



DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.
RULES IN RELATION TO PROXY, VOTING AND REQUEST FOR
INFORMATION BEFORE THE ANNUAL GENERAL MEETING USING REMOTE
MEANS

The Board of Directors of DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. (hereinafter, “**DIA**” or the “**Company**”) has resolved to call the Annual General Meeting to be held at la Casa de América, c/ Marqués del Duero, nº 2, 28001 (Madrid), on 19 March 2019 at 10:00 hours on first call, and on second call the following day, 20 March 2019, at the same time and place, being likely to be held on second call.

By virtue of articles 21, 26 and 28 of its Articles of Association and articles 18, 19, 19.bis, 19.ter, 31 and 32 of its Shareholders’ Meeting Regulations, the following rules will be applied regarding the proxy, voting and request for information before the Annual General Meeting using remote means.

**PROXY DELEGATION AND VOTING BY REMOTE MEANS OF
COMMUNICATION**

I. Right to proxy representation and remote proxy-granting

Pursuant to the provisions of article 21 of the Articles of Association and articles 18, 19, 19.bis and 19.ter of the Regulations for the General Shareholders Meeting, any shareholder with the right to attend may be represented at the General Meeting by another person, even if not a shareholder of the Company, by complying with the requirements and formalities imposed by law, the Articles of Association and the other internal rules of the Company, to the extent applicable.

The shareholder must complete and sign the proxy form and also sign the relevant attendance, proxy and voting card.

The person in whose favour the proxy is granted must exercise the proxy in person at the Meeting, delivering the attendance, proxy and voting card at the shareholder registration tables in the place and on the day scheduled for the General Meeting, and at least one hour prior to the time scheduled for the commencement of the meeting.

A proxy is always revocable, and personal attendance at the Meeting by the person granting the proxy, either physically or by casting an absentee vote, shall be deemed a revocation.

A proxy must be granted in writing and specifically for each General Meeting, and may be granted by remote means of communication.

If granted by remote means of communication, only the following shall be deemed valid:

1. By post

The attendance, proxy and voting card issued by the IBERCLEAR participant, duly signed and completed by the shareholder, shall be sent to the Company’s registered office (Distribuidora Internacional de Alimentación, S.A., for the attention of the Legal Department (Ref.: General Meeting), at the following address: calle Jacinto Benavente nº 2-A, Parque Empresarial de Las Rozas, Edificio Tripark, 28232 Las Rozas - Madrid). There must be an assurance as to the proxy granted and the identity of the shareholder granting the proxy. The



designated proxy representatives must identify themselves on the day and at the place of the Meeting, and may do so beginning one hour prior to the time of commencement of the meeting, by presenting their National Identity Card or any other official document generally accepted for such purposes currently in force, in order for the Company to be able to verify the proxy granted, along with a copy of the attendance, proxy and voting card sent to the Company.

The shareholder may use the proxy form or the card available for this purpose on the Company's website (www.diacorporate.com).

This duly completed and signed form must be delivered to the Company by post to aforementioned registered office, along with the corresponding duly signed attendance, proxy and voting card.

2. By electronic communication

A proxy granted by electronic communication through the Company's website (www.diacorporate.com) by accessing the area provided for this purpose and following the procedure established therein shall be accepted.

It shall be necessary for such purposes to have a recognised or qualified electronic signature, as provided by Law 59/2003 of 19 December on Electronic Signatures, provided that it is based on an electronic National Identity Document or a recognised electronic certificate that has not been revoked and that is an Electronic User Certificate issued by the Spanish Public Certification Authority (*Autoridad Pública de Certificación Española*) (CERES) under the authority of the Spanish Royal Mint (*Fábrica Nacional de Moneda y Timbre*).

The designated proxy representatives must identify themselves on the day and at the place of the Meeting, and may do so beginning one hour prior to the time of holding the Meeting by presenting their National Identity Card or any other official document generally accepted for these purposes currently in force in order for the Company to be able to verify the proxy granted, along with a copy of the electronic document completed by the shareholder on the Company's website in order to grant such proxy.

Proxies granted by any of the above remote means of communication must be received by the Company at least 24 hours prior to the date scheduled for holding the General Meeting on first call. Otherwise, it shall be deemed that the proxy has not been granted.

If instructions are given by the shareholder granting the proxy, the representative shall vote in accordance therewith and shall be required to keep such instructions for one year after the Meeting is held.

