



**PROPOSALS FOR RESOLUTIONS MADE BY THE BOARD OF DIRECTORS TO
THE GENERAL MEETING OF SHAREHOLDERS OF DISTRIBUIDORA
INTERNACIONAL DE ALIMENTACIÓN, S.A. CALLED ON 25 APRIL 2013 AT
THE FIRST CALL AND 26 APRIL 2013, AT THE SECOND CALL**

The Board of Directors of Distribuidora Internacional de Alimentación, S.A. (“DIA” or the “Company”) proposes the following resolutions for approval by the General Meeting:

ITEM ONE ON THE AGENDA

Examination and approval, if appropriate, of the annual accounts, the distribution of results and company management:

1. **Examination and approval, if applicable, 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 2012**
2. **Proposed allocation of results for the financial year ended 31 December 2012**
3. **Examination and approval, if applicable, of the management and activity of the Board of Directors during the financial year ended 31 December 2012**

PROPOSAL FOR A RESOLUTION ON ITEM ONE

- 1.1 **Examination and approval, if applicable, 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 2012**

The approval is proposed of the individual annual accounts of Distribuidora Internacional de Alimentación, S.A. (balance sheet, profit and loss account, statement of changes in net wealth, cash flow statement and annual report) and of the consolidated annual accounts of Distribuidora Internacional de Alimentación, S.A. and its dependent companies (statement of the financial position, results, statement of overall results, statement of changes in net wealth,

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cash flow statement and annual report, all consolidated), verified by the Company's auditors, and the individual management report of the Company and the consolidated management report of the Company and its dependent companies, all corresponding to the financial year ending 31 December 2012 and which were drawn up by the Board of Directors at its meeting held on 20 February 2013.

1.2 Proposed allocation of results for the financial year ended 31 December 2012

In accordance with the proposal made by the Board of Directors at its meeting held on 20 February 2013, it is proposed to approve the distribution of the Company's results as follows:

To distribute all of the positive individual results for the 2012 financial year, which amount to ONE HUNDRED AND EIGHTY-FOUR MILLION, EIGHT HUNDRED AND FORTY-NINE THOUSAND SIX HUNDRED AND TWENTY-ONE EUROS AND TEN CENTS (€184,849,621.10) as follows:

- As a dividend to be distributed among the shareholders: an amount corresponding to a gross fixed cash dividend of THIRTEEN EURO CENTS (€0.13) for each Company share with a right to receive same on the date in which the corresponding payment is made, from which amount shall be deducted any retention at source that might be applicable. For information purposes, the above amount per share represented, at the date of the formulation of these annual accounts and in the light of the level of capital stock of the Company existing at that time, a total of EIGHTY-FIVE MILLION, SIX HUNDRED AND NINETY THOUSAND, FOUR HUNDRED AND FORTY-SIX EUROS AND FOURTEEN CENTS (€85,690,446.14).
- Goodwill reserve: ONE MILLION, SEVEN HUNDRED AND NINETY-SEVEN THOUSAND, EIGHT HUNDRED AND TEN EUROS AND EIGHT CENTS (€1,797,810.08).
- Other reserves: the remaining amount. For information purposes, at the date of the formulation of the annual accounts, the remaining amount came to a total of NINETY-SEVEN MILLION, THREE HUNDRED AND SIXTY-ONE THOUSAND, THREE HUNDRED AND SIXTY-FOUR EUROS AND EIGHTY-EIGHT CENTS (€97,361,364.88).

Consequently, it is proposed that each ordinary share with right to receive a dividend shall receive the gross amount of THIRTEEN EURO CENTS (€0.13) per share with right to receive a dividend.

Said amount shall be paid as from 16 July 2013, through the entities participating in Company de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).

1.3 Examination and approval, if applicable, of the management and activity of the Board of Directors during the financial year ended 31 December 2012

It is proposed that the company management and the actions taken by the Board of Directors of the Company during the financial year ending 31 December 2012 be approved.

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ITEM TWO ON THE AGENDA

Re-election of members of the Board of Directors

PROPOSALS FOR RESOLUTIONS ON ITEM TWO

2.1 To re-elect Ms. Ana María Llopis, for the three-year term foreseen in the By-laws

The re-election of the director, Ms. Ana María Llopis, for the three-year term foreseen in the By-laws, who is classified as an “other external directors”, is submitted by the Board of Directors to the General Meeting with the favourable prior report of the Appointments and Retribution Commission.

2.2 To re-elect Mr. Ricardo Currás de Don Pablos, for the three-year term foreseen in the By-laws

The re-election of the director, Mr. Ricardo Currás de Don Pablos, for the three-year term foreseen in the By-laws, who is classified as an “executive director”, is submitted by the Board of Directors to the General Meeting with the favourable prior report of the Appointments and Retribution Commission.

