

Dear fellow shareholders of DIA - DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.,

### Votes cast at the August 2019 Special Shareholders' Meeting

For your information we are hereby sharing with you the reason for our votes in respect of the Special Shareholders' meeting for DIA, and the reasons for our decisions. We will also be sharing the contents of this letter with the Board of the company in the spirit of open dialogue.

Resolution	No. of resolution	Vote
Ratification and reappointment of Mr. Stephan DuCharme as proprietary director	1.1	ABSTAIN
Ratification and reappointment of Mr. Karl-Heinz Holland as executive director.	1.2	ABSTAIN
Ratification and reappointment of Mr. Michael Casey as proprietary director.	1.3	ABSTAIN
Ratification and reappointment of Mr. Christian Couvreur as independent director.	1.4	ABSTAIN
Ratification and reappointment of Mr. Sergio Ferreira Dias as proprietary director.	1.5	ABSTAIN
Ratification and reappointment of Mr. José Wahnnon Levy as independent director.	1.6	ABSTAIN
Establishment of the number of members of the Board of Directors at eight and maintenance of vacancy.	1.7	AGAINST
Approval of the Policy on directors' remuneration	2	AGAINST
Amendment of article 37 of corporate bylaws	3	FOR
Ratification of the modification of the syndicated financing and of the new financing facilities	4	FOR
Delegation of powers to formalize, interpret, rectify and implement the resolutions adopted by the Shareholders' Meeting.	5	FOR

Western Gate voted their shares at the Special Shareholders' Meeting with negative votes placed on Resolution 1.7, to approve the establishment of the number of Board of Directors at 8; and Resolution 2, to approve the Policy on Directors' remuneration. Western Gate voted against these resolutions for the following reasons:

#### Resolution 1.7 - Establishment of the number of members of the Board of Directors at eight and maintenance of vacancy

- Western gate acknowledges that, following the Voluntary Tender Offer, Letterone now owns 70% of DIA and that this permits them to have a larger representation on the

board of directors. However, we would like to point out that DIA remains a public company and the interests of the minorities must be protected.

- Let it be noted that the seats on the board have been reduced from 10 to 8, of which 7 have essentially been nominated by Letterone. The purpose of this resolution was to fix the number of seats at 8 (instead of 10). Therefore, it is our conclusion that the minority shareholders seemed to have been pushed away from the company. If the seats were to remain at 8, then proper corporate governance indicates that the minority shareholders should have 2 representatives and Letterone have 6. Having said this, we believe that the number of seats should return to 10 and that they should have a proportional representation of the shareholder structure. It is not only a matter of proper corporate governance, but the situation could potentially fall under scrutiny from the regulatory bodies.
- Western feels that if the number of seats on the board is to be fixed at 8, then the board should allow for 2 directors that would represent the interests of the minority shareholders.

**Resolution 2 - Approval of the Policy on directors' remuneration, including approval of the maximum amount of the directors' fixed remuneration for their services as such and of the maximum number of shares to be delivered to non-executive non-proprietary directors**

- In the Policy on directors' remuneration it outlines the purpose of the short, medium- and long-term variable remuneration policies for the executive directors, stating that these will depend on the achievement of economic, financial and non-financial targets. However, these targets are not outlined in the report and we feel it is important for shareholders to know that its interests are aligned with management.
- The same logic applies for the fixed and short-term, variable remuneration of the Chief Executive Officer. The policy states that the maximum that a CEO shall receive with regards to the fixed and short-term variable remuneration is 3 000 000 euros. However, this resolution is looking to pass a policy that will pay the current CEO a fixed amount of 3 000 000 euros until 31/12/2022 and that he will not participate in the short-term variable remuneration plan. We feel that this does not align the interests of the CEO with the minority shareholders and that the CEO should participate in the short-term variable remuneration plan.

Luis Amaral

on behalf of Western Gate

[www.westerngate.eu](http://www.westerngate.eu)