

Compañía de Distribución Integral Logista Holdings, S.A. and Subsidiaries

**Consolidated financial Statements for
The year ended 30 September 2018
and consolidated Director's Report
together with Independent Auditors' Report**

Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company (see Notes 2 and 32). In the event of a discrepancy, the Spanish-language version prevails.

**Compañía de Distribución Integral
Logista Holdings, S.A. and Subsidiaries**

*Independent Auditors' Report
on Consolidated Financial Statements
At 30 September 2018*

Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 31). In the event of a discrepancy, the Spanish-language version prevails.

Independent Auditors' Report on Consolidated Financial Statements

To the Shareholders of Compañía de Distribución Integral Logista Holdings, S.A. and Subsidiaries,

Report on the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Compañía de Distribución Integral Logista Holdings, S.A. (the Parent) and its subsidiaries (the Group), which comprise the consolidated balance sheet as at 30 September 2018, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and notes to the consolidated financial statements for the year then ended ("2018").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated equity and consolidated financial position of the Group as at 30 September 2018, and its consolidated results and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRSs) and the other provisions of the regulatory financial reporting framework applicable to the Group in Spain.

Basis for Opinion

We conducted our audit in accordance with the audit regulations in force in Spain. Our responsibilities under those regulations are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

We are independent of the Group in accordance with the ethical requirements, including those pertaining to independence, that are relevant to our audit of the consolidated financial statements in Spain pursuant to the audit regulations in force. In this regard, we have not provided any services other than those relating to the audit of financial statements and there have not been any situations or circumstances that, in accordance with the aforementioned audit regulations, might have affected the requisite independence in such a way as to compromise our independence.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Madrid Mercantile Register, volume 13.650, section 8, sheet 188, page M-54414, entry no. 96
Registered in ROAC under no. S0692 - Employer Identification Number: B-79104469.

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Registered in ROAC under no. S0242 - Employer Identification Number: B-79031290

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	How the Matters Were Addressed in the Audit
<p><i>Recognition of tobacco sales revenue</i></p> <p>Tobacco sales, which represent 94% of the Group's total sales, relate to the goods delivered, net of discounts, VAT, excise duties on tobacco products and other sales-related taxes.</p> <p>Although the recognition of this revenue, under the Group's habitual terms and conditions, is not complex, it does involve the consideration of specific circumstances associated with the various conditions agreed with manufacturers and customers and with the taxes and levies applicable in each jurisdiction.</p> <p>There is an inherent risk associated with the timing of the recognition of this revenue, which depends on the distribution channels involved, the contractual terms and conditions under which the goods are sold, and the impacts that regulatory changes might have on sales (VAT, excise duties, vendor's commissions, etc.).</p> <p>Accordingly, this matter was a key area in our audit.</p>	<p>As a response to this key audit matter, our audit procedures has included, among others, the following:</p> <ul style="list-style-type: none"> • Checking the design, implementation and operating effectiveness of the relevant controls (including information system controls) supporting the completeness of the sales, as well as the automatic sales invoice accounting and recognition procedure, for which purpose we involved our technology and systems specialists. • Analysing whether the revenue is properly recognised, taking into account the contractual terms and obligations vis-à-vis manufacturers and customers. • Evaluating the reasonableness of the sales volumes and margins for 2018 with respect to the trends in previous years, and checking these data against the information furnished by internal Group and external sources. • Performing tests of details on a sample of recognised sales. • Performing combined manual and technology and systems expert-assisted tests in order to obtain and verify the entries recorded in the tobacco sales revenue and trade receivables accounts. <p>No material exceptions or misstatements were observed as a result of our procedures.</p> <p>Notes 4.15, 23.a and 24 to the accompanying consolidated financial statements contain the disclosures and information relating to the Group's tobacco sales revenue.</p>

Key Audit Matters**How the Matters Were Addressed in the Audit***Deferred tax liabilities and provisions for tax contingencies*

The consolidated balance sheet as at 30 September 2018 includes a balance of EUR 291 million relating to deferred tax liabilities and provisions for tax contingencies associated with the tax assessments issued for excise duties on tobacco products, customs duties and other taxes. The aforementioned amount includes EUR 280 million relating to deferred tax liabilities and EUR 11 million associated with provisions for tax contingencies.

The core activity -the sale of tobacco- is subject to specific tax legislation that is complex due to the various geographical segments in which the Group operates. At the end of 2018 various tax proceedings were in progress which require a significant level of judgement on the part of Group management in order to estimate the probability that the related liabilities will materialise. The Group bases its estimates on the opinion of its external tax advisers.

Due to the complexity of the calculations of these taxes and of the tax regulations in force in the various jurisdictions, as well as the significant judgement used by the Group to estimate the aforementioned provisions and the income tax expense, we consider this to be a significant area for our attention.

Our audit procedures included, among others, the involvement of our tax experts in the aforementioned area in order to evaluate the reasonableness of the provisions and deferred tax liabilities recognised and of the estimated income tax expense for the year. In addition, we requested (and analysed the related confirmation) that the Group's internal legal advisory department and its tax advisers provide us with a detailed description of the criteria and basis for their conclusions in relation to the proceedings in progress, which served as support for management when defining the classification and amount of the provisions recognised by the Group.

As a result of our procedures, we consider that, in the context of the Group's consolidated financial statements taken as a whole, the judgements made by management and the disclosures presented in relation to these provisions are consistent with our assessment.

Notes 18 and 19 to the accompanying consolidated financial statements contain the disclosures and information relating to this area of interest.

Key Audit Matters	How the Matters Were Addressed in the Audit
<p><i>Impairment of goodwill and of other intangible assets</i></p> <p>The consolidated balance sheet as at 30 September 2018 includes goodwill amounting to EUR 921 million resulting from corporate acquisitions, and other intangible assets with finite useful lives amounting to EUR 466 million associated with the distribution agreements with the main tobacco manufacturers in France.</p> <p>The Group annually tests these assets for impairment. This impairment test was significant to our audit because management's assessment of possible impairment is a complex process that includes a significant level of estimates, judgements and assumptions.</p> <p>The main assumptions considered are the discount rate, the short- and long-term growth rates, the changes in working capital and the estimated future margins, the future evolution of which will depend on market performance and the economic and regulatory conditions that arise in the various geographical segments -mainly France and Italy- with which the aforementioned assets are associated.</p> <p>As described in Notes 7 and 8 to the consolidated financial statements, management concluded that, based on the sensitivity analyses performed by it separately for each of the assumptions considered, no impairment losses would be disclosed.</p>	<p>Our audit procedures included, among others, the review of the relevant processes and controls implemented by the Company in order to assess the impairment of goodwill and other intangible assets.</p> <p>We reviewed the cash flow projections and the process used to prepare them, which included comparing the projections with the latest plans approved by the Board from which they are derived, and we obtained and re-performed the underlying calculations.</p> <p>Also, we used valuation experts to assist us in evaluating the methodologies and assumptions used by the Group, in particular those permitting the calculation of the discount rates in the various areas, as well as the reasonableness of the growth rates, where appropriate.</p> <p>For the aforementioned assumptions we reviewed the sensitivity analyses conducted by management. We consider the assumptions to be reasonable and conclude that management's approach is consistent and is supported by the available evidence.</p> <p>Lastly, we focused our work on reviewing the disclosures made by the Group in relation to these assets, especially those relating to the sensitivity analyses of the key assumptions.</p> <p>Note 7 to the accompanying consolidated financial statements contains the disclosures relating to the impairment tests performed on these assets and, in particular, the detail of the main assumptions used and the sensitivity analysis of changes in the key assumptions in the tests.</p>

Other Information: Consolidated Directors' Report

Other information comprises only the consolidated directors' report, the formulation of which is the responsibility of the Parent company's directors and does not form an integral part of the consolidated annual accounts.

Compañía de Distribución Integral Logista Holdings, S.A. and subsidiaries

Our audit opinion on the consolidated annual accounts does not cover the consolidated directors' report. Our responsibility regarding the information contained in the consolidated directors' report is defined in the legislation governing the audit practice, which establishes two distinct levels in this regard:

- a) A specific level applicable to the consolidated statement of non-financial information and certain information included in the Annual Corporate Governance Report, as defined in article 35.2 b) of Audit Act 22/2015, that consists of verifying solely that the aforementioned information has been provided in the directors' report or, if appropriate, that the consolidated directors' report includes the pertinent reference in the manner provided by the legislation and if not, we are required to report that fact.
- b) A general level applicable to the rest of the information included in the consolidated directors' report that consists of evaluating and reporting on the consistency between that information and the consolidated annual accounts as a result of our knowledge of the Group obtained during the audit of the aforementioned financial statements and does not include information different to that obtained as evidence during our audit, as well as evaluating and reporting on whether the content and presentation of that part of the consolidated management report is in accordance with applicable regulations. If, based on the work we have performed, we conclude that material misstatements exist, we are required to report that fact.

On the basis of the work performed, as described above, we have ascertained that the information mentioned in paragraph a) above has been provided in the consolidated directors' report and that the rest of the information contained in the consolidated directors' report is consistent with that contained in the consolidated annual accounts for the 2018 financial year, and its content and presentation are in accordance with the applicable regulations.

Responsibilities of the Directors and of the Audit and Control Committee for the Consolidated Financial Statements

The Parent's directors are responsible for preparing the accompanying consolidated financial statements so that they present fairly the Group's consolidated equity, consolidated financial position and consolidated results in accordance with EU-IFRSs and the other provisions of the regulatory financial reporting framework applicable to the Group in Spain, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Parent's directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Parent's audit and control committee is responsible for overseeing the process involved in the preparation and presentation of the consolidated financial statements.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Compañía de Distribución Integral Logista Holdings, S.A. and subsidiaries

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the audit regulations in force in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the audit regulations in force in Spain, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Parent's directors.
- Conclude on the appropriateness of the use by the Parent's directors of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Parent's audit and control committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Parent's audit and control committee with a statement that we have complied with relevant ethical requirements, including those regarding independence, and we have communicated with it to report on all matters that may reasonably be thought to jeopardise our independence, and where applicable, on the related safeguards.

From the matters communicated with the Parent's audit and control committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters.

Compañía de Distribución Integral Logista Holdings, S.A. and subsidiaries

We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter.

Report on Other Legal and Regulatory Requirements

Additional Report to the Parent's Audit and Control Committee

The opinion expressed in this report is consistent with the content of our additional report to the Parent's audit and control committee dated 5 November 2018.

Engagement Period

The Annual General Meeting held on 21 March 2017 appointed us as joint auditors of the Group for a period of three years from the year ended 30 September 2017.

Previously, Deloitte, S.L. had been designated pursuant to a resolution of the General Meeting for the period of three years from the year ended 30 September 2014, the first year following the incorporation of the Parent.

Services Provided

The additional services, other than financial audit services, provided to the Group were those described in Note 23.g to the accompanying consolidated financial statements for 2018.

Deloitte, S.L. (S0692)



José Luis Aller (nº ROAC 17072)

5 November 2018

PricewaterhouseCoopers Auditores, S.L. (S0242)



Raúl Llorente Adrián (nº ROAC 20613)

**Compañía de
Distribución Integral
Logista Holdings, S.A.
and Subsidiaries**

Consolidated financial statements
for the year ended 30 September
2018 and consolidates
Management Report

Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company (see Notes 2 and 32). In the event of a discrepancy, the Spanish-language version prevails.

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with IFRSs as adopted by the European Union (see Notes 2 and 31). In the event of a discrepancy, the Spanish-language version prevails.

COMPañÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A. AND SUBSIDIARIES

EQUITY:

CONSOLIDATED BALANCE SHEETS AT 30 SEPTEMBER 2018 AND 2017
(Thousands of Euros)

ASSETS	Notes	30-09-2018	30-09-2017	EQUITY AND LIABILITIES	Notes	30-09-2018	30-09-2017
NON-CURRENT ASSETS:							
Property, plant and equipment	Note 6	1,672,921	1,705,568	Share capital	Note 13	511,608	502,433
Investment property		203,531	187,620	Share premium	Note 14	26,550	26,550
Goodwill	Note 7	17,999	18,374	Reserves of the Parent	Note 14	867,808	867,808
Other intangible assets	Note 8	920,800	925,679	Reorganisation reserves	Note 14	25,594	16,706
Investments in associates		505,210	547,846	Reserves at consolidated companies	Note 14	(753,349)	(753,349)
Other non-current financial assets	Note 9	2,118	1,584	Translation differences	Note 15	221,370	216,374
Deferred tax assets	Note 19	4,634	4,521	Reserve for first-time application of IFRSs	Note 14	35	90
		18,629	19,944	Consolidated profit for the period	Note 14	19,950	19,950
				Interim dividend	Note 14	156,706	153,862
				Treasury shares	Note 14	(46,314)	(39,708)
				Equity attributable to shareholders of the Parent		(8,348)	(7,716)
				Minority interests	Note 16	510,002	500,567
						1,606	1,866
CURRENT ASSETS:				NON-CURRENT LIABILITIES:			
Inventories	Note 10	5,192,269	4,837,180	Other financial non-current liabilities	Note 18	322,750	340,534
Trade and other receivables	Note 11	1,188,543	1,122,622	Long-term provisions	Note 19	4,146	4,880
Tax receivables	Note 19	1,846,246	1,747,338	Deferred tax liabilities	Note 19	38,931	36,686
Other current financial assets	Note 9	83,533	36,759	CURRENT LIABILITIES:			
Cash and cash equivalents	Note 12	1,910,934	1,821,726	Other current financial liabilities	Note 20	6,030,832	5,699,781
Other current assets		153,515	101,808	Trade and other payables	Note 21	32,850	34,371
		9,485	6,914	Tax payables	Note 19	1,021,403	1,023,707
				Short-term provisions	Note 18	4,897,920	4,564,404
				Other current liabilities	Note 22	11,583	13,728
NON-CURRENT ASSETS HELD FOR SALE		13	13	TOTAL EQUITY AND LIABILITIES		6,865,190	6,542,748
TOTAL ASSETS		6,865,190	6,542,748				

The accompanying Notes 1 to 31 and Appendix I and II are an integral part of the consolidated balance sheet at 30 September 2018.

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with IFRSs as adopted by the European Union (see Notes 2 and 31). In the event of a discrepancy, the Spanish-language version prevails.

**COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.
AND SUBSIDIARIES**

CONSOLIDATED INCOME STATEMENTS
FOR THE YEARS ENDED 30 SEPTEMBER 2018 AND 2017
(Thousands of Euros)

	Notes	2018	2017
Revenue	Note 23.a	9,476,484	9,493,241
Procurements		(8,358,300)	(8,443,546)
GROSS PROFIT		1,118,184	1,049,695
Cost of logistics networks:		(780,590)	(744,020)
Staff costs	Note 23.b	(174,671)	(176,481)
Transport costs		(241,044)	(222,691)
Provincial sales office expenses		(77,339)	(72,610)
Depreciation and amortisation charge	Notes 4.2, 6 and 8	(86,193)	(85,210)
Other operating expenses	Note 23.c	(201,343)	(187,028)
Commercial expenses:		(67,214)	(65,902)
Staff costs	Note 23.b	(44,136)	(44,080)
Other operating expenses	Note 23.c	(23,078)	(21,822)
Research expenses		(2,071)	(2,066)
Head office expenses:		(78,344)	(80,160)
Staff costs	Note 23.b	(58,299)	(57,157)
Depreciation and amortisation charge	Notes 4.2, 6 and 8	(1,878)	(1,541)
Other operating expenses	Note 23.c	(18,167)	(21,462)
Share of results of companies		1,014	734
Net gain on disposal and impairment of non-current assets	Notes 6 and 8	(504)	(258)
Other expenses		-	(24)
PROFIT FROM OPERATIONS		190,475	157,999
Finance income	Note 23.e	14,275	(31,375)
Finance costs	Note 23.f	(1,587)	(1,416)
PROFIT BEFORE TAX		203,163	187,958
Income tax	Note 19	(46,707)	(34,315)
PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS		156,456	153,643
Result for the period from discontinued operations net of tax		-	(42)
PROFIT FOR THE PERIOD		156,456	153,601
Attributable to:			
Shareholders of the Parent-		156,706	153,862
Minority interests	Note 16	(250)	(261)
BASIC EARNINGS PER SHARE	Note 5	1.18	1.16

The accompanying Notes 1 to 31 and Appendix I and II are an integral part of the consolidated income statements for 2018.

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with IFRSs as adopted by the European Union (see Notes 2 and 31). In the event of a discrepancy, the Spanish-language version prevails.

COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED 30 SEPTEMBER 2018 AND 2017

(Thousands of Euros)

	Notes	2018	2017
PROFIT FOR THE YEAR		156,456	153,601
<i>Items that may be reclassified to income statement</i>			
Net actuarial gain (loss) recognised directly in equity	Note 18	234	1,551
<i>Items that will not be reclassified to Income statement</i>			
Foreign exchange rate changes		(55)	(17)
TOTAL NET GAIN (LOSS) REGISTERED DIRECTLY IN EQUITY		179	1.534
TOTAL NET GAIN (LOSS) CONSOLIDATED REGISTERED DURING THE YEAR		156,635	155,135
Attributable to:			
Shareholders of the Parent		156,885	155,396
Minority Interests		(250)	(261)
TOTAL ATTRIBUTABLE		156,635	155,135

The accompanying Notes 1 to 31 and Appendix I and II are an integral part of the consolidated statement of comprehensive income for 2018.

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with IFRSs as adopted by the European Union (see Notes 2 and 31).
In the event of a discrepancy, the Spanish-language version prevails.

COMPañÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A. AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED 30 SEPTEMBER 2018 AND 2017**
(Thousands of Euros)

	Share Capital	Share Premium	Reserves of the Parent	Reorganisation Reserves	Reserves at Consolidated Companies	Translation Differences	Reserve for First-Time Application of IFRSs	Profit for the Year	Interim Dividend	Treasury Shares	Equity Attributable to Shareholders of the Parent	Minority Interests	Total Equity
BALANCE AT 30 SEPTEMBER 2016	26,550	867,808	10,828	(753,349)	223,914	107	19,950	132,079	(33,119)	(5,032)	489,736	2,132	491,868
Net profit for 2016 attributable to the Parent	-	-	-	-	-	(17)	-	153,862	-	-	153,845	-	153,845
Loss attributable to minority interests	-	-	-	-	-	-	-	-	-	-	-	(261)	(261)
Actuarial losses (Note 18)	-	-	-	-	1,551	-	-	-	-	-	1,551	-	1,551
Income and expenses recognised in the period	-	-	-	-	1,551	(17)	-	153,862	-	-	155,396	(261)	155,135
Transactions with Shareholders:													
Distribution of profit:													
To reserves	-	-	3,671	-	9,272	-	-	(12,943)	-	-	(66,017)	-	(86,017)
To dividends	-	-	-	-	-	-	-	(119,136)	33,119	-	(86,017)	-	(86,017)
Dividends	-	-	-	-	-	-	-	-	(39,708)	-	(39,708)	-	(39,708)
On treasury shares operations	-	-	-	-	-	-	-	-	(39,708)	-	(39,708)	-	(39,708)
Incentive Plan (Note 4.12)	-	-	-	-	-	-	-	-	-	(2,684)	(2,684)	-	(2,684)
Others (Note 4.8.1)	-	-	2,207	-	(18,363)	-	-	-	-	-	2,207	-	2,207
BALANCE AT 30 SEPTEMBER 2017	26,550	867,808	16,706	(753,349)	216,374	90	19,950	153,862	(39,708)	(7,716)	500,567	1,866	502,433
Net profit for 2017 attributable to the Parent	-	-	-	-	-	(55)	-	156,706	-	-	156,651	-	156,651
Loss attributable to minority interests	-	-	-	-	-	-	-	-	-	-	(250)	(250)	(250)
Actuarial losses (Note 18)	-	-	-	-	234	-	-	-	-	-	234	-	234
Income and expenses recognised in the period	-	-	-	-	234	(55)	-	156,706	-	-	156,685	(250)	156,435
Transactions with Shareholders:													
Distribution of profit:													
To reserves	-	-	10,142	-	4,762	-	-	(14,904)	-	-	(99,250)	-	(99,250)
To dividends	-	-	-	-	-	-	-	(138,958)	39,708	-	(99,250)	-	(99,250)
Dividends	-	-	-	-	-	-	-	-	(46,314)	-	(46,314)	-	(46,314)
On treasury shares operations	-	-	(4,092)	-	-	-	-	-	(46,314)	-	(46,314)	-	(46,314)
Incentive Plan (Note 4.12)	-	-	2,838	-	-	-	-	-	-	(632)	(4,724)	-	(4,724)
Others (Note 4.8.1)	-	-	-	-	-	-	-	-	-	-	2,838	-	2,838
BALANCE AT 30 SEPTEMBER 2018	26,550	867,808	25,594	(753,349)	221,370	35	19,950	156,706	(46,314)	(8,348)	510,002	1,606	511,608

The accompanying Notes 1 to 31 and Appendix I and II are an integral part of the consolidated statement of changes in equity for 2018.

