

**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.
GENERAL MEETING OF SHAREHOLDERS 2012**

Attendance card for the General Meeting of Shareholders of Distribuidora Internacional de Alimentación, S.A. to be held in Madrid at 12:00 hours on 12 June 2012 at first call, or on the following day, 13 June 2012 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, on2012

DELEGATION

The shareholder who holds this card grants his proxy to:

- The Chairman of the General Meeting
- 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 in favour of the chairman of the board, of the managing director, where applicable, or the secretary of the board or to any other member of the board of directors as determined specially for these purposes in the General Meeting.

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	1.3	2.1	2.2	2.3	3.1	3.2	3.3	3.4	3.5	3.6	4	5	6	7	8
For																	
Against																	
Abstention																	
Blank																	

Item of the agenda	9	10	11	12
For				
Against				
Abstention				
Blank				

Unless expressly indicated otherwise below, the proxy extends to the resolution proposals not made by the board of directors and to points not included in the attached agenda. In such a case, the representative shall vote as he may consider most appropriate in accordance with the interests of the grantor, within the framework of the Company's interests. Mark the following box NO only if you do not agree with this extension of the proxy. In this case, the shareholder shall be understood to instruct his representative to abstain: NO

For the purposes of Articles 523 and 526 of the Capital Company Act, it is hereby made known that the chairman of the meeting, or any other member of the board of directors, may have a conflict of interests with respect to items (i) 4 of the Agenda ("Approval, when applicable, of the maximum amount of remuneration for the company's board of directors"); (ii) as for the managing director, with respect to item 5 on the agenda ("Approval, when applicable, of the incentive plans through the delivery of shares to executives of the Company (including executive directors)"); (iii) item 12 on the agenda ("The annual report on the remuneration of the company's board of directors"); and (iv) affecting the cases included in sections a), b), c) or d) of Article 526.1 of the Capital Company Act (appointment, re-election or ratification of directors; replacement, removal or dismissal of directors; exercise 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, the proxy shall be deemed to have been granted to the secretary of the general meeting 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, 2012

In, 2012

LONG-DISTANCE VOTE

The shareholder holding this card in his own name exercises his right to vote in favour of all the board of directors' resolution proposals with respect to the items on the attached agenda published by the company, unless a different vote is indicated below (mark the corresponding box(es) with a cross):

Item of the agenda	1.1	1.2	1.3	2.1	2.2	2.3	3.1	3.2	3.3	3.4	3.5	3.6	4	5	6	7	8
For																	
Against																	
Abstention																	
Blank																	

Item of the agenda	9	10	11	12
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 chairman of the general meeting, 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 alternate (in this case the shareholder shall be understood to abstain in relation with these resolution proposals):

