



**REPORT ISSUED BY THE AUDITING AND COMPLIANCE COMMITTEE ON  
THE INDEPENDENCE OF THE AUDITORS OF DISTRIBUIDORA  
INTERNACIONAL DE ALIMENTACIÓN, S.A. FOR 2014**

**I. Introduction and background facts**

Further to section 4 (f) of Article 529 *quaterdecies* of the Capital Stock Companies Act (the “**Capital Stock Companies Act**”), introduced by Act 31/2014, of 3 December, amending the Capital Stock Companies Act to improve corporate governance, and by virtue of Article 37.3.(f) of the Board of Directors Regulations of DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. (“**DIA**” or the “**Company**”), regarding the regulation and duties of the Auditing and Compliance Committee, it is provided that said Committee will draw up and issue, on an annual basis, before issuing its audit, a report with an opinion on the independence of its auditors.

In any case, this report must comprise, in any event, the assessment of the provision of additional services, individually and globally considered, different from the legal audit and in relation to the independence system or the legal provisions on auditing, provided by said auditors or related persons or entities, in accordance with the provisions established in the Consolidated Version of the Auditing Act, approved by Royal Legislative Decree 1/2011, of 1 July (the “**Auditing Act**”). This is the reason why the Auditing and Compliance Committee is hereby drawing up this report.

**II. Analysis of the auditors’ independence**

This report is based on the document received by the Auditing and Compliance Committee, prepared by the Company’s auditors, attached as an **Annex** hereto, containing a written confirmation of their independence from the Company and members of its group (hereinafter, the “**DIA Group**”), as well as information on additional services, considered individually and overall, of any kind, other than auditing services, provided to these companies by said auditors or by related persons or entities, in accordance with the Auditing Act.

Said written confirmation, signed by DIA’s auditor partner, Mr Carlos Peregrina García, on 18 February 2015, was issued further to the provisions of the Auditing Act.

The General Shareholders Meeting of the Company, held on 25 April 2014, re-elected, as DIA’s auditing firm, KPMG Auditores, S.L. (“**KPMG Auditores**”), to audit the Company and its dependent companies, both for individual annual statements of the Company and consolidated statements of the DIA Group, for the financial years ending 31 December 2014, 2015 and 2016.

In relation to this re-election, in the document addressed to DIA’s Auditing and Compliance Committee, the auditing firm confirmed its independence as auditors in accordance with the Regulations implementing the Auditing Act and as required by Technical Auditing Rule (NIA–ES) 260.

Furthermore, KPMG Auditores has reported on all types of additional services provided to the DIA Group since 1 January 2014 until the date of the letter (18 February 2015), by KPMG Auditores and other Spanish affiliates of KPMG International, including other firms belonging to KPMG’s international network.

Below is a breakdown of the services of this kind provided, in the 2014 financial year:

1/5

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Services provided to:	Service description	Amount (Thousand €)
DIA Group	Auditing services	779
DIA Group	Other auditing-related services	414
Total auditing and related services		1,193
DIA Group	Tax services	20
DIA Group	Other services	31
<b>TOTAL SERVICES</b>		<b>1,244</b>

The heading “Other audited-related services” basically covers professional fees for limited audits conducted on intermediate consolidated financial statements for the 2014 financial year, totalling 334 thousand euros, as well as agreed procedures for 69 thousand euros.

The heading “Tax Services” includes services related to tax advice provided abroad.

The heading “Other Services” includes advisory services related to the franchise master, totalling 14 thousand euros, advice on the purchase of Eroski supermarkets for 15 thousand euros (first invoice) and English translation services totalling 2 thousand euros.

In order to guarantee the independence of external auditors, the Auditing and Compliance Committee has followed up on the professional fees invoiced by the main auditing firm, for services other than the audit of annual accounts. Furthermore, it has checked the relationship between the professional fees paid by the DIA Group, for auditing and non-auditing services, to the auditing firm, and its total revenues.

The causes of incompatibility foreseen in the Auditing Act, which may hinder the auditors’ independence, include the following: “*Payment of professional fees derived from the provision of auditing and non-auditing services to the audited entity, provided that they represent a significant percentage of the total annual revenues of the accounting auditor or auditing firm, based on the average of the last three years*”.

