

**ANTI-CORRUPTION AND ANTI-BRIBERY POLICY
OF LOGISTA HOLDINGS AND ITS SUBSIDIARIES
("LOGISTA")**

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RECORD OF AMENDMENTS		
Version	Date	Amendment
1.0	27/10/2020	First edition of the document.
1.1	20/07/2023	<p>An explicit reference to "Anti-bribery" has been added in the name of the Policy.</p> <p>The preamble introduces an express reference to the Compliance System, expanding its scope to Criminal Compliance Management Systems under the UNE 19601 standard.</p> <p>The definition of "<i>Corruption or Bribery</i>" has been added in the Definitions section.</p> <p>The definition of "<i>Facilitation payments</i>" has been added in the Definitions section.</p> <p>A new section 3, "<i>Declaration of Compliance</i>", has been added.</p> <p>An express reference to the Gifts and Hospitality, Policy has been included in Section 4, on General Rules of Conduct to Prevent Corruption and Bribery.</p> <p>A new section 5, "<i>Reaction to Breaches</i>", has been added.</p> <p>A new section 7 "<i>Dissemination and Training</i>", has been added.</p>

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0. PREAMBLE

Compañía de Distribución Integral Logista Holdings, S.A. and its subsidiaries (hereinafter, "**Logista**" or the "**Group**") are firmly committed to carrying on their business in strict compliance with the law and according to the highest ethical standards of honesty, integrity and transparency.

Pursuant to domestic and international laws (the Spanish Criminal Code, Decree 231/01 in Italy, the Sapin II Law in France, the Bribery Act 2010 in the United Kingdom, OECD Recommendations and the Foreign Corrupt Practices Act (FCPA) in the United States), Logista has implemented a zero tolerance policy towards any practice that may be considered illegal, inappropriate or which could create a reputational risk for the Group.

Accordingly, Logista requires of all its directors, officers and employees that they act with the utmost respect for the principle of business integrity, and has implemented this Anti-Corruption and Anti-Bribery Policy (hereinafter, the "**Anti-Corruption and Anti-Bribery Policy**"), which sets out the general guidelines and rules for preventing corruption and bribery in any form, and which shall govern all interactions between Logista and third parties, be they Government Officials or private individuals, with whom the Group has any form of business, commercial or professional relationship.

This Policy must be understood and considered as an extension of the chapter on Corruption and Bribery in Logista's Code of Conduct, without prejudice to the provisions of the Group's Criminal Compliance Policy, and the principles and commitments set out in this Policy must therefore be interpreted in conjunction with those set out in those documents and with the UNE 19601 standard.

Furthermore, this Policy has been integrated into Logista's Compliance System, which is organised into three fundamental elements: (i) the Code of Conduct, (ii) the Criminal Compliance Policy, and (iii) the Whistleblowing Policy (the "**Compliance System**").

Finally, in terms of its content and scope of application, this Policy shall prevail over any other internal policy or rule, except where the latter contains stricter provisions.

This Policy is binding on all persons covered by its scope of application.

PROVISIONS

1. DEFINITIONS

In this Policy, unless otherwise implied by the context, the following words and expressions, in the singular or plural, shall bear the following meanings:

"Commercial Partners":

This means any third party that acts for or on behalf of the Group, or any entity owned or controlled by Logista that may interact with external parties, especially if they are Public Officials; or any alliance in which the Group holds economic interests, including but not limited to: consultants, agents, advisors, customers, carriers, delegates or representatives of the Group in a specific territory, franchisees, lawyers, manufacturers, partners and suppliers.

"Corruption or Bribery":

This means offering, promising, giving, accepting or soliciting an undue advantage of any value (which may be financial or non-financial), whether directly or indirectly, and regardless of its location, in violation of applicable law, as an inducement to or reward for a person to act or refrain from acting in relation to the performance of that person's duties. Corruption may take two forms: active corruption (committed by those who offer or facilitate the advantage or benefit) and passive corruption (committed by those who solicit or accept the advantage or benefit), and they are both deemed to be corruption, regardless of the party taking the initiative to perform a corrupt act.