A proxy representative may represent more than one shareholder, with no limitation as to the number of shareholders being represented. If a proxy representative holds the proxy of several shareholders, the proxy representative may cast votes in different directions based on the instructions given by each shareholder.

In any event, the number of shares represented shall be taken into account for calculating the quorum for the Meeting.

The documents containing proxies for the General Meeting must include at least the following statements:

- (a) Date for holding the General Meeting and Agenda.



- (b) Identity of the shareholding granting the proxy and of the proxy representative. If not specified, it shall be deemed that the proxy has been granted indistinctly, jointly and severally and successively to the Chair of the Board of Directors, to the First Vice Chairman of the Board of Directors, to 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), to the Chief Executive Officer (*Consejero Delegado*) and to the Secretary of the Board of Directors.
- (c) Number of shares held by the shareholder granting the proxy.
- (d) The instructions for exercising the right to vote.

The Chair and the Secretary of the General Meeting or the persons appointed thereby shall be deemed to have the authority to determine the validity of the proxies granted and compliance with the requirements to attend the General Meeting.

If the proxy representative verifies that they are the spouse or an ascendant or descendant of the shareholder granting the proxy, or the proxy representative holds and presents a general power of attorney granted in a public instrument giving them authority to administer all of the shareholder's property in Spain, the procedure shall be as provided by law.

II. Right to vote and exercise of absentee voting rights

Prior to the holding of the Meeting, shareholders with the right to attend and vote may cast their vote on proposals regarding the items on the Agenda by post or by electronic communication as provided by articles 21, 26 and 28 of the Articles of Association and by articles 31 and 32 of the Regulations for the Meeting.

1. Vote by post

To cast a vote by post, a shareholder must complete and sign the attendance, proxy and voting card issued to the shareholder by the IBERCLEAR participant and which shows the direction of the vote (for, against, abstain or blank), ticking the relevant box in the table included in the attendance, proxy and voting card.

Once completed and signed, the shareholder must send it by post to the Company's registered office (Distribuidora Internacional de Alimentación, S.A., for the attention of the Legal Department (Ref.: General Meeting), at the following address: calle Jacinto Benavente nº 2-A, Parque Empresarial de Las Rozas, Edificio Tripark, 28232 Las Rozas-Madrid).

The shareholder may also use the absentee voting form or the card available for this purpose on the Company's website (www.diacorporate.com).

This duly completed and signed form must be delivered to the Company by post to the corporate domicile indicated above, along with the corresponding duly signed attendance, proxy and voting card.

2. Voting by electronic communication

Shareholders may also cast their vote by authorised means of electronic communication using their legally recognised electronic signature as provided by paragraph 2 of Section I above for granting their proxy and by Section III below. The vote shall be cast by communication to the Company through its website (www.diacorporate.com), by accessing the area provided for this purpose and following the procedure established therein.

In order for a vote cast by any remote means of communication (by post or electronically) to



be valid, it must be received by the Company at least 24 hours prior to the date scheduled for holding the General Meeting on first call. Otherwise, it shall be deemed that the vote has not been cast. After this period, only those votes cast in person by the shareholder or the shareholder's valid proxy representative at the General Meeting shall be accepted.

III. Provisions common to remote proxy-granting and absentee voting

If a shareholder exercises the shareholder's voting rights or grants a proxy using remote means of communication, the shares thereof must be recorded in the shareholder's name in the relevant book-entry register at least five in advance of the date scheduled for holding the General Meeting.

In addition, the validity of proxies granted and votes cast remotely is subject to verification—whether by comparison to the file provided by IBERCLEAR or by other means allowing the Company to ascertain the legitimacy and effectiveness of the remote proxy or absentee vote, as well as the number of shares held by the shareholder— of the shareholder's status and the number of shares held thereby. In the event of a conflict between the number of shares communicated by the shareholder granting the proxy remotely or casting the shareholder's absentee vote and the number appearing in the book-entry register communicated by IBERCLEAR, the number of shares provided by the latter shall be deemed valid for quorum and voting purposes, absent evidence to the contrary.

A proxy granted and vote cast by post or electronic means may be rendered void by express revocation of the shareholder, through the same means used to grant the proxy or cast the vote, within the period provided.

