



Distribuidora Internacional de Alimentación, S.A. (“**DIA**” or the “**Company**”), in accordance with Article 228 of the consolidated wording of the Securities Markets Law, approved by Royal Legislative Decree 4/2015, of 23 October, hereby announces the following

RELEVANT FACT

The Board of Directors of the Company has resolved to call the Ordinary General Shareholders’ Meeting to be held likely on 22 April 2016 on second call, at Casa de América, Plaza de Cibeles s/n, 28014, Madrid, with the following agenda:

1. Examination and approval of the annual accounts, allocation of results and corporate management:
 - 1.1 Examination and approval of the Company’s individual annual accounts (balance sheet, income statement, statement of changes in equity, statements of cash flows, and notes) and the individual annual accounts of the Company consolidated with those of its subsidiaries (statements of financial position, income statement, statement of comprehensive income, statement of changes in equity, statement of cash flows, and notes, all consolidated), 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 2015.
 - 1.2 Proposed allocation of the results of the Company for the financial year ended 31 December 2015.
 - 1.3 Examination and approval of the management and activity of the Board of Directors during the financial year ended 31 December 2015.
2. Ratification and re-election of members of the Board of Directors:
 - 2.1 Re-election of Ms Ana María Llopis Rivas as a Director of the Company.
 - 2.2 Re-election of Mr Ricardo Currás de Don Pablos as a Director of the Company.
 - 2.3 Re-election of Mr Julián Díaz González as a Director of the Company.
 - 2.4 Re-election of Ms Rosalía Portela de Pablo as a Director of the Company.
 - 2.5 Ratification and re-election of Mr Juan María Nin Génova as a Director of the Company.
 - 2.6 Ratification and re-election of Ms Angela Lesley Spindler as a Director of the Company.
3. Amendment of the following articles of the Articles of Association of the Company in order to conform them to the amendments introduced by recently approved legal provisions and to make certain technical improvements.
 - 3.1 Proposed amendment of the following articles in “Title I. Chapter I.– General provisions”: article 2 (“Corporate object”) and article 3 (“Registered address”).
 - 3.2 Proposed amendment of the following article in “Title II.- The Company’s governance. Chapter I.– The general meeting”: article 19 (“Right of information”).



- 3.3 Proposed amendment of the following article in “Title II.– The Company’s governance. Chapter II.– Company management. Section 1.– The board of directors”: article 34 (“Term”).
- 3.4 Proposed amendment of the following article in “Title II.– The Company’s governance. Chapter II.– Company management. Section 2.– Delegated bodies of the board of directors”: article 41 (“The audit and compliance committee”).
- 3.5 Proposed amendment of the following article in “Title II.– The Company’s governance. Chapter II.– Company management. Section 3.– Annual corporate governance report and website”: article 44 (“Website”).
4. Authorisation to the Board of Directors, with express power of further delegation, for a maximum period of five years, to increase the share capital pursuant to the provisions of in section 297.1.b) of the Companies Act (*Ley de Sociedades de Capital*), by up to one-half of the share capital on the date of the authorisation. Delegation of the power to exclude pre-emption rights in relation to increases in capital that may be approved pursuant to this authorisation, which power, along with the same power provided for in item five on the Agenda, shall be limited to a maximum aggregate nominal amount equal to 20% of the share capital on the date of the authorisation.
5. Authorisation to the Board of Directors, with express power of further delegation, for a maximum period of five years, to issue debentures or bonds that are exchangeable for and/or convertible into shares of the Company or other companies either within or outside of its Group, and warrants on newly-issued or outstanding shares of the Company or of other companies either within or outside of its Group, with a maximum limit of 480,000,000 euros. Setting of standards for the determination of the terms and conditions applicable to the conversion, exchange or exercise. Delegation to the Board of Directors, with express power of further delegation, of the powers needed to establish the terms and conditions applicable to the conversion, exchange or exercise, and in the case of convertible debentures and bonds and warrants on newly-issued shares, to increase capital in the amount necessary to accommodate requests for conversion of debentures or the exercise of the warrants, with the power to exclude the pre-emption rights of the Company’s shareholders in the case of issues of convertible and/or exchangeable securities, which power, along with the same power provided for in item four on the Agenda, shall be limited to a maximum nominal amount equal to 20% of the share capital on the date of the authorisation.
6. Authorisation to the Board of Directors, with express power of further delegation, for a maximum term of five years, to issue: a) ordinary bonds or debentures and other fixed-income securities (except for notes) with a maximum limit of 1,200,000,000 euros, and b) notes with a maximum limit at any time of 480,000,000 euros, although the total debt at any time represented by the securities issued pursuant to sub-sections (a) and (b) above may not exceed an overall limit of 1,200,000,000 euros. Authorisation for the Company to guarantee new issues of securities by subsidiaries, within the limits set out above.
7. Approval of the Long-Term Incentive Plan (2016-2018) consisting of the delivery of shares to the executive officers of the Company (including the Executive Director).



8. Approval, if appropriate, of the delivery of all or part of the remuneration of the Company's Board of Directors, in their capacity as board members, in the form of Company shares.
9. 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

10. Annual Director Remuneration Report for financial year 2015.

The call for the General Shareholders' Meeting will be published in the coming days. The relevant documents related to it will be available to the shareholders in the corporate web site www.diacorporate.com.

In Madrid, 11 March 2016.

DISTRIBUIDORA INTERNACIONAL DE ALIMENTACIÓN, S.A.

Mr. Miguel Ángel Iglesias Peinado
Vice-Secretary of the Board of Directors