



**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.**  
**PROXY, VOTE AND REQUEST OF INFORMATION PRIOR TO THE ORDINARY**  
**SHAREHOLDERS MEETING THROUGH DISTANCE MEANS OF**  
**COMMUNICATION**

The Board of Directors of DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A. (“**DIA**” or the “**Company**”) has called the shareholders to an Ordinary General Meeting, to be held at the Palacio Municipal de Congresos de Madrid, Avenida de la Capital de España, Madrid, s/n, 28042-Madrid, on 12 June 2012 at 12:00 p.m., at first call, and at second call the following day, 13 June 2012, at the same time and place.

Pursuant to articles 21, 26 y 28 of the Articles of Association and to articles 18, 19, 31 and 32 of the Shareholders Regulations, the following rules will apply regarding representation and vote in the Shareholders Meeting and requests of information prior to the Shareholders Meeting through distance means of communication.

**1. PROXY AND DELEGATION TO VOTE THROUGH DISTANCE MEANS OF COMMUNICATION**

**I. Right of representation and distance proxy.**

Pursuant to the provisions of Article 21 of the Articles of Association of the Company and Articles 18 and 19 of the General Meeting Regulations, any shareholder with a right of attendance may be represented by the General Meeting by another person, even if not a Company shareholder, meeting the requirements and formalities imposed by law, the Articles of Association and all other internal regulations of the Company, as applicable.

A proxy must be completed and signed by the shareholder, executing the relevant attendance card and proxy document.

The person to whom representation and voting are conferred must exercise the same by personally attending the Meeting, providing the attendance card and proxy at the incoming shareholders’ registration points, at the place and date scheduled for the General Meeting, starting one (1) hour before the time when the meeting expects to begin.

A proxy may always be revoked and the principal’s personal attendance to the Meeting, either physically or through distance voting, will act as a revocation. As a general rule and provided that the accuracy of a date can be confirmed, the last step taken by the shareholder before the General Meeting is held will be deemed valid.

A proxy will be conferred individually for each General Meeting, in writing, and may be conferred by distance means of communication.

If distance means of communication are used, only the following will be deemed valid:

**1. By post**

If the attendance card and proxy are sent to the Company’s registered address (Distribuidora Internacional de Alimentación, S.A., Legal Department (Re. Junta General), calle Jacinto Benavente nº2-A, Parque Empresarial de Las Rozas, Edificio Tripark, 28232 Las Rozas-

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Madrid), issued by an IBERCLEAR participating company, duly signed and completed by the shareholder. The representation granted and the principal's identity must be guaranteed. On the date and time of the Meeting, any designated representatives must identify themselves, starting one (1) hour before the Meeting is held, with their Spanish Identity Card or other official document in force, generally accepted for this purpose, in order for the Company to be able to check the representation conferred, attaching a copy of the attendance card and proxy sent to the Company.

In case the attendance card does not include a section regarding the distance proxy, the shareholder could use the form of distance proxy that for such purposes will be available in the Company's web page ([www.diacorporate.com](http://www.diacorporate.com)).

Such form, duly signed, should be sent to the Company by post to the Company's address indicated above, with the corresponding attendance sheet, duly signed.

## **2. By electronic means**

It will be possible to grant a proxy by e-mail through the Company website ([www.diacorporate.com](http://www.diacorporate.com)), by accessing the area provided for this purpose and following the procedure established therein.

To do this it will be necessary to have a recognised electronic signature, in the terms foreseen in Electronic Signature Act 59/2003, of 19 December, as long as it is based on an acknowledged electronic certificate for which no revocation is recorded, as an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the Fábrica Nacional de Moneda y Timbre (Spanish Royal Mint).

On the day and time the Meeting is held, any designated representatives will identify themselves, starting one (1) hour before the time scheduled for the Meeting, with their Spanish Identity Card or other official document currently in force, generally accepted for this purpose, in order for the Company to be able to check the representation conferred, enclosing a copy of the e-document completed by the shareholders on the Company's website in order to grant this proxy.

Any representation conferred by any of said distance means of communication must be received by the Company before twenty-four hours (24:00) on the day immediately before the one scheduled for the General Meeting at first or second call, as the case may be. Otherwise, a proxy will be deemed as not granted for the meeting covered by the deadline in question that is not met.

If instructions are given by the represented shareholder, the representative will issue a vote further to the same and will be obliged to keep these instructions for one year after the Meeting is held.