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with IFRSs as adopted by the European Union (see Notes 2 and 31). In the event of a discrepancy, the Spanish-language version prevails.

**COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.
AND SUBSIDIARIES**

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED 30 SEPTEMBER 2018 AND 2017
(Thousands of Euros)

	Notes	2018	2017
OPERATING ACTIVITIES:		347,539	4,236
Consolidated profit before tax from continuing operations		203,163	187,958
Adjustments for-		92,117	64,373
Result of companies accounted for using the equity method		(1,014)	(734)
Depreciation and amortisation charge	Notes 6 and 8	88,184	86,751
Change in provisions		-	338
Provisions recognised/ (reversed)		14,368	8,058
Proceeds from disposal of non-current assets	Notes 6 and 8	504	(81)
Other adjustments		2,763	-
Financial profit		(12,688)	(29,959)
Net change in assets / liabilities-		52,259	(248,095)
(Increase)/Decrease in Inventories		(68,720)	(35,705)
(Increase)/Decrease in trade and other receivables		(103,942)	48,341
Increase/(Decrease) in trade payables		(2,309)	133,791
Increase/(Decrease) in other current liabilities		312,779	(305,580)
Increase (Decrease) in other non-current liabilities		(1,702)	8,638
Income tax paid		(96,535)	(109,176)
Finance income and costs		12,688	11,596
		(145,952)	202,089
INVESTING ACTIVITIES:		(146,794)	(39,072)
Payment for Investment-		(44,023)	(21,613)
Property, plant and equipment	Note 6	(44,023)	(21,613)
Intangible assets	Note 8	(12,107)	(7,343)
Group companies and associates		(90,010)	(10,116)
Other current financial assets		(654)	-
Proceeds from financial divestments-		842	241,161
Property, plant and equipment	Note 6	788	706
Intangible assets		54	30
Other financial assets		-	217,758
Non current assets held for sale		-	22,667
		(149,880)	(128,142)
FINANCING ACTIVITIES:		(145,564)	(125,725)
Payment of dividends and remuneration of other equity instruments-		(145,564)	(125,725)
Dividends	Note 14	(145,564)	(125,725)
Proceeds and payments of equity instruments-		(3,366)	(3,161)
Acquisition of treasury shares	Note 14	(3,366)	(3,161)
Proceeds and payments for financial liability instruments-		(950)	744
Repayment and amortization of-			
Current borrowings		(950)	744
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS		51,707	78,183
Cash and cash equivalents at beginning of year-		101,808	23,625
Net change in cash and cash equivalents during the year		51,707	78,183
Total cash and cash equivalents at end of year		153,515	101,808

The accompanying Notes 1 to 31 and Appendix I and II are an integral part of the consolidated cash flow statement for 2018.

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 32). In the event of a discrepancy, the Spanish-language version prevails.

Compañía de Distribución Integral Logista Holdings, S.A. and Subsidiaries

Notes to the annual consolidated financial statements for the year ended 30 September 2018

1. General information on the Group

Compañía de Distribución Integral Logista Holdings, S.A., hereinafter "the Parent company", was incorporated as a sociedad anónima (Spanish public limited company) on 13 May 2014, with its sole shareholder being Altadis, S.A.U., a company belonging to the Imperial Brands Group PLC. On 4 June 2014, the Company effected a capital increase with all shares subscribed by Altadis, S.A.U. through non-monetary contribution of shares representing 100% of the share capital of Compañía de Distribución Integral Logista, S.A.U., until that time the parent company of the Logista Group, from then onwards, the Company became the Parent of the aforementioned Group.

The Company has registered office at Polígono Industrial Polvoranca, calle Trigo, no. 39, Leganés (Madrid), being the Parent of the Group, the operating company of which is Compañía de Distribución Integral Logista, S.A.U.

The offering of shares in the Parent Company came to an end on 14 July 2014, and its shares are currently listed for trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges.

The reporting period of most of the Group companies starts on 1 October of each year and ends on 30 September of the following year. The twelve-month period ended 30 September 2017 will hereinafter be referred to as "2017", the period ended 30 September 2018 as "2018", and so on.

The Group, a distributor and logistics operator, provides various distribution channels with a wide range of value added products and services, including tobacco and related tobacco products, convenience goods, electronic documents and products (such as mobile phone and travel card top-ups), drugs, books, publications and lottery tickets. The Group provides these services through a complete infrastructure network which spans the whole value chain, from picking to POS delivery.

Compañía de Distribución Integral Logista Holdings, S.A. is the head of a group of domestic and foreign subsidiaries that engage in various business activities and which compose, together with Logista Holdings S.A., the Logista Group (hereinafter "the Group").

A detail of the investees included in the scope of consolidation comprising the Logista Group at 30 September 2018 and 2017 is provided in Appendices I and II, which includes, inter alia, the percentage and cost of the ownership interest held by the Parent and the line of business, company name and registered office of each investee.

In turn, Altadis, S.A.U., the majority shareholder of the Parent, belongs to the Imperial Brands Group PLC, which is governed by the corporate legislation in force in the United Kingdom, and whose registered office is at 121 Winterstoke Road, Bristol, BS3 2LL (United Kingdom). The consolidated financial statements of the Imperial Brands Group PLC for 2017 were formally prepared by its Directors at the Board of Directors meeting held on 7 November 2017.

2. Basis of presentation of the financial statements and basis of consolidation

2.1 Authorisation for issue of the consolidated financial statements

These consolidated financial statements were formally prepared by the directors in accordance with the regulatory financial reporting framework applicable to the Group, which consists of:

- a. The Spanish Commercial Code and all other Spanish corporate law.
- b. International Financial Reporting Standards (IFRS), as adopted by the European Union, in conformity with Regulation (EC) no, 1606/2002 of the European Parliament and Law 62/2003, of 30 December, on Tax, Administrative, Labour and Social Security Measures.
- c. All other applicable Spanish accounting legislation.

The accompanying consolidated financial statements, which were obtained from the accounting records of the Company and of its subsidiaries, are presented in accordance with the regulatory financial reporting framework applicable to the Group and, in particular, with the accounting principles and rules contained therein and, accordingly, present fairly the Group's equity, financial position, results of operations and cash flows for 2018. These consolidated financial statements were formally prepared by the Board of Directors at its meeting on 30 October 2018. The directors of Compañía de Distribución Integral Logista Holdings, S.A. will submit these consolidated financial statements for approval by the Shareholders, and it is considered that they will be approved without any changes.

The consolidated financial statements for 2017 were formally approved by the General Shareholders' Meeting on 21 March 2018.

The principal accounting policies and measurement bases applied in preparing the Group's consolidated financial statements for 2018 are summarised in Note 4.

2.2 Standards and interpretations effective in the current period

In the year ended 30 September 2018 the following standards, amendments to standards and interpretations came into force:

Amendments to Standards	Content	Obligatory Application in Annual Reporting Periods Beginning On or After
Amendments to IAS 12, Recognition of Deferred Tax Assets for Unrealised Losses (issued on 19 January 2016)	Refer to the deferred tax assets arising from available-for-sale debt instruments with a fair value below cost.	1 January 2017
Amendments to IAS 7, Disclosure Initiative (issued on 29 January 2016)	Reconciliation of changes in liabilities in the balance sheet to the cash flows from financing activities.	1 January 2017
Annual Improvements to IFRS Standards 2014-2016 Cycle (issued on December 2016)	Minor changes to a series of standards.	1 January 2017

These modifications haven't had any impact in the Group's 2018 annual accounts.

2.3 Standards and interpretations issued but not yet in force

At the date of preparation of these consolidated financial statements, the following standards and interpretations had been published by the IASB but had not become effective, either because their effective date is subsequent to the date of the consolidated financial statements or because they had yet to be endorsed by the European Union:

New Standards, Amendments to Standards and Interpretations:	Content	Obligatory Application in Annual Reporting Periods Beginning On or After
IFRS 9, Financial Instruments. Hedge classification, measurement and accounting (last phase issued in July 2014)	Financial Instruments: Replaces the IAS 39 requirements relating to the classification, measurement and derecognition of financial assets and liabilities and hedge accounting.	1 January 2018
IFRS 15 – Revenue from Contracts with Customers (published in May 2014)	New income recognition standard (replaced IAS 11, IAS 18, IFRIC 13, IFRIC 15, IFRIC 18 and SIC-31).	1 January 2018
Amendments to IFRS 2, Classification and Measurement of Share-based Payment Transactions	Limited amendments clarifying specific issues such as the effects of vesting conditions on cash-settled share based payments, the classification of share-based payment transactions with net settlement features and accounting for a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.	1 January 2018
IFRS 16 Leases (published in January 2015)	New standard on leases that replaces IAS 17. Lessees will include all leases on the balance sheet as if they were financial purchases.	1 January 2019

New Standards, Amendments to Standards and Interpretations:	Content	Obligatory Application in Annual Reporting Periods Beginning On or After
Amendments to IFRS 9, Prepayment Features with Negative Compensation (issued in October 2017)	These amendments will permit measurement at amortised cost of certain financial assets which may be put back to the issuer before maturity for an amount lower than the unpaid amounts of principal and interest on the principal amount outstanding.	1 January 2019
IFRIC 23, Uncertainty Over Income Tax Treatments (issued in June 2017) (a)	This interpretation clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over whether the relevant taxation authority will accept a tax treatment used by an entity.	1 January 2019
Amendments to IAS 28, Long-term Interests in Associates and Joint Ventures (issued in October 2017) (a)	Clarify that IFRS 9 should be applied to long-term interests in an associate or joint venture to which the equity method is not applied.	1 January 2019
Improvements to IFRSs, 2015-2017 cycle (issued in December 2017)	Amendments to a series of standards.	1 January 2019
Amendments to IAS 19, Plan Amendments, Curtailments and Settlements (issued in February 2018)	Clarify how to calculate the current service cost and net interest for the remainder of the reporting period when there is an amendment, curtailment or settlement of a defined benefit plan.	1 January 2019
IFRS 17, Insurance Contracts (issued in May 2017) (a)	IFRS 17 supersedes IFRS 4 and establishes principles for the recognition, measurement, presentation and disclosure of insurance contracts issued to ensure that entities provide relevant and reliable information that gives a basis for users of the information to assess the effect that insurance contracts have on the financial statements.	1 January 2021

(a) Standards not yet adopted by the European Union.

The assessment made by the Parent's directors of the main effects that the application of the aforementioned standards might have on the accompanying consolidated financial statements is as follows:

IFRS 9 – Financial Instruments

IFRS 9 establishes the requirements for the recognition, measurement, impairment, disposal of, and accounting for, general hedges.

The Group, on assessing the impact of applying this standard, concluded that its entry into force will not have a material effect on the consolidated financial statements, since the investments in financial assets are mainly current investments at banks with maximum credit ratings or, in other cases, at related entities with a stable solvency rating. In relation to the credit risk represented by trade receivables, the application of the new standard does not require a significant increase in the impairment losses recognised, since they are mainly current receivables with very low default rates and very short collection periods. This assessment is based on the information currently available and

may be subject to changes as a result of new information becoming available when the Group adopts IFRS 9.

As regards its transition strategy, Group management intends to apply IFRS 9 in full from 1 October 2018 onwards without adjusting comparative period information.

IFRS 15 – Revenue from Contracts with Customers

The objective of this standard is to determine the accounting treatment of revenue from the sale of goods and the provision of services to a customer. Revenue that does not arise from a contract with a customer falls outside the scope of IFRS 15. The core principle of the standard is that an entity should recognize its revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Group management analysed the impacts of this standard for each of the businesses and countries, identifying the related items and nature of the transfers of goods and services in each of the cases. The main conclusions are as follows:

- No lines of business were identified that would require the current revenue recognition criteria to be significantly amended.
- The presentation of the assets and liabilities in the consolidated income statements does not entail any significant changes to current presentation practices.
- No significant contracts with distinct performance obligations in force were identified at the date of application of the new standard that may present differences in treatment with respect to the criteria that the Group has been applying.

In consideration of these matters, even though the Group is currently completing the process of analysing the impact of applying this standard, it has concluded that its entry into force will not have a material effect on the consolidated financial statements, although IFRS 15 will require that more extensive disclosures be provided in relation to the Group's revenue-producing transactions.

As regards its transition strategy, the Group intends to apply IFRS 15 retrospectively, without adjusting the comparative information, from 1 October 2018 onwards.

IFRS 16, Leases

Almost all leases shall be recognised in the balance sheet, since the distinction between operating and finance leases is eliminated. Under the new standard, an asset (the right to use the leased item) and a financial liability for the lease payments are recognised. The only exceptions are short-term leases and leases for which the underlying asset is of low value.

The Group is in the process of assessing the impact of the application of this standard. The Group does not intend to apply this standard early and, at the date of these consolidated financial statements, no decision had yet been made as to the option that will be applied at the date of transition.

2.4 Information relating to 2017

As required by IAS 1, the information relating to 2017 contained in these notes to the consolidated financial statements is presented with the information relating to 2018 for comparison purposes and, accordingly, it does not constitute the Group's consolidated financial statements for 2017.

2.5 Presentation currency

These consolidated financial statements are presented in euros since this is the currency of the primary economic environment in which the Group operates. Transactions in currencies other than the euro are recognised in accordance with the policies described in Note 4.14.

2.6 Responsibility for the information and use of estimates

The information in these consolidated financial statements is the responsibility of the Parent's directors.

In preparing the consolidated financial statements for 2018, estimates were made by the Group's directors in order to measure certain of the assets, liabilities, income, expenses and obligations reported herein. These estimates relate basically to the following:

- The measurement and impairment of goodwill and of certain intangible assets.
- The assumptions used in the actuarial calculations of the pension liabilities and other obligations to employees.
- The useful life of the property, plant and equipment and intangible assets.
- The valuation of long-term incentive plans.
- The calculation of the required provisions, including fiscal risks.
- The measurement and calculation of deferred tax assets and liabilities.

Although these estimates were made on the basis of the best information available at 2018 year end, events that may take place in the future might make it necessary to change these estimates (upwards or downwards) in coming years. This would be done prospectively, recognising the effects of the changes in accounting estimates in the relevant future financial statements.

2.7 Basis of consolidation

2.7.1 Subsidiaries

Subsidiaries are defined as companies included in the scope of consolidation which the Parent manages directly or indirectly because it holds a majority of the voting rights in their representation and decision-making bodies or over which it has the capacity to exercise control.

The financial statements of the subsidiaries are fully consolidated. Accordingly, all material balances and transactions between consolidated companies are eliminated on consolidation.

Where necessary, adjustments are made to the financial statements of the subsidiaries to adapt the accounting policies used to those applied by the Group.

The share of minority interests of the equity and profit of the Group is presented under "Minority Interests" in the consolidated balance sheet and under "Profit/Loss for the Year Attributable to Minority Interests" in the consolidated income statement, respectively.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the date of acquisition or until the date of disposal, as appropriate.

2.7.2 Joint ventures and joint operations

"Joint ventures" are deemed to be ventures that are managed jointly by the Parent and third parties unrelated to the Group, where neither party can exercise greater control than the other. The financial statements of the joint ventures are proportionately consolidated.

In addition, a joint operation (unincorporated joint venture or "UTE") is a joint arrangement whereby the parties have rights to the corresponding assets, and liabilities, relating to the arrangement. Accordingly, the assigned assets and liabilities are presented by the Group in its consolidated balance sheet, in proportion to its ownership interest, and of the jointly incurred liabilities, classified according to their specific nature. Similarly, the Group's share of the income and expenses of joint ventures is recognised in the consolidated income statement on the basis of the nature of the related items. In addition, the proportional part corresponding to the Group of the related items of the joint venture is included in the statement of changes in equity and the statement of cash flows.

Where necessary, adjustments are made to the financial statements of these companies to adapt the accounting policies used to those applied by the Group.

2.7.3 Associates

Associates are companies over which the Parent is in a position to exercise significant influence. In general, significant influence is presumed to exist when the Group's percentage of (direct or indirect) ownership exceeds 20% of the voting rights, provided that it does not exceed 50%.

In the consolidated financial statements, investments in associates are accounted for using the equity method, (equity accounting) i.e., at the Group's share of net assets of the investee, after taking into account the dividends received therefrom and other equity eliminations.

In the case of transactions with an associate, the related profits and losses are eliminated to the extent of the Group's interest in the associate's capital.

Where necessary, adjustments are made to the financial statements of these companies to adapt the accounting policies used to those applied by the Group.

If as a result of losses incurred by an associate its equity were negative, the investment should be presented in the Group's consolidated balance sheet with a zero value, unless the Group is obliged to give it financial support, in which case the related provision would be recorded.

Since the activities of the associates are similar to the Group's habitual management and operations, the results of companies accounted for using the equity method are aggregated to profit or loss from operations.

2.7.4 Translation of foreign currency

The various items in the balance sheets and income statements of the foreign companies included in consolidation were translated to euros as follows:

- Assets and liabilities were translated to euros at the official year-end exchange rates.
- Share capital and reserves were translated to euros at the historical exchange rate.
- Income statement items were translated to euros at the average exchange rate for the year.

The exchange differences arising from the use of these criteria were included in equity under "Reserves at Consolidated Companies - Translation Differences". These translation differences will be recognised as income or expenses in the period in which the investment that gave rise to them is realised or disposed of in full or in part.

In 2018 all of the Logista Group companies presented their financial statements in euros, except for Compañía de Distribución Integral Logista Polska, Sp. z.o.o. and Logesta Polska Sp., z.o.o. (both located in Poland).

2.7.5 Changes in the scope of consolidation and in the ownership interests

No changes have been made in the scope of consolidation in 2018. The most significant changes in the scope of consolidation in 2017 were as follows:

Additions and acquisitions

On 13 February 2017, the subsidiary MIDSID –Sociedade Portuguesa de Distribuição, S.A. acquired all the shares representing the share capital of José Costa & Rodrigues, Lda. for EUR 7,700 thousand plus an additional maximum amount of EUR 4,025 thousand, related to the working capital of the acquired company. Following completion of the procedures to value the current assets and liabilities of the acquired company, the acquisition price ultimately amounted to EUR 11,448 thousand. Having analysed the fair value of the assets and liabilities acquired, in 2017 Group management provisionally recognised EUR 6,575 thousand as goodwill at 30 September 2017. In 2018, following completion of the process to identify intangible assets, the aforementioned goodwill was allocated in full to the vending channel of José Costa & Rodrigues, Lda under "Other Intangible Assets - Concessions, Rights and Licences" in the consolidated balance sheet (see Note 8).

2.8 Materiality

In preparing these consolidated financial statements the Group omitted any information or disclosures which, not requiring disclosure due to their qualitative importance, were considered not to be material in accordance with the concept of materiality defined in the IFRS Conceptual Framework.

3. Distribution of profit of the Parent

The distribution of the profit for 2018, amounting to EUR 158,321 thousand, that the Parent's directors will propose for approval by the shareholders at the Annual General Meeting is as follows:

	Thousands of Euros
To voluntary reserves	10,117
Dividends	101,890
Interim dividend (Note 14-e)	46,314
	158,321

Pursuant to the legislation in force, the Parent assessed the liquidity statement on the date of approval of the interim dividend. Based on this assessment, on 24 July 2018 the Parent had EUR 46 million available for drawdown against the credit line granted by Compañía de Distribución Integral Logista, S.A.U. to the Parent (the drawable limit of which is EUR 114 million) of which the Parent has drawn down EUR 68 million.

