

**DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.**  
**ANNUAL GENERAL SHAREHOLDERS MEETING 2019**

Attendance, delegation and remote voting card for the Ordinary General Shareholders Meeting of Distribuidora Internacional de Alimentación, S.A. to be held at Casa de América, c/ Marqués del Duero, nº 2, 28001 (Madrid), on 19 March 2019, at 10:00, on first call, and likely on second call the following day, 20 March 2019, at the same time and place, on second call at the same place and time.

Please, complete the following chart:

<b>Holders</b>		<b>Address:</b>	
<b>Share Account Code</b>		<b>Number of Shares</b>	
<b>Minimum No. of Shares for attendance</b>	<b>Number of Votes</b>		
1			

**PERSONAL ATTENDANCE AT THE GENERAL MEETING**

Any shareholder who wants to attend the General Meeting in person must sign below, present this card on the day and at the place where the General Meeting is held, together with the attendance card issued by the bank or by the entity registered with Iberclear that is in charge of keeping the register of book entries of his or her shares and certify its identity with its ID or any other equivalent and valid official document.

Place, date and signature of the shareholder attending

In ....., on ..... 2019

Proxy and remote voting are also available to the shareholders (by means of this attendance card or remote communication methods) as indicated by Law, the Articles of Association, the General Shareholders' Meeting Regulations, the rules included in the notice of the call to the General Meeting and by the Company's website ([www.diacorporate.com](http://www.diacorporate.com)), in accordance with the two following sections.

In case the following sections of delegation and voting are signed, remote voting will prevail over proxies, which will be rendered without effect.

**DELEGATION**

Any shareholder who does not wish to attend the General Meeting may confer its vote to any other person via proxy. The representative must also sign this proxy. The holder of the shares included in this attendance card hereby confers its representation to:

(Mark only one of the following boxes and, if applicable, specify the representative. This proxy will only be valid if the shareholder signs in the appropriate place)

- 1  To the Chairperson of the Board of Directors or, successively, the First Vice Chairman of the Board of Directors, the Second Vice Chairman of the Board of Directors (or, in the event of absence of the formers, the Director appointed as Chairperson of the General Meeting), the Chief Executive Officer, the remaining Directors (in order of seniority) and the Secretary of the Board of Directors
- 2  Mr/Ms..... with Passport/ID No.....

Any proxy that does not expressly specify the person to whom it has been granted shall be deemed to have been granted, indistinctly, jointly and severally and successively, in favour of the Chair of the Board of Directors, the First Vice Chairman of the Board of Directors, the Second Vice Chairman of the Board of Directors (or, in the event of absence of the formers, the Director appointed as Chairperson of the General Meeting), to the Chief Executive Officer, the remaining Directors (in order of seniority) and the Secretary of the Board of Directors.

To confer voting instructions, mark the corresponding box in the table below with a cross.

If any or none of the boxes below are not marked, I grant precise voting instructions in favour of the proposals made by the Board of Directors in accordance with the Agenda attached below. In this sense, please note that item 6.3 of the Agenda and the proposal accompanied thereto have been included by means of a supplement to the call requested by a shareholder (L1 Invest1 Holdings S.à r.l.) Therefore, the referred proposal has not been submitted by the Board of Directors of the Company.

Item of the Agenda	1.1	1.2	1.3	1.4	2.1	2.2	2.3	3	4.1	4.2	5.1	5.2	6.1	6.2	6.3 (Shareholder proposal)	7	8
For																	
Against																	
Abstention																	
Blank																	

Unless expressly indicated otherwise below, the proxy extends to alternative resolution proposals regarding items of the Agenda which have not been submitted by the Board of Directors, in which case the proxy representative, in absence of instructions, will cast a vote in the most favourable direction to the interests of the Company and the shareholder (for which purposes the proxy representative will follow the criteria that the Board of Directors may have expressed in respect of the referred proposal). Mark the following box "NO" only if you do not agree with this extension of the proxy. In this case, the shareholder shall be understood to instruct his/her representative to abstain.

