



DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.
Special Shareholders' Meeting

Pursuant to a resolution of the Board of Directors, a Special Shareholders' Meeting of Distribuidora Internacional de Alimentación, S.A. is called to be held at the registered office in Las Rozas – Madrid, at calle Jacinto Benavente 2-A, Edificio Tripark, **on August 30, 2019 at 9 a.m.**, in accordance with the following:

AGENDA

- 1 Ratification and reappointment of directors. Establishment of the number of directors.
 - 1.1.- Ratification and reappointment of Mr. Stephan DuCharme as proprietary director.
 - 1.2.- Ratification and reappointment of Mr. Karl-Heinz Holland as executive director.
 - 1.3.- Ratification and reappointment of Mr. Michael Casey as proprietary director.
 - 1.4.- Ratification and reappointment of Mr. Christian Couvreur as independent director.
 - 1.5.- Ratification and reappointment of Mr. Sergio Ferreira Dias as proprietary director.
 - 1.6.- Ratification and reappointment of Mr. José Wahnou Levy as independent director.
 - 1.7.- Establishment of the number of members of the Board of Directors at eight and maintenance of vacancy.
- 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.
- 3 Amendment of article 37 of the corporate bylaws (*Constitution and majority for the adoption of resolutions* by the Board of Directors).
- 4 Ratification of the modification of the syndicated financing and of the new financing facilities, as well as of the grant, ratification and extension of guarantees, and approval of a hive down transaction, for the purposes of articles 160.f) and 511 bis.1.a) of the Capital Companies Law.

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- 5 Delegation of powers to formalize, interpret, rectify and implement the resolutions adopted by the Shareholders' Meeting.

PROPOSED RESOLUTIONS

Shareholders representing at least 3% of the share capital may submit reasoned proposals for resolutions on items included on the agenda. This right shall be exercised by serving notice by duly authenticated means (including the relevant documentation evidencing shareholder status) that must be received at the registered office (calle Jacinto Benavente 2-A, Edificio Tripark, 28232 Las Rozas - Madrid) within five days of the publication of this call notice.

RIGHT TO ATTEND AND RIGHT OF REPRESENTATION

All shareholders may attend the Shareholders' Meeting, regardless of the number of shares they own, provided they are registered on the relevant register of book entries at least five days in advance of the scheduled date of the Shareholders' Meeting.

All shareholders entitled to attend the Shareholders' Meeting may be represented thereat by another person, who need not be a shareholder. Proxies must be granted in writing, by means of the completion and signature of the relevant attendance, proxy and voting card by the shareholder granting the proxy.

Exercise of the right of representation shall be governed by the provisions of the Capital Companies Law, the corporate bylaws and the Shareholders' Meeting Regulations.

Shareholders may obtain their attendance, proxy and remote voting cards from the IBERCLEAR member entities with which their shares are deposited.

REPRESENTATION AND VOTING USING MEANS OF DISTANCE COMMUNICATION

Shareholders may grant a proxy or cast their vote prior to the Shareholders' Meeting by using the following means of distance communication:

- a) Postal correspondence: by sending the original attendance, proxy and remote voting card, with the relevant section duly completed and signed, to the Company at the following address: calle Jacinto Benavente 2-A, Edificio Tripark, 28232 Las Rozas - Madrid.
- b) Electronic correspondence: via the Company's website (www.diacorporate.com), by accessing the page provided for such purpose and following the established procedure. To do so, shareholders must have a qualified or advanced electronic signature, based on a recognized and valid electronic certificate, on the terms provided for in Electronic Signature Law 59/2003, of December 19, 2003, issued by the Spanish Public Certification Authority (CERES), dependent on the Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda (FNMT-RCM) or an

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electronic national identity document (DNIe).

In order to be valid, all proxies granted and all votes cast using means of distance communication must be received by the Company at least 24 hours in advance of the date scheduled for the Shareholders' Meeting.

Attendance in person at the Shareholders' Meeting by any shareholder who has previously granted a proxy or cast a vote using means of distance communication shall render said proxy or vote null and void.

