



DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.

SUPPLEMENT TO THE CALL OF THE GENERAL SHAREHOLDERS MEETING

In connection with the General Shareholders Meeting of DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. (“**DIA**” or the “**Company**”) convened to be held at Casa América, c/ Marqués del Duero, nº2, 28001 (Madrid), on 19 March 2019 at 10:00, on first call, and the following day 20 March 2019, at the same place and time, on second call, by means of public announcement published on 17 February 2019 in the newspaper Diario ABC, in the Company’s corporate website (www.diacorporate.com) and in the Spanish National Stock Market Commission’s (*Comisión Nacional del Mercado de Valores*) website (www.cnmv.es), the Board of Directors of the Company, pursuant to article 519 of the Spanish Companies Act (*Ley de Sociedades de Capital*), article 18.6 of the Articles of Association and article 12 of the General Shareholders Meeting Regulations, publishes this supplement to the call requested by the L1R Invest1 Holdings S.à r.l., shareholder owning more than 3% of the share capital of DIA, on 21 February 2019, and immediately circulated by the Company by the corresponding relevant fact (*hecho relevante*).

Thereupon, it is included as a new item of the Agenda the following item 6.3, corresponding with the literal transcription of the request received from the referred shareholder at the corporate domicile.

(...)

6.3 Share capital increase with the aim of raising the Company’s own funds in an effective amount (par value plus share premium) of EUR 500,000,000.00, to be carried out through the issue and putting into circulation of new ordinary shares that shall be fully subscribed and paid up by means of a cash consideration, with the recognition of the shareholders’ preferential subscription rights and with a minimum issue price of EUR 0.10 (nominal plus, if applicable, share premium) per share. The Board of Directors shall determine (i) the par amount of the capital increase and the number of ordinary shares to be issued, and (ii) the issue rate or price of the new ordinary shares. Delegation of powers to the Board of Directors, with powers to subdelegate, to execute this resolution and to set those conditions not provided for by the General Shareholders’ Meeting, according to article 297.1(a) of the Spanish Companies Act, as well as to amend article 5 of the Company’s Articles of Association. The execution of the share capital increase would be subject to two conditions: (i) the effective settlement of the public takeover bid launched by L1R Invest1 Holdings S.à r.l. for all of the shares of the Company and the appointment of a majority of the members of the Board of Directors of the Company as proposed by L1R Invest1 Holdings S.à r.l., and (ii) an agreement being reached by the Company with the creditors holding the bank debt of the Company, in relation to a viable long-term capital structure of the Company.

(...)



PROXY DELEGATION AND VOTING BY REMOTE MEANS OF COMMUNICATION

The Company publishes a new attendance, proxy and voting card in order to include the new item 6.3 of the Agenda. Shareholders will be able to find the new form of attendance, proxy and voting card in the documents of the General Shareholders' Meeting published on the Company's website (www.diacorporate.com).

In this respect, if the Company received an attendance, proxy and voting cards following the model initially published with the call of the General Shareholders' Meeting or, following a different model or format not including reference to item 6.3 of the Agenda, the applicable voting rules in respect to such item will be those contained in the rules established in the General Shareholders Meeting Regulations and which are also described in the announcement of the call, in the document "Rules in relation to proxy, voting and request for information before the Annual General Meeting using remote means" published on the Company's website (www.diacorporate.com) and in the attendance, proxy and voting card.

Likewise, if Company has received the attendance, proxy and voting cards following the model initially published at the time of the call to the General Shareholders Meeting, and a new attendance, proxy and voting card is received containing the new item of the Agenda referred in this announcement, the content taken into consideration will be the one of the second attendance, proxy and voting card, and the first one will not be valid for these purposes.

For clarification purposes, in case of delegation of the representation, and unless otherwise indicated by the shareholder, the proxy will be extended to item 6.3 of the Agenda and the proxy representative, will cast a vote as indicated and, in absence of instructions, in the in the most favourable direction to the interests of the Company and the shareholder (for which purposes the proxy representative will follow the criteria that the Board of Directors may have expressed in respect of the referred proposals).

In case of remote voting, is not possible to vote regarding proposals not included in the Agenda and, unless otherwise instructed by the shareholder, a proxy shall be deemed to be granted indistinctly, jointly and severally and successively, in favour of the Chairperson of the Board of Directors, of the first Vice Chairman of the Board of Directors, of the second Vice Chairman of the Board of Directors (or, in the event of absence of the formers, the Director appointed as Chairperson of the General Meeting), the Chief Executive Officer or the Secretary of the Board of Directors. If the proxy is granted in relation to such resolution proposals, the proxy representative, in absence of instructions, will cast a vote in the most favourable direction to the interests of the Company and the shareholder (for which purposes the proxy representative will follow the criteria that the Board of Directors may have expressed in respect of the referred proposals).

RIGHT TO RECEIVE INFORMATION

Pursuant to articles 272, 287 and 518 of the Companies Act, 28.4(d) of the Royal Decree 1066/2007, of 27 July, on the rules governing takeover bids for securities, article 19 of the Articles of Association, and article 14 of the Regulations of the General Meeting, as from the date of publication of this announcement of the supplement to the call to meeting,

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shareholders may examine at the registered office (and in the cases provided by law, request from the Company the immediate delivery or dispatch without charge), as well as the documentation described in the “Right to receive Information” in the announcement of the calling of the General Shareholders Meeting which has been made available to the shareholders at the registered office and through the Company’s website (www.diacorporate.com), a portion of which has also been sent to the National Securities Market Commission, the following additional documentation:

- The announcement of the supplement to the call.
- The proposal of agreement contained in the supplement to the call together with the report of L1 Invest1 Holding S.à. r.l. justifying the proposal of agreement included in the supplement to the call.
- The observations of the Board of Directors regarding the supplement to the call, the accompanying proposal and the report of L1 Invest1 Holding S.à. r.l.
- The form or model of attendance, proxy and absentee voting card, including the new item of the Agenda.
- The rules in relation to proxy, voting and request for information before the Annual General Meeting using remote means, including the new item of the Agenda.

In this regard, shareholders may exercise their rights of information in the terms and conditions described in the section “Right to receive Information” in the announcement of the calling, pursuant to article 197 and 520 of the Spanish Companies Act.

Madrid, 1 March 2019

Secretary of the Board of Directors