As auditing and related services provided during 2014, KPMG Auditores has invoiced DIA Group a total of 1,193 thousand euros which, in addition to the 51 thousand euros invoiced for non-auditing services, totals 1,244 thousand euros. This amount does not represent a significant percentage of the total annual revenues of the auditing firm, based on the average provided for the last three years<sup>1</sup>.

The statement of independence received from the auditors, carried out in accordance with the Auditing Act, means that the auditing firm has not incurred, over the 2014 financial year, any **cause of incompatibility** set forth in Article 13 of the Auditing Act, as circumstances preventing the accounting auditor from enjoying sufficient independence when performing its tasks with respect to DIA.

<sup>1</sup> According to public information taken from the website of KPMG Auditores, S.L.  
<http://www.kpmg.com/ES/es/Actualidad/Novedades/ArticulosyPublicaciones/Documents/Informe-Transparencia-2012.pdf>  
<https://www.kpmg.com/ES/es/Actualidad/Novedades/ArticulosyPublicaciones/Documents/2013-Informe-transparencia.pdf>  
<http://www.kpmg.com/ES/es/Actualidad/Novedades/ArticulosyPublicaciones/Documents/informe-transparencia-2014.pdf>



As for the **procurement conditions** foreseen in Article 19 of the Auditing Act, given that DIA's net turnover figure is greater than 50 million euros, the Auditing and Compliance Committee has made sure that it meets the obligation to periodically replace the accounting auditor signing the auditing report, once seven years have elapsed since the initial contract. Specifically, in 2012, the signatory partner of the audit changed and Mr Carlos Peregrina García is the current partner signing the 2014 audit; consequently, the criteria has been fulfilled, as the 2014 financial year is the third year the current signing partner has been involved in DIA Group's auditing.

Regarding the **prohibitions** foreseen in Article 20 of the Auditing Act, the auditor's statement indicates that no such prohibition has been incurred.

With respect to the **professional fees** incurred in auditing services, the Auditing and Compliance Committee considers that these have not been affected or determined by the provision of additional services to the DIA Group, or have been based on any type of contingency or condition other than changes in the circumstances on which the professional fees were based.

### III. Conclusion

DIA's Auditing and Compliance Committee considers that, during 2014, the auditors of the Company and its consolidated Group, KPMG Auditores, have carried out their auditing tasks independently, due to the following:

- The auditors have confirmed their independence according to the criteria indicated in Articles 12.1 and 13 of the Auditing Act. In relation to said audit, no circumstances have been identified which, individually or overall, could constitute a material threat to the auditors' independence and, consequently, would need the application of protective measures or which could entail causes of incompatibility.
- During the 2014 financial year, the auditors have not reported any matter, in their relations with the Auditing and Compliance Committee, which could hinder their independence.
- The professional fees have not been influenced or determined by the provision of additional services, or are based on contingencies or conditions other than changes in the circumstances used to determine such professional fees, as provided in Article 21 of the Auditing Act.
- All professional fees for auditing services provided, other than the Company's auditing services, do not constitute a significant percentage of the total annual revenues of the auditing firm, based on the average for the last three years.
- Three years have elapsed since the initial appointment of the current signatory auditor partner, which is shorter than the period foreseen in applicable regulations, requiring a replacement of the signatory auditor of the Auditing Report.



The Auditing Act requires that the Auditing and Compliance Committee issue each year prior to the auditing report, a report with an opinion on the auditors' independence.

Based on this request and the aforementioned information, the Auditing and Compliance Committee has reached the conclusion that there are no objective reasons that may question the auditors' independence for the 2014 financial year.

\* \* \*

In Madrid, on 20 February 2015



ANNEX

STATEMENT OF INDEPENDENCE ISSUED BY DIA's AUDITORS

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KPMG Auditores S.L.  
Edificio Torre Europa  
Paseo de la Castellana, 95  
28046 Madrid

Teléfono +34 91 456 34 00  
Fax +34 91 555 01 32  
Internet www.kpmg.es

Distribuidora Internacional de Alimentación, S.A.  
C/ Jacinto Benavente, 2 A  
Edificio Tripark  
Parque Empresarial Las Rozas  
28232 Las Rozas  
Madrid

Nuestra ref 2015f18nde2

Contacto 91 456 38 28

A la atención de  
la Comisión de Auditoría

18 de febrero de 2015

Muy señores nuestros:

Con fecha 25 de abril de 2014 fuimos reelegidos auditores de las cuentas anuales individuales y consolidadas de Distribuidora Internacional de Alimentación, S.A. (en adelante la entidad) y sus sociedades dependientes (en adelante el Grupo DIA) correspondientes al ejercicio terminado el 31 de diciembre de 2014.