4. Accounting principles and policies and measurement bases

The principal measurement bases and accounting principles and policies applied in preparing the consolidated financial statements for 2018 in accordance with the IFRSs in force at the date of the related financial statements are described below.

4.1 Property, plant and equipment

Property, plant and equipment are stated at acquisition cost less any accumulated depreciation.

The upkeep and maintenance costs of the various items of property, plant and equipment are recognised in the income statement as incurred. The amounts invested in improvements leading to increased capacity or efficiency or to a lengthening of the useful lives of the assets are capitalised.

In-house work on non-current assets is measured at accumulated cost (external costs plus in-house costs, determined on the basis of direct and general manufacturing costs).

The consolidated companies depreciate their property, plant and equipment using the straight-line method, applying annual depreciation rates determined on the basis of the years of estimated useful life of the related assets. The depreciation rates applied are as follows:

	Annual Depreciation Rates (%)
Buildings	2 - 4
Plant and machinery	10 - 12
Other fixtures, tools and furniture	8 - 16
Other items of property, plant and Equipment	12 - 16

Land is considered to have an indefinite useful life and, therefore, is not depreciated.

4.2 Investment property

Investment property relates to investments in land and buildings held to earn rentals, Investment property is stated at the lower of cost, less any accumulated depreciation, and market value. Depreciation is recognised using the same methods as those used for items of the same category classified under "Property, Plant and Equipment".

In 2018, the investment property registered in the consolidated balance's amortisation amounted to EUR 421 thousand (2017: EUR 425 thousand). In addition, in 2018, EUR 113 thousand of amortisation of related elements are registered under "Research expenses" in the consolidated statements (2017: EUR 96 thousand).

The Group determines periodically the market value of its investment property by reference to the prices of comparable transactions, in-house studies, external appraisals, etc.

4.3 Goodwill

In the company acquisitions, the excess of the cost of the business combination over the interest acquired in the acquisition-date net fair value of the identifiable assets, liabilities and contingent liabilities is recognised as goodwill.

Goodwill is only recognised when it has been acquired for consideration.

Goodwill arising from the acquisition of an associate is recognised as an increase in the value of the investment.

Goodwill is not amortised. Accordingly, at the date of each consolidated balance sheet the related valuation adjustments are made to ensure that the carrying amount is not higher than fair value less costs to sell. If there is any impairment, the goodwill is written down and the impairment loss is recognised. An impairment loss recognised for goodwill must not be reversed in a subsequent period.

To perform the aforementioned impairment test, the goodwill is allocated in full to one or more cash-generating units.

The recoverable amount of each cash-generating unit is the higher of value in use and the net selling price of the assets associated with the cash-generating unit. Value in use is calculated on the basis of the estimated future cash flows, discounted using a pre-tax discount rate that reflects market assessments of the time value of money and the risks specific to the business.

The Group has defined as cash-generating units, based on the actual management of the Group's operations, each of the relevant business operations carried out in the main geographical areas (see Note 24).

The Group uses the budgets and business plans, which generally cover a three-year period, of the various cash-generating units to which the assets are assigned. The key assumptions on which the budgets and business plans are built are based on each type of business and the experience with and knowledge of the performance of each of the markets in which the Group operates (see Note 7).

The estimated cash flows are extrapolated to the period not covered by the business plan using a zero growth rate and an expense structure that is similar to that of the last year of the business plan.

The discount rate applied is usually a pre-tax measurement based on the risk-free rate for 10-year bonds issued by the governments in the relevant markets, adjusted by a risk premium to reflect the increase in the risk of the investment based on the country in question and the systematic risk of the Group. The discount rates applied by the Group in the various markets to calculate the present value of the estimated cash flows ranged from 6.2% to 7.8% in 2018 (see Note 7).

4.4 Intangible assets

Intangible assets with finite useful lives are amortised using the straight-line method, applying annual amortisation rates determined on the basis of the years of the estimated useful lives of the related assets.

Intangible assets comprises:

Concessions, rights and licences

"Concessions, Rights and Licences" includes mainly the amounts paid to acquire certain concessions and licences. The assets included in this account are amortised on a straight-line basis over the term thereof.

Also, as a result of allocating the purchase price of Altadis Distribution France, S.A.S. to the identifiable assets and liabilities of that company in 2013, the Group recognised in its consolidated balance sheet the agreements entered into by that subsidiary with the main tobacco producers for the distribution of their products in France. The aforementioned distribution agreements are depreciated on a straight-line basis over 15 years.

No legal, regulatory or other matters have arisen since the execution of the business combination that might significantly impact the renewal terms and conditions of the aforementioned agreements.

Computer software

Computer software is recognised at acquisition cost, including the implementation costs billed by third parties, and is amortised on a straight-line basis over a period of three to five years. Computer software maintenance costs are expensed currently.

Research and development expenditure

Research and Development expenditure is only capitalised when it is specifically itemised by project, the related costs can be clearly identified and there are sound reasons to foresee the technical success

and economic and commercial profitability of the related project. Assets thus generated are depreciated on a straight-line basis over their years of useful life (over a maximum period of five years).

4.5 Impairment losses on property, plant and equipment and intangible assets

The Group assesses each year the possible existence of permanent losses in value requiring it to reduce the carrying amounts of its property, plant and equipment and intangible assets, if their recoverable amounts are below their carrying amounts.

The recoverable amount is determined using the same methods as those employed in testing for goodwill impairment (see Note 4.3).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount, and the related write-down is recognised through profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the new recoverable amount, which may not exceed the carrying amount that would have been determined had no impairment loss been recognised.

4.6 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the Group, which usually has the option to purchase the assets at the end of the lease under the terms and conditions agreed on execution thereof. All other leases are classified as operating leases.

4.6.1 Operating leases

In operating leases, the ownership of the leased asset and substantially all the risks and rewards relating to the leased asset remain with the lessor.

When the Group acts as the lessor, it recognises the operating lease income on a straight-line basis. The amount to be recognised on a straight-line basis is deemed to be the total minimum rental income forecast over the term of the contract, in accordance with the agreed terms and conditions. These assets are depreciated using a policy consistent with the lessor's normal depreciation policy for similar items for own use.

When the Group acts as the lessee, lease costs are recognised in the consolidated income statement on a straight-line basis, in accordance with the policies described above.

4.7 Non-current assets held for sale

Non-current assets are classified as held for sale if it is considered that their carrying amount will be recovered through a sale transaction. Assets are classified under this heading only when the sale is highly probable and the asset is available for immediate sale in its present condition and the sale is expected to be completed within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

The depreciation of non-current assets held for sale is discontinued when they are classified as such. At the date of each consolidated balance sheet the related valuation adjustments are made to ensure that the carrying amount is not higher than fair value less costs to sell.

4.8 Financial instruments

4.8.1 Financial assets

Financial assets are recognised in the consolidated balance sheet on the date of acquisition at fair value and are classified as:

Trade and other receivables

Trade and other receivables are measured at amortised cost less any recognised impairment losses, which are estimated based on the solvency of the debtor and the age of the receivables.

Other current and non-current financial assets

"Other Current and Non-Current Financial Assets" include the following investments:

1. Current and non-current loans granted.
2. Guarantees.
3. Deposits and other financial assets.
4. Financial assets classified as "held for sale".

The loans granted are measured at their amortised cost, which is understood to be the initial value thereof increased by accrued interest and repayment premiums based on the effective interest rate and decreased by the principal and interest repayments, while also considering possible reductions due to impairment or uncollectibility.

The changes in the amortised cost of the assets included under "Other Current and Non-Current Financial Assets" arising from accrued interest or premiums or from the recognition of impairment are recognised in the income statement.

Guarantees are measured at the amount paid which does not differ substantially from the fair value thereof.

Available-for-sale financial assets are measured at fair value and the gains and losses arising from changes in fair value are recognised in equity until the asset is disposed of or it is determined that it has become (permanently) impaired, at which time the cumulative gains or losses previously recognised in equity are recognised in the net consolidated profit or loss for the year.

Cash and cash equivalents

Cash consists of cash and demand deposits at banks, Cash equivalents are short-term investments with a maturity of three months that are not subject to a significant risk of changes in value.

The Group derecognises a financial asset when it matures and collection is made or when the rights to the future cash flows have been transferred and substantially all the risks and rewards of ownership of the financial asset have been transferred.

4.8.2 Financial liabilities

Bank borrowings

Bank loans are recognised at the amount received, net of arrangement costs and commissions. These loan arrangement costs and finance charges are recognised in the income statement using the accrual method and on a time proportion basis and are added to the carrying amount of the liability, to the extent that they are not settled, in the period in which they arise.

Trade payables

Trade payables are initially recognised at fair value and are subsequently measured at amortised cost.

The Group derecognises financial liabilities when the obligations giving rise to them cease to exist.

4.9 Inventories

The Group companies measure the tobacco inventories at the lower of the price of the most recent invoice, which does not differ significantly from applying the FIFO formula (first-in, first-out), including in the case of tobacco products, in accordance with the legislation applicable in each country, the excise duties chargeable as soon as they are accrued, and net realisable value.

The other inventories are measured at the lower of cost of purchase and net realisable value. Trade discounts, rebates and other similar items are deducted in determining the costs of purchase.

The Group recognises period provisions for the decline in value of inventories in order to adjust the value of those whose cost exceeds net realisable value. These valuation adjustments are recognised as an expense in the consolidated income statement.

4.10 Current/Non-current classification

In the consolidated balance sheet assets and liabilities due to be realised or settled or maturing within 12 months are classified as current items and those due to be realised or settled or maturing within more than 12 months as non-current items.

4.11 Termination benefits

Under current labour legislation and certain employment contracts, the Group companies are required to pay termination benefits to employees terminated under certain conditions.

The accompanying consolidated balance sheet at 30 September 2018 and 30 September 2017 includes the provisions that the Parent's Directors consider necessary to cover the restructuring plans in progress at year-end (see Note 18).

4.12 Pension and other obligations to employees

Certain Group companies are obliged to supplement the social security retirement, disability or death benefits to employees who have fulfilled certain conditions. In general, the obligations relating to the current and former employees of these groups are defined contribution obligations and are externalised. The annual contributions made by the Group to meet these obligations are recognised under "Staff Costs" in the consolidated income statements and amounted to EUR 2,586 thousand and EUR 2,086 thousand in 2018 and 2017 respectively (see Note 23.b).

Under the collective agreements currently in force, Compañía de Distribución Integral Logista, S.A.U. is obliged to make a lump-sum payment of a specific amount to each employee on completion of 24 years of service. Also, this Company is obliged to make fixed monthly payments to a certain group of

current employees and employees who retired prior to 1 January 2009 as compensation for the "free tobacco" benefit.

Logista France, S.A.S. has retirement obligations to its employees for which it has made provisions calculated on the basis of actuarial studies using the projected unit credit method and PERM/F 2000P mortality tables, an inflation rate of 1.8% and an annual discount rate of 1.9% as the main assumptions (see Note 18).

On 4 June 2014 the Parent's Board of Directors approved the structure of the "2014 Long-Term Incentive Plan" and "2014 Long-Term Special Incentives Plan", with remuneration accrued from 1 October 2014 and maturing on 30 September 2019, which are articulated in three 3-year blocks with settlements made at the end of each block.

Under these plans, certain employees of companies of the Group of which the Company is Parent have the right to receive a certain number of Company shares, on completion of the third year from the commencement of the each of the three blocks into which the plans are divided, and taking into account the degree of achievement of certain internal criteria, of a financial and operating nature, as well as the total return for the shareholders and comparative profitability with other companies. For each of the aforementioned tranches, the estimated amount accrued annually is recorded in "Equity" in the consolidated balance sheet and its annual allocation is included in "Personnel Expenses" in the consolidated income statement .

On 29 January 2015 the Board of Directors approved the list of beneficiaries of the first block (2014-2017) and corporated management estimated cost of the plans. There were 47 beneficiaries included in the General Plan and 10 in the Special Plan. The related amounted to EUR 2,856 thousand.

On 26 January 2016, the Board of Directors approved the second tranche of the 2014 Long-Term Incentive Plan (the 2017 General Plan and Special Plan) for the 2015-2018 vesting period. The beneficiaries of the second tranche numbered 50 for the General Plan and 10 for the Special Plan. The total estimated cost of the second tranche is EUR 2,491 thousand.

On 24 January 2017, the Board of Directors approved the third tranche of the 2014 Long-Term Incentive Plan (the General Plan and the Special Plan) for the 2016-2019 vesting period. The beneficiaries of the third tranche numbered 56 for the General Plan and 9 for the Special Plan. The total estimated cost of the third tranche is EUR 2,623 thousand.

On 20 December 2016 the Company's Board of Directors approved new long-term incentive plans for the 2017-2022 period, which will be divided into three three-year tranches, the first of which begins on 1 October 2017.

On 23 January 2018, the Company's Board of Directors approved the first tranche's (2017-2020) beneficiaries, being 58 the beneficiaries included in the General Plan and 9 the ones considered in the Special Plan. The total estimated cost for the first tranche amounts to EUR 2,033 thousand.

On 23 January 2018, the Board of Directors approved the settlement of the First Vesting Period (2014-2017) of the General Plan and of the 2014 Special Plan. The settlement gave rise to the delivery of a total of 137,022 shares amounting to EUR 2,702 thousand to the beneficiaries of the two plans. The shares were delivered net of the related tax withholding. The Parent also delivered 1,454 shares amounting to EUR 28 thousand to a beneficiary of the plan. In 2017 24,189 treasury shares amounting to EUR 477 thousand were delivered to two beneficiaries.

The annual charge for the cost of the three tranches included under "Staff Costs" in the consolidated statement of profit or loss for the period ended 30 September 2018 amounted to EUR 2,838 thousand related to the second and third tranche of the 2014 Incentive Plan and to the first tranche of the 2017 Incentive Plan (2017: EUR 2,684 thousand relating to the first, second and third tranche of the 2014 Incentive Plan).

In order to cater for the first and second 2014 tranches of the equity-settled long-term incentive plan, and the first branch of the 2017 incentive plan, by virtue of the authorisation granted by the Board of Directors, the Group acquired 588,161 treasury shares for EUR 11,555 thousand (see Note 14-f).

On 28 November 2017, the Parent's Board of Directors extended to 1 October 2018 the Parent's Extended Share Repurchase Programme (up to 560,476 shares, i.e. 0.42% of the share capital), to include them in the second and third tranches of the 2014 long-term incentive plan.

Lastly, on 25 September 2018, the Company's Board of Directors extended the Company's Extended Share Repurchase Programme (for up to 641,372 shares, i.e. 0.48% of the share capital) until 1 October 2019, in order to assign the repurchased shares to the third tranche of the "2014 Long-Term Incentive Plan" and to the first tranche of the "2017 Long-Term Incentive Plan".

4.13 Provisions

The Group recognises provisions for the estimated amounts required to cover the liability arising from litigation in progress, indemnity payments or obligations and collateral and other guarantees provided which are highly likely to involve a payment obligation (legal or constructive), provided that the amount can be estimated reliably.

Provisions are quantified on the basis of the best information available on the situation and evolution of the events giving rise to them and are fully or partially reversed when such obligations cease to exist or are reduced, respectively.

Also, the adjustments arising from discounting these provisions are recognised as a finance cost on an accrual basis.

4.14 Foreign currency transactions

The consolidated financial statements of Logista Group are presented in euros.

Transactions in currencies other than the euro are recognised at their equivalent euro value by applying the exchange rates prevailing at the transaction date. Any gains or losses resulting from the exchange differences arising on the settlement of balances deriving from transactions in currencies other than the euro are recognised in the consolidated income statement as they arise.

Balances receivable and payable in currencies other than the euro at year-end are measured in euros at the exchange rates prevailing on that date. Any gains or losses arising on such measurement are recognised in the consolidated income statement for the year.

4.15 Revenue and expense recognition

Revenue and expenses are recognised on an accrual basis, i.e. when the actual flow of the related goods and services occurs, regardless of when the resulting monetary or financial flow arises. Specifically, revenue represents the amounts receivable for the goods and services provided in the normal course of business, net of discounts, VAT, excise duty on tobacco products and other sales taxes.

As a result of the regulations of the main countries in which the Group operates, the Group makes payments to the relevant tax authorities in respect of excise duties on the tobacco products it sells, which are also charged to customers. The Group does not recognise as income or expenses the amounts relating to the aforementioned excise duties, which amounted to approximately EUR 30,192,515 thousand in 2018 and EUR 29,349,967 thousand in 2017.

In the particular case publishing sector, the customers are entitled to return the products they fail to sell and in turn, the Group may exercise this right with respect to its suppliers. At each reporting date, a provision is recognised based on the historical experience of the sales returns for the purpose of adjusting the margins obtained in relation to products that it is forecast will ultimately be returned (see Note 18).

In purchase and sale transactions on which the Group receives commission, regardless of the legal form of such transactions, only commission income is recognised, distribution and sales commissions

are recognised in revenue. The Group recognises income and expenses on transactions involving products held on a commission basis (mainly stamps, certain tobacco and publishing business products) at the date of the sale.

Interest income from financial assets is recognised using the effective interest method and dividend income is recognised when the shareholder's right to receive payment is established. In any case, interest and dividends from financial assets accrued after the date of acquisition are recognised as income in the income statement.

4.16 Income tax

The current income tax expense is calculated on the basis of the accounting profit before tax, increased or reduced, as appropriate, by the permanent differences from taxable profit, net of tax relief and tax credits, the rates used to calculate the income tax expense are those in force at the consolidated balance sheet date.

Deferred tax assets and liabilities are recognised using the balance sheet method, recognising the differences between the carrying amount of the assets and liabilities in the financial statements and their corresponding tax bases.

Deferred tax assets and liabilities are calculated at the tax rates expected at the date on which the asset is realised or the liability is settled. Deferred tax assets and liabilities are recognised in full with a charge to the consolidated income statement, except when they relate to line items taken directly to equity accounts, in which case the deferred tax assets and liabilities are also recognised with a charge or credit to the related equity accounts.

Deferred tax assets and tax loss carryforwards are recognised when it is considered probable that the Group will be able to utilise them in the future, regardless of when they are recovered. Deferred tax assets and liabilities are not adjusted and are classified as non-current assets or liabilities in the consolidated balance sheet.

The Group recognises the deferred tax arising from the deductibility of the amortisation, for tax purposes, of certain items of goodwill generated on the acquisition of companies (see Note 19).

The deferred tax asset recognised is reassessed at the end of each reporting period and the appropriate adjustments are made to the extent that there are doubts as to their future recoverability. Also, unrecognised deferred tax asset is reassessed at the end of each reporting period and are recognised to the extent that it has become probable that they will be recovered through future taxable profits.

"Income Tax" represents the sum of the current tax expense and the result of recognising deferred tax assets and liabilities (see Note 19).

The Parent files consolidated income tax returns in Spain and is the ultimate parent of consolidated tax group no. 548/17.

4.17 Consolidated statements of cash flows

The following terms are used in the consolidated statements of cash flows, prepared in accordance with the indirect method, with the meanings specified:

1. Cash flows: inflow and outflows of cash and cash equivalents, which are short-term, highly liquid investments that are subject to an insignificant risk of changes in value.
2. Operating activities: the principal revenue-producing activities of the consolidated Group companies and other activities that are not investing or financing activities.

3. Investing activities: the acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents.
4. Financing activities: activities that result in changes in equity and borrowings.

5. Earnings per share

Basic earnings per share are calculated by dividing the net profit attributable to the Group (after tax and minority interests) by the weighted average number of ordinary shares outstanding during the year, excluding the average number of treasury shares.

Earnings per share are calculated as follows:

	2018	2017
Net profit for the year (thousands of euros)	156,706	153,862
Weighted average number of shares issued (thousands of shares) (*)	132,336	132,364
Earnings per share (euros)	1.18	1.16

(*) On 30 September 2018, the Parent Company holds 425,496 own shares.

