



REGULATIONS FOR THE
APPOINTMENTS AND REMUNERATION COMMITTEE

LOGISTA INTEGRAL, S.A.

New text approved by the Board of Directors of 18 September 2024

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Article 1. Nature and purpose

1. The Appointments and Remuneration Committee of the Board of Directors of Logista Integral, S.A. (the **Committee** and the **Company**, respectively) is constituted as a permanent internal body, of an informative and consultative nature, without executive functions, with powers of information, advice and proposal within its scope of action, which shall be governed by the rules contained in the Capital Companies Act and in articles 18 of the Bylaws and 17 of the regulation of the Board of Directors of the Company and in this Regulation of the Appointments and Remuneration Committee (the **Regulation**).
2. The purpose of this Regulation, approved by the Board of Directors of the Company, is to promote the independence of the Committee and to establish the rules of organisation and operation of the Committee, developing, as appropriate for the best performance of its functions, the provisions of the Bylaws and the regulation of the Board of Directors on the basis of the recommendations and criteria of good corporate governance established by the National Securities Market Commission and taking into account the characteristics of the Company and its Group.
3. In all matters not expressly provided for in this Regulation, the provisions of the Bylaws and the regulation of the Board regarding the functioning of the Board of Directors shall apply on a supplementary basis and insofar as their nature and functions make this possible.

Article 2. Interpretation, modification and dissemination

1. In the application and interpretation of this Regulation, the Committee shall take into account the applicable law and the recommendations and criteria of good governance established by the supervisory bodies and, in particular, by the National Securities Market Commission.
2. The Regulation shall be reviewed periodically by the Board of Directors, taking into account the proposals made in this respect by the Committee, and shall be disseminated to shareholders and the markets in general through publication on the Company's website.
3. This Regulation develops and complements the rules of the Bylaws and the regulation of the Board of Directors applicable to the Committee. The latter rules shall prevail in the event of contradiction with this Regulation.

Article 3. Composition of the Committee

1. The Committee shall be composed of a minimum of three and a maximum of five Directors appointed by the Board of Directors, at the proposal of the Committee, from among the non-executive Directors. The majority of the members of the Committee shall be independent Directors.
2. The Board of Directors shall ensure that the members of the Committee have the knowledge, skills and experience appropriate to the duties they are called upon to perform and, in particular, as a whole, in the following areas: corporate governance, analysis and selection of Directors and management personnel, diversity policies, as well as in the performance of executive duties, directly or indirectly, without necessarily having to be experts in these matters.
3. Diversity in its composition shall be sought, in particular regarding gender, professional experience, skills, sectoral knowledge and geographical origin.

Article 4. Committee positions

The Chair of the Committee shall be appointed by the members of the Committee from among the independent Directors forming part of the Committee and must have sufficient capacity and availability to dedicate more time to the Committee than the rest of its members. The Chair of the Board of Directors shall not act as Chair of the Committee.

Article 5. Duration

1. The members of the Committee shall be appointed for a maximum period of three years and may be re-elected one or more times for periods of the same maximum duration.
2. The members of the Committee who are re-elected Directors of the Company by resolution of the General Shareholders Meeting shall continue to hold office on the Committee without the need for a new election, unless the Board of Directors resolves otherwise.

Article 6. Functions of the Committee

1. The Committee shall have the functions established in the applicable law and, in any case, shall exercise, among others, the following functions:

(A) Concerning the composition of the Board of Directors and its Committees and the process of appointing internal Board of Directors and Senior Management positions

- a) Advise and make recommendations to the Board of Directors on the most appropriate configuration of the Board of Directors and its Committees in terms of size and balance between the different categories of Directors existing at any given time. To this end, the Committee shall periodically review the structure of

the Board of Directors and its Committees, especially when vacancies arise within these bodies.

