

**SUPPLEMENT DATED 1 MAY 2018 TO THE BASE PROSPECTUS DATED 14
DECEMBER 2017**



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 14 December 2017 (as so supplemented, 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**"), as a supplement prepared in accordance with article 16 of 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 OR ADDITIONS 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 and/or supplemented in the manner described below.

INFORMATION INCORPORATED BY REFERENCE

The chapter entitled "Information Incorporated by Reference" shall be amended by the insertion of the following:

"7. the English language translation of the audited consolidated annual accounts (including the auditors' report thereon and notes thereto) of the Issuer in respect of the year ended 31 December 2017;

Document (7) is available on .pdf pages 1 to 77 of the following:

<https://memoriaannual2017.diacorporate.com/recursos/doc/memoria2017/2018/03/12/consolidates-annual-accounts-directors-report.pdf>"

DESCRIPTION OF THE ISSUER – RECENT EVENTS

On page 56 of the Base Prospectus, at the end of the section entitled "*Recent Events*", the following text is inserted in its entirety:

"On 20 February 2018, DIA and Caixabank concluded an agreement on the setting up of a strategic alliance for the provision of consumer finance services by selling the 50% of the shares of Finandia, E.F.C., S.A.U. to Caixabank Consumer Finance. The completion of the transaction is conditioned on its approval by antitrust and regulatory authorities.

On 3 April 2018, DIA has entered into an agreement with Nanjin Suning Com Supermarket LTD in relation to the sale of 100% of the shares of the Chinese entities Shanghai DIA Retail Co., Ltd and DIA (Shanghai) Management Consulting Services Co. Ltd. The completion of the transaction is conditioned on its approval by the relevant antitrust and regulatory authorities. Once completed, this transaction will imply the exit from the Chinese market by the DIA Group."

DESCRIPTION OF THE ISSUER – MANAGEMENT AND SUPERVISORY BODIES

The introductory sentence and associated table appearing on pages 76 and 77 of the Base Prospectus under the heading "*Description of the Issuer - Management and Supervisory Bodies – Board of Directors*" is deleted in its entirety and replaced by the following:

"As at 20 April 2018, the Board of Directors of the Issuer was comprised of the following:

Name	Position
Ana María Llopis Rivas	Non-executive Chairwoman, other external director
Richard Golding	Independent first vice-chairman
Mariano Martín Mampaso	Independent second vice-chairman
Ricardo Currás de Don Pablos	Executive director
Julián Díaz González	Independent director
Antonio Urcelay Alonso	Other external director
Juan María Nin Génova	Other external director
Angela Spindler	Independent director
Borja de la Cierva Álvarez de Sotomayor	Independent director
María Luisa Garaña Corces	Independent director
Stephan DuCharme	External proprietary director
Karl-Heinz Holland	External proprietary director

"

The first sentence appearing under the heading "*Description of the Issuer - Management and Supervisory Bodies – Audit and compliance committee*" is deleted and replaced by the following:

"Borja de la Cierva Álvarez de Sotomayor (chairman), Julián Díaz González, María Luisa Garaña Corces, José María Nin Génova and Stephan DuCharme are members of this committee."

The following new sub-section is inserted immediately above the heading "- *Employees*" on page 78 of the Base Prospectus:

"Strategy Committee

Richard Golding (Chairman), Borja de la Cierva Álvarez de Sotomayor, Karl-Heinz Holland, Mariano Martín Mampaso and Antonio Urcelay Alonso are members of this committee.

The principal duties of this Committee are as follows:

- advising and supporting the Board of Directors in defining and monitoring the Group strategies in the medium and long term.
- making proposals for investments and divestments."

DESCRIPTION OF THE ISSUER – CAPITAL STRUCTURE AND MAJOR SHAREHOLDERS

The information appearing under the heading "*Description of the Issuer – Capital Structure and major shareholders*" on page 81 of the Base Prospectus is deleted in its entirety and replaced by the following:

"As at 25 April 2018, the total issued and fully paid-up share capital of DIA amounted to €62,245,651.30, represented by 622,456,513 registered shares with voting rights in book-entry form, each with a par value of €0.10.

As at 25 April 2018, the following are the main shareholders of the Issuer (source: Spanish Securities Market Regulator (*Comisión Nacional del Mercado de Valores*)):

Shareholder	Percentage of shares controlled	Number of shares with voting rights and/or Financial Instruments
LetterOne Investment Holdings, S.A.	25.001%	155,620,433
The Goldman Sachs Group, INC	10.699%	66,596,622
Baillie Gifford & Co	10.028%	62,419,939
Black Creek Investment Management Inc.	4.988%	31,048,634
Societe Generale SA	4.889%	30,431,898
Morgan Stanley	4.444%	27,663,130
Norges Bank	3.033%	18,874,468
Blackrock Inc	3.012%	18,749,084
LSV Asset Management	3.003%	18,694,769

"

GENERAL INFORMATION

The third paragraph of the "*General Information*" section on page 93 of the Base Prospectus is deleted and replaced by the following:

"Significant/Material Change

Save as disclosed on page 56 of this Base Prospectus (*Description of the Issuer – Recent Events*), since 31 December 2017 there has been no material adverse change in the prospects of the Issuer or the Issuer and its Subsidiaries and there has been no significant change in the financial or trading position of the Issuer and its Subsidiaries."