At 30 September 2018 and 2017, taking into consideration treasury shares, which are related to the long term incentive plans, the calculation of the diluted earnings per share would give a result of EUR 1.18 per share (EUR 1.16 at 30 September 2017).

6. Property, plant and equipment

6.1 Property, plant and equipment

The changes in "Property, Plant and Equipment" in the consolidated balance sheets in 2018 and 2017 were as follows:

2018

	Thousands of Euros				
	Balance at 30-09-17	Additions or Charge for the Year	Disposals or Reductions	Transfers (Note 8)	Balance at 30-09-18
Cost:					
Land and buildings	222,705	147	(1,119)	1,615	223,348
Plant and machinery	191,326	9,298	(6,710)	2,564	196,478
Other fixtures, tools and furniture	149,307	6,089	(8,154)	3,038	150,280
Other items of property, plant and equipment	37,267	279	(1,486)	306	36,366
Property, plant and equipment in the course of construction	13,389	28,217	(14)	(8,692)	32,900
	613,994	44,030	(17,483)	(1,169)	639,372
Accumulated depreciation:					
Buildings	(111,080)	(4,811)	777	(83)	(115,197)
Plant and machinery	(148,284)	(10,610)	6,241	7	(152,646)
Other fixtures, tools and furniture	(122,336)	(8,086)	7,764	25	(122,633)
Other items of property, plant and equipment	(25,599)	(1,289)	1,115	(855)	(26,628)
	(407,299)	(24,796)	15,897	(906)	(417,104)
Impairment losses	(19,075)	-	338	-	(18,737)
	187,620	19,234	(1,248)	(2,075)	203,531

2017

	Thousands of Euros					
	Balance at 30-09-16	Changes Perimeter (Note 2.7.5)	Additions or Charge for the Year	Disposals or Reductions	Transfers (Note 8)	Balance at 30-09-17
Cost:						
Land and buildings	221,919	45	440	(151)	452	222,705
Plant and machinery	183,710	2,743	4,099	(3,299)	4,073	191,326
Other fixtures, tools and furniture	144,528	49	3,861	(2,905)	3,774	149,307
Other items of property, plant and equipment	36,211	224	56	(221)	997	37,267
Property, plant and equipment in the course of construction	9,511	-	13,157	-	(9,279)	13,389
	595,879	3,061	21,613	(6,576)	17	613,994
Accumulated depreciation:						
Buildings	(106,247)	(4)	(4,812)	144	(161)	(111,080)
Plant and machinery	(139,784)	(1,802)	(9,913)	2,790	425	(148,284)
Other fixtures, tools and furniture	(118,259)	(43)	(6,892)	2,791	67	(122,336)
Other items of property, plant and equipment	(23,011)	(155)	(2,262)	198	(369)	(25,599)
	(387,301)	(2,004)	(23,879)	5,923	(38)	(407,299)
Impairment losses	(18,737)	-	(338)	-	-	(19,075)
	189,841	1,057	(2,604)	(653)	(21)	187,620

Additions

In 2018 the Group recognised additions amounting to EUR 7.2 million in relation to the construction of a new logistics platform in Coslada (Madrid), recognised under "Property, Plant and Equipment in the Course of Construction" in the accompanying consolidated balance sheet.

The other most notable additions in 2018 and 2017 are mainly related to projects currently underway in relation to safety systems at the warehouses and the development of information systems.

Disposals

In 2018 the Group derecognised items no longer in use by the Group, many of which were fully depreciated.

Transfers

In 2018 items of plant, machinery and other fixtures were transferred within this line item from "Property, Plant and Equipment in the Course of Construction". Additionally, point of sale terminals have been transferred from "Inventories", as they have been leased by third parties.

Lastly, transfers have been made from "Other Intangible Assets" during the fiscal year when information system-related projects have been completed and come into service.

6.2 Other disclosures

Fully depreciated items of property, plant and equipment in use at 30 September 2018 amounted to EUR 303,369 thousand (EUR 285,077 thousand at 30 September 2017).

The Group has taken out insurance policies to cover the possible risks to which its property, plant and equipment are subject and the claims that might be filed against it for carrying on its business activities. These policies are considered to adequately cover the related risks.

At 30 September 2018 and 2017, the items of property, plant and equipment located abroad, mainly in Portugal, France, Italy and Poland, amounted to EUR 74,793 thousand and EUR 66,920 thousand, respectively.

7. Goodwill

Breakdown and significant changes

The breakdown, by identified cash-generating unit, of "Goodwill" at 30 September 2018 and 2017 is as follows:

	Thousands of Euros	
	30-09-2018	30-09-2017
Italy, tobacco and related products	662,922	662,922
France, tobacco and related products	237,106	237,106
Iberia, transport	18,269	18,269
Iberia, other business: Pharma	486	486
Iberia, tobacco and related products	2,017	6,896
	920,800	925,679

Italy, tobacco and related products

The goodwill associated with Logista Italia, S.p.A. arose when Etinera, S.p.A., a leading tobacco distributor in Italy, was acquired in 2004 from BAT Italia, S.p.A., an Italian subsidiary of British American Tobacco, Lda. Subsequently, Etinera, S.p.A.'s company name was changed to Logista Italia, S.p.A. The information relating to the aforementioned acquisition is included in the Group's consolidated financial statements for 2004.

France, tobacco and related products

The goodwill associated with Logista France, S.A.S. arose on the acquisition by Compañía de Distribución Integral Logista, S.A.U. of all the shares representing the share capital of Altadis Distribution France, S.A.S. (actually Logista France, S.A.S) from Selta, S.A.S., which belongs to Grupo Imperial Brands Limited PLC. The information on this acquisition is included in the Group's consolidated financial statements for 2014 and 2013.

Iberia, transport

The goodwill associated with Dronas 2002, S.L.U, arose when this company merged in 2002 with the Bungal Group, an integrated and express parcel and pharmaceutical logistics service provider, and in 2003 with the Alameda Group, a distributor of pharmaceutical supplies and food products. The information relating to the aforementioned mergers is included in the Group's consolidated financial statements for 2002 and 2003.

Spain and Portugal, tobacco and related products

The goodwill associated with José Costa & Rodrigues, Lda. arose from the acquisition, on 13 February 2017, by MIDSID –Sociedade Portuguesa de Distribuição, S.A. of all the shares representing the share capital of the former for EUR 7,700 thousand plus an additional maximum amount of EUR 4,025 thousand, related to the working capital of the acquired company. Following completion of the procedures to review the current assets and liabilities of the acquired company, the final acquisition price amounted to EUR 11.4 million. In 2017 the Group provisionally recognised EUR 6,575 thousand as goodwill, the full amount of which was allocated to the vending channel of José Costa & Rodrigues, Lda. in 2018 under "Other Intangible Assets" in the accompanying consolidated balance sheet as at 30 September 2018.

Goodwill impairment analysis

The most relevant assumptions used in testing for impairment were as follows:

Discount and residual growth rates

	2018		2017	
	Discount Rate	Growth Rate	Discount Rate	Growth Rate
Italy, tobacco and related products	7.80%	0.00%	6.70%	0.00%
France, tobacco and related products	6.50%	0.00%	5.60%	0.00%
Iberia, transport	6.20%	0.00%	6.71%	0.00%
Iberia, other business: Pharma	6.20%	0.00%	5.80%	0.00%
Iberia, tobacco and related products	7.80%	0.00%	6.40%	0.00%

The parameters considered in defining the foregoing discount rates were as follows:

- Risk-free bonds: 10-year bonds in the benchmark market of the CGU.
- Market risk premium: year-on-year average risk Premium in each country in which the Group is presented.
- Unleveraged Beta: industry average, on a case-by-case basis.
- Debt/equity ratio: industry average.

Future changes in sales, procurements and working capital

The principal assumption considered in the business plans of the main cash-generating units to calculate the value in use of each unit consisted of the performance of sales and procurements, the percentage change in which over the three years of the business plan was estimated as follows:

	Average performance 2019-2021	
	Sales	Procurements
Italy, tobacco and related products	2.3%	2.5%
France, tobacco and related products	(4.3%)	(4.8%)

In Italy, sales will perform positively as a result of the projected trend in tobacco sales. With respect to procurements, the expected increase somewhat exceeds that of sales, as a result of the decrease in the provision of services to manufacturers.

As a result of the aforementioned trends, impairment of working capital for 2019-2021 was estimated to be 10% in the case of France and remains stable in the case of Italy.

In France the trend indicated arises as a result of the envisaged fall in sales volume due to future increases in RRP's, in line with the plans of the current French Government. However, an improvement in margins is expected as a result of the contracts entered into with the main suppliers.

Based on the methods used and the estimates, projections and valuations available to the Parent's directors, no impairment losses were recognised in relation to these assets in 2018 and 2017.

With regard to the sensitivity analysis of the impairment tests on goodwill, the Group performed an analysis of sensitivity of the impairment test result to changes due to increases of 100 basis points in the discount rate and negative changes of 100 basis points in the residual growth rate. This sensitivity analysis performed separately for each of the aforementioned assumptions did not disclose any impairment losses.

8. Other intangible assets

The changes in "Other Intangible Assets" in 2018 and 2017 were as follows:

2018

	Thousands of Euros				
	Balance at 30-09-2017	Additions or Charge for the Year	Disposals or Reductions	Transfer (Note 6)	Balance at 30-09-2018
Cost:					
I+D expenses	2,223	-	-	-	2,223
Computer software	187,681	392	(6,598)	5,959	187,434
Concessions, rights and licences	777,868	-	-	6,296	784,164
Advances and intangible assets in progress	3,666	11,717	-	(3,705)	11,678
	971,438	12,109	(6,598)	8,550	985,499
Accumulated amortisation-					
I+D expenses	(2,192)	-	-	-	(2,192)
Computer software	(158,654)	(10,841)	6,525	(255)	(163,225)
Concessions, rights and licences	(260,123)	(52,126)	-	-	(312,249)
	(420,969)	(62,967)	6,525	(255)	(477,666)
Impairment losses	(2,623)	-	-	-	(2,623)
	547,846	(50,858)	(73)	8,295	505,210

2017

	Thousands of Euros				
	Balance at 30-09-2016	Additions or Charge for the Year	Disposals or Reductions	Transfer (Note 6)	Balance at 30-09-2017
Cost:					
I+D expenses	2,223	-	-	-	2,223
Computer software	176,494	650	(122)	10,659	187,681
Concessions, rights and licences	779,745	-	-	(1,877)	777,868
Advances and intangible assets in progress	5,070	6,693	-	(8,097)	3,666
	963,532	7,343	(122)	685	971,438
Accumulated amortisation-					
I+D expenses	(2,192)	-	-	-	(2,192)
Computer software	(146,938)	(10,775)	120	(1,061)	(158,654)
Concessions, rights and licences	(209,416)	(51,768)	-	1,061	(260,123)
	(358,546)	(62,543)	120	-	(420,969)
Impairment losses	(2,623)	-	-	-	(2,623)
	602,363	(55,200)	(2)	685	547,846

Additions

The additions to "Other intangible assets" in 2018 and 2017 relate mainly to functional development projects for the Logista Group's existing applications to improve or increase the services provided to its customers and the implementation of new management systems (SAP) in certain business segments.

Transfers

The transfers to "Computer Software" in 2018 and 2017 relate to the reclassification of various items that have been put into operation from the account "Advances and intangible assets in progress" attending to their nature.

In 2018, following the completion of the identification of the intangible assets of the acquiree José Costa & Rodrigues, Lda., the Group provisionally recognised the full amount of the goodwill to the vending channel of José Costa & Rodrigues, Lda. under "Other Intangible Assets - Concessions, Rights and Licences" in the consolidated balance sheet (see Note 2.7.3).

Impairment

In 2018 and 2017 the Group did not recognise any impairment losses on items classified as "Other Intangible Assets".

Other information

On 30 September 2018 and 2017, the intangible assets in use that were completely depreciated amounted to EUR 135,435 thousand and EUR 135,333 thousand, respectively.

9. Financial assets

The detail of "Other Non-Current Financial Assets" and "Current Financial Assets" in the accompanying consolidated balance sheets at 30 September 2018 and 2017 is as follows:

2018

Financial Assets: Nature/Category	Thousands of Euros				
	Loans Granted to Third Parties	Loans Granted to Related Companies (Note 26)	Short-Term Deposits and Guarantees	Available-for- Sale Financial Assets	Total
Non-current:					
Equity instruments	-	-	-	692	692
Financial debts	194	-	-	-	194
Other financial assets	-	-	3,748	-	3,748
	194	-	3,748	692	4,634
Current:					
Financial debts	29,733	1,881,035	-	-	1,910,768
Other financial assets	-	-	166	-	166
	29,733	1,881,035	166	-	1,910,934
	29,927	1,881,035	3,914	692	1,915,568

2017

Financial Assets: Nature/Category	Thousands of Euros				
	Loans Granted to Third Parties	Loans Granted to Related Companies (Note 26)	Short-Term Deposits and Guarantees	Available-for- Sale Financial Assets	Total
Non-current:					
Equity instruments	-	-	-	677	677
Financial debts	194	-	-	-	194
Other financial assets	-	-	3,650	-	3,650
	194	-	3,650	677	4,521
Current:					
Financial debts	30,479	1,790,850	-	-	1,821,329
Other financial assets	-	-	397	-	397
	30,479	1,790,850	397	-	1,821,726
	30,673	1,790,850	4,047	677	1,826,247

Loans granted to third parties

The venturers of "UTE Compañía de Distribución Integral Logista, S.A.U. y IGT Spain Lottery, S.L.U. Unión Temporal de Empresas" granted a loan to this joint venture, which at 30 September 2018 totalled EUR 118,815 thousand, each assuming an equal portion. Compañía de Distribución Integral Logista, S.A.U. included an amount of EUR 29,704 thousand in this connection at 30 September 2018 (at 30 September 2017: EUR 30,317 thousand), and this amount is recognised under "Other Current Financial Assets" and "Other Current Financial Liabilities" in the accompanying consolidated balance sheet as at that date, for the balances receivable from and payable to the aforementioned joint venture that correspond to the other venturer (see Note 20).

This loan agreement has been subject to successive renewals and modifications, the last of which is in force until 31 December 2018, with a maximum limit of EUR 124 million, 50% of which from each venturer. The loan is interest free.

The main aggregates of the joint venture at 30 September 2018 were as follows:

	Thousands of Euros			
	Assets	Liabilities	Equity	Loss for the Year
"UTE Compañía de Distribución Integral Logista, S.A.U. y IGT Spain Lottery, S.L.U. Unión Temporal de Empresas"	3,012	123,279	(120,267)	(2,068)

Credits granted to related parties

As of 12 June 2014, Imperial Brands Enterprise Finance Limited, Compañía de Distribución Integral Logista Holdings, S.A.U., Compañía de Distribución Integral Logista, S.A.U. and Logista France, S.A.S., entered into a mutual agreement for a five-year credit line (automatically renewable for one year, unless either of the parties sends a notice opposing such renewal at least one year prior to maturity), with a maximum draw down limit of EUR 2,600 million. The purpose of this agreement is to govern the terms and conditions under which Logista will lend, on a daily basis, its cash surpluses to Imperial Brands Enterprise Finance Limited for the purpose of optimising its cash flow, and the loans from Imperial Brands Enterprise Finance Limited to Compañía de Distribución Integral Logista, S.A.U. in order for the latter to be able to meet its cash needs arising from its operations. In accordance with this agreement, Compañía de Distribución Integral Logista, S.A.U. will lend, on a daily basis, its cash surpluses to Imperial Brands Enterprise Finance Limited or will receive the cash necessary to meet its payment obligations.

On 21 March 2018, Imperial Brands Enterprise Finance Limited transferred the rights and obligations under the aforementioned credit line agreement to Imperial Brands Finance PLC., and the maturity was extended to 12 June 2024 (automatically renewable for additional one-year periods, unless notified otherwise by any of the parties at least one year before maturity) with a maximum drawdown limit of two thousand six hundred million euros.

The interest accrued on this credit line at 30 September 2018 amounted to EUR 13,664 thousand (30 September 2017: EUR 12,629 thousand) (see Note 26).

The daily balance of this internal current account has an equivalent cost to the interest at the European Central Bank interest rate, plus a spread of 0.75% for the credit provisions, and earn at the same reference rate, plus a spread of 0.75% for the surplus loans. Interest is calculated on a daily basis, based on 360 days, and is capitalised every quarter.

Under this agreement the Parent has undertaken to refrain from obtaining financing from third parties and from encumbering in any way its assets unless the aforementioned transaction is approved by a qualified majority of the Board of Directors.

10. Inventories

The detail of the Group's inventories at 30 September 2018 and 2017 is as follows:

	Thousands of Euros	
	2018	2017
Tobacco	1,073,778	1,015,952
Published materials	12,039	15,385
Other merchandise	110,982	98,606
Write-downs	(8,256)	(7,321)
	1,188,543	1,122,622

The balance of tobacco inventories includes the excise duty chargeable to the tobacco items for the tobacco stock in the Group's warehouses at 30 September 2018, for a total amount of EUR 458,777 thousand (2017: EUR 393,831 thousand).

The write-down in year 2018 and 2017 relates mainly to tobacco inventories that were defective or that cannot be sold at year end, The changes in the write-downs relating to "Inventories" in the accompanying consolidated balance sheet were as follows:

	Thousands of Euros
Accumulated write-down at 30 September 2016	6,786
Period write-downs	6,141
Reversals	(5,606)
Accumulated write-down at 30 September 2017	7,321
Period write-downs	5,208
Reversals	(2,409)
Amounts derecognised	(1,864)
Accumulated write-down at 30 September 2018	8,256

At 30 September 2018 and 2017, the Group had arranged insurance policies to cover the value of its inventories.

11. Trade and other receivables

The detail of "Trade and Other Receivables" in the accompanying consolidated balance sheets at 30 September 2018 and 2017 is as follows:

	Thousands of Euros	
	2018	2017
Trade receivables for sales and services	1,769,474	1,655,877
Related companies (Note 26)	23,741	26,684
Sundry accounts receivable	105,814	116,683
Employee receivables	442	285
Less- Allowances for doubtful debts	(53,225)	(52,191)
	1,846,246	1,747,338

The changes in the "Allowances for Doubtful Debts" in 2018 and 2017 are as follows:

	Thousands of Euros
Allowance for doubtful debts at 30 September 2016	55,161
Period write-downs	2,619
Reversals	(4,201)
Amounts derecognised	(1,388)
Allowance for doubtful debts at 30 September 2017	(52,191)
Period write-downs	5,131
Reversals	(3,234)
Reclasifications	(523)
Amounts derecognised	(340)
Allowance for doubtful debts at 30 September 2018	53,225

The additions to and reversals from the allowance for doubtful debts in 2018 and 2017 are recognised under "Cost of Logistics Networks - Other Operating Expenses" in the accompanying consolidated income statement.

At 30 September 2018 and 2017, the total amounts of balances provided are older than 90 days.

Trade receivables for sales and services

"Trade Receivables for Sales and Services" includes mainly the balances receivable from the sales of tobacco products, postage and other stamps relating basically to the final delivery of each year, which may be settled during the first days of the following year, including the excise duties and VAT associated with tobacco product sales which do not form part of revenue (see Note 4.15).

The credit period taken on sales of goods and services by territory ranges from 10 to 30 days. No interest is charged on the receivables for the first 30 days after the expiry date of the invoice. Thereafter, interest is generally charged at between 6.5% and 9% on the outstanding balance.

None of the clients supposes more than 5% of the trade receivable balances, so there is no clients' concentration risk.

The detail of the past-due receivables for which no allowance had been recognised at 30 September 2018 and 2017 is as follows:

Tranche	Thousands of Euros	
	2018	2017
0-30 days	44,322	35,977
30-90 days	12,119	9,525
90-180 days	67,993	6,146
180-360 days	1,363	1,194
More than 360 days	670	753

The Group recognizes an allowance for doubtful debts based on seniority of the debt, unless there are additional guarantees of payment.

12. Cash and cash equivalents

"Cash and Cash Equivalents" in the consolidated balance sheets at 30 September 2018 and 2017 includes mainly the Group's cash deposited in current accounts at banks.

The average interest rate obtained by the Group on its cash and cash equivalent balances was 0.74% in 2018 and 2017.

