

## FISCAL POLICY OF GRUPO LOGISTA AND ITS SUBSIDIARY COMPANIES

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CHANGE CONTROL		
Version	Date	Modifications
1.0	29/9/2015	First edition of the document
1.1	20/7/2023	<p>Section 0. Preamble: Regulations update</p> <p>Section 1. Scope of application: widen the scope of application to the members of the organization (1.3) and the activities of the Group (1.4)</p> <p>Section 2. Purpose: Addition of purpose 2.1.ii) which refers to the guiding principles and criteria of the Policy on control and management of tax risks</p> <p>Section 3. Fiscal Strategy: addition of the prohibition of intentional commission of tax infringements and minimization of liable or negligent commissions</p> <p>Section 4. Good Tax Practices: Mention to the implementation of the Tax Compliance Management System according to the UNE 19602 regulation</p> <p>Section 5. Operations with Special Fiscal Relevance: Update of concepts included by means of regulatory updates (non-cooperative jurisdictions and obligation to publish and approve related party transactions) and elimination of the obligation for the BoD to review annually the tax requirements as regards transfer pricing</p> <p>Section 6. Decision-Making, Supervising and Control Bodies: Support of the Executive Committee to the Tax Compliance Management System and guarantee no retaliation on the communication of infringements</p> <p>Section 7. Communication and Information System: Publishing of the Fiscal Policy in corporate web</p> <p>Section 8. Whistle blowing procedure: Mention to the existence and functioning of the complaints channel</p>

## SUMMARY

0. PREAMBLE .....	4
1. SCOPE OF APPLICATION.....	5
2. PURPOSE .....	6
3. FISCAL STRATEGY .....	6
4. GOOD TAX PRACTICES .....	8
5. OPERATIONS WITH SPECIAL FISCAL RELEVANCE.....	9
6. DECISION-MAKING, SUPERVISING AND CONTROL BODIES .....	10
7. COMMUNICATION AND INFORMATION SYSTEM .....	11
8. WHISTLE BLOWING PROCEDURE .....	12
9. LANGUAGE.....	13
10. EFFECTIVE DATE .....	13

## 0. PREAMBLE

Article 529 ter of the consolidated text of the Capital Corporations Law, approved by Royal Legislative Decree 1/2020 (henceforth, Capital Corporations Law) and the Regulation of the Board of Directors of the Compañía de Distribución Integral Logista Holdings, S.A. ("Logista" or "the Group"), Consolidated Text of 22 July, 2021, include among the non-delegable powers of the Company's Board of Directors:

- i) the determination of the Group's fiscal strategy and its policy on the control and management of risks, including fiscal risks, and the supervision of its information and control internal systems.
- ii) the approval of investments or any other kind of operations which due to their magnitude or their special characteristics, have a strategic nature or represent a special fiscal risk, except when their approval is the responsibility of the General Shareholders' Meeting.
- iii) the approval of the creation or acquisition of holdings in special-purpose entities or in those residing in countries or territories which are considered as tax havens, and any other transactions or operations of a similar nature which, because of their complexity, could reduce the transparency of the Company and of its group of companies (hereinafter, jointly, "the GROUP").

The Corporate Corporations Law, the Bylaws and the Regulations of the Company's Board of Directors include, among the responsibilities of the Audit and Control Committee of the Board of Directors:

- i) Supervising the effectiveness of the internal control systems of the Grupo Logista, and in particular, of the financial information and of the systems to control risks, including the fiscal risks of the Grupo Logista, reviewing the appointment and substitution of its managers, and discussing with the Accounts Auditors or Auditing Companies the weaknesses in the system of internal control, detected in the course of the audit.
- ii) Informing the Board of Directors, in advance, of operations connected with the creation or acquisition of special-purpose entities, or those domiciled in countries or territories which are considered as tax havens.

## PROVISIONS

### 1. SCOPE OF APPLICATION

#### 1.1. Application to the Group

This Policy will apply to the Group.

The Group is understood to mean:

- i) Each and every one of the Businesses of the Group, whether included together with others in any of the companies of the Group, or whether constituted as trading companies in their own right, provided that, in this latter case, they are principally dependent, directly or indirectly, on the Group (hereinafter, "the Business", or, in the plural, "the Businesses").
- ii) The Corporate Directorates of the Group (hereinafter, "the Corporate Directorates").

#### 1.2. Application to Associated Companies

As far as is possible, this Policy will apply to companies associated with any of the Group's companies.