NO

In relation to the proposals regarding items not included in the Agenda, unless otherwise indicated by the shareholder, the delegation also extends to such proposals. Mark the following box "NO" only if you do not agree with this extension of the proxy. In this case, the shareholder shall abstain.

NO

If the proxy extends to such resolution proposals, the precise instruction to the proxy representative is to vote against the proposals, unless otherwise indicated herein:

For the purposes of articles 523 and 526 of the Spanish Companies Law, it is hereby made known that: (i) all members of the Board of Directors may have a conflict of interest with respect to items 1.4 ("Exam and approval of the corporate management of Directors during the financial year ended 31 December 2018"), Three ("Approval of the delivery of shares of the Company as part of the remuneration of the Company's Board of Directors, in their capacity as Board members") and Eight ("Company's Annual Directors Remuneration Report for financial year 2018") of the Agenda; (ii) the members of the Board of Directors whose ratification and re-election is submitted for the approval of the General Shareholders Meeting under items 2.2 and 2.3 of the Agenda may have a conflict of interest with respect to said items of the Agenda; (iii) all members of the Board of Directors may have a conflict of interest with respect to item 6.3 ("Capital increase proposed by means of supplement to the call requested by L1 Invest1 Holdings S.à r.l."); and (iv) all members of the Board of Directors may have a conflict of interest in relation to the situations set forth in sections a), b), c) or d) of article 526.1 of the Spanish Companies Act (appointment, re-election or ratification of Directors; replacement, removal or dismissal of Directors; filing of a derivative action; and approval or ratification of the Company's operations with a particular Director), which may be submitted inside or outside the Agenda in accordance with the said Law.

If the shareholder has not expressly appointed a representative in accordance with the foregoing with respect to any of the above points, unless expressly stipulated otherwise below, the proxy shall be deemed to have been granted indistinctly, jointly and severally and successively, in favour of the Chairperson of the Board of Directors, of the first Vice Chairman of the Board of Directors, of the second Vice Chairman of the Board of Directors (or, in the event of absence of the formers, the Director appointed as Chairperson of the General Meeting), the Chief Executive Officer or the Secretary of the Board of Directors. Mark the following box "NO" only if you do not authorise the alternate proxy:

NO

Signature of the shareholder

Signature of the representative

In ....., on ..... 2019

In ....., on ..... 2019

## REMOTE VOTING

In the case that the shareholder does not wish to attend the General Meeting nor delegate this right, it may exercise its right to vote through the remote voting system. The shareholder holding this card in its own name exercises its right to vote in favour of all the Board of Directors' proposals with respect to the items on the attached Agenda published by the Company, unless a different vote is indicated below.

**If, with respect to any item of the Agenda, the shareholder does not express its vote in none or any of the boxes herein, it will be understood to be in favour of the Board of Director's proposals in relation to the Agenda.** In this sense, please note that item 6.3 of the Agenda and the proposal accompanied thereto have been included by means of a supplement to the call requested by a shareholder (L1 Invest1 Holdings S.à.r.l.). Therefore, the referred proposal has not been submitted by the Board of Directors of the Company.

Voting by remote voting system is not possible regarding proposals not included in the Agenda. In relation to proposals not submitted by the Board of Directors or not included in the Agenda, and unless otherwise indicated by the shareholder below, it shall be deemed that the shareholder has delegated its right to vote in favour of the Chairperson of the Board of Directors or, successively, the First Vice Chairman of the Board of Directors, the Second Vice Chairman of the Board of Directors (or, in the event of absence of the former, the Director appointed as Chairperson of the General Meeting), the Chief Executive Officer, the remaining Directors (in order of seniority) and the Secretary of the Board of Directors, such delegation being subject to the voting and conflict of interest rules included in the section "Delegation" of this card. Mark the following box "NO" only if you oppose to such delegation, in which case it is understood that the shareholder abstains.

NO

In any event, in addition to the provisions set forth by Law, the Articles of Association and the General Shareholders Meeting Regulations, rules laid down in the notice of the call to the General Meeting and in the Company's website ([www.diacorporate.com](http://www.diacorporate.com)) must be abided by.