"Public Officials":

This includes, without any limitation, any person who holds or acts on behalf of a legislative, administrative or judicial office, including any person employed by or acting on behalf of a public body, a public company or a public international organisation, any political party, or an official thereof, or any candidate for any political office, any party associated with any government or department, or any agency or part thereof, or any state-owned enterprise or any joint venture or association of state-owned enterprises (including a partner or shareholder in such a company), or of any international public organisation, or any person who acts with official authority for or on behalf of any international public organisation, or family member or Related Party of any person.

"Object of Value":

This means any item of value, whether tangible or intangible, including, but not limited to, cash or cash equivalent, gifts, meals, entertainment, travel expenses, loans, third-party services, goods, trips, equipment, supplies or services, grants, reimbursement of expenses, training courses, offers of business, employment or other

benefits to a member of his/her family, donations, contributions to charities or non-governmental organisations.

"Facilitation payments":

This means an illegal or unofficial payment made in return for services that the payer is legally entitled to receive without making such a payment. It is normally a relatively minor payment made to a public official or a person performing a certifying function to ensure or expedite the course of a required procedure or action, such as the issuance of a visa, work permit, customs clearance or installation of a telephone.

"Related Party":

This means, in relation to a Public Official, the spouse or any other person with an equivalent relationship; dependent children, according to the applicable law in each country; or a legal person, trust or partner directly or indirectly controlled by the Public Official.

2. SCOPE OF APPLICATION

This Policy shall apply to Compañía de Distribución Integral Logista Holdings, S.A. and all its subsidiaries, regardless of the country in which they operate.

This Policy shall also apply to all directors and legal representatives, managers, employees and, in general, to any person under Logista's authority (hereinafter referred to as "**Members**"), and is strictly binding upon them all.

The Group's Business Partners must be informed of this Policy and must commit to complying with it, where applicable.

Members of the Board of Directors, directors or managers who have been appointed by Logista to be members of the Boards of Directors or to management positions in companies in which Logista has an ownership interest, but which are not under Logista's control, shall be bound by this Policy, and shall internally monitor implementation of this Policy, as appropriate.

Breach of this Policy shall be deemed a breach of contract, which may lead to termination of the contract by Logista.

3. DECLARATION OF COMPLIANCE

Logista expresses its commitment to comply with the Anti-Corruption and Anti-Bribery Policy, in line with the requirements of the UNE-ISO 37001 Standard.

Members of the Group shall abide by a set of rules of conduct with both any private individual and any Public Official, or with their Related Parties, to ensure that the Group's business is always carried on within the established principles of ethics and transparency.

Members must always act according to the principles of business integrity, prudence and common sense. Therefore, whenever there may be doubt as to the legality or propriety of any action, Members must always consult the Local Compliance Unit of the country in which the action will be taken, or, where appropriate, the Group's Compliance Committee, before taking such action.

4. GENERAL RULES OF CONDUCT TO PREVENT CORRUPTION AND BRIBERY

The following good practice guidelines should govern the activities of Logista:

4.1 Business courtesies and gifts

- ✓ Logista expressly prohibits its Members from giving, promising, offering or handing over Objects of Value, whether directly or indirectly, when they are intended to influence Public Officials or third parties with decision-making powers, regarding situations or transactions affecting the Group, or where Logista may have an interest, or where the purpose is to facilitate or accelerate a process.
- ✓ Logista expressly prohibits its Members from soliciting, receiving or accepting Objects of Value that could induce them to carry out their work or professional duties unfairly or improperly.
- ✓ Under no circumstances shall the following Objects be offered, granted, accepted or solicited:
 - Personal gifts or benefits that might be considered inappropriate, according to local market standards.
 - Gifts or benefits consisting of illegal activities.
- ✓ No Member shall benefit, in his/her personal purchases from Commercial Partners, from discounts or more favourable conditions exceeding the conditions generally applicable to the remaining Members.

- ✓ It is not necessary that the actual act occurs to breach this Policy: the offer, promise or mere acceptance of an Object of Value shall suffice to violate the prohibition set out in the foregoing paragraphs.
- ✓ Offering, giving or accepting gifts or personal benefits may be deemed to constitute hospitality or a courtesy if they are occasional, without any expectation of reciprocity, reasonable in value and proportionate to the circumstances and social customs of the territory where they are given, and at all events consistent with the criteria set out in Logista's Gifts and Hospitality Policy.
- ✓ In the event of doubt as to whether a particular instance of hospitality or courtesy may be deemed appropriate and proper, according to social customs, the Member in question must consult the Local Compliance Unit or, if appropriate, the Compliance Committee.
- ✓ All gifts or personal benefits that do not meet the foregoing requirements must be refused.