If necessary, the Directors representing the Group in the Board Meetings and General Shareholders' Meetings of companies directly or indirectly associated with the Group, and not controlled by it, will apply this Policy internally before casting the corresponding vote, and will reserve the said vote if they have not received the appropriate Approval, in the applicable cases.

#### 1.3. Application to the members of the organization

This Policy will apply to the Directors and legal representatives, executives, employees, and people under the authority of the Group (hereinafter, "members" or in singular "member"), that act in the name and on behalf of any company of the Group and/or in its direct or indirect interest.

#### 1.4. Application to the activities of the Group

This Policy will apply to all the business activities carried on by the Group, whether for profit or for free, in the development of its company purpose, and it will result applicable to all the tax-related obligations to which the Group is subject such as direct taxes on company profits, indirect taxes, employee earnings taxes, taxes on capital or property gains, and other tax obligations as well as all related registering obligations and information obligations.

## 2. PURPOSE

2.1 The object of this Policy is to define and formulate a Fiscal Policy for the GROUP, laying down:

- i) the general objectives of the GROUP's Fiscal Strategy, and the principles and criteria which must govern the GROUP's actions to achieve those objectives.
- ii) the principles and criteria that will guide the policy on control and management of tax risks, in line with the General Policy on Risk Management of the Group and its implementing Procedure, and with the supervision of the information and control internal systems (as a whole, the Tax Compliance Management System) in the context of the firm commitment of the Group to establish said Tax Compliance Management System.
- iii) the good tax practices which the GROUP will follow in order to implement its Fiscal Strategy.

2.2 The general purpose of this Fiscal Policy is to re-affirm and make explicit the GROUP's commitment to strict compliance with the applicable regulatory provisions, in the territories in which it operates, in those matters which are the subject of the said Policy, and in implementation of good fiscal practices.

## 3. FISCAL STRATEGY

The general objectives and principles of actions of the Fiscal Strategy adopted by the Group are as follows:

- i) To ensure compliance of the applicable tax legislation, both national and international.
- ii) To pay all taxes that are due under the current legal system of each territory in which the Group operates.
- iii) Submit all the Group's tax declarations on time, even if they do not involve the payment of any taxes.
- iv) Expressly forbid the intentional commission of tax infringements and minimize the liable or negligent commission of said tax infringements.

- v) To facilitate and promote, as far as possible, appropriate co-ordination of the fiscal policy of the Group's subsidiaries and those of the Company whenever local tax regulations impose divergent criteria.
- vi) To minimize the fiscal risks associated with the Company's operations and strategic decisions, thus ensuring that the tax payable is appropriate and in proportion to the operations of the Businesses, the material and human resources, and the business risks of the Group.
- vii) To maintain a fiscal policy which allows the value for the shareholders to be maximised and the Group's cash flow to be optimised, always operating in accordance with the applicable regulations.
- viii) To comply with the principle of internal and external transparency, within the Group and in relation to third parties, in operations and information and, especially, in relation to the Fiscal Authorities.
- ix) To promote open communication and total collaboration with the Fiscal Authorities. Relation with Fiscal Authorities of the countries where the Group is present, must be based on confidence, cooperation, loyalty and must be guided by the principle of Good Faith, without prejudice to legitimate disputes which, respecting the former principles and in defense of social interest, could be generated with these Administrations regarding interpretation of applicable rules.
- x) To co-operate with the Fiscal Authorities in fighting illicit trade.
- xi) To define the fiscal risks and determine the Objectives and Activities of internal Control, and to set up systems for reporting fiscal compliance and for keeping documentary records, integrated with the Group's General Framework of Internal Control.
- xii) Board of Directors will receive detailed information about main fiscal implication on operations or questions which could have a fiscal impact.

Regarding international taxation and transfer pricing, it must be taken as key reference the conclusions of the Project driven by OCDE and G-20 called "Base **Erosion** and Profit Shifting". (named as BEPS Project).

## 4. GOOD TAX PRACTICES

In order to implement the Fiscal Strategy, the Group will observe the following 'good tax practices':

- Internal distribution of this Policy, which constitutes the guiding principles of the compliance of the tax regulations by the Group, associated with good tax practices.
- Develop a specific procedure for control and management of tax risks and for the supervision of the Group's internal information and tax control systems that will be materialized by means of the implementation of a Tax Compliance Management System in accordance with the UNE 19602 Regulation, which will be subject to constant improvements and updates.

