

**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.
ANNUAL GENERAL SHAREHOLDERS MEETING 2016**

Attendance card for the General Shareholders Meeting of Distribuidora Internacional de Alimentación, S.A. to be held at Casa de América, c/ Marqués del Duero nº 2, 28001, Madrid at 11:00 hours on 21 April 2016 on first call, or on the following day, 22 April 2016 on second call (bearing in mind that the General Shareholders Meeting will likely be held on 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, on2016

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 shareholder signs in the appropriate place)

- 1 The Chairperson of the Board of Directors or, in case of absence, of the General Meeting.
 2 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 (or, in the event of absence of the former, the Officer appointed as Chairperson of the General Meeting), 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	1.3	2.1	2.2	2.3	2.4	2.5	2.6
For									
Against									
Abstention									
Blank									

Item of the Agenda	3.1	3.2	3.3	3.4	3.5	4	5	6	7	8	9	10
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 Spanish Companies Act, it is hereby made known that the Board of Directors, or any other member of the Board, may have a conflict of interests with respect to items (i) 2 of the Agenda ("Ratification and re-election of members of the Board of Directors"); (ii) 7 of the Agenda ("Approval of the Long-Term Incentive Plan (2016-2018) consisting of the delivery of shares to the executive officers of the Company (including the Executive Director)"); (iii) 8 of the Agenda ("Approval, if appropriate, of the delivery of all or part of the remuneration of the Company's Board of Directors, in their capacity as board members, in the form of Company shares"); (iv) 10 of the Agenda ("Annual Director Remuneration Report for financial year 2015"); and (v) in relation to situations set forth in sections a), b), c) or d) of Article 526.1 of the Spanish Companies 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 Board of Directors, 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 NO (in this case the shareholder shall be deemed to have instructed the representative to abstain):

Signature of the shareholder

Signature of the representative

In 2016

In 2016

DISTANCE VOTING

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 distance voting system. It is not possible the distance voting regarding potential proposals not included in the agenda. 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 the 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	1.3	2.1	2.2	2.3	2.4	2.5	2.6
For									
Against									
Abstention									
Blank									

Item of the Agenda	3.1	3.2	3.3	3.4	3.5	4	5	6	7	8	9	10
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 (or, in the event of absence of the former, the Officer appointed as Chairperson 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 deemed to instruct the representative to abstain in relation with these proposals):

NO

Signature of the shareholder

In, 2016

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 accounts, allocation of results and corporate management:
 - 1.1 Examination and approval of the Company's individual annual accounts (balance sheet, income statement, statement of changes in equity, statements of cash flows, and notes) and the individual annual accounts of the Company consolidated with those of its subsidiaries (statements of financial position, income statement, statement of comprehensive income, statement of changes in equity, statement of cash flows, and notes, all consolidated), as well as the Company's individual management report and the management report of the Company consolidated with that of its subsidiaries, for the financial year ended 31 December 2015.
 - 1.2 Proposed allocation of the results of the Company for the financial year ended 31 December 2015.
 - 1.3 Examination and approval of the management and activity of the Board of Directors during the financial year ended 31 December 2015.
 2. Ratification and re-election of members of the Board of Directors:
 - 2.1 Re-election of Ms Ana María Llopis Rivas as a Director of the Company.
 - 2.2 Re-election of Mr Ricardo Currás de Don Pablos as a Director of the Company.
 - 2.3 Re-election of Mr Julián Díaz González as a Director of the Company.
 - 2.4 Re-election of Ms Rosalía Portela de Pablo as a Director of the Company.
 - 2.5 Ratification and re-election of Mr Juan María Nin Génova as a Director of the Company.
 - 2.6 Ratification and re-election of Ms Angela Lesley Spindler as a Director of the Company.
 3. Amendment of the following articles of the Articles of Association of the Company in order to conform them to the amendments introduced by recently approved legal provisions and to make certain technical improvements.
 - 3.1 Proposed amendment of the following articles in "Title I. Chapter I.- General provisions": article 2 ("Corporate object") and article 3 ("Registered address").
 - 3.2 Proposed amendment of the following article in "Title II.- The Company's governance. Chapter I.- The general meeting": article 19 ("Right of information").
 - 3.3 Proposed amendment of the following article in "Title II.- The Company's governance. Chapter II.- Company management. Section 1.- The board of directors": article 34 ("Term").
 - 3.4 Proposed amendment of the following article in "Title II.- The Company's governance. Chapter II.- Company management. Section 2.- Delegated bodies of the board of directors": article 41 ("The audit and compliance committee").
 - 3.5 Proposed amendment of the following article in "Title II.- The Company's governance. Chapter II.- Company management. Section 3.- Annual corporate governance report and website": article 44 ("Website").
 4. Authorisation to the Board of Directors, with express power of further delegation, for a maximum period of five years, to increase the share capital pursuant to the provisions of in section 297.1.b) of the Companies Act (*Ley de Sociedades de Capital*), by up to one-half of the share capital on the date of the authorisation. Delegation of the power to exclude pre-emption rights in relation to increases in capital that may be approved pursuant to this authorisation, which power, along with the same power provided for in item five on the Agenda, shall be limited to a maximum aggregate nominal amount equal to 20% of the share capital on the date of the authorisation.
 5. Authorisation to the Board of Directors, with express power of further delegation, for a maximum period of five years, to issue debentures or bonds that are exchangeable for and/or convertible into shares of the Company or other companies either within or outside of its Group, and warrants on newly-issued or outstanding shares of the Company or of other companies either within or outside of its Group, with a maximum limit of 480,000,000 euros. Setting of standards for the determination of the terms and conditions applicable to the conversion, exchange or exercise. Delegation to the Board of Directors, with express power of further delegation, of the powers needed to establish the terms and conditions applicable to the conversion, exchange or exercise, and in the case of convertible debentures and bonds and warrants on newly-issued shares, to increase capital in the amount necessary to accommodate requests for conversion of debentures or the exercise of the warrants, with the power to exclude the pre-emption rights of the Company's shareholders in the case of issues of convertible and/or exchangeable securities, which power, along with the same power provided for in item four on the Agenda, shall be limited to a maximum nominal amount equal to 20% of the share capital on the date of the authorisation.
 6. Authorisation to the Board of Directors, with express power of further delegation, for a maximum term of five years, to issue: a) ordinary bonds or debentures and other fixed-income securities (except for notes) with a maximum limit of 1,200,000,000 euros, and b) notes with a maximum limit at any time of 480,000,000 euros, although the total debt at any time represented by the securities issued pursuant to sub-sections (a) and (b) above may not exceed an overall limit of 1,200,000,000 euros. Authorisation for the Company to guarantee new issues of securities by subsidiaries, within the limits set out above.
 7. Approval of the Long-Term Incentive Plan (2016-2018) consisting of the delivery of shares to the executive officers of the Company (including the Executive Director).
 8. Approval, if appropriate, of the delivery of all or part of the remuneration of the Company's Board of Directors, in their capacity as board members, in the form of Company shares.
 9. Delegation of powers to amend, supplement, execute and implement the resolutions adopted by the shareholders acting at the General Meeting, to formalise and record such resolutions, and to make the required deposit of accounts.
- CONSULTATIVE ITEM
10. Annual Director Remuneration Report for financial year 2015.