(Mark the corresponding box(es) with a cross)

Item of the Agenda	1.1	1.2	1.3	1.4	2.1	2.2	2.3	3	4.1	4.2	5.1	5.2	6.1	6.2	6.3 (Shareholder proposal)	7	8
For																	
Against																	
Abstention																	
Blank																	

## Signature of the shareholder

In ....., on ..... 2019

## PROTECTION OF PERSONAL DATA

Personal data contained in this attendance, proxy and voting card, made available by the shareholder or by other third parties and generated at the General Shareholders' Meeting, as well as personal data obtained by the recording of the General Meeting (i.e. image and voice) will be processed by Distribuidora Internacional de Alimentación, S.A. with corporate domicile at Parque Empresarial de las Rozas - Edif. Tripark, calle Jacinto Benavente, nº 2-A, 28232 de Las Rozas-Madrid as data controller, in order to develop, manage and control the exercise of the shareholder's rights at its General Meeting, as well as the existing shareholding relationship, to manage and control the holding and broadcast of the General Meeting, and to comply with its legal duties. If the shareholder includes in the attendance, proxy and voting card personal data referred to other natural person different from the holder and if a third party attends the meeting as representative of the shareholder, the shareholder must inform them of the provisions contained in these paragraphs with regard to the processing and free movement of personal data and comply with any other requirements that may be applicable for the lawful disclosure of the personal data to the Company, without having to make any other additional action in terms vis-à-vis the data subjects. Personal data will be kept during the shareholding relationship and, once finalised, during a period of 6 years exclusively for the purposes of serving any legal or contractual action, or, exceptionally, for the period during which any kind of liability may arise from a legal or contractual obligation applicable to DIA. The processing of personal data is necessary for the aforementioned purposes and the legal bases of the processing are based in the shareholding relationship and in the compliance with legal obligations. Data will be communicated to the Notary attending the General Meeting and that will certify its content, and may be provided to any third parties exercising the right to information as provided by law, or be available to the public to the extent it appears in the documentation available on the website of ([www.diacorporate.com](http://www.diacorporate.com)) or stated at the General Meeting, which may be subject to audio-visual recording and public broadcast on such website. Both by security and by transparency and a wider dissemination, by assisting to the General Meeting (either in person or remotely), the assistant authorizes the photographing, the audio-visual recording of image and voice, as well as the reproduction and/or publication and diffusion in the terms abovementioned. The legal basis of the processing of personal data consisting in image and/or voice is both the legitimate interest of DIA to record and broadcast the meeting, that is recognised in the applicable rules and principles of transparency, and the consent of the assistant granted by assisting the General Meeting (in person or remotely). The data subjects may exercise their rights of access, rectification, erasure, objection, restriction of processing, data portability or any other right recognised by the applicable data protection regulation, in the terms legally provided, by post mail to the indicated address or by e-mail to the e-mail address [proteccion.datos@diagroup.com](mailto:proteccion.datos@diagroup.com), providing a photocopy of his/her ID or equivalent identification document. Likewise, we inform you that you can contact the e-mail address [dpo.es@diagroup.com](mailto:dpo.es@diagroup.com) in order to discuss any aspect in relation with the data processing carried out by DIA. If appropriate, the data subjects may lodge a complaint with the applicable supervisory authority; in Spain, it is the Spanish Data Protection Agency (*Agencia Española de Protección de Datos*). For any further information, please check [www.agpd.es](http://www.agpd.es). In case the attendance, proxy and voting card includes personal data referred to other natural persons different from the holder and if a third party attends the meeting as representative of the shareholder, the shareholder must inform them of the provisions contained above with regard to the correct transfer of personal data to DIA, without having to take any further action vis-à-vis the interested parties.