Prior to the appointment thereof, the proxy representative must inform the shareholder in detail if he/she is affected by any conflict of interest. If the conflict occurs after the appointment of the proxy representative and the shareholder is not aware of the possible existence of such conflict, the proxy representative must immediately inform the shareholder thereof. In both cases, if new voting instructions are not specifically received for each of the matters on which the proxy representative is to vote on behalf of the shareholder, proxy representative must abstain from voting in accordance to the law. Without prejudice to the foregoing and unless otherwise indicated by the shareholder granting the proxy, if the proxy representative is affected by a conflict of interest, the shareholder shall be deemed to have also appointed as representatives, indistinctly, jointly and severally and successively, the Chair of the Board of Directors, the First Vice Chairman of the Board of Directors, 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, the remaining Directors (in order of seniority) and the Secretary of the Board of Directors.

In this sense, for the purposes of Articles 523 and 526 of the Spanish Companies Law, the Board of Directors hereby indicates to the shareholders that:

- (i) all members of the Board of Directors may have a conflict of interest with respect to items 1.4 (“Exam and approval of the corporate management of Directors during the financial year ended 31 December 2018”), Three (“Approval of the delivery of shares of the Company as part of the remuneration of the Company's Board of Directors, in their capacity as Board members”) and Eight (“Company's Annual Directors Remuneration Report for financial year 2018”) of the Agenda;
- (ii) the members of the Board of Directors whose ratification and re-election is submitted for the approval of the General Shareholders Meeting under items 2.2 and 2.3 of the



Agenda may have a conflict of interest with respect to said items of the Agenda;

- (iii) all members of the Board of Directors may have a conflict of interest with respect to item 6.3 of the Agenda (“Share capital increase proposed by a supplement to the call proposed by L1 Invest1 Holdings S.à. r.l.”); and
- (iv) all members of the Board of Directors may have a conflict of interest in relation to the 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 submitted inside or outside the Agenda in accordance with the said Law.

Proxies granted by any shareholder in favour of the Chair of the Board of Directors will be deemed to be granted in favour of whom, in his absence, is replacing him (this is, First Vice Chairperson, who in turn will be replaced by the Second Vice Chairperson, and so on successively). If a shareholder grants proxy representation by post or electronic communication to the Company in favour of any of the members of the Board of Directors or the Secretary of the Board, without including instructions on how to vote, or if questions arise as to the recipient or the scope of the proxy (for example, in case none is identified), it shall be deemed that (i) the proxy is granted, indistinctly, jointly and severally and successively, in favour of the Chair of the Board of Directors, to the First Vice Chairman of the Board of Directors, to 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, the remaining Directors (in order of seniority) and the Secretary of the Board of Directors; (ii) it refers to all the proposals proposed by the Board of Directors and included in the Agenda for the General Meeting; and (iii) it provides for a vote in favour thereof.

Unless otherwise indicated by the shareholder, the delegation also extends to the proposals regarding items of the Agenda which have not been submitted by the Board of Directors, in which case the proxy representative, in absence of instructions, will cast a vote in the most favourable direction to the interests of the Company and the shareholder (for which purposes the proxy representative will follow the criteria that the Board of Directors may have expressed in respect of each of the proposals). In this sense, it is stated that item 6.3 of the Agenda and the proposal accompanied thereto have been included by means of a supplement to the call requested by a shareholder (L1 Invest1 Holdings S.à r.l.) Therefore, the referred proposal has not been submitted by the Board of Directors of the Company

In relation to the proposals regarding items not included in the Agenda, unless otherwise indicated by the shareholder, the delegation also extends to such proposals. In such case, the precise indication to the proxy representative shall be deemed to be to vote against such proposal, unless otherwise indicated by the shareholder.

The shareholder who casts a vote by post or electronic communication and who does not mark any of boxes provided for items of the Agenda shall be deemed to desire that the vote be cast in favour of the respective proposals made by the Board of Directors.