13. Equity

At the end of 2018 and 2017 the Parent's share capital amounted to EUR 26,550 thousand and was represented by 132,750,000 fully subscribed and paid shares of EUR 0.2 par value each, all of the same class.

As indicated in Note 1, the Parent was incorporated on 13 May 2014, with a share capital of EUR 60 thousand, divided into 300,000 shares of EUR 0.20 par value each, all of which are of the same class and fully subscribed and paid in cash by its sole shareholder, Altadis, S.A.U.

On 4 June 2014, the sole shareholder approved the share capital increase through a non-monetary contribution of EUR 26,490 thousand, through the issue of 132,450,000 new shares of EUR 0.20 par value each, together with a total share premium of EUR 942,148 thousand. The shares issued were of the same class as the outstanding shares and were fully subscribed and paid by Altadis, S.A.U. through the contribution to the Company of 44,250,000 registered shares representing all of the share capital of Compañía de Distribución Integral Logista, S.A.U (Logista Group Partner Company until that moment). For these purposes, it should be noted that the aforementioned non-monetary contribution was subject to the required assessment by an independent expert appointed by the Mercantile Registry, pursuant to the Spanish Capital Companies Law consolidated text and the Mercantile Registry Regulations.

The offering of shares in the Parent Company came to an end on 14 July 2014, and its shares are currently listed for trading in the Continuous Market on Madrid, Barcelona, Valencia and Bilbao Exchanges.

On 31 July 2018, Altadis, S.A.U. sold 13,265,000 shares, representing 9,99% of the Parent's share capital.

The only shareholder with an ownership interest of 10% or more in the Parent's share capital at 30 September 2018 is Altadis, S.A.U., with an ownership interest of 50,01% (60,00% as of 30 September 2017).

At 30 September 2018, all shares of the Parent have the same voting and dividend rights.

Capital Management

The main objectives of the Group's capital management are to ensure financial stability in the short and long term and the adequate funding of investments, keeping debt levels, all aimed at that the Group maintains its financial strength and soundness of their ratios so that it supports their business and maximizes the value for its shareholders.

At 30 September 2018, the Group had a net cash position amounting to EUR 2,031,599 thousand (30 September 2017: EUR 1,889,163 thousand), the detail being as follows:

	Thousands of Euros	
	2018	2017
Other current financial liabilities (Note 20)	(32,850)	(34,371)
Gross debt	(32,850)	(34,371)
Current financial assets (Note 9)	1,910,934	1,821,726
Cash and cash equivalents	153,515	101,808
Financial assets and cash	2,064,449	1,923,534
Total net financial position	2,031,599	1,889,163

14. Reserves

a) Share premium

The Spanish Capital Companies Law expressly permits the use of the share premium account balance to increase the capital of the entities at which it is recognised and does not establish any specific restrictions as to its use.

b) Reserves of the Parent

Legal reserve

Under the Spanish Capital Companies Law, 10% of net profit for each year must be transferred to the legal reserve until the balance of this reserve reaches at least 20% of the share capital, The legal reserve can be used to increase capital provided that the remaining reserve balance does not fall below 10% of the increased share capital amount, Otherwise, until the legal reserve exceeds 20% of share capital, it can only be used to offset losses, provided that sufficient other reserves are not available for this purpose.

On 30 September 2018 the Parent's legal reserve has reached the legally required minimum.

Other reserves

The capital increase expenses incurred by the Parent in 2014 in the transaction described in the "Share Capital" section, which were charged to reserves, amounted to EUR 176 thousand, net of the related tax effect. This line item also includes the annual charges for 2018 and 2017 relating to the Share Plan tranches, amounting to EUR 2,838 thousand and EUR 2,207 thousand, respectively (see Note 4.12). Also, in 2018 this line item includes an amount used on EUR 4,064 thousand to settle the First Vesting Period (2014-2017) of the General Share Plan and the 2014 Special Share Plan and the settlement of a beneficiary for EUR 28 thousand (see Note 4.12).

c) Reorganisation reserve

This line item includes the net effect which arose in the Parent's reserves as a result of the corporate reorganisation that took place during the year 2014, as described in Note 1, in conformity with the regulatory financial reporting framework applicable to the Group.

d) Reserve for first-time application of IFRSs

As a result of the transition to International Financial Reporting Standards (IFRSs), the Group revalued a plot of land assigned to its operations by EUR 28,500 thousand, based on the appraisal of an

independent valuer, considering the fair value of this plot of land to be the deemed cost thereof in the transition to IFRSs, The impact of this revaluation on reserves amounted to EUR 19,950 thousand.

e) Dividends

On 21 March 2018, the shareholders at the Parent's Annual General Meeting approved the distribution of the profit for 2017, which included an interim dividend out of the profit for that year, which had previously been approved by the Board of Directors and paid, amounting to EUR 39,708 thousand, together with a final dividend of EUR 99,250 thousand.

On 24 July 2017, the Parent's Board of Directors approved the distribution of an interim dividend of EUR 0.35 per share out of the profit for 2018, totalling EUR 46,314 thousand, which was paid on 30 August 2017 (see Note 3).

f) Treasury shares

To cater of the long-term share-based incentive scheme and pursuant to the authorisation granted by the Board of Directors, the Group acquired 588,161 treasury shares for EUR 11,555 thousand.

In 2018, as a result of the settlement of the First Vesting Period (2014-2017) of the General Share Plan and the 2014 Special Share Plan, 137,022 shares were delivered to the beneficiaries of the two plans for a total amount of EUR 2,702 thousand; in addition, 1,454 shares were delivered to a beneficiary of the plan for a total amount of EUR 28 thousand, and the balance recognised at 30 September 2018 was EUR 8,348 thousand.

In 2017, 24,189 treasury shares amounting to EUR 477 thousand were delivered to two beneficiaries.

15. Reserves at consolidated companies

The detail of "Reserves of Group Companies and Associates" in the consolidated balance sheets at 30 September 2018 and 2017 is as follows:

	Thousands of Euros	
	2018	2017
Reserves in fully consolidated companies	222,751	216,999
Reserves in companies consolidated by the equity method	(1,382)	(625)
	221,370	216,374

The reserves at consolidated companies include the retained earnings not appropriated at the beginning of the period relating to the consolidated companies and taking into account the consolidation adjustments.

16. Minority interests

The detail, by company, of "Minority interests" and "Profit/loss attributed to minority interests" in the consolidated balance sheets is as follows:

Entity	Thousands of Euros			
	2018		2017	
	Minority Interests	Income Atributable To Minority Shareholders	Minority Interests	Income Atributable To Minority Shareholders
Distribuidora Valenciana de Ediciones, S.A.	198	(148)	346	(14)
Terzia, S,p,A.	934	(191)	1,125	(265)
Distribución de Publicaciones Siglo XXI Guadalajara, S.L.	58	14	54	10
Distribuidora de Publicaciones del Sur, S.L.	257	75	182	8
Other entities	159	-	159	-
	1,606	(250)	1,866	(261)

17. Financial Risk Exposure

The management of the financial risks to which the Logista Group is exposed in the course of its business constitutes one of the basic pillars of its activities aimed at preserving the value of the Group's assets at all the business units and in all the countries in which it operates (mainly Spain, Italy, France, Portugal and Poland) and, as a result, the value of its shareholder's investments. The risk management system is structured and defined to achieve the strategic and operating objectives.

The Group's activities are exposed to various financial risks: market risk (including exchange risk), credit risk, liquidity risk and cash flow interest rate risk.

The Group's financial risk management is centralised in the Corporate Finance Division. This Division has the required mechanisms in place to control, based on the Group's financial position and structure and on the economic variables of the environment, the exposure to interest and exchange rate fluctuations and to the credit and liquidity risks, establishing the related credit limits and setting the policy for the doubtful debts allowance.

Credit risk

The Company's main financial assets are cash, loans to Group companies and trade and other receivables. In general, the Group holds its cash and cash equivalents at banks with high credit ratings. Also, the Group is exposed to the credit risk or counter-party risk of the group Imperial Brands Group, PLC, as a result of the cash transfer agreements entered into therewith.

The Group controls the risks of doubtful debts and default by setting credit limits and establishing demanding conditions with respect to collection periods; this commercial risk is distributed among a large number of customers with short collection periods and historically very low rates of non-payment and, therefore, the exposure to credit risk vis-à-vis non-Group third parties is not significant.

The Group considers that at 30 September 2018 the level of credit risk exposure of its financial assets is not significant.

Interest rate risk

In relation to its cash and cash equivalents and bank borrowings, the Group is exposed to interest rate fluctuations which might affect its profit and cash flows.

In accordance with the disclosure requirements of IFRS 7, the Group performed a sensitivity analysis in relation to the possible interest rate fluctuations which might occur in the markets in which it operates,

Based on these requirements, the Group considers that each interest rate drop of 10 basis points would give rise to a decrease in the Group's finance income of EUR 1.8 million (2017: EUR 1.75 million)

Foreign currency risk

The level of exposure of equity and the income statement to the effects of future changes in the foreign currency exchange rates in force is not significant because the volume of the Group's transactions in currencies other than the euro is not material (see Note 25).

The Group does not have significant investments in foreign entities which operate in currencies other than the euro and it does not carry out significant transactions in countries whose currency is not the euro.

Liquidity risk

The Group has to meet payments arising from its activities, including significant amounts relating to excise duties and VAT.

Also, at 30 September 2018, the Group had a working capital deficiency amounting to EUR 838,563 thousand (30 September 2017: EUR 862,601 thousand). However, as a result of the difference between the average collection and payment, the Group generates sufficient liquidity to meet these payments.

In any event, the Group, for the purpose of ensuring liquidity and enabling it to meet all the payment obligations arising from its business activities, has the cash and cash equivalents disclosed in its consolidated balance sheet, together with the cash-pooling facilities with companies in the Group to which it belongs (see Note 9).

18. Provisions

The detail of the balance of short- and long-term provisions in the accompanying consolidated balance sheets at 30 September 2018 and 2017 and of the main changes therein in the periods is as follows:

2018

	Thousands of Euros					Balance at 30-09-2018
	Balance at 30-09-2017	Additions	Reversions	Provisions Used	Transfers	
Customs and excise duty assessments	8,176	4,583	(1,900)	-	-	10,859
Obligations to employees	20,369	1,739	(1,399)	(877)	(339)	19,493
Provision for contingencies and charges	5,579	1,344	(190)	(825)	-	5,908
Other	2,562	-	(236)	-	345	2,671
Non-current provisions	36,686	7,666	(3,725)	(1,702)	6	38,931
Provision for restructuring costs	6,249	1,933	(162)	(4,654)	1,455	4,821
Customer Refunds	2,005	493	(175)	-	(161)	2,162
Other	5,474	745	(829)	(917)	127	4,600
Current provisions	13,728	3,171	(1,166)	(5,571)	1,421	11,583

2017

	Thousands of Euros						Balance at 30-09-2017
	Balance at 30-09-2016	Additions to the Perimeter	Additions	Reversions	Provisions Used	Transfers	
Customs and excise duty assessments	7,411	-	1,365	(600)	-	-	8,176
Obligations to employees	16,428	-	8,252	(3,530)	(781)	-	20,369
Provision for restructuring costs	8	-	-	-	-	(8)	-
Provision for contingencies and charges	4,481	-	1,199	(13)	-	(88)	5,579
Other	4,502	-	-	(418)	(1,618)	96	2,562
Non-current provisions	32,830	-	10,816	(4,561)	(2,399)	-	36,686
Provision for restructuring costs	7,725	-	4,660	(808)	(6,518)	1,190	6,249
Customer Refunds	2,791	-	301	(1,087)	-	-	2,005
Other	6,622	76	1,283	(1,266)	(1,299)	58	5,474
Current provisions	17,138	76	6,244	(3,161)	(7,817)	1,248	13,728

Provision for excise tax on tobacco products and for customs duty assessments

Compañía de Distribución Integral Logista, S.A.U. has recognised provisions for assessments as a result of audits by the Spanish customs authorities of the returns for excise tax on tobacco products for 2009 to 2010. The Company signed the assessments on a contested basis and filed appeals against them, however, it has recognised provisions for the possible deficiency and interest in this connection in order to cater for the possibility of unfavourable decisions being handed down on the appeals amounting to EUR 2,380 thousand.

In previous years, tax assessments were issued to Compañía de Distribución Integral Logista, S.A.U. in relation foreign trade activity settlements for years 2012-2015 amounting to EUR 13,852 thousand, which have been appealed. Of this amount, EUR 3,605 thousand have been guaranteed and the remaining amount has been paid to avoid the possible accrual of late payment interest. Per the assessment made and corroborated by its external advisers, the existing arguments to defend the Company's actions in this regard are sound and should prevail in the courts, for which reason an outflow of financial resources is not considered probable and, consequently, the Group has not recognised a provision for the first tax assessment and has recognised the payment of the other years as an asset in the accompanying consolidated balance sheet as at 30 September 2018. It is important to take into account that, by virtue of the agreements entered into by the Company, any impact arising from a possible increase in the tariff on the goods sold by the Company may be passed on to the supplier of the goods.

At the date of authorisation for issue of these consolidated financial statements for 2018, the aforementioned claims were at the Central Economic-Administrative Tribunal, which had yet to hand down a ruling thereon.

In 2018, Logista Italia, S.p.A. recognized, based on its experience, a provision amounting to EUR 4,523 thousand as a result of the Italian tax authorities' open inspection.

Provisions for employee benefit obligations

This account includes mainly the present value of the obligations assumed by Compañía de Distribución Integral Logista, S.A.U. in terms of long-service bonuses and the "free tobacco" benefit and the provisions recognised by the Group companies to meet retirement obligations.

In 2017, a provision of EUR 6,860 thousand was recognised as a result of a decision handed down by the Employment Tribunal of the National Appellate Court, which ordered that Compañía de Distribución Integral Logista, S.A.U. recognise the right of those employees formerly employed by Altadis, S.A.U. who had retired after 2005 to receive, once they had retired, the equivalent monetary value of the gift tobacco they would receive at present as active personnel. The Company has appealed against this decision at the Supreme Court. This provision was calculated on the basis of actuarial studies performed by independent experts using as their main assumptions PERM/F 2000P mortality tables and a discount rate of 2% per year.

Provision for restructuring costs

This account includes mainly the estimate of the payments to be made in relation to the restructuring plans that are being implemented at the Group. In 2018 and 2017, provisions were recognised amounting to EUR 1,933 thousand and EUR 4,660 thousand, respectively, and indemnity payments were made amounting to EUR 4,654 thousand and EUR 6,518 thousand, respectively, with a charge to the provisions that were recognised for that purpose.

These provisions were reclassified to current liabilities on the basis of the directors' estimates as to the dates on which these proceedings will come to an end.

Provisions for customer refunds

The customers of publishing sector are entitled to the refund of those products which are finally not sold, and the Group may in turn exercise this entitlement to a refund vis-à-vis its suppliers. At each year-end, the Group recognises a provision based on past experience of the refunds on sales with a view to correcting the margins obtained in the course of the book and publications sales activity.

Provisions for contingencies and charges

"Provision for Contingencies and Charges" includes mainly several lawsuits in process in which the Group is involved with third parties, as well as other third-party liability.

19. Tax matters

Consolidated Tax Group

In 2018, several of the Group companies filed consolidated tax returns with the Parent (see Note 4.16). The companies that file consolidated tax returns together with the Parent, for income tax purposes, are: Compañía de Distribución Integral Logista, S.A.U., Distribérica, S.A.U., Publicaciones y Libros, S.A., Distribuidora de las Rías, S.A., Logista-Dis, S.A.U., La Mancha 2000, S.A.U., Dronas, 2002, S.L.U., Logista Pharma Gran Canaria, S.A.U., Distribuidora de Publicaciones Siglo XXI Guadalajara, S.L.U., Logista Pharma, S.A.U., Cyberpoint, S.L.U., Distribuidora del Noroeste, S.L., Compañía de Distribución Integral de Publicaciones Logista, S.L.U., Distribuidora del Este, S.A.U., S.A. Distribuidora de Ediciones, Logesta Gestión de Transporte, S.A.U., and Be to Be Pharma, S.L.U.

In addition, Logista France, S.A.S., Société Allumetière Française, S.A.S., Supergroup, S.A.S. file consolidated income tax returns in France as part of the group headed by Logista France, S.A.S.

Logista Italia, S.p.A., Terzia, S.p.A. and Logesta Italia, S.r.l. file consolidated income tax returns in Italy as part of the group headed by Logista Italia, S.p.A.

Additionally, Compañía de Distribución Integral Logista, S.A. - Sucursal em Portugal, Midsid - Sociedade portuguesa de Distribuição, S.A. and Logista Transportes, Transitarios e Pharma, Lda, are taxed under a tax consolidation regime for Corporate Income Tax purposes in Portugal, being the head of said group Compañía de Distribución Integral Logista, S.A.-Sucursal in Portugal.

The Group's other subsidiaries file individual tax returns in accordance with the tax legislation in force in each country.

Years open for review by the tax authorities

Compañía de Distribución Integral Logista, S.A.U. has open for review by the tax authorities 2015, 2016, and 2017 for excise taxes, the exercise 2017 for custom tax and the last four exercises for all the other taxes applicable to the consolidated tax Group.

In general, the other consolidated companies have the last four years open for review by the tax authorities for the main taxes applicable to them, pursuant to the specific legislation of each country.

The Company's Directors consider that the tax returns for the aforementioned taxes have been filed correctly and, therefore, even in the event of discrepancies in the interpretation of current tax legislation in relation to the tax treatment afforded to certain transactions, such liabilities as might arise would not have a material effect on the accompanying financial statements.

Tax receivables and payables

The detail of the tax receivables at 30 September 2018 and 2017 is as follows:

	Thousands of Euros	
	2018	2017
Deferred tax assets:		
Provision for restructuring costs	1,167	1,182
Goodwill	1,842	1,875
Impairment losses and other	1,750	881
Provision for third-party liability	10,734	11,853
Other deferred tax assets	3,136	4,153
	18,629	19,944
Tax receivables (current):		
VAT refundable	4,548	4,558
Income tax refundable	78,240	30,730
Other	745	1,471
	83,533	36,759

The deferred tax assets relate mainly to provisions recognised for restructuring plans, termination benefits and obligations to employees that will become tax deductible in the coming years. Also, Law 16/2012, of 27 December, established for 2013 and 2014 a ceiling on the deductibility of the depreciation and amortization charge. Specifically, it was possible to deduct up to 70% of the depreciation and amortization charge, and the portion of the charge that was not deductible started to be deducted in 2017.

The detail of the tax payables at 30 September 2018 and 2017 is as follows:

	Thousands of Euros	
	2018	2017
Deferred tax liabilities:		
Assets contributed by Logista	562	589
Revaluation of land owned by the Parent (Note 14-d)	7,125	7,125
Goodwill	95,378	88,763
Business Combination	166,627	184,607
Other	9,981	17,884
	279,673	298,968
Tax payables (current):		
Excise duty on tobacco products	3,722,463	3,567,440
VAT payable	1,035,282	851,835
Customs duty settlements	4,545	4,212
Income tax, net of prepayments	8,071	2,346
Personal income tax withholdings	6,145	4,216
Social security taxes payable	17,111	16,828
Tax retention to tobaccoconists (France)	29,324	28,735
Other	74,979	88,792
	4,897,920	4,564,404

Short-term balances include mainly the "Excise Duty on Tobacco Products" accrued by Compañía de Distribución Integral Logista, S.A.U., Logistra France, S.A.S. and by Logista Italia, S.p.A. and pending payment to the tax authorities.

The deferred tax liabilities arising from business combinations relate mainly to the tax effect of the recognition of the agreements with the tobacco manufacturers of the subsidiary Logista France, S.A.S., within the context of the acquisition of this subsidiary in 2013 (see Notes 4.4 and 8).

At September 30, 2018 the "Other items" caption includes an account payable with the French tax authorities for an amount of EUR 73 million (2017: 87 million), which in turn has been re-invoiced to tobacco manufacturers, since they are the final taxable subjects.

