

**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.
GENERAL MEETING OF SHAREHOLDERS 2015**

Attendance card, proxy and vote for the General Meeting of Shareholders of Distribuidora Internacional de Alimentación, S.A. to be held at Palacio Municipal de Congresos de Madrid – Campo de las Naciones, Avenida de la Capital de España, Madrid, 28042 (Madrid), at 12:00 hours on 23 April 2015 at first call, or on the following day, 24 April 2015 at second call (bearing in mind that the General Meeting will probably be held at the second call).

Holders		Address:	
Share Account Code	Number of Shares		
Minimum No. of shares for	No. of votes		
1			

PERSONAL ATTENDANCE AT THE GENERAL MEETING

Any shareholder who wants to attend the General Meeting in person must sign below and present this card on the day and at the place where the General Meeting is held, together with the attendance card issued by the entity registered with Iberclear that is in charge of keeping the register of book entries of his or her shares.

Signature of the shareholder attending

In, on2015

Proxy and distance voting are also available to the shareholders as indicated on the Company's website (www.diacorporate.com) and in accordance with the two following sections. If both sections are signed, distance voting will prevail over proxies, which will be rendered without effect.

DELEGATION

Any shareholder who does not wish to attend the General Meeting may confer its vote to any other person via proxy. The representative must also sign this proxy. The holder of this attendance card hereby confers its representation to: (mark only one of the following boxes and, if applicable, specify the representative. This proxy will only be valid if the shareholding signs in the appropriate place)

1. The Chairperson of the Board of Directors
2. DNI [ID] No.....

Any proxy that does not expressly specify the person to whom it has been granted shall be deemed to have been granted jointly and severally and successively in favour of the Chairperson of the Board of Directors, the Chief Executive Officer and the Secretary of the Board of Directors.

To confer voting instructions, mark the corresponding box in the table below with a cross.

If any of the boxes below are not marked, I grant precise voting instructions in favour of the proposals made by the Board of Directors.

Item of the agenda	1.1	1.2(a)	1.2(b)	1.2(c)	1.3	1.4	2.1	2.2	2.3	2.4	2.5	2.6	2.7	2.8
For														
Against														
Abstention														
Blank														

Item of the agenda	3.1	3.2	3.3	3.4	3.5	4	5	6	7	8	9
For											
Against											
Abstention											
Blank											

Unless expressly indicated otherwise below, the proxy extends to the proposals not made by the Board of Directors and to points not included in the attached Agenda. In such case, the representative shall vote as he/she may consider most appropriate in accordance with the interests of the grantor of the proxy, taking into account the corporate interest. Mark the following box "NO" only if you do not agree with this extension of the proxy. In this case, the shareholder shall be deemed to instruct the representative to abstain:

NO

Pursuant to Articles 523 and 526 of the Companies Act, it is hereby noted that the Chairperson of the Board of Directors, as well as any other member of the Board of Directors, may be involved in a situation of conflict of interests with respect to points (i) item 4 on the Agenda ("Approval, if applicable, of the maximum remuneration payable to the members of the Company's Board of Directors, in their condition of board members"); (ii) item 5 on the Agenda ("Approval of delivery, in the form of Company shares, of part or of the total amount of the remuneration of the Company's Board of Directors, in their condition of board members"); (iii) item 9 on the Agenda ("Annual report on remuneration paid to Company Directors for the 2014 financial year"); and (iv) in relation to situations set forth in sections a), b), c) or d) of Article 526.1 of the Spanish Corporate Act (appointment, re-election or ratification of directors; replacement, removal or dismissal of directors; filing of a derivative action; and approval or ratification of the Company's operations with a particular director), which may be presented outside the Agenda under the said law. If the grantor has not given precise voting instructions with respect to any of the above points, unless expressly stipulated otherwise below, the proxy shall be deemed to have been granted jointly and severally and in the following order, to the Chairperson of the General Meeting, to the Secretary of the Board of Directors or to the Vice Secretary of the Board of Directors. Mark the following box "NO" only if you do not authorise the alternate proxy (in this case the shareholder shall be deemed to have instructed the representative to abstain):

NO

Signature of the shareholder

Signature of the representative

In, 2015

In, 2015

LONG-DISTANCE VOTE

In the case that the shareholder does not wish to attend the General Meeting nor delegate this right, it may exercise its right to vote through the long-distance voting system. The shareholder holding this card in its own name exercises its right to vote in favour of all the Board of Directors' proposals with respect to the items on the attached Agenda published by the Company, unless a different vote is indicated below. If, with respect to any item of the Agenda, the shareholder does not express its vote, it will be understood to be in favour of the Board of Director's proposal.