## AGENDA

- Exam and approval of the annual accounts, allocation of results and corporate management :
  - Exam and approval of the Company's individual annual accounts and the individual annual accounts of the Company consolidated with those of its subsidiaries, as well as the Company's individual management report and the management report of the Company consolidated with that of its subsidiaries, for the financial year ended 31 December 2018.
  - Approval of the non-financial information included in the management reports for the financial year ended 31 December 2018.
  - Proposed allocation of the results of the Company for the financial year ended 31 December 2018.
  - Exam and approval of the corporate management of Directors during the financial year ended 31 December 2018
- Composition of the Board of Directors: setting of the number of directors and appointment of Director, and ratification and re-election of Directors for the statutory period:
  - Setting at ten the number of Directors and appointment of Director.
  - Ratification and re-election of Mr Jaime García-Legaz as Independent Director.
  - Ratification and re-election of Mr Miguel Angel Iglesias as Executive Director
- Approval of the delivery of shares of the Company as part of the remuneration of the Company's Board of Directors, in their capacity as Board members.
- Re-election and appointment of statutory auditors for the individual and consolidated annual accounts of the Company and its Group for the years 2019, 2020 and 2021 :
  - Re-election of KPMG Auditores, S.L. as statutory auditor for the individual and consolidated annual accounts of the Company and its Group for financial year 2019.
  - Appointment of Ernst & Young, S.L. as statutory auditor for the individual and consolidated annual accounts of the Company and its Group for financial years 2019, 2020 and 2021
- Offsetting of losses and share capital reduction aiming to restore the balance and structure of the Company's net equity:
  - Offsetting of losses against reserves.
  - Share capital reduction in the amount of EUR 56,021,086.17 by decreasing the par value of the Company's shares in EUR 0.09 to offset losses and amendment of article 5 of the Articles of Association.
- Share capital increases:
  - Share capital increase with the aim of raising the Company's own funds in an effective maximum amount (par value plus share premium) of EUR 600,000,000.00, to be carried out through the issue and putting into circulation of new ordinary shares that shall be fully subscribed and paid up by means of a cash consideration, with the recognition of the shareholders' preferential subscription rights and with incomplete subscription provision. The Board of Directors shall determine (i) the par amount of the capital increase and the number of ordinary shares to be issued, and (ii) the issue rate or price of the new ordinary shares. Delegation of powers to the Board of Directors, with powers to subdelegate, to execute this resolution and to set those conditions not provided for by the General Shareholders' Meeting, according to article 297.1(a) of the Spanish Companies Act, as well as to amend article 5 of the Company's Articles of Association.
  - Authorization to combine in a single capital increase such capital increase with another capital increase that may be approved by the Board of Directors in the exercise of the delegation.
- ITEM 6.3 IS INCLUDED BY VIRTUE OF SUPPLEMENT TO THE CALL AT REQUEST OF A SHAREHOLDER**
  - Share capital increase with the aim of raising the Company's own funds in an effective amount (par value plus share premium) of EUR 500,000,000.00, to be carried out through the issue and putting into circulation of new ordinary shares that shall be fully subscribed and paid up by means of a cash consideration, with the recognition of the shareholders' preferential subscription rights and with a minimum issue price of EUR 0.10 (nominal plus, if applicable, share premium) per share. The Board of Directors shall determine (i) the par amount of the capital increase and the number of ordinary shares to be issued, and (ii) the issue rate or price of the new ordinary shares. Delegation of powers to the Board of Directors, with powers to subdelegate, to execute this resolution and to set those conditions not provided for by the General Shareholders' Meeting, according to article 297.1(a) of the Spanish Companies Act, as well as to amend article 5 of the Company's Articles of Association. The execution of the share capital increase would be subject to two conditions: (i) the effective settlement of the public takeover bid launched by L1R Invest1 Holdings S.à.r.l. for all of the shares of the Company and the appointment of a majority of the members of the Board of Directors of the Company as proposed by L1R Invest1 Holdings S.à.r.l., and (ii) an agreement being reached by the Company with the creditors holding the bank debt of the Company, in relation to a viable long-term capital structure of the Company.
- Delegation of powers to amend, supplement, execute and implement the resolutions adopted by the shareholders acting at the General Meeting, to formalise and record such resolutions, and to make the required deposit of accounts.
- CONSULTATIVE ITEM**
- Company's Annual Directors Remuneration Report for financial year 2018.