- b) To report on and review the criteria to be followed for the composition of the Board of Directors and the selection of candidates and, specifically, to propose to the Board of Directors the policy for the selection of Directors.
- c) Assess the balance of skills, knowledge, diversity and experience required and existing on the Board of Directors. To this end, it shall draw up a matrix with the necessary competencies, updating it periodically in accordance with the challenges and opportunities to be faced by the Company, define the functions and skills required of the candidates to fill each vacancy and assess the time and dedication required for them to effectively perform their duties. For these purposes, the diversity objectives set by the Company shall be considered.
- d) To report on proposals for the appointment or removal of the Chair, Vice-Chair, Secretary and Vice-Secretary of the Board of Directors and of the Directors who are to form part of the different Committees.
- e) Examine and organise, in the manner deemed appropriate and with objective criteria and in accordance with the Company's interests, the succession of the members of the Board and, in particular, of the Chair and Chief Executive Officer of the Company and, if appropriate, make proposals to the Board regarding the succession plan, so that the succession takes place in an orderly and well-planned manner; and supervise the implementation of the aforementioned succession plan, in coordination with the Chair of the Board.
- f) To assist in the process of selecting candidates for the position of Chief Executive Officer and to report on proposals for the appointment or removal of the Chief Executive Officer.
- g) Report on proposals for the appointment and possible dismissal of senior management (except for the head of Internal Audit) and other management personnel required by law and the basic conditions of their contracts.

(B) Relating to the appointment, re-election and removal of Directors, as well as the performance of the duties of Directors

- h) Submit to the Board of Directors proposals for the appointment of independent Directors for appointment by cooptation (*cooptación*) or for submission to the decision of the General Shareholders Meeting, as well as proposals for the re-election or removal of such Directors by the General Shareholders Meeting. To this end, it shall receive for its consideration any proposals of potential candidates for filling vacancies that may be made by Directors.
- i) To report on proposals for the appointment of the remaining Directors for appointment by cooptation or for submission to the decision of the General Shareholders Meeting, as well as proposals for their re-election or removal by the General Shareholders Meeting.
- j) Report on the concurrence of causes justifying the qualification as independent of the Directors who place their position at the disposal of the Board of Directors in the cases indicated in article 25.3 of the regulation of the Board of Directors.

- k) Ensure that selection procedures do not suffer from implicit biases that hinder the selection of Board members of the under-represented gender.
- l) Before proposing or informing the Board of Directors of his or her appointment, inform the candidate of what is expected of him or her in terms of dedication, participation in committees and commitment to the Company.
- m) Annually verify compliance with the selection policy for Directors, reporting on this in the annual corporate governance report.
- n) Annually verify the classification of each director (as executive, proprietary, independent or other) for confirmation or review at the ordinary General Meeting and in the annual corporate governance report.
- o) Review that the information that the Company disseminates through its website on the Directors (e.g., information on the experience and professional background of the Directors) is sufficient and appropriate.

(C) Concerning the evaluation of the Board and its Committees and the fulfilment of the Director's duties

- p) Lead, in coordination with the Chair of the Board of Directors, the annual evaluation of the performance of the Board and the Board's committees and submit to the Board of Directors the results of their evaluation together with a proposal for an action plan or recommendations to correct any deficiencies detected or to improve the performance of the Board and the Board's committees. To this end, the Chair of the Committee shall organise and coordinate with the Chair of the Board of Directors and the Audit, Control and Sustainability Committee the participation of its members in the evaluation process.

To carry out the evaluation work, the Committee shall have the internal means it deems appropriate in each case and, at least every three years, the support of independent external consultants.

- q) Verify the independence of the external consultant assisting the Committee, if any, in carrying out the evaluation. The consultants assisting the Committee in the exercise of its evaluation powers provided for in this section shall be different from those, if any, advising the Company in the process of selecting Directors or Senior Executives, as well as in relation to their remuneration.

(D) Training-related

- r) Agree and periodically review, in coordination with the Chair of the Board of Directors, the training and refreshment programmes for Directors. To this end, proposals made by Directors shall be considered.

(E) On the remuneration of Directors and Senior Executives

- s) Propose or report, as the case may be, on decisions relating to remuneration. In particular,