A representative may represent more than one shareholder, with no limitation as to the number of represented shareholders. If a representative acts on behalf of several shareholders, it may issue votes in one way or another depending on the instructions given by each shareholder.

In any case, the number of shares represented will be taken into account to validly convene a Meeting.

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All documents recording a proxy for the General Meeting will include, at least, the following:

- (a) Date scheduled for the General Meeting and Agenda.
- (b) Identity of the principal and representative. If not specified, it will be understood that a proxy has been granted to the Chairman of the Board of Directors, to the Managing Director or Secretary of the Board of Directors, or to any other member of the management body who, to this effect, is specifically determined at each Meeting.
- (c) Number of shares held by the shareholder granting the proxy.
- (d) Instructions to exercise voting rights, as well as the way in which the representative will vote in the absence of express instructions.

The Chairman of the General Meeting or persons designated by the same will be deemed as empowered to determine the validity of the proxies conferred and compliance with the requirements to attend a General Meeting.

When the representative is a spouse, ascendant or descendant of the principal and is duly accredited; nor when the representative holds a general power of attorney conferred in a public deed, with entitlement to administer all of the principal's wealth in Spain and is duly accredited, the corresponding provisions of the Law will apply.

## **II. Voting rights and exercise of distance voting rights.**

Any shareholders with a right to attend and vote may issue their vote on any proposals related to points included in the Agenda, prior to the Meeting, by post or e-mail, in the terms foreseen by law, in Articles 27 and 28 of the Articles of Association of the Company, and Articles 31, 32 and 33 of the General Meeting Regulations.

### **1. Vote by post**

In order to issue a vote by mail, the shareholder will complete and sign the attendance card, proxy and vote issued in its favour by the IBERCLEAR participating entity, stating its vote - vote for, vote against, abstain or blank vote-, ticking the relevant box on the table included in the attendance card, proxy and vote.

Once completed and signed, the shareholder will send it by post to the Company's registered address (Distribuidora Internacional de Alimentación, S.A., Legal Department (Re. Junta General), calle Jacinto Benavente nº2-A, Parque Empresarial de Las Rozas, Edificio Tripark, 28232 Las Rozas-Madrid).

In the event that the attendance card does not include a section on distance voting, the shareholder may use the distance voting form available for this purpose on the Company's website ([www.diacorporate.com](http://www.diacorporate.com)).

This duly signed form will be sent to the Company by post to the address indicated in the foregoing paragraph, enclosing the relevant duly signed attendance card.

### **2. Voting by electronic means**

A shareholder may also issue its vote by electronic means, authorised with a legally recognised electronic signature, in the same terms foreseen in point 2 of Section I above to confer its proxy (except for the terms provided regarding the period in which the issued

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distance vote should be received by the Company, in that case next paragraph will apply), and in Section III below. This vote will be issued through a notification to the Company, through its website ([www.diacorporate.com](http://www.diacorporate.com)), by accessing the area assigned to this purpose and following the procedure established therein.

In order to be valid the vote issued through any distance means of communication (by post or by electronic means) must be received by the Company prior to twenty-four hours before the day scheduled for the General Meeting at first call. Otherwise, the vote will be deemed as not issued. Subsequent to this deadline, only those votes issued in person at the General Meeting will be valid, by the shareholder or its valid representative.

### **III. Common provisions applicable to proxy and distance voting.**

Whenever a shareholder exercises its voting rights or confers its representation through distance means of communication, its steps will be recorded on its behalf in the relevant registry of book entries, at least five days in advance before the date scheduled for the General Meeting.

Likewise, the validity of any proxy conferred and vote issues through distance communication will be subject to confirmation of shareholder status, with the file provided by IBERCLEAR. In the event of a conflict between the number of shares notified by the shareholder granting a proxy or issuing its vote through distance communication, and the one recorded in the registries of book entries informed by IBERCLEAR, the number of shares provided by the latter will be reputed valid in order to calculate a quorum and number of votes, subject to evidence to the contrary.

Any proxy conferred and vote issued by post or electronic means may be rendered null and void if expressly revoked by the shareholder, through the same means used to confer the proxy or issue a vote, within the timeframe established.