Until 2011, each year Compañía de Distribución Integral Logista, S.A.U decreased its taxable profit by one twentieth of the implicit goodwill included in the acquisition price of its subsidiary in Italy. These reductions are considered to be temporary differences. On 30 March 2012, Royal Decree-Law 12/2012 came into force, introducing various tax and administrative measures aimed at reducing the public deficit. These measures include limiting the tax deductibility of such goodwill to 1% per year. Since 2017, the maximum tax credit is 5% per year.

Reconciliation of the accounting profit to the taxable profit

The reconciliation of the accounting profit before tax to the aggregate taxable profit and of the accounting profit before tax to the income tax expense resulting from the application of the standard tax rate in force in Spain for the years ended 30 September 2018 and 2017 is as follows:

	Thousands of Euros	
	2018	2017
Accounting profit before tax	203,163	187,958
Permanent differences	(39,209)	(22,660)
Tax charge at 25%	40,989	41,325
Effect of different tax rates and changes thereto	13,476	(2,118)
Corporation tax adjustments	(9,100)	(7,300)
CVAE France	2,472	2,863
Reductions	(1,130)	(455)
Total income tax expense recognised in consolidated profit or loss	46,707	34,315

The permanent differences include adjustments amounting to EUR 32 million relating to differences between the tax base and carrying amounts of assets spun off and received by the Logista Group, which, in previous years, paid the tax on the gain associated with these values. In 2018, conditions supporting the consideration of a portion of these gains as a negative permanent difference were disclosed, giving rise to a reduction of the taxable profit at 30 September 2018.

The Group is affected by the different income tax rates to which the Group companies' activities are subject:

- Spain: the current income tax rate is 25%.
- France: the current standard tax is 34.43%, although a supplementary rate of 5% for large companies was levied in 2018 only.
- Italy: the income tax rate is 24% and there is a supplementary business tax which can represent an additional 4.6%.
- Portugal: the income tax rate is 22.5%, and there is an obligation to make pre-payments even if an entity is reporting a loss.
- Poland: the income tax rate is 19%.

The breakdown of the income tax expense is as follows:

	Thousands of Euros	
	2018	2017
Current tax:		
Continuing operations	66,103	61,609
Deferred tax:		
Continuing operations	(19,103)	(16,184)
Tax adjustment and others	(293)	(11,110)
Total tax expense	46,707	34,315

Changes in deferred tax assets and liabilities

The changes in deferred tax assets and liabilities in 2018 and 2017 are as follows:

2018

	Thousands of Euros			
	Balance at 30-09-2017	Change in Profit or Loss	Others	Balance at 30-09-2018
Deferred tax assets:				
Provision for restructuring costs	1,182	(81)	66	1,167
Goodwill	1,875	(33)	-	1,842
Impairment losses and other	881	867	2	1,750
Provision for third-party liability	11,853	(1,130)	11	10,734
Other deferred tax assets	4,153	(1,021)	4	3,136
	19,944	(1,398)	83	18,629
Deferred tax liabilities:				
Assets contributed by Logista	(589)	27	-	(562)
Revaluation of land	(7,125)	-	-	(7,125)
Goodwill	(88,763)	(6,737)	122	(95,378)
Business combination	(184,607)	17,980	-	(166,627)
Other	(17,884)	7,811	92	(9,981)
	(298,968)	19,081	214	(279,673)

2017

	Thousands of Euros			
	Balance at 30-09-2016	Change in Profit or Loss	Others	Balance at 30-09-2017
Deferred tax assets:				
Provision for restructuring costs	2,116	(866)	(68)	1,182
Goodwill	2,223	(348)	-	1,875
Impairment losses and other	3,723	(2,829)	(13)	881
Provision for third-party liability	10,022	2,197	(366)	11,853
Other deferred tax assets	4,315	(129)	(33)	4,153
	22,399	(1,975)	(480)	19,944
Deferred tax liabilities:				
Assets contributed by Logista	(616)	27	-	(589)
Revaluation of land	(7,125)	-	-	(7,125)
Goodwill	(83,614)	(6,689)	177	(88,763)
Business combination	(214,562)	18,466	11,413	(184,607)
Other	(24,239)	6,355	-	(17,884)
	(328,717)	18,159	11,590	(298,968)

The deferred tax liability caption includes mainly the deferrals associated with the business combinations and goodwill recorded by the Group. During fiscal year 2018 there have been variations to the corporate income tax for the year together with the effect of changes in the tax rate in various legislations.

Tax credit and tax loss carryforwards

At 30 September 2018, the Group had tax credits not yet used by the tax group amounting to EUR 4,426 thousand (30 September 2017: EUR 5,199 thousand), which had been earned as part of the previous tax group. These tax credits are recognised under "Other Current Financial Assets" (see Note 26).

The Group's tax loss carryforwards at the end of 2018 were basically as follows:

- Spain: the tax loss carryforwards amount to EUR 6,361 thousand and were incurred mainly by S.A.U. Distribuidora de Ediciones and Distribuidora Valenciana de Ediciones, S.A. There is no time limit for their offset.
- Portugal: the tax losses not yet offset amount to EUR 10 thousand and were incurred by Logesta Lusa Lda., being its limit for their offset the period 2021-2027.
- Italy: the tax losses not yet offset amount to EUR 762 thousand and were incurred mainly by Terzia, S.p.A., There is no time limit for their offset.

20. Other current financial liabilities

This line item includes mainly the balance at Compañía de Distribución Integral Logista, S.A.U relating to the credit facility granted by it to "UTE Cía de distribución Integral Logista, S.A.U. y IGR Spain Lottery, S.L.U.", which amounted to EUR 29,704 thousand at 30 September 2018 (30 September 2017: EUR 30,317 thousand). This amount represents the balance payable by the Group to "Compañía de Distribución Integral Logista, S.A.U and GTECH Global Lottery S.L.U., Unión Temporal de Empresas" as a result of the account payable to the other venturer of the UTE assumed by the Group (see Note 9).

21. Trade and other payables

The detail of "Trade and Other Payables" in the accompanying consolidated balance sheet at 30 September 2018 and 2017 is as follows:

	Thousands of Euros	
	2018	2017
Accounts payable for purchases and services	813,354	817,562
Notes payable	24,404	24,114
Payable to related companies (Note 26)	183,511	181,977
Advances received on orders	134	54
	1,021,403	1,023,707

"Trade and Other Payables" includes mainly the amounts outstanding for trade purchases and related costs. The average payment period for trade purchases in 2018 was approximately 35 days (37 days in 2017).

22. Guarantee commitments to third parties and other information

At 30 September 2018, the Group has been provided with bank guarantees totalling EUR 150,492 thousand (30 September 2017: EUR 150,897 thousand) which, in general, secure the fulfilment of certain obligations assumed by the consolidated companies in the performance of their business activities.

Also, the Group has provided guarantees for its ordinary trading operations; in this regard, the Parent's directors consider that any liabilities not foreseen at 30 September 2018 that might arise from the aforementioned guarantees would not in any event be material.

At 30 September 2018, the Group had taken out insurance policies to cover possible contingencies for transport and storage in factories and representative offices, fire and third-party liability for all its work centres. The insured sum adequately covers the aforementioned assets and risks.

Other Information

On 20 June 2017, the Spanish National Markets and Competition Commission (CNMC) resolved to commence enforcement proceedings against several companies, including Compañía de Distribución Integral Logista, S.A.U., for possible anti-competitive behaviour in the Spanish cigarette manufacturing, distribution and retail sale market.

At the date of these consolidated financial statements, the process was at the examination phase, at which stage a statement of objections had been filed by the Investigation Department of the CNMC, of which Compañía de Distribución Integral Logista, S.A.U. was notified on 7 June 2018, and submissions relating to the statement of objections had been filed by Logista. A proposed decision relating to the proceeding had not been issued by the CNMC, which has a maximum period of 18 months from the institution of the proceeding in progress to issue its decision. The Parent's directors consider that no contingent liabilities will arise in connection with the aforementioned proceeding.

In 2017 a 5.6% social contribution on sales was established on tobacco suppliers in France, the amount of which was paid initially by Logista France to the French tax authorities and subsequently re-billed to the tobacco manufacturers, some of which refused to make the related payment. In this connection, a claim was filed against the Group by one of the main manufacturers, which was provisionally dismissed by the courts on 24 September 2018. Based on the information available, the management did not consider it necessary to recognise a provision.

23. Income and expenses

a) Income

The detail of "Revenue" in the consolidated income statements for 2018 and 2017 is as follows:

	Thousands of Euros	
	2018	2017
Iberia	2,812,642	2,695,339
Italy	2,688,081	2,598,628
France	4,021,604	4,234,105
Corporative	8,495	7,578
Adjustment due to inter-segment sales	(54,338)	(42,409)
	9,476,484	9,493,241

b) Staff costs

The detail of the Group's "Staff Costs" in 2018 and 2017 is as follows:

	Thousands of Euros	
	2018	2017
Wages, salaries and similar expenses	(196,855)	(196,129)
Termination benefits	(3,301)	(6,748)
Employer social security costs	(62,847)	(61,634)
Other employee benefit costs (Note 4.12)	(2,586)	(2,086)
Other social costs	(12,894)	(12,508)
	(278,483) (*)	(279,105) (*)

(*) "Research Expenditure" includes EUR 1,377 thousand and EUR 1,387 thousand of staff costs in 2018 and 2017, respectively.

The average number of employees at the Group, by professional category, in 2018 and 2017, as well as the number of employees as of 30 September 2018 and 30 September 2017 was as follows:

2018

Category	Number of Persons							
	Average Headcount				Headcount at 30-09-17			
	Permanent Employees		Temporary Employees		Permanent Employees		Temporary Employees	
	Men	Women	Men	Women	Men	Women	Men	Women
Management	19	2	-	-	19	2	-	-
Line personnel and clerical staff	1,557	1,222	193	166	1,547	1,256	206	166
Messengers	1,556	558	358	172	1,564	558	354	147
	3,132	1,782	551	338	3,130	1,816	560	313
	4,914		889		4,946		873	

2017

Category	Number of Persons							
	Average Headcount				Headcount at 30/09/17			
	Permanent Employees		Temporary Employees		Permanent Employees		Temporary Employees	
	Men	Women	Men	Women	Men	Women	Men	Women
Management	20	2	-	-	20	2	-	-
Line personnel and clerical staff	1,510	1,171	159	157	1,521	1,180	160	159
Messengers	1,525	549	366	140	1,553	540	356	158
	3,055	1,722	525	297	3,094	1,722	516	317
	4,777		822		4,816		833	

The average number of disabled employees with a handicap higher than 33% at the Group in 2018 and 2017 was as follows:

Category	2018	2017
Management	1	-
Line personnel and clerical staff	14	20
Messengers	44	40
	59	60

Remuneration of senior executives

The senior executive functions are discharged by members of the Management Committee, which consists of 12 members.

The remuneration earned in 2018 by the members of the Management Committee of the Group amounted to EUR 5,463 thousand (2017: EUR 5,175 thousand). The aforementioned amounts include the amounts vested in the members of the Management Committee in 2018 and 2017 under the incentive plan described in Note 4.12.

The period contributions to the pension plans for members of the Management Committee for 2018 and 2017 amounted to EUR 48 thousand and 52 thousand, respectively.

c) Other operating expenses

The detail of "Other Operating Expenses" in the consolidated income statements is as follows:

Cost of logistics networks

	Thousands of Euros	
	2018	2017
Leases	(32,420)	(30,617)
Security and cleaning	(15,973)	(16,032)
Utilities	(16,843)	(16,563)
Other operating expenses	(136,107)	(123,816)
	(201,343)	(187,028)

Commercial expenses

	Thousands of Euros	
	2018	2017
Leases	(2,653)	(2,448)
Security and cleaning	(16)	(15)
Utilities	(1,391)	(1,244)
Other operating expenses	(19,018)	(18,115)
	(23,078)	(21,822)

Head Office costs

	Thousands of Euros	
	2018	2017
Leases	(4,172)	(4,106)
Security and cleaning	(649)	(615)
Utilities	(381)	(376)
Other operating expenses	(12,965)	(16,365)
	(18,167)	(21,462)

"Other Operating Expenses" mainly includes expenses related to Independent professional services and to various services registered in the consolidated statements for 2018 and 2017.

d) Future rental payment commitments

The Group has the following future rental payment commitments, classified by year of maturity, without considering future contingent rent revisions:

	Thousands of Euros	
	2018	2017
Within one year	(31,441)	(29,922)
Between one and five years	(69,802)	(55,416)
More than five years	(24,367)	(10,201)
	(125,610)	(95,539)

e) Finance income

The detail of "Finance Income" in the accompanying consolidated income statements is as follows:

	Thousands of Euros	
	2018	2017
Interest income (Note 26)	13,664	13,156
Other finance income with related parties (Note 26)	435	527
Other finance income	176	18,219
	14,275	31,375

"Other Finance Income" in 2017 includes the gain on the sale of the ownership interest in Banca ITB, S.p.A. on 19 December 2016 amounting to EUR 18 million.

f) Finance expenses

The detail of "Financial expenses" in the accompanying consolidated income statements is as follows:

	Thousands of Euros	
	2018	2017
Accrual for late payment interests and financial update of provisions	(456)	(396)
Other financial costs	(1,131)	(1,020)
	(1,587)	(1,416)

g) Other disclosures

In 2018 and 2017 the fees for financial audit and other services provided by the joint auditors of the Group's consolidated financial statements, Deloitte, S.L. and PricewaterhouseCoopers Auditores, S.L., or by firms related to these joint auditors as result of a relationship of control, common ownership or common management, and the fees billed by the auditors of the separate financial statements of the consolidated companies, and by firms related to these auditors as a result of a relationship of control, common ownership or common management, were as follows:

	Thousands of Euros					
	Services Rendered by the Main Auditor				Services Rendered by other Auditors	
	2018		2017		2018	2017
	Deloitte	PWC	Deloitte	PWC		
Audit services	828	497	816	488	11	15
Reporting package to Imperial Brands, Plc.	-	128	-	127	-	-
Other attest services	32	30	37	18	87	68
Total audit and related services	860	655	853	633	98	83
Transfer pricing counselling services	115	-	60	-	-	-
Other services	11	37	41	-	-	-
Total other services	126	37	101	-	-	-
Total professional services	986	692	954	633	98	83

From the date of year-end to the date of preparation of these consolidated annual accounts, fees charged for non-audit and related services provided by co-auditor PricewaterhouseCoopers Auditores,

S.L. amounted to EUR 173,3 thousand (2017: EUR 84,8 thousand) and by the co-auditor Deloitte, S.L. amounted EUR 52,5 thousand.

24. Segment reporting

Basis of segmentation

Segment reporting is structured by geographical segment. The Group's business activities are located mainly in Iberia (Spain and Portugal), France and Italy. In the "Corporate and Others" line Poland is included.

Basis and methodology for segment reporting

The segment reporting below is based on monthly reports prepared by Logista Group management. The figure of highest instance of operational decision making to define the operating segments is the CEO of the Parent Company.

The segment's ordinary revenue relates to the ordinary income directly allocable to the segment plus the relevant proportion of the Group general revenue that can be allocated thereto using reasonable allocation bases. Each segment's ordinary revenue does not include interest or dividend income or gains arising from sale of investments.

The expenses of each segment are determined as the directly allocable expenses arising from its operating activities plus the relevant proportion of the expenses which may be allocated to the segment using reasonable allocation bases. The expenses allocated do not include interest or losses arising from the disposal of investments; similarly, they do not include the income tax expense or the head office's general administrative expenses that are not related to the segments' operating activities and, therefore, that cannot be allocated using reasonable allocation bases.

The assets and liabilities of the segments are those that are directly related to their operations plus those that can be directly attributed to them on the basis of the aforementioned allocation system, and include the proportional part of joint ventures. Segment liabilities do not include income tax liabilities.

Primary segment reporting

	Thousands of Euros									
	Iberia		Italy		France		Corporate and Other		Total Group	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Revenue:										
External sales-										
Tobacco and related products	2,812,642	2,695,339	2,688,081	2,598,628	4,021,604	4,234,105	8,495	7,578	9,530,822	9,535,650
Transport	2,402,212	2,326,501	2,688,081	2,598,628	3,840,142	4,049,956	8,495	7,578	8,938,930	8,982,653
Other businesses	366,175	341,121	-	-	189,270	190,802	-	-	366,175	341,121
Other adjustments	141,831	121,884	-	-	(7,808)	(6,643)	-	-	331,101	312,686
Inter-segment sales	(97,576)	(94,167)	-	-	-	-	-	-	(105,384)	(100,810)
Total revenue	2,812,642	2,695,339	2,688,081	2,598,628	4,021,604	4,234,105	8,495	7,578	9,476,484	9,493,241
Procurements:										
External procurements										
Inter-segment procurements	(2,251,246)	(2,161,907)	(2,397,651)	(2,357,771)	(3,757,415)	(3,960,532)	-	-	(8,406,312)	(8,480,210)
Total procurements	(2,251,246)	(2,161,907)	(2,397,651)	(2,357,771)	(3,757,415)	(3,960,532)	-	-	(8,358,300)	(8,443,546)
Gross profit:										
External gross profit-										
Tobacco and related products	561,396	533,432	290,430	240,858	264,189	273,573	8,495	7,578	1,124,510	1,055,441
Transport	272,101	269,592	290,430	240,858	218,586	228,710	8,495	7,578	789,612	746,738
Other businesses	252,999	236,084	-	-	-	-	-	-	252,999	236,084
Other and adjustments	84,221	72,330	-	-	51,579	50,063	-	-	135,800	122,393
Inter-segment gross profit	(47,925)	(44,574)	-	-	(5,976)	(5,200)	-	-	(53,901)	(49,774)
Total gross profit	561,396	533,432	290,430	240,858	264,189	273,573	8,495	7,578	1,118,184	1,049,695
Profit (Loss):										
Segment result	111,572	102,904	79,064	57,810	12,547	10,399	(13,722)	(13,848)	189,461	157,265
Share of results of associates	-	-	-	-	-	-	-	-	1,014	734
Profit (Loss) from operations	111,572	102,904	79,064	57,810	12,547	10,399	(14,722)	(13,848)	190,475	157,999

Inter-segment sales are made at prevailing market prices. Also, the transfer prices are adequately supported and, therefore, the Group's directors consider that there are no material risks in this connection that might give rise to significant liabilities in the future.

The detail of the other disclosures related to the Group's business segments is as follows:

	Thousands of Euros									
	Iberia		Italy		France		Corporate and Others		Total Group	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Other disclosures:										
Additions to non-current assets	33,775	20,123	10,194	4,539	10,445	4,905	47	24	54,461	29,591
Depreciation and amortisation charge	(23,184)	(22,452)	(6,401)	(6,260)	(58,405)	(58,051)	(57)	(84)	(88,047)	(86,846)
Balance sheet:										
Assets-										
Property, plant and equipment, investment properties and non-currents assets held for sale	150,790	141,587	24,218	20,734	46,403	43,526	133	160	221,544	206,007
Other non-current assets	63,820	61,833	671,523	670,562	714,976	766,356	1,071	823	1,451,390	1,499,574
Inventories	443,567	410,869	329,901	287,479	415,075	424,274	-	-	1,188,543	1,122,622
Trade receivables	552,523	519,743	332,456	325,389	960,124	901,132	1,143	1,074	1,846,246	1,747,338
Other current assets									2,157,467	1,967,207
Total consolidated assets									6,865,190	6,542,748
Liabilities-										
Non-current liabilities	110,330	114,701	40,850	36,270	171,570	189,563	-	-	322,750	340,534
Current liabilities	1,634,250	1,402,664	1,572,989	1,619,006	2,822,706	2,677,284	887	827	6,030,832	5,999,781
Equity									511,608	502,433
Total consolidated liabilities									6,865,190	6,542,748

25. Foreign currency transactions

The Logista Group's foreign currency transactions in 2018 and 2017, measured in euros at the average exchange rate for the year, were as follows:

	Thousands of Euros	
	2018	2017
Sales	14,244	13,879
Purchases	10,305	7,950
Services received	4,678	5,079

26. Balances and transactions with related parties

The balances at 30 September 2018 and 2017 with related companies were as follows:

2018

	Thousands of Euros			
	Receivables		Payables	
	Credit Facilities (Note 9)	Accounts Receivable (Note 11)	Accounts Payable (Note 21)	Loans
Altadis, S.A.U.	-	1,899	48,292	-
Altadis Canarias, S.A.	-	1,937	22,915	-
Imperial Brands Enterprise Finance PLC	1,881,025	-	-	-
Imperial Tobacco International Limited	-	334	17,551	-
Seita, S.A.S.	-	14,399	51,976	-
Imperial Tobacco Italia, Srl	-	344	36,743	-
Tabacalera, S.L. Central Overheads	-	553	3,344	-
Others	10	4,275	2,690	3,147
	1,881,035	23,741	183,511	3,147

2017

	Thousands of Euros			
	Receivables		Payables	
	Credit Facilities (Note 9)	Accounts Receivable (Note 11)	Accounts Payable (Note 21)	Loans
Altadis, S.A.U.	-	2,728	45,071	-
Altadis Canarias, S.A.	-	814	9,512	-
Imperial Brands Enterprise Finance Limited	1,790,846	-	-	-
Imperial Tobacco International Limited	-	186	22,318	-
Imperial Tobacco España, S.L.U.	-	-	-	1,039
Seita, S.A.S.	-	19,675	77,766	-
Imperial Tobacco Italia, Srl	-	363	23,896	-
Tabacalera, S.L. Central Overheads	-	794	3,249	-
Others	4	2,124	165	3,015
	1,790,850	26,684	181,977	4,054

The accounts payable and accounts receivable stem from balances payable and receivable, respectively, related to commercial transactions, mainly purchases of tobacco and related products, between Logista Group companies and Imperial Brands Group PLC companies.