In any event, in addition to the provisions set forth by the law, the articles of association and the general shareholders meeting regulations, rules laid down in the notice of call to the General Meeting and in the Company's website (www.diacorporate.com) must be abided by (mark the corresponding box(es) with a cross):

Item of the agenda	1.1	1.2(a)	1.2(b)	1.2(c)	1.3	1.4	2.1	2.2	2.3	2.4	2.5	2.6	2.7	2.8
For														
Against														
Abstention														
Blank														

Item of the agenda	3.1	3.2	3.3	3.4	3.5	4	5	6	7	8	9
For											
Against											
Abstention											
Blank											

Unless expressly indicated otherwise below, the proxy vote on resolution proposals not presented by the Board of Directors, or on points not included in the attached agenda, is deemed to have been granted to the Chairperson of the Board of Directors, with the rules on voting and alternate proxy outlined in the "Delegation" section of this card being applicable in case of conflicts of interest. Mark the box "NO" only if you do not agree with the delegation and do not authorise the alternative (in this case the shareholder shall be deemed to instruct the representative to abstain in relation with these proposals):

NO

Signature of the shareholder

In....., on 2015

PROTECTION OF PERSONAL DATA

Distribuidora Internacional de Alimentación, S.A. is responsible for handling the personal data included on this Attendance Card and data provided to the general meeting of shareholders (and stored where appropriate in files owned by it), for the purpose of developing, managing and controlling the exercise of shareholders' rights (for which purpose this card has been issued) at the General Meeting, for managing and controlling the information and organization related to the General Meeting, and for complying with legal obligations. The data shall be accessible to the notary attending the General Meeting and may be made available to third parties in the exercise of the right to information under the law. The data may also be accessible to the public to the extent that such data appear in documents available via the website (www.diacorporate.com) or are made known in the General Meeting, which may be video recorded and published on the said website. The person attending the general meeting hereby consents to this recording and publication. The owners of data of a personal nature may request, access, rectify and cancel their data or oppose certain handling of it, in accordance with Organic Law 15/1999, of 13 December, on the Protection of Data of a Personal Nature, by a submission in writing attaching an identifying document, addressed to the registered office of Distribuidora Internacional de Alimentación, S.A., Oficina de Consulta LOPD (Calle Jacinto Benavente 2-A, Parque Empresarial de las Rozas, Edificio Tripark, 28232, Las Rozas, Madrid).

