

SUPPLEMENT DATED 8 MARCH 2017 TO THE BASE PROSPECTUS DATED 2 NOVEMBER 2016 AS SUPPLEMENTED BY THE SUPPLEMENTAL BASE PROSPECTUS ON 15 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, as supplemented by a Supplement dated 15 November 2016 (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**"). 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

A copy of a direct and accurate English 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 2016 set out between pages 1 and 77 of the following document, available for viewing at

<http://www.diacorporate.com/recursos/doc/corporativo/20130507/ingles/2016-consolidated-annual-accounts-and-directors-report.pdf>

has been filed with the Central Bank and is incorporated by reference and forms part of this Supplement.

DESCRIPTION OF THE ISSUER

On page 73 of the Base Prospectus, under the heading "*Management and Supervisory Bodies*" in at the end of the table of section "*Board of Directors*" the following is added.

Name	Position
María Luisa Garaña Corces	Independent Director

On page 73 of the Base Prospectus, in the section entitled "*Audit and Compliance Committee*", the first paragraph is replaced with:

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

GENERAL INFORMATION

The third paragraph of the "*General Information*" section on page 89 of the Base Prospectus is deleted and replaced by the following:

"Significant/Material Change

Save as disclosed on page 53 of this Base Prospectus (*Description of the Issuer – Recent Events*), since 31 December 2016 there has been no material adverse change in the prospects of the Issuer or the Issuer and its Subsidiaries, and since 31 December 2016 there has been no significant change in the financial or trading position of the Issuer and its Subsidiaries."