

## 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 10 de agosto de 2020 (con número de registro 420), 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**”) por (i) hasta €225,000,000 de importe agregado principal del total de bonos emitidos por Distribuidora Internacional de Alimentación, S.A. (la “**Sociedad**”) por importe de €300.000.000, con cupón del 1,000% y vencimiento en abril de 2021 (los “**Bonos de 2021**”), y (ii) hasta €225.000.000 de importe agregado principal del total de bonos emitidos por la Sociedad por importe de €300.000.000, con cupón del 1,000% y vencimiento en abril de 2023 (los “**Bonos de 2023**”, y junto a los Bonos de 2021, los “**Bonos**”) a cambio de una contraprestación en efectivo (la “**Oferta**”), que expirará a las 16:00 horas, hora de Londres, del 4 de septiembre de 2020, que está sujeta a los términos y condiciones del tender offer memorandum emitido por el Oferente con fecha 10 de agosto de 2020.*

*Al momento del Early Tender Deadline (es decir, a las 16:00 horas, hora de Londres, del 21 de agosto de 2020), el Oferente había recibido solicitudes de oferta de venta por parte de titulares elegibles de Bonos por (i) €287.000.000 de importe agregado principal de Bonos de 2021, que representa un 95,67% del importe agregado principal del total de los Bonos de 2021, y (ii) €246.400.000 de importe agregado principal de Bonos de 2023, que representa un 82,13% del importe agregado principal del total 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 24 de agosto de 2020.

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

Enrique Weickert Molina  
CFO

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 early tender results of tender offer for up to €225,000,000 of the outstanding €300,000,000 1.000% Notes due April 2021 of Distribuidora Internacional de Alimentación, S.A. and up to €225,000,000 of the outstanding €300,000,000 0.875% Notes due April 2023 of Distribuidora Internacional de Alimentación, S.A.**

**24 August 2020**

Reference is made to DEA Finance S.à r.l.'s (the "**Offeror**") cash tender offer (the "**Offer**") for (i) up to €225,000,000 in aggregate principal amount of the outstanding €300,000,000 1.000% Notes due April 2021 (the "**2021 Notes**") of Distribuidora Internacional de Alimentación, S.A. (the "**Company**") and (ii) up to €225,000,000 in aggregate principal amount of the outstanding €300,000,000 0.875% Notes due April 2023 (the "**2023 Notes**" and, together with the 2021 Notes, the "**Notes**") of the Company, in each case, from Eligible Holders (as defined below) of the Notes, which will expire at 16:00 hrs, London time, on 4 September 2020 (the "**Expiration Deadline**"). The Offer is made on the basis of the Offeror's tender offer memorandum dated 10 August 2020 (the "**Tender Offer Memorandum**"). Capitalized terms used and not otherwise defined in this announcement have the meanings ascribed to them in the Tender Offer Memorandum.

The Offeror hereby announces that as at the Early Tender Deadline, which was at 16:00 hrs, London time, on 21 August 2020, it had received tenders in respect of (i) €287,000,000 aggregate principal amount of 2021 Notes, representing 95.67% of the aggregate outstanding principal amount of 2021 Notes, and (ii) €246,400,000 aggregate principal amount of 2023 Notes, representing 82.13% of the aggregate outstanding principal amount of 2023 Notes.

Eligible Holders can continue to submit tenders in respect of the Notes until the Expiration Deadline. Tenders, once submitted, are irrevocable except in the limited circumstances described in the Tender Offer Memorandum.

The Offeror may at its option and in its sole and absolute discretion, at any time before any acceptance by the Offeror of Notes validly tendered in the Offer, extend, re-open, amend, terminate or otherwise amend the Offer in any respect (including, but not limited to, any amendment to any of the 2021 Tender Amount Cap, the 2023 Tender Amount Cap, the Expiration Deadline, the Settlement Date, the 2021 Minimum Purchase Condition, the 2023 Minimum Purchase Condition, the General Conditions, an increase in the 2021 Maximum Tender Price (or in the 2021 Early Tender Premium) or in the 2023 Maximum Tender Price (or in the 2023 Early Tender Premium)).

In connection with the Tender 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.

Holders who have Notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee must contact, and issue appropriate instructions to, such broker, dealer, commercial bank, trust company or other nominee if such Holder is tendering those Notes. The deadlines set by the clearing systems for submission of tender instructions may be earlier than the relevant deadlines specified in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum, requests for information in relation to the procedures for tendering Notes and participating in the Offer and the submission of an Electronic Instruction can be obtained by Eligible Holders from the Tender and Information Agent at the telephone number or email address below.

## 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

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*The Offer is made solely pursuant to the Tender Offer Memorandum dated 10 August 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.*

***None of the Offeror or the Tender and Information Agent makes any recommendation as to whether Eligible Holders should participate in the Offer. 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. The Company has had no involvement in the terms of the Offer and has informed the Offeror that it does not accept responsibility for any information contained in the Tender Offer Memorandum. The Company has informed the Offeror that it will express no opinion with respect to the Offer. Eligible Holders, after having considered all of the factors set forth in the Tender Offer Memorandum, should make their own determination as to whether it is in their personal interest to tender all or a portion of their Notes in the Offer and the price at which any Notes should be tendered.***

*Any deadlines set by any intermediary will be earlier than the deadlines specified in the Tender Offer Memorandum.*

***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.*

*The Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S (each a "U.S. Person")). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, 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 and the Notes cannot be tendered in the Offer by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a*

*person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.*

*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.*