The objective of this procedure will be to manage and control Group fiscal risks, and its compliance will be mandatory for all employees, and for third parties in working relationships with the Group in so far as it affects them.

- In relation to taxation, making decisions on the basis of a reasonable interpretation of the applicable regulations, closely connected with the Group's activities, renouncing aggressive fiscal schemes, and maintaining full transparency.
- Not using contrived structures which are unrelated to the Group's own activities for the purpose of reducing its tax burden.
- Not carrying out transactions with connected companies simply for the purpose of eroding the bases of taxation or transferring profits to territories where taxation is low.
- Execute at their normal value in the market, following the arm's length principle, transactions between related parties, and comply with documentation requirements related to transfer pricing defined at the tax legislation. The Group periodically will review their transfer pricing policy in order to update and adapt it to the current legislation and business reality.
- Avoiding structures which, for tax purposes, are deliberately opaque, in other words, those designed to prevent the relevant fiscal Administrations from knowing the ultimate purpose of their activities or the ultimate owner of the assets or rights involved.
- Not forming or acquiring companies which are resident in tax havens for the purpose of obtaining fiscal advantages, unless the Group's normal activity has to be carried out in such places, or unless they are acquired by indirect holdings in other companies.



- Following the recommendations of the codes of good tax practices existing in countries in which the Group has a presence, assuming those which result from being an Authorized Economic Operator (A.E.O.) and the fiscal regulations governing foreign trading relations.
- Carry out tax due diligences and structure to identify and control possible fiscal risks in those acquisitions of relevant assets, entities and significant businesses.
- Collaborating with the relevant Tax Administrations in the detection of, and the search for solutions to, possible fraudulent fiscal practices coming to the Group's notice, and which could be carried out in the markets in which the Group has its own activities.
- Providing the fiscally important information and documentation requested by the relevant fiscal administrations in the shortest possible time, and with the required scope and approach.
- In the context of any proceedings or actions with the Spanish tax authorities, to inform and discuss appropriately with the relevant body about all the relevant factual matters on which it is knowledgeable, in order to potentiate, as far as is reasonably possible, and without jeopardising the legitimate right to own defence, the agreements and conformities made in the course of said tax related proceedings or actions and thus, avoid unnecessary judicial disputes.

## **5. OPERATIONS WITH SPECIAL FISCAL RELEVANCE**

Board of Directors, previous analysis, in case, by the Audit and Control Commission, must examine and approve those operations which, based on the relevant amount or special characteristics, present a strategic character or fiscal risk for the Group, in the terms shown as follows:

### **i. Non-cooperative jurisdictions**

Board of Directors is responsible for specifically approving the creation or acquisition of shares in companies with corporate address in countries or territories considered as non-cooperative jurisdictions (previously known as tax havens) in accordance with the regulations in force at each time.

### **ii. Special Purpose Entities**

Board of Directors are responsible for specifically approve the creation or acquisition of shares in Special Purpose Entities.

### **iii. Transfer pricing**

The Group, as a policy, will assess the transactions between related parties according to their normal market value, and will comply with the annual documentation requirements regarding transfer pricing according to the current legislation, with the support of independent experts to carry on the review.

In particular, the Group will comply with the regulations on making public information of those related party transactions that comply with the legal requirements for it, and with the regulations on approval of related party transactions by the corresponding body, all of which in accordance with the Capital Corporations Law.

#### iv. Other transactions with special fiscal relevance

Board of Directors will necessary examine, and if it is the case, approve the fiscal impacts on:

- Organizational restructuring
- Business financing operations submitted to their approval.
- Those investment and disinvestment operations that , according to Bylaws, Board of Directors' Regulations and internal rules of the Group, should have been examined by the Board of Directors.
- Those which the Audit and Control Committee decides to escalate.

Any other transaction or decision defined at Bylaws, Board of Directors' Regulations and internal rules of the Group.

## **6. DECISION-MAKING, SUPERVISING AND CONTROL BODIES**

- 6.1 It is the responsibility of the Company's Board of Directors to establish the Fiscal Strategy, the policy on the control and management of the entity's risks, including fiscal risks, and the supervision of its internal information and control systems.
- 6.2 The function of supervising the effectiveness of the Company's internal control systems and its systems for risks, including fiscal risks, is the responsibility of the Audit and Control Committee, delegated by the Board of Directors.
- 6.3 The Executive Committee is the Senior Management for the purposes of the Compliance System, and it has the responsibility of demonstrating its leadership and commitment with respect to said Compliance System.