Before its appointment, the representative will inform the shareholder in detail about any potential conflict of interest. If the conflict is subsequent to its appointment and the principal shareholder is not advised of this possibility, the latter will be duly informed at once. In either case if new voting instructions are not specifically received for each one of the matter on which the representative must vote on behalf of the shareholder, the representative should abstain of issuing the vote. Notwithstanding the above and unless otherwise indicated by the principal, when the representative is under a conflict of interest situation the principal will be understood to have also designated, as representatives, jointly and severally and successively, the Chairman of the General Meeting and, if the latter is involved in a conflict of interest, the Secretary of the General Meeting.

In the event that a shareholder confers a proxy by post or e-mail to the Company, Directors, Secretary or Vice Secretary of the Board, without including instructions on how to vote, or if there are doubts as to the address or scope of the proxy, it will be understood that (i) the proxy is granted in favour of the Chairman of the Board of Directors, Managing Director, Secretary of the Board of Directors or any other member of the management body who, to this effect, is specifically determined for each Meeting; (ii) it refers to all the proposals included in the Agenda of the General Meeting; (iii) it determines a vote in their favour; and (iv) it also covers, unless otherwise indicated by the principal, any points that may arise

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outside the Agenda, with respect to which the representative will vote in the sense that is most favourable to the principal's and Company's interests.

Likewise, any shareholder issuing its vote by post or e-mail, without selecting any or none of the boxes provided for voting on the points of the Agenda, will be understood to vote in favour of the respective proposals presented by the Board of Directors.

The following preference rules will apply amongst a proxy, distance vote and presence at a Meeting:

- (a) If a Meeting is personally attended by a shareholder who has previously granted a proxy or issued a distance vote, regardless of the means used to issue the same, any such proxy or vote will be rendered null and void.
- (b) If a shareholder validly confers a proxy by electronic means and, furthermore, grants the same through an attendance card that is printed and issued by IBERCLEAR participating entity(ies) or by the Company, the latter will prevail over any one made by electronic means, regardless of their respective granting date.
- (c) If a shareholder validly issues a vote by e-mail and, furthermore, also with an attendance card printed and issued by IBERCLEAR participating entity(ies) or by the Company, the latter will prevail over the one sent by electronic means, regardless of their respective granting date.
- (d) Any vote issued through any distance means of communication will invalidate any granting of an electronic proxy or through a hard-copy card, whether prior (which will be deemed as revoked) or subsequent in time (which will be deemed as not made).
- (e) In the event that a shareholder validly grants several proxies or issues several votes by electronic means, the latter proxy or vote issued will prevail, received by the Company within the relevant deadline.
- (f) Both a proxy and distance vote will be rendered null and void if shares are transferred, which confer a right of attendance, of which the Company becomes aware at least five days before the date scheduled for the Meeting.

The Company will make the necessary forms available to the shareholders, on its website ([www.diacorporate.com](http://www.diacorporate.com)), to be used for voting through a proxy and by distance means.

In the event of a legal entity shareholder, the latter will inform the Company of any modification or revocation of the powers held by its representative and, therefore, the Company waives all liability until such notification is made.

The shareholder will be exclusively entrusted with the custody of its electronic signature.

The Company reserves the right to change, suspend, cancel or restrict the distance voting devices and proxies if there are technical or security reasons that so require or make this necessary.

DIA will not be liable for any damage caused to the shareholder as a result of breakdowns, overloading, the falling of lines, connection failures, an inadequately operating mail service or any other eventuality of an identical or similar nature, beyond the Company's will, which

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prevent the use of distance voting and proxies.

With respect to legal entity shareholder, if post is the distance means of communication used to confer representation to a third party or to vote, the Company must be sent, together with the other documentation required further to these rules, a copy of the power of attorney granted to the individual who, for and on behalf of the legal entity shareholder, is conferring a proxy to a third party or is voting at a distance.

## **2. RIGHT OF INFORMATION**

Pursuant to Articles 272, 287 and 518 of the Capital Stock Companies Act, 19 of the Articles of Association of the Company and 14 of the General Meeting Regulations, after a Meeting is called any shareholder may examine the following documentation at the registered address, and obtain it immediately and cost-free the receipt or shipping, in each case, of the documentation, made available to the shareholders at the registered address and through the Company's website([www.diacorporate.com](http://www.diacorporate.com)), likewise sent to the National Securities Market Commission:

