



Distribuidora Internacional de Alimentación, S.A. (“**DIA**” or the “**Company**”), in accordance with Article 17 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, hereby announces the following

PRIVILEGED INFORMATION

I. Agreements in connection with the financing of DIA Group

Once the last pending approval has been obtained, the Company and its Spanish subsidiaries have executed today a series of agreements with certain financial entities relating to the financing of DIA’s Group bank debt, thus finalizing the negotiations in connection thereof that were disclosed in the Relevant Fact dated 28 December with registry number 273424.

The agreements subscribed (the “**Financing Agreements**”) consist of, among others, the following:

- (i) Facilities Agreement, by virtue of which the Company, among other features, is granted access to additional short term financing in an amount of up to EUR 215 million and financing of up to EUR 681 million available through working capital financial instruments, such as confirming and factoring lines and bilateral credits (the “**Facilities Agreement**”);
- (ii) Implementation Agreement, which sets forth the initial conditions for the effectiveness of the Facilities Agreement, and consequently, for the Company’s access to the additional financing and to the working capital financing instruments mentioned above, conditions that have been duly met today;
- (iii) Intercreditor Agreement, that rules the relationship among the credit financing entities subscribing the Financing Agreements, DIA and certain DIA subsidiaries.
- (iv) Several bilateral agreements with certain credit financing entities under the Financing Agreements, consisting of factoring and confirming, and credit facilities (*pólizas de crédito*), all of them subscribed under the mentioned Implementation and Facilities Agreements;
- (v) Finally, several agreements relating to the granting by the Company and certain companies of its Group in Spain of a package of *in rem* guarantees in favor of the financial entities under the Financing Agreements and under standard terms in this kind of banking financing transactions.

The main terms of the Facilities Agreement are the following:

- (a) Total amount: EUR 896 million; such amount is divided in various tranches according to the financial instrument, the amount and the financial entities providing it.
- (b) Purpose: the financing is granted to meet the financing needs of working capital of DIA Group.



- (c) Final Maturity Date: 31 May 2019 (except for various tranches of minor amounts with maturity dates in 2020 and 2022)
- (d) Covenants: covenants to do, not to do and to provide information as customary in this type of financing transactions in accordance with the current rating of the Company, have been agreed. It is worth noting the existence of an obligation of DIA not to distribute dividends to its shareholders without consent of the banking entities subscribing the Financing Agreements, as long as DIA's current debt with them has not been settled.

Additionally, the Company has committed to:

- (i) take the relevant measures to continue the divestment procedures of its businesses Clarel and Cash & Carry (MAX Descuento), assets that are not part of its core business; such decisions have already been adopted by the Company as announced in Relevant Fact dated 28 December; and
 - (ii) grant mortgages on certain movable and immovable assets shortly.
- (e) Events of default: the events of default agreed are standard in this kind of transactions. In addition to those, it has been agreed as an event of default the fact that the Company fails to comply with its obligation of promoting during the first quarter of 2019 a share capital increase with pre-emption rights in favor of its shareholders, which would allow the Company to increase its equity in a minimum amount of EUR 600 million prior to the ordinary maturity of this financing.

For clarification purposes, it is noted that this capital increase is the same as that referred to in the Relevant Fact published by the Company on December 12, 2018 with registration number 272404.

II. Changes in the Board of Directors

On the date hereof, Mr Antonio Coto has notified his resignation as Director of the Company after his removal announced in the Relevant Fact from 28 December.

Following the above, subject to the effectiveness of the appointment of Mr Jaime García-Legaz once the requisite administrative conditions are met, the composition of the Board of Directors of DIA would be as follows:

Board of Directors		
Name of the director	Title in the Board	Type of director
Mr Richard Golding	First Vicechairman	Independent
Mr Mariano Martín	Second Vicechairman	Independent
Mr Borja de la Cierva	Chief Executive Officer	Executive
Mr Julián Díaz	Member	Independent
Ms María Garaña	Member	Independent



Board of Directors

Name of the director	Title in the Board	Type of director
Mr Jaime García-Legaz ¹	Member	Independent
Mr Miguel Ángel Iglesias	Member	Executive
Ms Angela Spindler	Member	Independent
Mr Antonio Urcelay	Member	Other external

Madrid, 31 December 2018

DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.

Mr. Miguel Ángel Iglesias Peinado
Director and Vice-Secretary to the Board of Directors

¹ Pending compliance with requisite administrative conditions associated with Mr. Legaz's former status as a senior officer in the Spanish Public Administration