Thus, the Executive Committee and, in particular, the Managing Director will guarantee their support to the Tax Compliance Management System for its adequate implementation with the aim of dealing efficiently with the tax risks of the Group, ensuring for this purpose that:

- This Fiscal Policy will be complied with internally and externally
- That the demands deriving from the Tax Compliance Management System are brought into the operative processes and procedures of the organization, enforcing them effectively, and encouraging the use of such procedures to detect potentially non-compliant behaviour.
- The monitorization and continuous improvement of the Tax Compliance Management System in order to prevent the commission of infringements and to detect tax risks, will be actively encouraged.
- The adequate support will be given to the employees appropriately to their role in the Group.
- It is guaranteed there will be no retaliation upon the communication, in good faith, of infringements or founded potential infringements as well as on the lack of participation in actions non-compliant with this Fiscal Policy – even if such actions are the driver of a business loss in the Group -.

6.4 The Group will adopt the necessary internal control mechanisms to ensure that, as part of an appropriate good business management, the fiscal regulations and the principles established in this Fiscal Policy are observed.

The Group's Fiscal Directorate is the unit responsible for managing and providing the appropriate information to the whole of the Group's organization, proposing Objectives and Control Activities, both preventive and detective, and making improvements which provide added value in order to fulfil the fiscal strategy.

To that end, the Compliance Committee must represent its position as maximum guarantor of the supervision, vigilance and control of the Compliance System of the Group, which, in the tax area, will be structured taking into account this Fiscal Policy as well as the regulations that derive from it. For this, the Compliance Committee will have the necessary and sufficiently qualified human and material resources, and for these purposes a regulatory Procedure will be laid down.

## **7. COMMUNICATION AND INFORMATION SYSTEM**

Board of Directors is committed to the distribution of the content of this policy both to employees, the companies of the Group and the different stakeholder groups.

This policy will be communicated to all employees of the Group through the intranet and will be made public and will remain at the disposal of the stakeholders in the corporate web of the Group as part of its Corporate Policies.

Those employees who have to make decisions about fiscal issues or have joined tax department of the Group, will have to explicitly prove that they have read and accepted the Fiscal Policy of the Group.

Within the mechanisms for information defined by the Audit and Control Committee, Group’s fiscal compliance reports will be included, in which results from monitoring control activities will be reported periodically. The reports will also contain the conclusions drawn from the review work done in this area, and an evaluation of fiscal risks, all of which will be included in an overall, integrated GROUP system of risk management.

In the Annual Report on Corporate Governance, special mention will be made of the systems for the control and management of fiscal risks and the organization of the tax function.

## **8. WHISTLE BLOWING PROCEDURE**

Logista has a complaints channel at the disposal of all of its members and legitimate third parties through which communications or reports can be made of any possible irregularity, incompliance, or behaviour contrary to this Fiscal Policy, to the principles or ethic values sustained by Logista in the development of its activities and management, to the Laws, Code of Conduct and other internal regulations applicable to Logista (hereinafter “Malpractice” or “Malpractices”), in the terms established in the applicable legislation.

The members who are aware, have evidence or have founded suspicion that Malpractices are taking place or that it has been the intention for them to take place, or that think there is a risk that they can take place, can communicate it by means of the complaints channel at Logista either by ordinary mail in a writ sent to the attention of “Logista – Att. Complaints Channel – C/ Trigo, 39, Leganés, Madrid (28914) Spain, or by electronic e-mail to the following e-mail address: [complaintschannel@logista.com](mailto:complaintschannel@logista.com).

The complaints received will be managed and treated in accordance with the Complaints Policy of the Group, in which the confidentiality of the information and the indemnity of the whistle blower, as well as respect to fundamental rights, to the presumption of innocence and to the proportionality, precision and security of the information and personal data.

In Spain, the complaints can be filed anonymously. In other countries, it is also possible to file anonymous complaints unless the local legislation obliges the whistle blower to be identified.

## 9. LANGUAGE

This Policy is published in the Spanish and English languages. In case of divergence between the two, the former will prevail.

## 10. EFFECTIVE DATE

The above Policy entered into force on October 1, 2015. The modifications introduced in the current version will enter into force on July 24, 2023.

The above Policy is identical to the one which was approved by the Board of Directors of the GRUPO LOGISTA on July 20, 2023, and which is attached to the minutes of its meeting.

Leganés, July 21<sup>st</sup>, 2023

Board Director - Secretary

Maria Echenique Moscoso del Prado