The "Credit Facilities" with Imperial Brands Enterprise Finance Limited relate to cash among Logista Group and the Imperial Brands Group PLC (see Note 9).

The transactions with related companies in 2018 and 2017 were as follows:

2018

	Thousands of Euros			
	Operating Income	Finance Results (Note 23-e)	Purchases	Other Operating Expenses
Altadis, S.A.U.	9,622	-	351,645	-
Altadis Canarias, S.A	8,935	-	49,171	-
Tabacalera S.L. Central Overheads	8,438	-	222	-
Imperial Tobacco Italy, s.r.l.	1,658	-	86,069	-
Imperial Tobacco Polska, S.A.	2,705	-	-	-
Imperial Tobacco Manufacturing Polska, S.A.	364	-	-	-
Imperial Brands Enterprise Finance Limited	-	5,528	-	-
Imperial Brands Enterprise Finance PLC	-	8,136	-	-
Imperial Tobacco Portugal SPPLC	1,885	-	39,210	-
Macotab, S.A.S.	1,544	-	-	-
SEITA, S.A.	-	-	26	386
Fontem International GmbH	23,725	-	287,202	148
Others	1,401	-	6,493	-
	5,661	435	491	81
	65,938	14,099	820,529	615

2017

	Thousands of Euros			
	Operating Income	Finance Results (Note 23-e)	Purchases	Other Operating Expenses
Altadis, S.A.U.	9,907	-	365,050	-
Altadis Canarias, S.A	7,012	-	50,918	-
Tabacalera S.L. Central Overheads	5,153	-	138	-
Imperial Tobacco Italy, s.r.l.	3,667	-	90,751	-
Imperial Tobacco Polska, S.A.	2,950	-	-	-
Imperial Tobacco Manufacturing Polska, S.A.	1,121	-	-	-
Imperial Brands Enterprise Finance Limited	-	12,629	-	-
Imperial Tobacco International Limited	1,765	-	35,053	-
Imperial Tobacco Portugal SPPLC	767	-	-	-
Macotab, S.A.S.	-	-	-	377
SEITA, S.A.	28,139	-	372,798	188
Fontem International GmbH	247	-	1,956	-
Others	6,014	527	209	174
	66,742	13,156	916,873	739

Operating income and other operating expenses relate to services provided by Group companies for the handling, logistics and storage of goods. In addition, statistical and market information services are occasionally provided.

The purchases are included as a result of acquiring tobacco and related products, as well as convenience products related to tobacco. Specifically, the transactions with Altadis, S.A.U., Imperial Tobacco Italy, Srl, Imperial Tobacco International, Ltd, Altadis Canarias, S.A. and Seita, S.A.S. relate to purchases of tobacco and related products from these companies to then be subsequently sold in the markets where the Group operates.

27. Remuneration of directors

Remuneration of the Parent's directors

In 2018 the remuneration earned by the members of the Board of Directors as a result of their membership thereof or of any of its executive committees in all connections, including the remuneration received by the members of the Board who in turn are executives, amounted to EUR 5,092 thousand (2017: EUR 4,120 thousand).

In addition, the employer contributions to pension plans for the executive directors amounted to EUR 11 thousand in 2018 and 2017.

The life insurance premium corresponding to the Board of Directors amounted to EUR 15 thousand in 2018 and 2017.

The Group has long-term incentive plans for executive directors which characteristics are detailed in Note 4.12.

Also, in 2018 and 2017 the Parent did not perform with the members of the Board of Directors any transactions not relating to its ordinary business operations or any transactions not carried out under customary conditions.

In 2018 the directors' third-party liability insurance amounted to EUR 45 thousand (2017: EUR 46 thousand).

The Board's composition is nine male directors and one female.

Information regarding situations of conflict of interest involving the directors

Pursuant to Article 229 of the Spanish Capital Companies Law consolidated text, the directors have not reported any situation of direct or indirect conflict of interest that either they or persons related to them might have with the interests of the Group.

28. Disclosures on the payment periods to suppliers, Additional Provision Three "Disclosure obligation" provided for in Law 15/2010, of 5 July

Set forth below are the disclosures -the detail of payments made to suppliers- required by Additional Provision Three of Law 15/2010, of 5 July (amended by Final Provision Two of Law 31/2014, of 3 December), prepared in accordance with the Spanish Accounting and Audit Institute (ICAC) Resolution of 29 January 2016 on the disclosures to be included in notes to financial statements in relation to the average period of payment to suppliers in commercial transactions.

	Days	
	2018	2017
Average period of payment suppliers	35	37
Ratio of transactions settled	35	37
Ratio of transactions not yet settled	43	43

	Thousand Euros	
	2018	2017
Total payments made	9,644,083	9,537,123
Total payments outstanding	837,893	680,684

In accordance with the ICAC Resolution, the average period of payment to suppliers was calculated by taking into account the commercial transactions relating to the supply of goods or services for which payment has accrued since the date of entry into force of Law 31/2014, of 3 December.

29. Environmental matters

In-force environmental legislation does not significantly affect the activities carried on by the Group and, therefore, it does not have any environmental liability, expenses, income, grants, assets, provisions or contingencies that might be material with respect to the Group's equity, financial position and results. Therefore, no specific disclosures relating to environmental issues are included in these notes to the consolidated financial statements.

30. Events after the reporting period

No significant events have occurred subsequent since the end of the year ended 30 September 2018.

31. Explanation added for translation to English

These consolidated financial statements are presented on the basis the regulatory financial reporting framework applicable to the Group (see Note 2.1.). Certain accounting practices applied by the Group that conform with that regulatory framework may not conform with other generally accepted accounting principles.

Appendix I

Subsidiaries and jointly controlled entities of the Logista Group

The following companies were fully consolidated because they are companies in which the Logista Group holds a majority of the voting power or were accounted for using the equity method:

2018

Company	Audit Firm	Location	% of Ownership by the Parent Company		Net Book Value	Thousands of Euros			
			Direct	Indirect		Assets	Liabilities	Equity	Profit/Loss
			Data on the Companies						
Compañía de Distribución Integral Logista, S.A.U. (a)	Deloitte	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	100	-	973,904	4,303,282	3,970,492	332,790	186,196
Compañía de Distribución Integral de Publicaciones Logista, S.L.U. (a)	Deloitte	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	-	48,082	44,574	3,508	880
Distributrice, S.A.U. (a)	No audit	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	-	3,916	3,197	719	55
Publicaciones y Libros, S.A.U. (a)	Deloitte	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	1,666	3,200	3,254	(54)	(756)
Distribuidora del Noroeste, S.L. (a)	Deloitte	Gandarón, 34 Interior- Vigo	-	100	271	2,458	1,052	1,406	76
Distribuidora de Publicaciones Siglo XXI Guadalajara, S.L. (a)	Deloitte	C/ Francisco Medina y Mendoza 2. Cabanillas del Campo (Guadalajara)	-	80	64	732	440	292	75
Distribuidora de Publicaciones del Sur, S.L. (a)	No audit	Polígono Ind. ZAL, Ctra. De las Esclusas/n, parcela 2, Módulo 4 (Sevilla)	-	50	69	3,184	2,694	490	151
Distribuidora de Publicaciones de Ediciones, S.A. (a)	Deloitte	C/Guipúzcoa 5. Polígono Industrial Lezama Leguizamón, Echevarri (Vizcaya)	-	100	235	1,252	1,095	157	42
Promotora Vascongada de Distribuciones, S.A. (a)	No audit	Polígono PO.CO.MA.CO, Parcela D-28. La Coruña	-	100	344	1,180	1,016	164	43
Distribuidora Valenciana de Ediciones, S.A. (a)	Deloitte	Polígono Industrial Vara de Quart. C/ Pedrapiquera, 5. Valencia	-	50	445	3,182	2,776	406	(297)
Cyberpoint, S.L.U. (e)	No audit	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	64	32	6	26	(16)
Distribuidora del Este, S.A.U. (a)	Deloitte	Calle Saturno, 11. Alicante	-	100	557	1,764	997	767	239
S.A.U. Distribuidora de Ediciones (a)	Deloitte	C/ B, Sector B Polígono Zona Franca. Barcelona	-	100	6,661	8,259	5,426	2,833	529
La Mancha 2000. S.A.U. (a)	BDO	Avda. de la Veguilla, 12-A. Cabanillas del Campo	-	100	1,352	2,412	666	1,746	109
Midsid - Sociedade Portuguesa de Distribuição, S.A. (a)	Deloitte	Expansão del area ind. Do Pasill, Lote 1-A, Pailhava. Alcochete (Portugal)	-	100	6,164	64,290	56,254	8,036	14
Logista-Dis, S.A.U. (b)	Deloitte	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	1,202	25,678	22,129	3,549	273
Logista Gestión de Transporte, S.A.U. (d)	Deloitte	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	4,510	31,550	27,423	4,127	2,909
Logista Italia, s.r.l.(d)	Collegio Sindacale	Via Valadier, 37 (Roma)	-	100	100	13,190	10,648	2,542	2,422
Logista Lusa Lda (d)	No audit	Expansão del area ind. Do Pasill, Lote 1-A, Pailhava. Alcochete (Portugal)	-	100	42	62	1	61	14
Logista Polska Sp. z o.o. (e)	No audit	Al.Jerzolimskie, 96. Warszawa (Polonia)	-	100	261	2,450	1,988	462	2,467
Logista Deutschland GmbH (a)	No audit	Urselstraße, 2, 20538, Múnchen (Alemania)	-	100	100	402	10	392	1
Dronas 2002, S.L.U. (c)	Deloitte	27 Avenue des Murs du Parc 94300 Vincennes (Francia)	-	100	50	2,912	803	2,109	321
Logista Pharma Gran Canaria, S.A.U. (c)	Deloitte	Pol. Industrial Nordeste, C/ Energía 25-29. Sant Andreu de la Barca	-	100	21,292	115,508	70,791	44,717	18,808
Logista Pharma, S.A.U. (f)	Deloitte	Urbanización El Cebadai, C/ Enterríos, 3. Las Palmas de Gran Canaria	-	100	1,657	4,944	865	4,079	1,083
Be to be pharma, S.L.U. (f)	Deloitte	Polígono Industrial Nordeste. C/ Industria, 53-65. San Andreu de la Barca	-	100	14,806	42,261	27,455	14,806	5,544
Logista Italia, S.p.A. (e)	No audit	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	3	711	537	174	91
Terzia, S.p.A. (b)	PwC	Via Valadier, 37. Roma (Italia)	-	100	605,629	1,660,738	1,568,552	92,186	57,422
Logista Transportes, Transitaros e Pharma, Lda. (d)	PwC	Via Valadier, 37. Roma (Italia)	-	68	762	49,150	48,537	613	(599)
Compañía de Distribución Integral Logista Polska, Sp z o.o. (e)	Deloitte	Expansão del area ind. Do Pasill, Lote 1-A, Pailhava. Alcochete (Portugal)	-	100	1,939	12,577	10,649	1,928	1,021
Logista France, S.A.S. (e)	Deloitte/PwC	AI. Jerzolimskie 96. Warszawa. Polonia	-	100	891	2,463	891	1,572	188
Société Allumettère Française, S.A.S. (b)	Deloitte	27 avenue des Murs du Parc, 94300 Vincennes - Francia	-	100	920,161	3,180,915	2,884,819	296,096	61,346
Supergroup, S.A.S. (b)	Deloitte	27 avenue des Murs du Parc, 94300 Vincennes - Francia	-	100	22,128	86,371	30,592	55,779	2,564
José Costa & Rodrigues L.D.A	PwC	27 avenue des Murs du Parc, 94300 Vincennes - Francia	-	100	-	57,778	56,949	829	457
		Expansão del area ind. Do Pasill, Lote 1-A, Pailhava. Alcochete (Portugal)	-	100	12,256	9,136	2,010	7,126	1,179

(a) All these companies engage in the distribution and dissemination of publications and in the distribution of tobacco and other consumer products in Spain, Italy, France and Portugal.

(b) These companies engage in the purchase and sale of consumer products.

(c) The Dronas Group engages in integrated shipping, express shipping and pharmaceutical logistics.

(d) These companies' object is the performance of transport activities.

(e) This company is specialised in software development for the management of points of sale for publications.

(f) Companies specialising in the distribution of products from pharmacies and related points of sale.

Company	Audit Firm	Location	% of Ownership By the Parent Company		Net Book Value	Thousands of Euros			
			Direct	Indirect		Assets	Liabilities	Equity	Profit/Loss
			Data on the Companies						
Compañía de Distribución Integral Logista, S.A.U. (a)	Deloitte	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	100	-	974,054	4,170,771	3,873,470	297,301	177,201
Compañía de Distribución Integral de Publicaciones Logista, S.L.U. (a)	Deloitte	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	-	51,632	48,175	3,457	920
Distributiva, S.A.U. (a)	No audit	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	-	3,906	3,234	672	8
Publicaciones y Libros, S.A.U. (a)	Deloitte	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	3,614	3,199	2,498	701	(431)
Distribuidora del Noroeste, S.L. (a)	Deloitte	Gandaroh, 34 Interior- Vigo	-	100	410	2,840	1,387	1,453	123
Distribución de Publicaciones Siglo XXI Guadalajara, S.L. (a)	No audit	C/ Francisco Medina y Mendoza 2. Cabanillas del Campo (Guadalajara)	-	80	64	1,010	739	271	15
Distribuidora de Publicaciones del Sur, S.L. (a)	Deloitte	Polígono Ind. ZAL, Ctra. De las Escuelas/n. Parcela 2, Módulo 4 (Sevilla)	-	50	69	2,787	2,448	339	15
Promotora Vascongada de Distribuciones, S.A. (a)	No audit	C/Gulpúzcoa 5. Polígono Industrial Lezama Leguzamón, Echevarri (Vizcaya)	-	100	239	771	656	115	(65)
Distribuidora de las Rías, S.A. (a)	No audit	Polígono Industrial Vara de Quent. c/ Pedrañiquera, 5. Valencia	-	100	360	1,215	1,088	127	6
Distribuidora Valenciana de Ediciones, S.A. (a)	Deloitte	Polígono Industrial Polvoranca. Leganés	-	50	445	3,126	2,424	702	(27)
Cyberpoint, S.L.U. (e)	No audit	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	64	48	7	41	(16)
Distribuidora del Este, S.A.U. (a)	Deloitte	Calle Saturno, 11. Alicante	-	100	557	1,760	1,176	584	55
S.A.U. Distribuidora de Ediciones (a)	Deloitte	C/ B. Sector B Polígono Zona Franca. Barcelona	-	100	6,661	8,932	6,178	2,754	450
La Mancha 2000, S.A.U. (a)	BDO	Avda. de la Vegañilla, 12-A. Cabanillas del Campo	-	100	1,352	2,354	620	1,734	107
Midsid - Sociedade Portuguesa de Distribuição, S.A. (a)	Deloitte	Expansao del area Ind. Do Pasilij, Lote 1-A, Palhava. Alcochete (Portugal)	-	100	4,534	56,871	51,424	5,447	2,870
Logista Gestão de Transporte, S.A.U. (d)	Deloitte	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	1,202	21,209	17,903	3,306	2,337
Logista Italia, s.r.l.(d)	Deloitte	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	30,883	30,883	26,078	4,805	3,589
Logista Lusa Lda (d)	Colegio Sindacale	Via Valadier. 37 (Roma)	-	100	100	11,927	10,323	1,604	1,484
Logista Polska Sp. z o.o. (a)	No audit	Expansao del area Ind. Do Pasilij, Lote 1-A, Palhava. Alcochete (Portugal)	-	100	42	66	18	48	(5)
Logista Deutschland GmbH (a)	No audit	Al.Jerzolimskie, 96, Warszawa (Polonia)	-	100	261	2,564	2,185	379	99
Logista France, s.a.r.l.(d)	No audit	Al. Jerozolimskie, 2. 20538, München (Alemania)	-	100	100	408	17	391	(70)
Dronas 2002, S.L.U. (c)	Deloitte	27 Avenue des Murs du Parc 94300 Vincennes (Francia)	-	100	-	2,679	890	1,789	304
T2 Gran Canaria, S.A.U. (c)	Deloitte	Pol. Industrial Nordeste, c/ Energia 25-29, Sant Andreu de la Barca	-	100	21,292	102,948	60,729	42,219	16,311
Logista Pharma, S.A.U. (f)	Deloitte	Urbanización El Cebadil. C/ Entreríos, 3. Las Palmas de Gran Canaria	-	100	1,657	4,706	916	3,790	793
Be to be pharma, S.L.U. (f)	No audit	Polígono Industrial Nordeste. C/ Industria, 53-65. San Andreu de la Barca	-	100	12,852	37,682	24,830	12,852	3,950
Logista Italia, S.p.A. (a)	PwC	C/ Trigo, 39. Polígono Industrial Polvoranca. Leganés	-	100	3	681	507	174	91
Terzia, S.p.A. (b)	PwC	Via Valadier, 37. Roma (Italia)	-	68	605,629	1,709,223	1,610,769	98,454	63,696
Logista Transportes, Transportarios e Pharma, Lda. (d)	Deloitte	Expansao del area Ind. Do Pasilij, Lote 1-A, Palhava. Alcochete (Portugal)	-	100	762	45,383	44,171	1,212	(829)
Compañía de Distribución Integral Logista Polska, Sp z o.o. (a)	Deloitte	Al. Jerozolimskie 96, Warszawa. Polonia	-	100	964	9,380	8,473	907	570
Logista France, S.A.S. (a)	Deloitte/PwC	27 avenue des Murs du Parc, 94300 Vincennes - Francia	-	100	1,383	2,219	842	1,377	271
Société Allumetière Française, S.A.S. (b)	Deloitte	27 avenue des Murs du Parc, 94300 Vincennes - Francia	-	100	920,161	3,041,283	2,737,403	303,880	69,129
Supergroup, S.A.S. (b)	Deloitte	27 avenue des Murs du Parc, 94300 Vincennes - Francia	-	100	22,128	102,176	28,959	73,217	(5,935)
José Costa & Rodrigues L.D.A	PwC	Expansao del area Ind. Do Pasilij, Lote 1-A, Palhava. Alcochete (Portugal)	-	100	-	58,939	59,738	(799)	(6,002)
			-	100	12,152	7,416	1,471	5,945	792

(a) All these companies engage in the distribution and dissemination of publications and in the distribution of tobacco and other consumer products in Spain, Italy, France and Portugal.

