

**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.
GENERAL MEETING OF SHAREHOLDERS 2014**

Attendance card, proxy and vote for the General Meeting of Shareholders of Distribuidora Internacional de Alimentación, S.A. to be held in Casa de América, c/ Marqués del Duero nº 2, 28001, Madrid, at 11:00 hours on 24 April 2014 at first call, or on the following day, 25 April 2014 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, on2014

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 his vote to any other person via proxy. The representative must also sign this proxy. The holder of this attendance card hereby confers his 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)

- The Chairman of the Board of Directors
- 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 the Chairman of the Board of Directors, the Managing Director or the Secretary of the Board of Directors, or to any other member of the management body who, in this latter case and to this effect, is specifically determined at each 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	1.4	2.1	2.2	2.3	2.4	3	4	5	6	7
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 of the proxy and 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 understood to instruct his representative to abstain:

NO

Pursuant to Articles 523 and 526 of the Capital Company Act, it is hereby made known that the Chairman of the Board of Directors, or any other member of the Board of Directors, may have a conflict of interests with respect to points (i) regarding the Chairman, the Managing Director and the rest of the members of the Board, who are proposed for re-election under item 2 of the agenda ("Re-election of members of the Board of Directors"), with respect to the specific section affecting each of them; (ii) item 3 on the agenda ("Approval of delivery in the form of Company's shares of 50% of the amount of remuneration corresponding to the Board of Directors for 2014"); (iii) with respect to the managing director, item 4 on the agenda ("Approval of the Long-Term Incentive Plan consisting of the award of shares to Company Managers (including the Executive Manager)"); iv) Item 7 on the agenda ("Annual report on remuneration paid to Company directors"); and (v) 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; 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 in the following order, to the Secretary of the Board of Directors and the Deputy 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, 2014

In, 2014

LONG-DISTANCE VOTE

In the case that the shareholder does not wish to attend the General Meeting nor delegate this right, he may exercise his right to vote through the long-distance voting system. 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. If, with respect to any item of the Agenda, the shareholder does not express his vote, it will be understood in favour of the Board of Director's proposal (mark the corresponding box(es) with a cross):

Item of the agenda	1.1	1.2	1.3	1.4	2.1	2.2	2.3	2.4	3	4	5	6	7
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 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 alternate (in this case the shareholder shall be understood to abstain in relation with these resolution proposals):

NO

Signature of the shareholder

In....., on 2014

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

- Examination and approval of the annual statements, allocation of results, credit of other reserves and corporate management:
 - 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 2013.
 - Proposed allocation of results for the financial year ended 31 December 2013.
 - Examination and approval of credit of other reserves.
 - Examination and approval of the management and activity of the Board of Directors during the financial year ended 31 December 2013.
- Re-election of members of the Board of Directors:
 - Re-election of Mr. Richard Golding, for the three-year term foreseen in the By-laws.
 - Re-election of Mr. Mariano Martín Mampaso, for the three-year term foreseen in the By-laws.
 - Re-election of Mr. Nadra Moussalem, for the three-year term foreseen in the By-laws.
 - Re-election of Mr. Antonio Urcelay Alonso, for the three-year term foreseen in the By-laws.
- Approval of delivery in the form of Company's shares of 50% of the amount of remuneration corresponding to the board of directors for 2014.
- Approval of the Long-Term Incentive Plan consisting of the award of shares to Company Managers (including the Executive Manager).
- Re-election of auditors for the financial years 2014, 2015 and 2016.
- Delegation of powers to amend, complement, enforce and develop the resolutions adopted by the General Meeting for their formalisation and registration and for the required filing of accounts.

FOR CONSULTATION PURPOSES ONLY

- Annual report on remuneration paid to Company directors.