The following rules of priority are established amongst proxies, absentee voting and presence at the Meeting:



- (a) Personal attendance at the Meeting by a shareholder remotely granting a proxy or casting an absentee vote, regardless of the means used, shall render void such proxy or vote.
- (b) If a shareholder validly grants a proxy by electronic communication and also grants the proxy using a printed attendance, proxy and voting card issued by the IBERCLEAR participant(s) or by the Company, the latter shall prevail over the proxy granted by electronic communication, regardless of the respective dates on which they were granted.
- (c) If a shareholder validly casts a vote by electronic communication and also by means of a printed attendance, proxy and voting card issued by the IBERCLEAR participant(s) or by the Company, the latter shall prevail over the vote cast by electronic communication, regardless of the respective dates on which they were cast.
- (d) A vote cast by any means of remote communication shall invalidate any proxy granted electronically or by means of a printed attendance, proxy and voting card, whether granted prior in time which shall be deemed to be revoked or afterwards which shall be deemed to have not been made.
- (e) If a shareholder validly grants several proxies or casts several votes by electronic communication, the latter proxy granted or vote cast and received by the Company within the relevant deadline shall prevail.
- (f) Both a proxy and absentee vote shall be rendered ineffective if the Company becomes aware that the shares giving the right to attend have been transferred.

The Company shall make available to the shareholders on its website (www.diacorporate.com) the forms or cards which may be used for absentee vote and proxy.

Any of the co-owners of a share deposit may vote, grant a proxy or attend, and the rules of priority set forth above shall mutually apply thereto. For the purposes of article 126 of the Companies Act, it is presumed that any co-owner intending to act at any time (proxy, vote or personal or remote attendance) is appointed by the other co-owners to exercise the rights thereof as shareholders.

If the shareholder is a legal entity, it must notify the Company of any modification or revocation of the powers held by its representative, and the Company thus declines any responsibility until such notice occurs.

A shareholder has sole responsibility for the custody of the shareholder's electronic signature.

The Company reserves the right to change, suspend, cancel or restrict the mechanisms for remote voting and proxy-granting if required or imposed by technical or security reasons.

DIA shall not be liable for damages that a shareholder may sustain as a result of failures, overloads, fallen lines, failed connections, poorly operating mail service or any other events of the same or similar nature that are beyond the Company's control and prevent the use of the mechanisms for remote voting or proxy-granting.

As regards shareholders that are legal entities, if post is the remote means of communication used to grant a proxy to a third party or to vote, a copy of the powers of attorney granted to the individual in whose name such proxy is granted or who casts the absentee vote, along with the other documentation required under these rules, must be sent to the Company.



RIGHT TO RECEIVE INFORMATION

Pursuant to articles 272, 287 and 518 of the Companies Act, 28.4(d) of the Royal Decree 1066/2007, of 27 July, on the regime governing takeover bids, article 19 of the Articles of Association, and article 14 of the Regulations of the General Meeting, as from the date of publication of the announcement of the call to meeting, shareholders may examine the following documentation at the registered office (and in the cases provided by law, obtain from the Company the immediate delivery or dispatch without charge), which has been made available to the shareholders at the registered office and through the Company's website (www.diacorporate.com), a portion of which has also been sent to the National Securities Market Commission:

- The announcement of the call to meeting.
- The total number of shares and voting rights on the date of the call to meeting.
- The annual financial report for financial year 2018, which includes the individual and consolidated accounts, the individual and consolidated management reports, and the respective auditors' reports for financial year 2018.
- The non-financial information included in the management reports for financial year 2018, together with the report issued by the independent assurance services provider.
- The full text of the proposed resolutions of the Board of Directors that may be adopted by the shareholders at the Annual General Shareholders Meeting of the Company in relation to each of the items on the Agenda, together with the corresponding reports of the Board of Directors providing a rationale for the proposed resolutions under items Two, Five and Six of the Agenda:
 - Report of the Board of Directors of the Company regarding the rationale for the proposal of the setting of the number of Directors and appointment of Director, and ratification and re-election of members of the Board of Directors, referred to in item Two of the Agenda.
 - Report issued by the Board of Directors of the Company. for the purposes set forth in article 318.1 in relation with article 286 of the Spanish Companies Act, on the rationale of the proposals for the application of reserves and the share capital reduction to offset losses referred to in item Five of the Agenda.
 - Report issued by the Board of Directors of the Company for the purposes set forth in article 296.1 and 297.1(c) in relation with article 286 of the Spanish Companies Act, and article 28.4(b) of the Royal Decree 1066/2007, of 27 July, on the regime governing takeover bids, on the rationale of the proposals for the share capital increases referred to in item Six of the Agenda.
- The 2018 Annual DIA Directors Remuneration Report, which will be submitted for a vote at the General Shareholders' Meeting as a separate item on the Agenda, on a consultative basis.
- The Annual Corporate Governance Report for financial year 2018.
- The form or model of attendance, proxy and absentee voting card.
- The rules in relation to proxy, voting and request for information before the Annual General Meeting using remote means.