2.3 To re-elect Mr. Nicolas Brunel, for the three-year term foreseen in the By-laws

The re-election of the director, Mr. Nicolas Brunel, for the three-year term foreseen in the By-laws, who is classified as a “proprietary director”, is submitted by the Board of Directors to the General Meeting with the favourable prior report of the Appointments and Retribution Commission.

2.4 To re-elect Mr. Pierre Cuilleret, for the three-year term foreseen in the By-laws

The re-election of the director, Mr. Pierre Cuilleret, for the three-year term foreseen in the By-laws, who is classified as an “independent director”, is submitted by the Board of Directors to the General Meeting at the proposal of the Appointments and Retribution Commission.

2.5 To re-elect Mr. Julián Díaz González, for the three-year term foreseen in the By-laws

The re-election of the director, Mr. Julián Díaz González, for the three-year term foreseen in the By-laws, who is classified as an “independent director”, is submitted by the Board of Directors to the General Meeting at the proposal of the Appointments and Retribution Commission.

2.6 To re-elect Ms. Rosalía Portela de Pablo, for the three-year term foreseen in the By-laws

The re-election of the director, Ms. Rosalía Portela de Pablo, for the three-year term foreseen in the By-laws, who is classified as an “independent director”, is submitted by the Board of Directors to the General Meeting at the proposal of the Appointments and Retribution Commission.



ITEM THREE ON THE AGENDA

Reduction of share capital by redemption of own shares charged against available reserves and without the right to opposition by creditors. Modification of Article 5 of the By-laws

PROPOSAL FOR A RESOLUTION ON ITEM THREE

The Board of Directors proposes the Shareholders' Meeting to decrease the Company's share capital in the amount resulting from adding the following:

- (i) 2,017,872.2 euros, by redeeming 20,178,722 own shares of the Company, each with a par value of 0.10 euros, which represent 2.97% of DIA'S share capital and which were acquired by virtue of the authorisation granted by the Company's sole shareholder at the time on 9 May 2011, within the limits envisaged in articles 146 and 509 of the consolidated text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of 2 July (the "**Corporate Enterprises Act**"); and
- (ii) 808,672 euros, by redeeming 8,086,720 shares of the Company, each with a par value of 0.10 euros, which represent 1.19% of DIA'S share capital and which will be acquired as a result of settling (by delivering shares) the equity swap agreement signed by DIA and Société Générale.

((hereinafter, the "**Capital Decrease**").

Therefore, the Capital Decrease will be 2,826,544.2 euros, by redeeming 28,265,442 own shares of DIA, each with a par value of 0.10 euros, which represent 4.16% of DIA's share capital.

Consequently, once the Capital Decrease has been carried out, article 5 of DIA'S Articles of Association will be amended, and worded as follows:

"Article 5.- Share capital

- 1. The share capital amounts to SIXTY-FIVE MILLION ONE HUNDRED AND SEVEN THOUSAND AND FIFTY-FIVE EUROS AND EIGHT CENTS (65,107,055.80 Euros), and is fully subscribed and paid up.*
- 2. The share capital consists of SIX HUNDRED AND FIFTY-ONE MILLION SEVENTY THOUSAND FIVE HUNDRED AND FIFTY-EIGHT (651,070,558) shares, each with a par value of ten euro cents (0.10 Euros), belonging to the same class."*

The Capital Decrease will be made charged to voluntary or unrestricted reserves, provisioning the corresponding reserve for the redeemed capital for an amount equal to the par value of the own shares that are effectively redeemed, which can only be made available by meeting the requirements for the share capital decrease, pursuant to the provisions of article 335.c) of the Corporate Enterprises Act. In accordance with this article, DIA'S creditors will not be entitled to challenge this pursuant to article 334 of the Corporate Enterprises Act.

Likewise, since the shares to be redeemed will be owned by the Company at the time of the decrease, the Capital Decrease will not imply a refund of the contributions.

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The Board of Directors has also been empowered, with express powers of substitution, so that, within no more than six months from adopting this resolution, it can execute this and can establish the terms that have not been expressly established in its or which are a consequence of it. In particular, merely as an example, the Board of Directors has been granted, with express powers of substitution, the following powers:

- (i) to declare the Capital Decrease completed and executed, and to appear before the Notary Public in order to grant the public deed of reduction of share capital;
- (ii) to carry out the necessary formalities and actions and submit the necessary documents to the competent bodies so that, once the Company's shares have been redeemed and the capital decrease document corresponding to the Capital Decrease has been granted and registered in the Trade Register, the redeemed shares can be excluded from trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through the Electronic Market and the corresponding accounting entries can be cancelled; and
- (iii) to carry out any actions that are necessary or appropriate for executing and formalising the Capital Decrease at any public or private entities or bodies, whether Spanish or foreign, including those necessary for obtaining any authorization or consent of third parties which may be required to the Company, as well as those related to statements, supplements or rectifications of defects or omissions that may impede or hinder the full effects of the preceding resolutions, as well as the publication of announcements, significant events and all the communications that are necessary for such purpose.

