investments, being "investment professionals" as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); (2) persons who fall within Article 43(2) of the Order; (3) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (4) any other persons to whom these documents and/or materials may lawfully be communicated. Any investment or investment activity to which the Tender Offer Memorandum relates is available only to such persons or will be engaged in only with such persons and other persons should not rely on it.*

*Neither the Offer, this announcement, nor the Tender Offer Memorandum constitutes an offer of securities to the public or a tender offer in Spain which requires the approval and the publication of a prospectus under Regulation (EU) 2017/1129, the restated text of Spanish Securities Market Act approved by Legislative Royal Decree 4/2015, of 23 October 2015 (Real Decreto Legislativo 4/2015, de 23 de octubre, que aprueba el texto refundido de la Ley 24/1988, de 28 de julio, del Mercado de Valores), Royal Decree 1310/2005, of 4 November 2005 and/or Royal Decree 1066/2007, of 27 July 2007, all of them as amended, and/or any regulation issued thereunder. Accordingly, the Offer, this announcement and the Tender Offer Memorandum have not been and will not be submitted for approval nor approved by the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores).*

*This announcement contains forward-looking statements and information that is necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the terms of any such transactions. The Offeror assumes no obligation to update or correct the information contained in this announcement.*