

**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.
ANNUAL GENERAL SHAREHOLDERS MEETING 2018**

Attendance, delegation and remote voting card for the Ordinary 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 19 April 2018 on first call, and, most likely the following day, 20 April 2018, on second call.

Please, complete the following chart:

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, present this card on the day and at the place where the General Meeting is held, together with the attendance card issued by the bank or by the entity registered with Iberclear that is in charge of keeping the register of book entries of his or her shares and certify its identity with its ID or any other equivalent and valid official document.

Place, date and signature of the shareholder attending

In, on 2018

Proxy and remote voting are also available to the shareholders (by means of this attendance card or remote communication methods) as indicated by Law, the Articles of Association, the General Shareholders' Meeting Regulations, the notice of the call to the General Meeting, as well as by the Company's website (www.diacorporate.com) and in accordance with the two following sections.

In case the following sections of delegation and voting are signed, remote 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 the shares included in 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 Mr/Ms..... with ID No.....

Any proxy that does not expressly specify the person to whom it has been granted shall be deemed to have been granted, indistinctly, jointly and severally and successively, in favour of the Chairperson of the Board of Directors, of the first Vice Chairman of the Board of Directors, of the second Vice Chairman of the Board of Directors (or, in the event of absence of the formers, the Director appointed as Chairperson of the General Meeting), the Chief Executive Officer or the Secretary of the Board of Directors. The same applies in cases no box of the proxy has been marked.

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 in accordance with the Agenda attached below.

Item of the Agenda	1.1	1.2	1.3	1.4	2.1	2.2	2.3	3	4	5	6	7	8	9	10	11
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 which case, the representative shall vote as he/she may consider most appropriate in accordance with the interests of the Company and the grantor in the framework of social 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/her representative to abstain. NO

For the purposes of Articles 523 and 526 of the Spanish Companies Law, it is hereby made known that (i) all or some members of the Board of Directors may have a conflict of interest with respect to items 1.4, 4, 5, 6 and 7 of the Agenda ("Examination and approval of the management and activity of the Board of Directors during the financial year ended 31 December 2017", "Approval of the amendments of the Directors' Remuneration Policy 2015-2018, that currently applies", "Approval of the Directors' Remuneration Policy for the financial years 2019-2021" and "Approval of the delivery of part of the remuneration of the Company's Board of Directors, in their capacity as board members, in the form of Company shares" and "Approval of the Long-Term Incentive Plan (2018-2022) by granting Company shares to the senior executives of the Company (including the Chief Executive Officer)"); (ii) all members of the Board of Directors may have a conflict of interest with respect to item 11 of the Agenda ("Annual Director Remuneration Report for financial year 2017"); and (iii) all members of the Board of Directors may have a conflict of interest 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 indistinctly, jointly and severally and successively, in favour of the Chairperson of the Board of Directors, of the first Vice Chairman of the Board of Directors, of the second Vice Chairman of the Board of Directors (or, in the event of absence of the formers, the Director appointed as Chairperson of the General Meeting), the Chief Executive Officer or the 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, 2018

In, 2018

REMOTE 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 remote voting system. It is not possible the remote 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 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	1.4	2.1	2.2	2.3	3	4	5	6	7	8	9	10	11
For																
Against																
Abstention																
Blank																

Signature of the shareholder

In, 2018

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 and the individual annual accounts of the Company consolidated with those of its subsidiaries, 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 2017.
 - 1.2 Proposed allocation of the results of the Company for the financial year ended 31 December 2017.
 - 1.3 Examination and approval of the distribution of dividends to be charged against financial year results and voluntary reserves.
 - 1.4 Examination and approval of the management and activity of the Board of Directors during the financial year ended 31 December 2017.
2. Composition of the Board of Directors: number of Directors setting and appointment of new Directors, for the statutory period:
 - 2.1 Setting the number of Directors at twelve members.
 - 2.2 Appointment of Mr Stephan DuCharme as external proprietary Director of the Company.
 - 2.3 Appointment of Mr Karl-Heinz Holland as external proprietary Director of the Company.
3. Re-election of KPMG Auditores, S.L. as statutory auditors of the Company and of its group for financial years 2018, 2019 and 2020
4. Approval of the amendments to the Directors' Remuneration Policy 2015-2018, currently in force.
5. Approval of a new Directors' Remuneration Policy for financial years 2019-2021.
6. Approval of the delivery of part of the remuneration of the Company's Board of Directors, in their capacity as board members, in the form of Company shares.
7. Approval of the Long-Term Incentive Plan (2018-2022) consisting of the award of shares to Company managers (including the Executive Officer).
8. Authorisation to the Board of Directors for the acquisition of the Company's own shares under the terms provided by law, depriving of effect, to the extent of the unused amount, the authorisation in force.
9. 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 1,500,000,000 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 or by other delegations may not exceed an overall limit of 1,500,000,000 euros. Authorisation for the Company to guarantee new issues of securities by subsidiaries, within the limits set out above; depriving of effect, to the extent of the unused amount, Resolution Six of the General Shareholders' Meeting from 22 April 2016.
10. 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

11. Annual Director Remuneration Report for financial year 2017.

INFORMATIVE ITEM

12. Information on amendments to the Company's Board of Directors Regulations in order to introduce a new article referred to the Strategy Committee.