RIGHT OF INFORMATION

As from the date of publication of this call notice, shareholders shall have the right to examine and obtain at the registered office of the Company and to request that a copy be sent to them, immediately and free of charge, of the full text of the (reasoned, as applicable) resolutions proposed by the Board of Directors regarding the items on the agenda, as well as the report issued by the Board of Directors and the Appointments and Compensation Committee in relation to the ratification and reappointment of directors, the text of the proposed Policy on directors' remuneration and the related report issued by the Appointments and Compensation Committee, and the report by the Board of Directors in relation to item 3 on the agenda (including the full text of the proposed bylaw amendment). All of the above documents may also be consulted on the Company's website (www.diacorporate.com).

In accordance with the provisions of the Capital Companies Law, up until the fifth day before the date scheduled for the Shareholders' Meeting, shareholders may request from the Company (by delivering a request to the registered office or sending it to the Company's registered office at calle Jacinto Benavente 2-A, Edificio Tripark, 28232 Las Rozas - Madrid) any information or clarification they deem necessary or submit any questions they consider pertinent in relation to the items on the agenda and regarding any information accessible to the public that may have been provided by the Company to the Spanish National Securities Market Commission since the date of the last Shareholders' Meeting.

SHAREHOLDERS' ELECTRONIC FORUM

In accordance with the legislation in force, a Shareholders' Electronic Forum has been set up on the Company's website (www.diacorporate.com) which shall be used in accordance with its legal purpose and with the operating rules and guarantees established by the Company, and may be accessed by duly-authenticated shareholders or groups of shareholders.

DATA PROTECTION

Personal data (i) that the shareholders and, if applicable, the representatives may provide to the Company in order to exercise or delegate their rights to attend, to grant a

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proxy and to vote at the General Meeting; or (ii) that are provided for such purposes by banking institutions and brokerage firms and companies with which such shareholders have deposited or maintain their shares, or by the entity legally authorised to maintain the book-entry register, IBERCLEAR will be processed by Distribuidora Internacional de Alimentación, S.A. with corporate domicile at Parque Empresarial de las Rozas - Edif. Tripark, calle Jacinto Benavente, nº 2-A, 28232 de Las Rozas-Madrid as data controller, in order to develop, manage and control the exercise of the shareholder's rights at its General Meeting, as well as the existing shareholding relationship, to manage and control the holding of the General Meeting, and to comply with its legal duties.

If the shareholder includes in the attendance, proxy and voting card personal data referred to other natural person different from the holder and if a third party attends the meeting as representative of the shareholder, the shareholder must inform them of the provisions contained in these paragraphs with regard to the processing and free movement of personal data and comply with any other requirements that may be applicable for the lawful disclosure of the personal data to the Company, without having to make any other additional action in terms vis-à-vis the data subjects.

Personal data will be kept during the shareholding relationship and, once finalised, during a period of 6 years exclusively for the purposes of serving any legal or contractual action, or, exceptionally, for the period during which any kind of liability may arise from a legal or contractual obligation applicable to DIA.

The processing of personal data is necessary for the aforementioned purposes and the legal bases of the processing are based in the shareholding relationship and in the compliance with legal obligations.

Data will be communicated to the Notary attending the General Meeting and that will certify its content, and may be provided to any third parties exercising the right to information as provided by law, or be available to the public to the extent it appears in the documentation available on the website of (www.diacorporate.com).

The data subjects may exercise their rights of access, rectification, erasure, objection, restriction of processing, data portability or any other right recognised by the applicable data protection regulation, in the terms legally provided, by post mail to the indicated address or by e-mail to the e-mail address proteccion.datos@diagroup.com, providing a photocopy of his/her ID or equivalent identification document. Likewise, we inform you that you can contact the e-mail address dpo.es@diagroup.com in order to discuss any aspect in relation with the data processing carried out by DIA.

If appropriate, the data subjects may lodge a complaint with the applicable supervisory authority; in Spain, it is the Spanish Data Protection Agency (*Agencia Española de Protección de Datos*). For further information, please consult www.aepd.es.

Madrid, July 26, 2019. The Board Secretary, Álvaro López-Jorrín Hernández.