The Board of Directors is expressly authorised so that it can, in turn, delegate the powers referred to in this resolution, subject to the provisions of article 249.2 of the Corporate Enterprises Act.



ITEM FOUR ON THE AGENDA

Approval, if applicable, of delivery in the form of Company's shares of 50% of the amount of remuneration corresponding to the board of directors for 2013

PROPOSAL FOR A RESOLUTION ON ITEM FOUR

It is proposed that, in accordance with Article 39.4 of the Articles of Association, 50% of the gross annual remuneration of the members of the Board of Directors for the financial year 2013 be paid in shares of the Company, with the remaining 50% therefore being paid in cash.

Both the cash and the shares corresponding to each one of the Directors shall be paid as from 16 December 2013 (including, in this case, the retribution for the month of December).

As regards the maximum number of shares to be paid as remuneration for the position of Director in the 2013 financial year, this figure shall be calculated as the result of dividing 50% of the remuneration of each Director by the volume weighted average price (VWAP) of the closing prices of the DIA share during the 15 working stock market days up to 20 February 2013 (inclusive).

Non-executive directors must remain titleholders of the shares until the time at which they cease to be directors.

For information purposes, it is recalled that the maximum amount of the remuneration for the Board of Directors, approved by the General Shareholders' Meeting, amounts to 1,500,000 Euros.



ITEM FIVE ON THE AGENDA

Approval, if applicable, of a specific amendment of the 2011-2014 Long-Term Incentive Plan

PROPOSALS FOR RESOLUTIONS ON ITEM FIVE

Pursuant to the provisions of Article 219 of the revised text of the Capital Companies Act, and to Section 4 of Article 39 of the Articles of Association, a proposal is made to modify the long-term Incentive Plan 2011-2014 (the “**Incentive Plan**” or the “**Plan**”), whose general conditions were approved by the Shareholders’ General Meeting held on 13 June 2012.

As is known, the purpose of the Plan is to award and pay a variable remuneration to the directors of the Company (including executive directors), which the Company has decided to pay exclusively by means of the conditioned issue of shares in DIA, depending on the achievement of a series of business goals of the Company and its Group for the period 2011 to 2014.

Subsidiarily, and provided that the business objectives mentioned above are achieved, a multiplier of the initial payment corresponding to each beneficiary may come into effect. This amount would be determined depending on the Total Shareholder Return (“**TSR**”) of the DIA share for the period 2011-2014, provided that the TSR is greater than 10% per year. This multiplier effect, in any event, is today limited since, if the TSR is greater than 30% per year, any additional increase in the price of the share above said level would suppose a reduction in the number of shares to be awarded to the beneficiaries.

Experience has shown that the revaluation limit of 30% of the TSR does not adequately optimise the criteria for the alignment of the interests of beneficiaries of this Plan and of the Company and its interest groups, to the extent that, in accordance with the regulations in force until now, above that limit, the number of shares to be awarded to the beneficiary is reduced. The Board has therefore decided that in the case that the TSR exceeds the maximum level (30%), the number of shares to be issued to the beneficiaries whose level of fulfilment of the objectives so allows, shall remain fixed and shall not be reduced.

In such a case, and if all of the beneficiaries achieve the highest level of objectives, and the TSR exceeds the maximum level contemplated (30%), the maximum total gross number of shares to be issued to the beneficiaries shall be 5,500,000. In this scenario, the total value in Euros which may be distributed in this way to the beneficiaries of the Incentive Plan would be greater than the maximum amount provided for in the general conditions which were approved by the Shareholders’ General Meeting of the Company held on 13 June 2012, and which should therefore be modified.

It should be stated clearly that, together with the Incentive Plan, said Shareholders’ General Meeting of 13 June 2012 approved a Pluriannual Variable Remuneration Plan (for upper management but not executive Board members) whose terms and conditions would not be modified by the agreement now submitted to the Meeting. In this regard, and in line with the decision of the General Meeting of 13 June 2012, the maximum amounts in euros that would be awarded to the beneficiaries of this Annual Variable Remuneration Plan would be



calculated in accordance with the stipulations of said agreement and it is estimated that this would amount to TEN MILLION EUROS (€10,000,000).

