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## BOARD OF DIRECTORS' JUSTIFYING REPORT ON THE PROPOSAL TO THE GENERAL SHAREHOLDERS MEETING OF RE-ELECTION OF THE PROPRIETARY DIRECTOR MR. RICHARD GUY HATHAWAY

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### I

By a decision of the General Shareholders Meeting of Compañía de Distribución Integral Logista Holdings, S.A. ("the Company"), on 16th March, 2016, Mr. Richard Guy Hathaway was appointed a Director of the Company for a period of four years, at the proposal of the controlling shareholder Imperial Brands PLC ("IB"), and following the favourable report from the Appointments and Remuneration Committee

Said mandate was renewed by the General Shareholders Meeting of the Company, on 26th March, 2019, which re-elected Mr. Hathaway as Director of the Company, for the statutory period of four years.

Mr. Hathaway's mandate, therefore, ended in March 2023, after the 2023 General Shareholders Meeting.

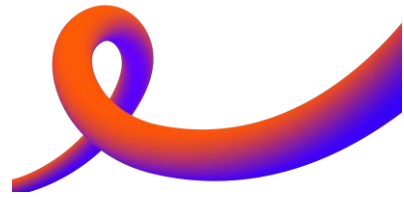
Mr. Hathaway holds the category of proprietary Director, in application of article 529 duodecies 3 of the Capital Companies Act, representing the controlling shareholder Imperial Brands PLC on the Board of Directors.

### II

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

- i) he still 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 his office, and absence of conflicts of interest) to be appointed Director;
- ii) he 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) he fulfils the legal and statutory requirements for inclusion in the category of proprietary director.

Additionally, the Committee highly favourably assesses the quality of Mr. Hathaway's work and performance, as well as his professional contribution to the Company's Board of Directors and its competency matrix, in particular his knowledge of Logista's policies regarding appointments and remuneration, due to his extensive experience as a member of the Company's Board of Directors, as well as his experience in managing teams in multinational scopes.



Therefore, the Appointments and Remuneration Committee has unanimously issued a favourable report (with the personal abstention of Mr. Hathaway) on the re-election by the General Meeting of Mr. Richard Guy Hathaway, as proprietary Director, for the statutory period of four years.

### III

Mr. Richard Guy Hathaway will hold the status of proprietary Director, in accordance with the provisions of article 529 duodecies 3 of the Capital Companies Law and article 4.1 b) of the Company's Director Selection Policy, of 19 December 2017

### IV

In view of the foregoing, the Board of Directors, with the abstention of Mr. Hathaway, unanimously 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 Mr. Richard Guy Hathaway as proprietary Director of the Company, on the understanding that Mr. Hathaway has the necessary skills, experience and merits, and fulfils the requirements to be re-elected by the General Shareholders Meeting as proprietary Director of the Company, for the statutory period of four years.

It is also noted that Mr. Hathaway's re-election as proprietary Director complies with the Framework Agreement of 12 June 2014, signed between the Company and Imperial Brands PLC, at the time of the Public Offering of Shares of the Company of that year.

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

Leganés, 14th December, 2023

The Secretary Director

María Echenique Moscoso del Prado