- (i) Propose to the Board the remuneration policy for Directors, drawing up the mandatory reasoned report on said remuneration policy, as well as the annual remuneration report.
- (ii) Report on the individual remuneration of Directors in their capacity as such (*en concepto de tales*).
- (iii) Report on individual remuneration of executive Directors for the performance of duties other than those corresponding to them in their capacity as such and other conditions of their contracts.
- (iv) Propose the policy for the remuneration of Senior Executives in accordance with the provisions of the law, drawing up the mandatory report on this remuneration policy.
- (v) Report on the basic conditions of the contracts of the Senior Executives.
- t) Assist the Board in supervising compliance with the remuneration policy for Directors and Senior Executives, reviewing it periodically, including share-based remuneration schemes and their application.
- u) Review the remuneration policy to ensure that it is aligned with the Company's short, medium and long-term situation and strategy and with market conditions.
- v) Ensure the transparency of remuneration and, after verification of the information, its inclusion in the annual report, the annual corporate governance report, the annual remuneration report or in other reports required by applicable law, of information on remuneration and, to this end, submit to the board all relevant information.
- w) Assess the achievement of performance targets and the need for ex post adjustment to risk, including the application of malus or clawback schemes.

(F) Corporate governance related

- x) To support and advise the Board of Directors in relation to the corporate governance and internal governance policies of the Company and its Group, including in the supervision of compliance therewith, as well as in its evaluation and periodic review of the Company's corporate governance system, so that it fulfils its mission of promoting the corporate interest and considers, as appropriate, the legitimate interests of the remaining stakeholders.
- y) Propose or report, as the case may be, on proposals to amend the regulation of the Board of Directors, the regulation of the Audit, Control and Sustainability Committee and this Regulation prior to their approval by the Board of Directors.
- z) Review the information on corporate governance to be published by the Company (without prejudice to the powers of the Audit, Control and Sustainability Committee).

(G) Other functions

- a) Ensure that potential conflicts of interest do not impair the independence of the external advice provided to the Committee.

- b) Evaluate, at least once a year, its performance and the quality of its work.
 - c) To prepare an annual report on the activities of the Committee during the year, which shall be published on the Company's website sufficiently in advance of the Annual General Meeting.
 - d) To report to the General Meeting on the activities of the Committee and those matters that have taken place that fall within its competence, insofar as they are particularly relevant.
 - e) Any other powers or functions conferred by law, the Bylaws, the regulation of the Board of Directors or this Regulation or the Board of Directors.
3. In the performance and exercise of its duties, the Committee shall take into account the principles and criteria established in the Good Governance Recommendations for Listed Companies and in the *Technical Guide1/2019 on Appointments and Remuneration Committees of the* National Securities Market Commission of 20 February 2019, without prejudice to the adaptation of these to the particular circumstances and characteristics of the Company and its Group.

Article 7. Annual Work Plan

1. The Committee shall draw up an annual action plan setting out the main activities of the Committee during the financial year in relation to the performance of its duties, which it shall report to the Board, to which it shall be accountable for the work carried out.
2. In carrying out this planning, it should be borne in mind that the members of the Committee have primarily supervisory and advisory responsibilities, without being involved in the execution or management of the Company's management.

Article 8. Convening of meetings

1. The Committee shall meet as often as determined in the annual calendar of meetings and at least four times a year. One of the meetings shall necessarily be devoted to assessing the efficiency and compliance with the Company's corporate governance rules and procedures and to preparing the information to be approved by the Board of Directors and included in its annual public documentation.
2. It shall also meet whenever it is convened by its Chair when he deems it advisable for the proper performance of its functions or when two of its members so request and shall do so whenever the Board or the Chair of the Board requests the issuance of a report or the adoption of proposals by the Committee.
3. The meetings of the Committee shall be called by the Secretary of the Committee, by order of the Chair of the Committee, with at least five working days' notice, except for reasons of urgency that justify immediate convening or with less notice, by letter, fax, e-mail or any other means that allows accreditation of receipt.

4. The notice of call shall include, unless there are justified reasons, the agenda for the meeting and shall be accompanied by the minutes of the previous meeting, whether or not they have been approved, as well as the information deemed necessary for the deliberation and adoption of resolutions on the matters to be discussed and which is available, clearly indicating those points on which the Committee must adopt a decision or resolution so that the Directors may study or obtain, in advance, the information necessary for its adoption. If not all the information is available at the time the meeting is called, the pending information shall be provided as soon as possible.
5. Any Director member of the Committee may request the inclusion of items on the agenda.
6. The Committee shall draw up an annual calendar of regular meetings and shall have a formal catalogue of the subjects to be dealt with at the regular meetings provided for in the above annual calendar, which may be subject to modification.