NO

Signature of the shareholder

In....., on 2012

AGENDA

1. Examination and approval, if applicable of the annual statements, allocation of results and corporate management:
 - 1.1 Examination and approval, if applicable, of the Company's individual annual statements (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 2011.
 - 1.2 Proposed allocation of results of the Company for the financial year ended 31 December 2011.
 - 1.3 Examination and approval, if applicable, of the management and activity of the Board of Directors during the financial year ended 31 December 2011.
2. Amendment, as the case may be, of the following articles of the Articles of Association of the Company in order to adjust them to the amendment introduced by recently approved regulations, and to introduce certain technical improvements:
 - 2.1 Amendment of Article 14 ("Issue of obligations"), Chapter IV, Title I, of the Articles of Association.
 - 2.2 Amendment of Articles 16 ("Competences of the General Meeting"), 18 ("Calling of the General Meeting"), 19 ("Right of information"), 20 ("Right of attendance"), 21 ("Right of representation") and 25 ("List of attendants") Chapter I, Title II, of the Articles of Association.
 - 2.3 Amendment of Articles 36 ("Board of Directors' meetings"), 37 ("Incorporation and majority for the adoption of resolutions"), 41 ("Auditing and Compliance Committee") and 44 ("Website"), Chapter II, Title II, of the Articles of Association.
3. Amendment, as the case may be, of the following articles of the General Shareholders Meeting Regulations, in order to adjust to the amendments introduced by recently approved regulations, and to introduce certain technical improvements:
 - 3.1 Amendment of the Preamble.
 - 3.2 Amendment of Articles 10 ("Calling of the General Meeting"), 11 ("Way in which the Meeting is called"), 12 ("Complementary information to the calling"), 13 ("Shareholders' right of information") and 14 ("Rights of documentary information"), Title III, of the General Meeting Regulations.
 - 3.3 Amendment of Articles 18 ("Right of representation. Proxy forms and means") and 19 ("Right of representation. Content of the proxy"), Title IV, General Meeting Regulations, and the incorporation of two new Articles 19.bis) ("Representative's conflict of interest") and 19.ter) ("Public representation request"), likewise in Title IV of the General Meeting Regulations.
 - 3.4 Amendment of Article 21 ("Infrastructure, means and services provided to the premises"), Title V, General Meeting Regulations.
 - 3.5 Amendment of Articles 26 ("Opening of the meeting"), 27 ("Shareholders' participation") and 28 ("Right of information during the General Meeting"), Title VI, General Meeting Regulations.
 - 3.6 Amendment of Articles 31 ("Voting of resolutions") and 36 ("Publicity of resolutions"), Title VII, General Meeting Regulations.
4. Approval, if applicable, of the maximum remuneration payable to the Company's Board of Directors.
5. Approval, if applicable, of the equity incentive plans for Company executives (including Inside Directors).
6. Approval of the application of the tax regime foreseen for company groups and notification to the Tax Administration Authorities.
7. Authorisation to the Board of Directors, with an express power of replacement, for a five (5) year term, in order to increase the capital stock pursuant to the provisions established in Article 297.1.b) of the Capital Stock Companies Act, up to half the capital stock at the authorisation date. Delegation of the power to exclude preferential subscription rights in relation to any capital stock increase that may be agreed further to this authorisation, provided, however, that this power, together with the power contemplated in item nine of the Agenda, shall be limited to an aggregate maximum nominal amount equal to 20% of the share capital on the date of the authorization.
8. Authorisation to the Board of Directors, with an express power of replacement, for a five (5) year term, in order to issue: a) ordinary bonds or obligations and other fixed income securities (other than promissory notes), up to a maximum of one point two billion Euros (€ 1,200,000,000), and b) promissory notes up to the maximum established at all times of four hundred and eighty million Euros (€ 480,000,000), but the total amount of the debt at all times issued under the aforesaid sub-sections (a) and (b) cannot exceed on aggregate the one point two billion Euros (€ 1,200,000,000). Authorisation enabling the Company to guarantee, within the foregoing limits, any new issues of securities carried out by dependent companies.
9. Authorisation to the Board of Directors, with an express power of replacement, for a five (5) year term, in order to issue obligations or bonds able to be swapped and/or exchanged for Company shares or other Group companies or not, and warrants over newly issued or circulating shares of the Company [or other Group companies or not], up to a maximum of four hundred and eighty million Euros (€ 480,000,000). Determination of criteria to establish the bases and forms of this conversion, swap or strike. Delegation to the Board of Directors, with an express power of replacement, of the necessary rights to establish the bases and forms of this conversion, swap or strike including, in the case of convertible obligations and bonds and warrants over newly issued shares, to accordingly increase the capital stock in order to cover any applications to convert obligations or to a warrant strike, with the power, in the case of issued securities that are able to be converted and/or swapped, to exclude the preferential subscription rights of the Company shareholders, although this power, together with the power set forth in item seven, shall be limited to an aggregate maximum nominal amount equal to 20% of the share capital of the Company as of the date of authorization.
10. Ratification and approval, as applicable, of the corporate website.
11. Delegation of powers to formalise and record the resolutions adopted by the General Meeting and to deposit the statements, as necessary.

FOR CONSULTATION PURPOSES ONLY

12. Annual report on remuneration paid to Company directors.

FOR INFORMATION PURPOSES ONLY

13. Information on any partial amendments in the Regulations of the Company's Board of Directors.