Consequently, the remaining terms of said agreement of the Shareholders' General Meeting of the Company held on 13 June 2012, will remain in force as they stand, reiterating herein the delegation of powers then granted.

In view of the above and for the purpose of guaranteeing maximum transparency, two proposals are submitted: the first relates to the beneficiaries of the Incentive Plan excluding the executive Board Members and the second including them.

5.1 Change of the maximum amount of the Long-term Incentive Plan (Executive Directors excluded)

In the light of the above, the Board of Directors, at the proposal of the Appointments and Remuneration Commission, submits to the Meeting a first modification of Agreement Five passed by the Shareholders' General Meeting of the Company held on 13 June 2012, which refers exclusively to the maximum amount of the Incentive Plan, in the sense that the mention of the maximum amount under the Incentive Plan and the way in which it is calculated is replaced by a maximum number of shares to be distributed under this Plan.

Therefore, the total maximum number of shares in the Company to be distributed between all of the beneficiaries of the Incentive Plan —excluding executive Board Members—, shall come to the gross amount of 5,067,486 shares of the same class and series as those currently in circulation (a figure which will, if appropriate, be subject to the usual adjustments in the case of any alteration in the capital structure of the Company - such as, for example, modifications in the nominal value of the share - and from which the corresponding taxes or retentions at source must be deducted).

The reference value of the DIA share, for the purposes of the Plan, shall be the volume weighted average price of the share in the 15 stock market trading sessions following the date on which the Company publicly announces the annual results for the 2014 tax year.

5.2 Change of the maximum amount of the Long-term Incentive Plan (Executive Directors included)

Furthermore, the Board of Directors, at the proposal of the Appointments and Remuneration Commission, submits to the Meeting a second modification of Agreement Five approved by the Shareholders' General Meeting of the Company held on 13 June 2012, relating exclusively to the maximum amount of the Incentive Plan, in the sense that the mention of the maximum amount under the Incentive Plan (including the executive Board Members) be replaced by a maximum number of shares to be distributed under this Plan.

In this way, the total maximum number of shares of the Company to be distributed between all of the beneficiaries of the Incentive Plan —including Executive Directors— shall come to the gross amount of 5,500,000 shares of the same class and series as those currently in circulation (a figure which will, if appropriate, be subject to the usual adjustments in the case of any alteration in the capital structure of the Company - such as, for example, modifications in the nominal value of the share - and from which the corresponding taxes or retentions at source must be deducted). Of this figure, the maximum number of DIA shares which may be distributed between the executive Board Members under the Incentive Plan shall be a gross

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total of 432,514 shares, from which the corresponding taxes (or tax retentions at source) must be deducted.

The reference value of the DIA share, for the purposes of the Plan, shall be the average of the volume weighted average price of the share in the 15 stock market trading sessions following the date on which the Company publicly announces the annual results for the 2014 tax year.

It should be clearly stated that the Pluriannual Variable Remuneration Plan also passed by the Shareholders' General Meeting of 13 June 2012 shall not be affected by the modifications to the Incentive Plan approved under this agreement.



ITEM SIX ON THE AGENDA

Delegation of powers to amend, complement, enforce and develop the resolutions adopted by the General Meeting for their formalization and registration and for the required filing of accounts

PROPOSAL FOR A RESOLUTION ON ITEM SIX

It is proposed to agree, without prejudice to the delegations of power already agreed by the Meeting, the delegation, under the widest terms, to the Board of Directors, to the non-Board member Secretary and the non-Board member Vice-Secretary, with powers of substitution by any of the members, jointly and severally, of all such powers as may be necessary to interpret, execute and put into full effect the resolutions adopted by this General Meeting, including the execution of all such public and private documents that are necessary, the publication of any announcements which may be legally required, the registration in any registers which may be opportune and the performance of such acts and procedures that may be necessary to such end, and, among others, the power to remedy, clarify, interpret, complete, define or specify, as appropriate, the resolutions adopted and, in particular, to remedy the defects, omissions or errors which may be detected, including those noted in the verbal or written observations of the Companies Registry, which may hinder the effectiveness of the resolutions, and also, in particular, to file the company accounts as required with the Companies Registry.



CONSULTATIVE POINT

ITEM SEVEN ON THE AGENDA

Annual report on remuneration paid to the Directors of the Company

PROPOSAL REGARDING ITEM SEVEN

The Board of Directors, in fulfilment of Articles 61-ter of the Stock Market Act and 32 of the Regulations of the Board of Directors, has drawn up an annual report on the remuneration of Board Members which has been provided to the shareholders since the call of this General Meeting and which, having received the favourable prior report of the Appointments and Remuneration Commission, is submitted to the General Meeting of Shareholders for a consultative vote, as a separate item of the Agenda.