AGENDA

1. Examination and approval of the annual statements, allocation of results, allocation of reserves, distribution of dividends and corporate management:
 - 1.1 Examination and approval of the Company's individual annual statements (current balance sheet, profit and loss account, statement of changes in net wealth, cash flow statement and annual report) and consolidated statements of the Company together with its dependent companies (consolidated statements of current financial position, profit and loss account, global profit and loss statement, statement of changes in net wealth, cash flow statement and annual report), as well as the Company's individual management report and consolidated management report of the Company and its dependent companies, for the financial year ended 31 December 2014.
 - 1.2 Proposal for (a) allocation of results for the financial year ended 31 December 2014, (b) offset of losses, and (c) allocation of reserves.
 - 1.3 Examination and approval of the distribution of dividends to be charged against reserves.
 - 1.4 Examination and approval of the management and activity of the Board of Directors during the financial year ended 31 December 2014.
2. Amendment of the following articles of the Articles of Association of the Company in order to adjust them to the amendments introduced by recently approved regulation and to introduce certain technical improvements.
 - 2.1 Proposed amendment of the following articles in "Title I. Company and capital stock. Chapter I.- General provisions": article 2 ("Corporate object") and article 3 ("Registered address").
 - 2.2 Proposed amendment of the following articles in "Title I. Chapter II.- Capital stock and shares": article 5 ("Capital stock"), article 8 ("Shareholder status") and article 9 ("Outstanding payments and defaulting shareholders").
 - 2.3 Proposed amendment of the following articles in "Title I. Chapter III.- Capital increase and decrease": article 11 ("Authorised capital stock") and article 13 ("Capital decrease").
 - 2.4 Proposed amendment of the following article in "Title I. Chapter IV.- Issue of obligations": article 14 ("Issue of obligations and other securities").
 - 2.5 Proposed amendment of the following articles in "Title II. The Company's government. Chapter I.- The general meeting": article 15 ("The general meeting"), article 16 ("Competences of the general meeting"), article 17 ("Types of meetings"), article 18 ("Call of a general meeting"), article 19 ("Right of information"), article 23 ("Incorporation of a general meeting"), article 26 ("Discussion and vote") and article 27 ("Adoption of resolutions").
 - 2.6 Proposed amendment of the following articles in "Title II. The Company's government. Chapter II.- Company administration. Section 1.- The board of directors": article 31 ("Authority of the Board of Directors"), article 33 ("Categories of directors and composition of the board"), article 34 ("Term"), article 35 ("Designation of posts"), article 36 ("Board of Director's meetings"), article 37 ("Incorporation and majority for the adoption of resolutions") and article 39 ("Director's compensation"). Proposal of introduction of a new article 39 bis ("Director's remuneration policy").
 - 2.7 Proposed amendment of the following articles in in "Title II. The Company's government. Chapter II.- Company administration. Section 2.- Delegated bodies of the board of directors": article 41 ("The audit and compliance committee") and article 42 ("The nomination and remuneration committee").
 - 2.8 Proposed amendment of the following articles in in "Title II. The Company's government. Chapter II.- Company administration. Section 3.- Annual corporate governance report and website": article 43 ("Annual corporate governance report") and article 44 ("Website"). Proposal of introduction of a new article 43 bis ("Annual report on director's remuneration").
3. Amendment of the following articles of the General Shareholders Meeting Regulation, in order to adjust them to the amendments introduced by recently approved regulation and to introduce certain technical improvements.
 - 3.1 Proposed amendment of the following article in "Title I.- Introduction": article 5 ("Construction").
 - 3.2 Proposed amendment of the following articles in "Title II.- Function, types and powers of the general meeting": article 7 ("Nature of the general meeting") and article 9 ("Powers of the General Meeting").
 - 3.3 Proposed amendment of the following articles in "Title III.- Calling of general meetings": article 10 ("Calling of general meetings"), article 11 ("Notice of meetings"), article 12 ("Addition to the notice") and article 13 ("Shareholders' right to information").
 - 3.4 Proposed amendment of the following articles in "Title VI.- Progress of general meetings": article 22 ("Incorporation of a general meeting") and article 28 ("Right to information during general meetings").
 - 3.5 Proposed amendment of the following articles in "Title VII.- Adoption, documentation and publication of resolutions": article 31 ("Voting on resolutions") and article 33 ("Adoption of resolutions").
4. Approval, if applicable, of the maximum remuneration payable to the members of the Company's Board of Directors, in their condition as board members.
5. Approval of delivery, in the form of Company shares, of part or of the total amount of the remuneration of the Company's Board of Directors, in their condition as board members.
6. Reduction of share capital by redemption of own shares charged against available reserves and without the right to opposition by creditors.
7. Authorisation to the Board of Directors for the acquisition of the Company's own shares under the terms provided by law.
8. Delegation of powers to amend, complement, execute and develop the resolutions adopted by the General Meeting, to formalise and record such resolutions and to deposit the statements, as necessary.

FOR CONSULTATION PURPOSES ONLY
9. Annual report on remuneration paid to Company directors for the 2014 financial year.

FOR INFORMATION PURPOSES ONLY
10. Information on amendments to the Company's Board of Directors Regulation in order to adjust them to the amendment introduced by recently approved regulation and to introduce certain technical improvements.