

**BOARD OF DIRECTORS' JUSTIFYING REPORT ON THE PROPOSAL TO THE
GENERAL SHAREHOLDERS MEETING OF THE RE-ELECTION
AS INDEPENDENT DIRECTOR OF MS. PILAR PLATERO SANZ**

I

By a decision of the General Shareholder's Meeting of Compañía de Distribución Integral Logista Holdings, S.A. ("the Company"), on 24th, March 2020, Ms. Pilar Platero Sanz was appointed as independent Director of the Company for the statutory period of four years.

Consequently, Ms. Platero mandate ends in March 2024, after four years of her appointment.

Ms. Platero holds the status of independent Director, pursuant to article 529 duodecies 4 of the Capital Companies Act.

II

The Appointments and Remuneration Committee at the meeting held today, has assessed again Ms. Platero profile, and has noted that:

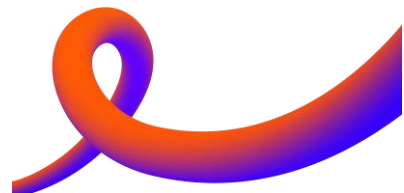
- i) she fulfils the requirements of the law and of the Company's Policy on the Selection of Directors of 19th December 2017, (knowledge, professional experience, recognized soundness and competence, responsibility for the exercise of her office, and absence of conflicts of interest) to be appointed Director;
- ii) she is not involved in any case involving prohibition or incompatibility under the Law or under the Company's Policy on the Selection of Directors;
- iii) she fulfils the legal and statutory requirements for inclusion in the category of independent Director.

Additionally, the Committee evaluates very favourably the performance of Ms. Platero since her appointment as Director of the Company, as well as her contribution to the matrix of competencies of the Board, in particular, in matters of risk management and audit.

Consequently, the Appointments and Remuneration Committee has unanimously proposed to the Board of Directors for its submission of the General Shareholders Meeting the re-election of Ms. Pilar Platero Sanz as an independent Director for the statutory term of four years.

III

Ms. Pilar Platero Sanz will be an independent Director in accordance with Article 529 duodecies 4 of the Capital Companies Act and Article 4.1 c) of the Company's Policy on the Selection of Directors, of 19th December, 2017.



IV

In view of the foregoing, the Board of Directors unanimously (with the personal abstention of Ms. Platero), agreed to adopt the above-mentioned report of the Appointments and Remuneration Committee, related to the proposal of re-election by the General Shareholders Meeting of Ms. Pilar Platero Sanz as independent Director, and therefore issues a favourable opinion on it, on the understanding that Ms. Platero has the necessary skills, experience and merits, and fulfils the requirements to be re-elected by the General Shareholders Meeting as independent Director of the Company, for the statutory period of four years.

This report was unanimously approved by the Board of Directors, with the above-mentioned abstention, in accordance with the provisions of the Capital Companies Act and will be joined to the General Meeting Minutes that may approve her re-election as Director.

Leganés, December 14th 2023

The Secretary Director

María Echenique Moscoso del Prado