

**SUPPLEMENT DATED 15 NOVEMBER 2016 TO THE BASE PROSPECTUS
DATED 2 NOVEMBER 2016**



DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.
(Incorporated as a limited liability company (sociedad anónima) in the Kingdom of Spain)

€1,200,000,000
Euro Medium Term Note Programme

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 2 November 2016 (the "**Base Prospectus**") prepared by Distribuidora Internacional de Alimentación, S.A. (the "**Issuer**") in connection with its Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to €1,200,000,000 in aggregate principal amount of notes ("**Notes**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under Directive 2003/71/EC and amendments thereto including Directive 2010/73/EU (the "**Prospectus Directive**"). The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

AMENDMENTS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended in the manner described below.

DESCRIPTION OF THE ISSUER

The table titled "Argentina" appearing on page 67 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

Argentina	2014	2015	VAR*
Number of stores	724	846	122
COCO	238	262	24
COFO / FOFO	486	584	98
Net sales (EUR m)	1,096.0	1,532.3	33.0%
Number of employees (yearly average)	4,567	4,811	244

* At constant currency rate (using the currency rate of the previous year to eliminate the effect of exchange rate fluctuations)

The table titled "Brazil" appearing on page 67 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

Brazil	2014	2015	VAR*
Number of stores	799	929	130
COCO	304	308	4
COFO / FOFO	495	621	126
Net sales (EUR m)	1,523.7	1,435.6	10.6%
Number of employees (yearly average)	7,613	7,633	20

* At constant currency rate (using the currency rate of the previous year to eliminate the effect of exchange rate fluctuations)

The table titled "China (Shanghai)" appearing on page 68 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

China (Shanghai)	2014	2015	VAR*
Number of stores	368	381	13
COCO	198	103	-95
COFO / FOFO	170	278	108
Net sales (EUR m)	169.6	202.9	2.0%
Number of employees (yearly average)	1,903	1,333	-570

* At constant currency rate (using the currency rate of the previous year to eliminate the effect of exchange rate fluctuations)