4.2 Promotional events, collaborations, donations and sponsorships

- ✓ When organising promotional events, the Group shall ensure that costs are reasonable, the content of the events complies with and is proportionate to their purpose and that the relevant internal approval processes are followed. In turn, the content of the event shall focus primarily on promoting Logista's brand, products and services, and shall relate to the business of the recipient of the invitation.
- ✓ The Group shall made no contributions to political parties, candidates, electoral lists, groups or coalitions.
- ✓ Collaborations, donations and sponsorships shall follow the relevant internal approval processes and be documented and accounted for. The Group shall refrain from making donations to or sponsoring individuals or entities that have been convicted of, or are known to be under investigation for, corruption-related offences - whether public or private - or money laundering-related activities.
- ✓ Any collaboration, donation or sponsorship must be made in accordance with Logista's Gifts and Hospitality Policy.

4.3 Good practice guidelines for Logista Members in exercising their duties and relationships with Commercial Partners

- ✓ Members shall exercise the functions of the relevant position with a commitment to the Group's purposes, refraining from any action contrary to their duties, applicable laws or which may constitute a conflict of interest.
- ✓ Members shall refrain from engaging in situations, activities or interests involving unfair competition with Logista or that could affect the Group's reputation (including engaging in activities that could affect its objectivity) and/or its market position.
- ✓ Relations between Members and Commercial Partners shall be conducted according to the highest standards of professional ethics. In its contractual agreements, Logista shall require commitments that include compliance with anti-corruption and anti-bribery laws.
- ✓ The Group shall refrain from entering into or maintaining any business relationship with third parties whose conduct may constitute an act of Corruption or Bribery.
- ✓ All transactions conducted by the Group shall be recorded clearly and concisely in the relevant accounts so as to give a true and fair picture of the transactions conducted. Facilitation Payments shall not be permitted in any circumstances.

5. REACTION TO BREACHES

Notwithstanding any other liabilities that may have been incurred, Members' failure to comply with this Policy or Logista's Compliance System may constitute an labour violation and, as such, shall be punishable under applicable employment disciplinary rules, pursuant to law or collective bargaining agreements.

In the event of any breach or infringement of the guidelines, principles and commitments set out in this Policy by commercial partners and third parties, Logista may exercise its contractual and/or legal rights and remedies.

Such breaches may also result in legal action in the event of breaches of criminal, civil or commercial laws or obligations.

6. NOTIFICATION AND REPORTING

Any questions arising concerning the application of this Policy should be addressed to the Local Compliance Unit or, where appropriate, to the Group's Compliance Committee, through the reporting mechanisms in place within Logista.

Members who have knowledge, evidence or reasonable suspicion that corrupt practices are being or have been attempted within the Group, or who believe that there is a risk of such practices occurring, must report them immediately via the Logista's Whistleblowing Channel.

The communication may be addressed, by ordinary post, in written form to the address: "Logista - Att. Compliance Committee - c/ Trigo, 39, Leganés (28914 Madrid) Spain," or by email to the email address: complaintschannel@logista.com.

Reports received shall be handled and resolved according to the Logista's Whistleblowing Policy, which guarantees confidentiality of the information and the indemnity of the complainant, as well as the respect of fundamental rights, the presumption of innocence and the proportionality, accuracy and security of information and personal data.

In Spain, reports may be submitted anonymously. In other countries, complaints may also be made anonymously, unless the applicable national legislation requires the reporting party to identify himself/herself.

7. DISSEMINATION AND TRAINING

To ensure that it is accessible and publicly known, this Policy shall be accessible to all stakeholders by being published on Logista's corporate website and being notified to all Members by email and being posted on the Intranet.

This Policy shall also be included in the mandatory training subjects for all Members.

8. ENTRY INTO FORCE

The above Rule shall take effect 10 May 2021. The amendments introduced in this update shall take effect on 24 July 2023.

Leganés, 20 July 2023.

The Secretary Director

Ms María Echenique Moscoso del Prado