

**SUPPLEMENT DATED 5 OCTOBER 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)

€1,500,000,000
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 and the supplement dated 1 May 2018 (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 €1,500,000,000 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.

INCREASE OF PROGRAMME SIZE

On 25 July 2018, the Board of Directors of the Issuer approved an increase in the maximum aggregate amount of the Programme. Accordingly, all references in the Base Prospectus to the Programme being in the aggregate principal amount of €1,200,000,000 shall be deemed to be references to the Programme being in the aggregate principal amount of €1,500,000,000.

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 supplemented and/or amended in the manner described below:

DOCUMENTS INCORPORATED BY REFERENCE

The information set out below shall supplement the section of the Base Prospectus headed "*Documents incorporated by reference*" on page 14 of the Base Prospectus:

"8. An English language translation of the unaudited condensed consolidated interim financial statements (including the auditors' limited review report thereon and notes thereto) of the Issuer in respect of the six months ended 30 June 2018;

Document (8) is available for viewing on the following:

<https://www.diacorporate.com/recursos/doc/corporativo/20180510/2018/consolidated-financial-statement-h1-2018.pdf>

DESCRIPTION OF THE ISSUER

The section "*Recent Events*" on page 56 of the Base Prospectus shall be amended by the addition of the following:

"In June 2018, a strategic alliance between the DIA Group and Grupo Caixabank that was signed in May 2018 but pending approval, was approved by the competent authorities. This alliance was structured through the acquisition by CaixaBank Consumer Finance E.F.C., S.A.U. of 50% of FINANDIA E.F.C., S.A.'s shares. The Issuer's goal with this collaboration is to offer a wide array of consumer products to its Club DIA customers, including a credit card linked to its fidelity program.

In August 2018, DIA exited the Chinese market by the sale of its 100% stake in Shanghai Dia Retail Co. Ltd and DIA (Shanghai) Management Consulting Services CO. Ltd. to the Suning Group pursuant to an agreement entered into on 3 April 2018 with Nanjing Suning.Com Supermarket LTD.

Also in August 2018, the DIA Group joined the international multilateral negotiation platform Horizon International Services. Horizon International Services enables collective negotiations with major suppliers across product lines and geographies. This alliance will be operative once the competition authorities of the countries in which the transaction needs to be notified approve it and will not affect DIA's own brand or the fresh products."

The table in the section headed "*Management and Supervisory Bodies*", under the title "*Board of Directors*" of the "*Description of the Issuer*" section on page 76 of the Base Prospectus is deleted and replaced by 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
Antonio Coto Gutiérrez	Executive director
Julián Díaz González	Independent director
Antonio Urcelay Alonso	Other external director
Angela Spindler	Independent director
Borja de la Cierva Álvarez de Sotomayor	Independent director
María Luisa Garaña Corces	Independent director

Name	Position
Stephan DuCharme	External proprietary director
Karl-Heinz Holland	External proprietary director

"

The first paragraph in the section headed "*Management and Supervisory Bodies*", under the title "*Audit and Compliance Committee*" of the "*Description of the Issuer*" section on page 77 of the Base Prospectus is deleted and replaced by the following:

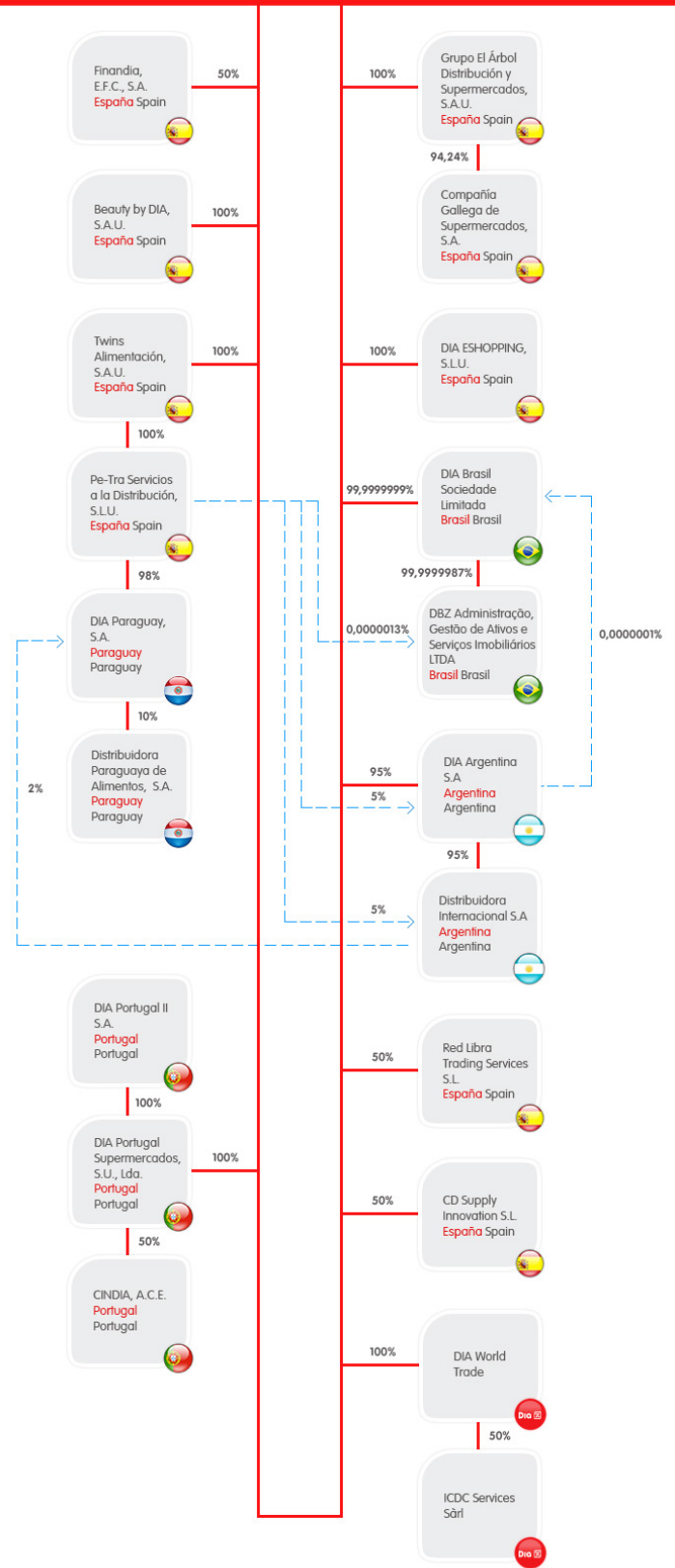
"Borja de la Cierva Álvarez de Sotomayor (chairman), María Luisa Garaña Corces and Stephan DuCharme are members of this committee."

The first paragraph in the section headed "*Management and Supervisory Bodies*", under the title "*Appointments and Remuneration Committee*" of the "*Description of the Issuer*" section on page 77 of the Base Prospectus is deleted and replaced by the following:

"Mariano Martín Mampaso (Chairman), Antonio Urcelay Alonso, Angela Spindler, Stephan DuCharme and Richard Golding are members of this committee."

The chart in the section headed "*Organisational Structure*", of the "*Description of the Issuer*" section on page 80 of the Base Prospectus is deleted and replaced by the following:

DIA Distribuidora Internacional Alimentación, S.A.



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. There has been no significant change in the financial or trading position of the Issuer or the Issuer and its Subsidiaries since 30 June 2018."