- The rules of operation of the Electronic Shareholders Forum.
- The announcement of the supplement to the call.
- The proposal of agreement contained in the supplement to the call together with the report of L1 Invest1 Holding S.à. r.l. justifying the proposal of agreement included in the supplement to the call.
- The observations of the Board of Directors regarding the supplement to the call, the accompanying proposal and the report of L1 Invest1 Holding S.à. r.l.
- The form or model of attendance, proxy and absentee voting card, including the new item of the Agenda.
- The rules in relation to proxy, voting and request for information before the Annual General Meeting using remote means, including the new item of the Agenda.

Pursuant to the provisions of articles 197 and 520 of the Companies Act, from the date of publication of the call to the General Meeting to the fifth day prior to the date provided for the holding the Meeting, inclusive, or verbally during the meeting itself, the shareholders may request that the Board of Directors provide them information or clarifications they deem to be required regarding the items on the Agenda, or to ask the relevant questions in writing.

Furthermore, with the same advance notice and in the same manner, the shareholders may request in writing or verbally during the Meeting any clarifications they deem to be required regarding information accessible to the public that the Company may have provided to the National Securities Market Commission since the holding of the last General Meeting, and regarding the auditor's report.

Requests for information or documentation may be made by delivering the request to the registered office: by sending a letter to the Company by post to the following mailing address: Distribuidora Internacional de Alimentación, S.A., for the attention of the Legal Department (Ref. General Meeting), at the following address: calle Jacinto Benavente nº 2-A, Parque Empresarial de Las Rozas, Edificio Tripark, 28232 Las Rozas-Madrid; by remote electronic communication through DIA's website (www.diacorporate.com) in the place and using the form provided for this purpose, or through the Shareholder's Office (toll-free number for Spain: 800 880 865 and telephone number for other countries: 0034 910 60 73 85, from Monday to Friday, from 10:00 to 19:00 / e-mail address: jga.dia@morrowsodali.com).

Such requests shall be accepted if the electronic document includes the shareholder's (by virtue of whom information is requested) legally recognised or qualified electronic signature as provided by Law 59/2003 of 19 December on Electronic Signatures, provided that they are based on an electronic National Identity Card or a recognised electronic certificate that has not been revoked and is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) under the authority of the Spanish Royal Mint.

Regardless of the means used to make requests for information, the request of the shareholder must include the shareholder's full first and last names, providing evidence of the shares owned thereby by means of a copy of the attendance, proxy and voting card or validation certificate, in order check this information against the list of shareholders and number of shares recorded in the shareholder's name as provided by IBERCLEAR, for the General Meeting in question. The shareholder shall have the burden of proving that the request has been sent to the Company in due time and form.



The website of the Company shall provide the explanations needed for the exercise of the shareholders' right to information as provided by applicable legal provisions.

Except in the cases expressly provided for by law and in article 13 of the Regulations of the General Meeting of the Company, the Board of Directors shall be required to provide the requested information in writing up to the day of holding the General Meeting, and in the case of verbal requests made during the Meeting where the right of the shareholder cannot be satisfied at that time, the Board of Directors shall be required to provide such information in writing with seven days of the conclusion of the Meeting.

Unless the shareholder indicates a different means that the Company deems appropriate, requests for information shall be answered prior to the General Shareholders' Meeting using the same means by which they were asked, after verification of the identity and shareholder status of the requesting party.

SPECIAL INFORMATION TOOLS

Pursuant to article 539.2 of the Companies Act and upon the terms referred to therein, an Electronic Shareholders Forum (the "**Forum**") shall be activated on the Company's website (www.diacorporate.com) in order to facilitate communications of individual shareholders and voluntary associations, and which may be accessed with the necessary guarantees by both individual shareholders and by any voluntary associations created under the provisions of article 539.4 of the Companies Act.

Proposals may be published on the Forum that are intended to be submitted as a supplement to the Agenda announced in the call to meeting, requests for other shareholders to join in such proposals, initiatives to reach a sufficient percentage to exercise a minority right provided by law, as well as any voluntary offers or requests for proxy representation.

Access to the Forum and the terms and conditions for the use and operation thereof shall be governed by the provisions of this document and the rules of operation of the Electronic Shareholders Forum, the text of which may be viewed on the Company's website.

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