- Calling announcement.
- Total number of shares and voting rights at the calling date.
- Full text of the proposed resolutions to be adopted, as the case may be, by the Company's Ordinary General Shareholders Meeting in relation to each one of the points included in the Agenda.
- Annual Financial Report for the 2011 financial year, including the individual and consolidated statements, management reports, both individual and consolidated, and the corresponding auditors' report for the 2011 financial year.
- Proposed amendment of the Articles of Association of the Company and directors' report justifying the same.
- Proposed amendment of the General Meeting Regulations and directors' report justifying the same.
- Directors' reports to justify
  - (i) the proposed resolution authorising the Board of Directors to increase the (authorised) capital stock, included as point seven of the Agenda;
  - (ii) the proposed resolution authorising the Board of Directors to issue ordinary bonds or obligations and other fixed income securities, included as point eight of the Agenda; and
  - (iii) the proposed resolution authorising the Board of Directors to issue bonds or obligations that are able to be swapped and/or converted for Company shares and warrants over newly issued or circulating shares of the Company, included as point nine of the Agenda.
- Annual Corporate Governance Report for the 2011 financial year, along with an explanatory Report on the matters foreseen in Article 61.bis) of Securities Market Act 24/1988, of 28 July, annexed to the Annual Corporate Governance Report.

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- Annual report on Directors' remuneration in DIA, by virtue of the provisions established in Article 61.ter) of Securities Market Act, which will be voted upon by the General Shareholders Meeting as a separate point of the Agenda, on a consultive basis.
- Board of Directors Regulations and directors' report.
- Standard attendance card, proxy and distance vote.

Pursuant to the provisions established in Articles 197 and 520 of the Capital Stock Companies Act, as of the publication date of the calling of a General Meeting and until the seventh day prior to the one scheduled for the Meeting, inclusive, or verbally during the meeting itself, the shareholders may request that the Board of Directors provide, in relation to the points included in the agenda, any information or clarifications deemed necessary, or present the relevant questions in writing.

Furthermore, with the same advance notice and in the same manner, the shareholders may request any written or verbal clarifications during its execution they deem necessary on information accessible to the public that the Company may have provided to the Spanish Securities Market Commission since the last General Meeting was held, on the auditor's report.

All requests for information or documentation may be made by presenting an application at the registered address; by sending a letter to the Company by post, to the following mailing address: Distribuidora Internacional de Alimentación, S.A., Legal Department (Re. General Meeting), Calle Jacinto Benavente nº2-A, Parque Empresarial de Las Rozas, Edificio Tripark, 28232 Las Rozas-Madrid; or with a distance communication by electronic means through DIA's website ([www.diacorporate.com](http://www.diacorporate.com)) at the place indicated for this purpose.

All petitions will be accepted if the e-document whereby information is requested includes the shareholder's legally recognised e-signature, in the terms foreseen in Electronic Signature Act 59/2003, of 19 December, as long as they are based on an acknowledged e-certificate that is not indicated as revoked and consists of an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) depending on the Spanish Royal Mint.

Irrespective of the means used to issue information requests, the shareholder's petition will include its full name, confirming the shares it owns, with a copy of its attendance card or certificate of standing, in order for this information to be checked against the list of shareholders and number of shares recorded on its behalf and provided by IBERCLEAR, for the General Meeting in question. The shareholder will bear the burden of proving delivery of its application to the Company in due time and form.

The Company's website will provide the necessary explanations in order for the shareholder to exercise its right of information in the terms foreseen in applicable regulations.

The directors are obliged to provide this information in writing, until the day the General Meeting is held, unless provided on the Law and article 13 of the Shareholders Regulations of the Company.

Nevertheless, the exception indicated in point (a) above will not apply if the request is backed up by shareholders representing, at least, a fourth of the capital stock.

All requests for information will be replied to once the identity and shareholder status of the

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applicant is checked, before the General Shareholders Meeting or through the same means used to present the requests, unless the shareholder provides a different one for this purpose.

### **3. SPECIAL INFORMATION DEVICES**

According to Article 539.2 of the Capital Stock Companies Act and in the terms referred to therein, in order to enable communication to the shareholders prior to the General Meeting, an Electronic Shareholders Forum (the “**Forum**”) will be activated on the Company website ([www.diacorporate.com](http://www.diacorporate.com)), which may be accessed both by individual shareholders and voluntary associations, with the necessary guarantees, pursuant to the provisions established therein.

The Forum may publish proposals that intend to act as a complement to the agenda announced when the meeting was called, requests for adhesion to such proposals, initiatives to reach a sufficient percentage to exercise a minority right foreseen by law, as well as any voluntary representation proposals or requests.

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