En relación con este nombramiento como auditores y según lo requerido por la Norma Técnica de Auditoría (NIA-ES) 260 de "Comunicación con los responsables del gobierno de la entidad" para Entidades de Interés Público (EIPs) y a los efectos exclusivos de lo dispuesto en la normativa reguladora de la actividad de auditoría de cuentas, según se define en el Artículo 15 del Real Decreto 1517/2011, de 31 de octubre, por el que se aprueba el Reglamento que desarrolla el Texto Refundido de la Ley de Auditoría de Cuentas, les confirmamos que:

- El equipo a cargo del encargo de auditoría y KPMG Auditores, S.L., con las extensiones que les son aplicables, han cumplido con los requerimientos de independencia aplicables de acuerdo con lo establecido en el Texto Refundido de la Ley de Auditoría de Cuentas, emitido por Real Decreto Legislativo 1/2011, de 1 de julio, y su normativa de desarrollo.

A continuación se detallan los honorarios cargados a la entidad y las entidades vinculadas directa o indirectamente a ésta, desglosados por concepto, tanto por servicios de auditoría como por servicios distintos de la auditoría, durante el ejercicio finalizado el 31 de diciembre de 2014 por KPMG Auditores, S.L. y otras firmas miembro de la red KPMG, para facilitarles la evaluación de los mismos en el marco de nuestra independencia:

	Miles de euros
Servicios de auditoría	779
Otros servicios relacionados con la auditoría	414
Total servicios de auditoría y relacionados	1.193
Servicios fiscales	20
Otros servicios	31
Total servicios	1.244

Bajo el concepto de “Otros servicios relacionados con la auditoría” se incluyen, fundamentalmente, los honorarios por las revisiones limitadas de estados financieros consolidados intermedios del ejercicio 2014 por importe de 334 miles de euros, así como procedimientos acordados por importe de 69 miles de euros.

Bajo el concepto de “Servicios fiscales” se incluyen los servicios relacionados con el asesoramiento fiscal en países extranjeros.

Bajo el concepto de “Otros Servicios” se incluyen servicios de asesoramiento relacionados con Master franquicias por importe de 14 miles de euros, servicios de asesoramiento relacionados con la transacción de la compra de supermercados Eroski por importe de 15 miles de euros (primera factura) y servicios de traducción al inglés por importe de 2 miles de euros

- Nuestra Firma tiene diseñados e implantados procedimientos generales de independencia para salvaguardar nuestra independencia según se describe en el apartado 4.3.2 del Informe de Transparencia del ejercicio 2014 de KPMG Auditores, S.L. disponible en el siguiente enlace <http://www.kpmg.com/ES/es/ActualidadyNovedades/ArticulosyPublicaciones/Documents/informe-transparencia-2014.pdf>. Estos procedimientos abarcan aquellos procedimientos específicos dirigidos a identificar y evaluar amenazas que puedan surgir de circunstancias relacionadas con entidades auditadas, incluidas las que puedan suponer causas de incompatibilidad y/o las que pueden requerir la aplicación de medidas de salvaguarda necesarias para reducir las amenazas a un nivel aceptablemente bajo.

En este sentido, en relación con la auditoría indicada, no se han identificado circunstancias, que de forma individual o en su conjunto, según nuestro juicio profesional pudieran suponer una amenaza significativa a nuestra independencia y que por tanto, requiriesen la aplicación de medidas de salvaguarda o que pudieran suponer causas de incompatibilidad.



*Distribuidora Internacional de Alimentación, S.A.*  
*18 de febrero de 2015*

Esta confirmación ha sido preparada exclusivamente para los destinatarios de esta carta y en consecuencia no debe de ser distribuida, ni utilizada para cualquier otro propósito.

Reciban un cordial saludo.

Carlos Peregrina García  
Socio