Article 9. Meetings

1. The meetings of the Committee in accordance with the annual calendar of meetings shall be held at the registered office of the Company or at any place designated in advance by the Chair and stated in the notice of meeting.
2. Meetings of the Committee may be held by telephone conference call, videoconference or any other similar system, so that one or more of the members may attend the meeting by means of this system. For this purpose, the notice of the meeting, in addition to indicating the location where the physical meeting will take place, shall mention that the meeting may be attended by telephone conference, videoconference or equivalent system, and the technical means required for this purpose shall be indicated and made available, which in any case shall enable direct and simultaneous communication between all those attending. The Secretary of the Committee shall record in the minutes of the meetings thus held, in addition to the members attending physically or, as the case may be, represented by another member of the Committee, those attending the meeting by means of a telephone conference call, videoconference or similar system.
3. At the meetings of the Committee constructive dialogue among its members, promoting the free expression and the supervisory and analytical attitude of its members shall be encouraged, and the Chair of the Committee shall ensure that its members participate freely in the deliberations.
4. The Committee shall draw up an annual report on its performance, highlighting, among other matters, the main incidents arising, if any, in relation to its functions. In addition, when the Committee deems it appropriate, it shall include in this report proposals to improve the Company's corporate governance rules. The Committee's report shall be made available to shareholders and investors on the website sufficiently in advance of the Annual General Shareholders Meeting.

5. Any member of the management team or of the Company's staff who is required to attend the meetings of the Committee and to cooperate with it and provide it with access to the information available to him/her shall be obliged to attend the meetings of the Committee and to cooperate with it and provide it with access to the information available to him/her. The presence of members of management, professionals or other directors, executive or otherwise, at meetings of the Committee shall be occasional and only when necessary, at the invitation of the Chair of the Committee, and shall be strictly limited to those items on the agenda to which they are called and shall not attend the decision-making part of the meetings of the Committee.

Article 10. Constitution and adoption of resolutions

1. The Committee shall be validly constituted when a majority of its members are present or represented, and its resolutions shall be adopted by a majority of the members present or represented at the meeting.
2. The members of the Committee may grant a proxy to another member of the Committee. Representation shall be granted in writing and on an ad hoc basis for each meeting.
3. In the event of a conflict of interest, the member of the Committee affected shall abstain from participating in the deliberation and voting on resolutions or decisions in which he or a person related to him/her has a direct or indirect conflict of interest and shall absent him/herself until the decision is adopted. The votes of the Directors affected by the conflict and who must abstain shall be deducted for the purpose of calculating the majority of votes required.

Article 11. Committee Minutes

1. The meetings of the Committee shall be recorded in minutes, which shall include the conclusions or proposals formulated at its meetings, and which shall be signed by its Chair and Secretary or by those who, where appropriate, replace them in the performance of their duties, following the approval of the minutes by the Committee.
2. The Minutes of the Committee shall be made available to all members of the Board of Directors.
3. The rules laid down in the Board of Directors' regulation for the minutes of the Board of Directors shall also apply.

Article 12. Access to information and advice

1. The Committee may have access in an appropriate, timely and sufficient manner to any information or documentation available to the Company relating to matters within its competence, whenever deemed necessary for the performance of its duties.

2. The Committee may also seek, at the Company's expense, the collaboration or advice of external professionals when it deems it necessary or advisable for the better performance of its functions.

Article 13. Means and resources

1. The Committee shall adopt a regular training plan to ensure that the members of the Committee are kept up to date.
2. To perform its duties, the Committee shall have at its disposal the means and resources necessary for independent operation. Resource requirements shall be channelled through the Secretary of the Board of Directors of the Company.

Article 14. Information to the Board of Directors and the General Shareholders Meeting and interaction with Directors.

1. The Chair of the Committee shall act as its spokesperson at meetings of the Board of Directors and, where appropriate, of the General Meeting of the Company.
2. The Committee shall report on its activities at the first plenary session of the Governing Board following its meetings and shall be accountable for its work.
3. The Committee's activity report should enable shareholders and other interested parties to understand the activities carried out by the Committee.
4. The Chair of the Board of Directors and any Director may make suggestions to the Committee in relation to matters falling within the scope of their competences. The Committee shall also consult the Chair of the Board and the Chief Executive Officer, especially on matters relating to executive Directors and Senior Executives.