(b) These companies engage in the purchase and sale of consumer products,
(c) The Dronas Group engages in integrated shipping and pharmaceutical logistics,
(d) These companies' object is the performance of transport activities,
(e) This company is specialised in software development for the management of points of sale for publications,
(f) Companies specialising in the distribution of products from pharmacies and related points of sale.

Appendix II

Logista Group Associates

The companies detailed below were accounted for using the equity method:

2018

Company	Audit Firm	Location	Activity	% of Ownership by the Parent Company		Net Book Value	Thousands of Euros			
				Directos	Indirectos		Assets	Liabilities	Equity	Profit/Loss
Logista Libros, S.L.U (*)	Deloitte	Avda Castilla La Mancha, 2, Nave 3-4 Poligono Ind La Quinta (Sector P-41) Cabanillas del Campo, Guadalajara	Distribution and dissemination of publications	-	50	-	39,905	33,698	6,207	2,027

(*) Held indirectly through Compañía de Distribución Integral Logista, S.A.U.

2017

Company	Audit Firm	Location	Activity	% of Ownership by the Parent Company		Net Book Value	Thousands of Euros			
				Directos	Indirectos		Assets	Liabilities	Equity	Profit/Loss
Logista Libros, S.L.U (*)	Deloitte	Avda Castilla La Mancha, 2, Nave 3-4 Poligono Ind La Quinta (Sector P-41) Cabanillas del Campo, Guadalajara	Distribution and dissemination of publications	-	50	-	42,564	37,425	5,139	1,469

(*) Held indirectly through Compañía de Distribución Integral Logista, S.A.U.

Compañía de Distribución Integral Logista Holdings, S.A. and Subsidiaries

Consolidated Directors Report (*) for financial year ended on September 30th 2018

The Logista Group is the leading distributor of products and services to proximity retailers in Southern Europe.

Logista facilitates the best and fastest marketing of products and services through a capillary network of points of sale close to the end consumer, becoming the best partner for manufacturers and points of sale by means of a specialized, highly added value, intelligent and unique distribution service in Southern Europe.

Logista distributes tobacco and convenience products, e-transactions, pharmaceuticals, books, publications and lotteries, among other, to some 300,000 points of sale in capillary networks.

Logista's activity is carried out in three main geographies: Iberia (Spain and Portugal), France and Italy. In addition, Logista distributes tobacco products to wholesalers in Poland.

The Group's organizational structure is based on General Directorate by countries, headed by a responsible to whom the country's business lines Managers report.

The management accounting report follows this primary segmentation by geography, existing a secondary report regarding revenues and economic sales¹ figures by activity.

- Business lines:

The Logista Group include its activities in three business lines:

- Distribution of tobacco and related: includes the distribution of tobacco and convenience products and e-transactions, among other, in Iberia, France and Italy.
- Transport: includes the Nacex and Integra2 activity, the Group's transport networks dedicated to parcel and express courier and to temperature-controlled capillary transport respectively, and Logesta activity, the Logista Group's subsidiary specialized in long distance and full load transport management.
- Other businesses: includes the distribution and logistics services of pharmaceuticals and the distribution of publications in Iberia, as well as the wholesale distribution services of convenience products to other points of sale (not tobacconists) in France.

Evolution of Grupo Logista in 2018 and position of the Group

The Group recorded during fiscal year 2018 a very positive evolution of results. Main highlights:

- Significant Economic Sales¹ growth, + 6.5%, improving the 0.2% drop in Revenues
- Very positive growth rates in Adjusted Operating Profit¹ and Profit from Operations rising by 12.4% and 20.6%, reflecting the good performance recorded by the activity and the lower impact from negative non-recurring results¹

(*) This consolidated directors' report includes the information required by Royal Decree-Law 18/2017, of November 24th, in relation to non-financial information and diversity.

¹ See appendix with Alternative Performance Measures

- Net Income progressing by 1.8%, despite a high comparison base that last fiscal year included the capital gain obtained on the sale of an affiliate

Financial overview

in Million Euros	1 Oct. 2017 – 30 Sept. 2018	1 Oct. 2016 – 30 Sept. 2017	% Change
Revenues	9,476.5	9,493.2	(0.2)%
Economic Sales ¹	1,118.2	1,049.7	6.5%
Adjusted Operating Profit ¹	245.9	218.8	12.4%
Margin over Economic Sales ¹	22.0%	20.8%	+120 b.p.
Profit from operations	190.5	158.0	20.6%
Net Income	156.7	153.9	1.8%

The Group has recorded again a positive set of results in fiscal year 2018, despite the challenges faced at a macroeconomic level as well as, in some cases, regulatory.

Economic growth in the main countries where the Group operates (Spain, France and Italy), suffered a slow down due to the political uncertainties, social protests, meteorological factors during some months and even to the trade tension between the United States and China. This conjuncture ended up translating as well into a generally weak consumption data in France and Italy and into a less robust growth than in the previous fiscal year in Spain.

Additionally, the first phase of the significant increase on the tobacco products taxation in France already announced by the Government at the end of the previous fiscal year that will last until year 2020 was implemented.

However, the unique business model of the Group and its proven capacity to offer value added to its clients allowed to close the fiscal year recording a positive growth in the results that benefited too from a yearly comparison base affected by certain negative events not repeated in fiscal year 2018.

Group's Revenues remained practically stable, going down by 0.2% over the preceding year whilst Economic Sales¹ grew by 6.5% thanks to the significant improvements recorded by all business lines in Iberia and Italy, as well as by the distribution of convenience products in France, that easily offset the reduction experienced by the tobacco distribution in France. The Economic Sales¹ growth confirms once more the capacity of the Group to offer value added services to its clients over and above the value of the distributed products.

Per activities, Pharma, Tobacco Portugal and Transport as well as distribution of convenience products in all geographies and channels recorded the best performance whereas Tobacco and Electronic transactions in France presented the weakest performance.

The tobacco distribution has recorded growth at global level, despite a 3.0% decline of distributed volumes (cigarettes and RYO) during the fiscal year compared to fiscal year 2017, while in said fiscal year the yearly variation vs. fiscal year 2016 was -3.6%. All geographies recorded reductions of distributed cigarettes volumes but Portugal.

The taxation framework of the tobacco products remained stable in Spain and Italy (except for the yearly automatic update) whereas in France the significant increase announced by the Government in the Social Security Financing Law 2018 took effect. Tobacco manufacturers raised the retail-selling price of their products in all geographies. The global impact of these movements was slightly positive on Group's results in the fiscal year, contrasting with the negative effect recorded for this reason in the previous year.

¹ See appendix with Alternative Performance Measures

Total operating costs¹ grew by 5.0%, below Economic Sales¹ increase. If the €6.8 million non-recurring cost¹ from a litigation provision, accounted for in the Iberia segment in the first half of fiscal year 2017, is eliminated from the base, operating costs¹ recorded as well as a lower increase than the growth of Economic Sales¹, going up 5.9%.

Therefore, the Adjusted EBIT margin over Economic Sales¹ reached 22.0% compared to the 20.8% obtained in fiscal year 2017 and Adjusted EBIT¹ reached €245.9 million (+12.4% above previous year). This, together with the lower restructuring costs registered during the period (€3.6 million compared to €9.0 million), contributed to a 20.6% Profit from Operations increase vs. fiscal year 2017 to €190.5 million.

Financial Results this fiscal year reached €12.7 million, well below the €30.0 million registered in the last fiscal year. This decrease was mainly due to the capital gain derived from the sale of an affiliated company in the Italy segment registered in that period. Without considering the mentioned capital gain, the yearly variation in the financial results was not significant.

Likewise, the fact that the capital gain from the sale of this affiliate was taxed at a very low rate, resulted in a tax rate significantly lower than the 23.0% recorded during current fiscal year.

Because of all the above mentioned, the Net Income slightly increased (+1.8%) to €156.7 million.

Revenues Evolution (By Segment and Activity)

Data in Million Euros	1 Oct. 2017 – 30 Sept. 2018	1 Oct. 2016 – 30 Sept. 2017	% Change
Iberia	2,812.6	2,695.3	4.4%
Tobacco & Related*	2,402.2	2,326.5	3.3%
Transport Services	366.2	341.1	7.3%
Other Businesses*	141.8	121.9	16.4%
Adjustments	(97.6)	(94.2)	(3.6)%
France	4,021.6	4,234.1	(5.0)%
Tobacco & Related	3,840.1	4,049.9	(5.2)%
Other Businesses	189.3	190.8	(0.8)%
Adjustments	(7.8)	(6.6)	(17.5)%
Italy	2,688.1	2,598.6	3.4%
Tobacco & Related	2,688.1	2,598.6	3.4%
Corporate & Others	(45.8)	(34.8)	(31.6)%
Total Revenues	9,476.5	9,493.2	(0.2)%

* The lottery distribution activity previously reported in Other Businesses is now included in Tobacco & Related. Revenues related to the fiscal year 2017 have been restated with the goal of being comparable with the revenues for the fiscal year 2018.

¹ See appendix with Alternative Performance Measures

Economic Sales ¹Evolution (By Segment and Activity)

Data in Million Euros	1 Oct. 2017 – 30 Sept. 2018	1 Oct. 2016 – 30 Sept. 2017	% Change
Iberia	561.4	533.4	5.2%
Tobacco & Related*	272.1	269.6	0.9%
Transport Services	253.0	236.1	7.2%
Other Businesses*	84.2	72.3	16.4%
Adjustments	(47.9)	(44.6)	(7.5)%
France	264.2	273.6	(3.4)%
Tobacco & Related	218.6	228.7	(4.4)%
Other Businesses	51.6	50.1	3.0%
Adjustments	(6.0)	(5.2)	(14.9)%
Italy	290.4	240.9	20.6%
Tobacco & Related	290.4	240.9	20.6%
Corporate & Others	2.2	1.8	18.4%
Total Economic Sales¹	1,118.2	1,049.7	6.5%

* The lottery distribution activity previously reported in Other Businesses is now included in Tobacco & Related. Economic Sales related to the fiscal year 2017 have been restated with the goal of being comparable with the economics sales for the fiscal year 2018.

Adjusted EBIT¹ Evolution (By Segment)

Data in Million Euros	1 Oct. 2017 – 30 Sept. 2018	1 Oct. 2016 – 30 Sept. 2017	% Change
Iberia	114.2	104.8	8.9%
France	65.8	67.8	(3.1)%
Italy	79.5	59.0	34.7%
Corporate & Others	(13.6)	(12.9)	(5.4)%
Total Adjusted EBIT¹	245.9	218.8	12.4%

Adjusted Operating Profit (or indistinctly Adjusted EBIT) is the principal indicator used by Management to assess the recurring results of operations of the business. This indicator is basically calculated by deducting from the Profit from Operations all those expenses that are not directly linked to the Revenue obtained by the Group during each period, which facilitates the analysis of the evolution of operating expenses and typical margins of the Group. In the following table reconciliation between Profit from Operations and Adjusted Operating Profit for fiscal years 2018 and 2017 is shown:

¹ See appendix with Alternative Performance Measures

BUSINESS REVIEW

1. Iberia: Spain and Portugal

The Iberia segment's Revenues increased to €2,812.6 million compared to €2,695.3 million in the fiscal year 2017, recording a 4.4% growth. The Economic Sales¹ of the segment reached €561.4 million, a 5.2% ahead of the €533.4 million recorded in the preceding fiscal year.

Revenues in Tobacco and related products increased by 3.3%, mainly because of the growth of the activity in Portugal and despite the drop suffered by tobacco volumes distributed in Spain.

The cigarette volumes distributed in Spain during the fiscal year dropped by 1.6% compared to the preceding fiscal year, improving the trend in that fiscal year compared to the fiscal year 2016 (-2.6%). Distributed volumes of RYO and cigars also maintained a more favourable trend than the previous fiscal year, increasing by 1.8% and reducing by 2.4%, respectively compared to -2.8% and -4.4% in the yearly comparison of the preceding year.

During current fiscal year, tobacco manufacturers increased, in general, the retail selling price of the pack of cigarettes in 5 cents, in a scenario of stability in excise taxes on tobacco. In the preceding fiscal year, most of tobacco manufacturers decided to increase the retail selling price of the pack of cigarettes in 10 cents, after the rise in excise taxes announcement by the Spanish Government in December 2016. The positive impact on the inventories of the Group derived from these movements was lower than in the preceding year.

The Economic Sales¹ from the distribution of convenience products increased over 10% compared to the fiscal year 2017 thanks to a higher penetration in tobacconists and the good performance of the activity.

During the fiscal year, the number of tobacconists purchasing convenience products from the Group increased at the same time that the average sales per ticket grew, while the focus in the development of sales from other channels complementary to the traditional sales force, specially web, call centre and cash & carry was maintained.

Additionally, new petrol stations belonging to small and medium groups were recruited in pilot provinces to extend the service currently rendered to Repsol to other operators in Spain. This strategy of business expansion in the petrol station is also being followed in the Portuguese market, broadening the catalogue of products offered and incorporating new points of sale to the portfolio of clients.

Thus, Economic Sales¹ in Tobacco and related products grew by 0.9% comparing to previous fiscal year due to the good performance of the distribution of convenience products, of the activity in Portugal and the increase of value added services.

Revenues in Transport recorded again, as a whole, a very positive performance, growing by 7.3%. The three activities (Long distance, Courier and Industrial parcel) increased significantly Revenues and Economic Sales¹. Economic Sales¹ in Transport went up by 7.2% to €253.0 million.

The activity of Long distance and full-load has offset the drop on tobacco volumes benefiting from the addition in the precedent year of the flows derived from the services provided in the NGP category for a client in Italy. The rest of transported flows (technology, pharmaceutical and perishables) continued recording solid growth and has benefited as well from the incorporation of new agreements.

The Parcel and Courier subsidiaries have maintained the leadership position in their respective market segments, derived from a continuous bet on differentiation, which has allowed them to continue achieving positive growth indicators in the fiscal year.

In the Parcel activity we have continued expanding the temperature services, especially relevant for the pharmaceutical and food industries and investments were carried out to face the significant increase of deliveries with these value added requirements.

¹ See appendix with Alternative Performance Measures

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Regarding the Courier activity, in 2018 has continued recording double-digit rises, well above the growth of the sector in Spain. The general consumption improvement and the constant growth of the on-line sales, key driver of the market development that in the case of our subsidiary Nacex adds to the higher tariffs from urgent services, contributed to that performance.

Revenues in Other Businesses (which from this fiscal year includes only Pharma and publications activities, while lottery distribution is included in Tobacco and related products) increased by 16.4% reaching €141.8 million and Economic Sales¹ went up by 16.4% to €84.2 million.

The significant growth recorded by the Pharma business was achieved thanks to the development of pre-existing activity as well as the incorporation of some clients along the year.

In this respect, it is worth noting the incorporation of most of the activity coming from Sanofi in October 1, 2017, as well as its distribution to hospitals since January 1, 2018. The vaccines' portfolio of Sanofi will be managed from January 1, 2019, when the incorporation of the distribution for this manufacturer to all channels (hospitals, wholesalers and pharmacies) for all its portfolio of product will finalise.

Additionally, the constant commercial work that the Group has carried out in Pharma allowed to continue adding clients under exclusive distribution of some of their products in the pharmacy channel, according to the strategy for the future development of this line of activity.

Likewise, the launch of new value added services to the clients in the pharmaceutical sector has continued developing, in line with the general strategy of the Group, in the distribution to pharmacies and to hospitals. Among others, it is worth to mention order capture to hospitals via telematics EDI (Electronic Data Interchange) y also, thanks to the development of specific OCR (Optical Character Recognition) tools, for the manual order capture (Fax, email, call centre, etc.), the billing and collection management service for hospitals and pharmacies (O2O – Order to Cash) or the special transport service dedicated for hospital deliveries (specific bi-temperature vehicles equipped with on line tracking and temperature alarms).

This differentiating offer redounds, not only to new clients capture but also to increased loyalty, therefore contributing to consolidate the long term relation with the Group.

Despite the difficult environment in the distribution of publications in Spain, the Group's efforts have enabled to maintain the sales at a similar level to the preceding year, having closed distribution agreements with new publishers.

Total operating expenses¹ reported in the Iberia segment increased by 4.3% in the fiscal year. However, as previously mentioned, in the previous fiscal year a non-recurrent expense was recorded for €6.8 million so the yearly comparison base was high. Nevertheless, and even adjusting the base for this concept, the 6.0% increase of recurring operating expenses¹ was lower than the growth registered by the activity, if positive impact over results from the valuation of inventories due to tobacco price increases was excluded.

¹ See appendix with Alternative Performance Measures

Adjusted Operating Profit¹ reached €114.2 million, a progress of 8.9% with respect to last year. If the impact of the non-recurring¹ cost recorded in the previous fiscal year is not considered, the increase was 2.3%.

In the fiscal year the restructuring costs amounted €2.0 million, while in the preceding year were €1.7 million. The Profit from Operations reached €111.6 million versus €102.9 million recorded in fiscal year 2017.

2. France

Revenues from the France segment reduced by 5.0% to €4,021.6 million while Economic Sales¹ declined by 3.4%, to reach €264.2 million.

Tobacco and related products Revenues fell by 5.2% to €3,840.1 million due to the decline experienced by distributed tobacco volumes vs. last year, both in cigarettes (-8.0%) and in RYO (-8.6%).

The decline experienced by tobacco volumes was mainly due to the significant rise in the retail selling price of these products as a consequence of the excise tax increases taking effect in the period.

Throughout the fiscal year, the French government has carried out the tax increases corresponding to fiscal year 2018, included in the pack of excise tax increases planned till the year 2020 and aimed to increase the price of the pack of cigarettes to €10 in that year.

In concrete, there were increases in the months of November (first quarter) and March (second quarter). Additionally, in January 1, 2018 and according to the calendar announced by the Government last year, a new raise in the commission the tobacconists receive on the sale of tobacco products entered into force.

In general, tobacco manufacturers passed-through practically the total amount of this tax increase to the retail prices of their products (approximately 35 cents and 1 euro per pack respectively in November and March), although not all of them in the same amount and did it in an uneven way depending on the different references. However, the majority of tobacco manufacturers decided not to pass-through the increase of the tobacconists' commission to the consumers.

The global impact on the Group's stock value of these movements of prices, taxes and commissions was negative in the fiscal year.

In the preceding year, after the rise in taxation on tobacco products and the increase of the tobacconists' commission on the sale of these products (all them effective from January 1, 2017), tobacco manufacturers increased the price of a pack of cigarettes below the total amount of said measures what resulted in a negative impact in the results of that year.

On the other hand, the growth registered in the revenues of convenience products during the fiscal year mitigated the significant decrease experienced by the revenues from electronic transactions with respect to the previous fiscal year.

The Economic Sales¹ from Tobacco and related products declined to a lower extent than Revenues vs. the previous fiscal year (-4.4% to €218.6 million) due to the positive performance of the convenience products distribution, despite the lower sales from electronic transactions and lower distributed volumes.

The Other Businesses activity (wholesale distribution of convenience products in non-tobacconist channels) experienced a fall of 0.8% in Revenues, in a practically stable consumption environment, which encourages an increasing price competition. The better performance registered by the Economic Sales¹, that increased by 3.0% compared to the previous fiscal year, was due to the improvement on margins.

¹ See appendix with Alternative Performance Measures

The total operating costs¹ of the France segment decreased by 3.6% so Adjusted Operating Profit¹ declined to €65.8 million, a 3.1% lower than in the preceding year.

The restructuring expenses (€1.0 million) were much lower than the €5.2 million registered in 2017 and drove Profit from Operations to €12.5 million, €2.1 million above the obtained in the previous fiscal year. The main adjustment in this segment is the Amortization of Assets generated from the acquisition of Logista France that was €52.2 million in both periods.

3. Italy

The Revenues in the Italy segment increased by 3.4% to €2,688.1 million driven by the significant increase in the sale of convenience products, as well as by the higher prices of tobacco products.

In contrast with the 6.1% decrease registered in the last fiscal year, the cigarette distributed volumes declined by 2.5% in the period, and the RYO category increased its growth rate, raised by 19.7% vs. 12.6% registered last fiscal year.

During the fiscal year, some tobacco manufacturers increased the price of their products between 10 and 20 cents per pack of cigarettes, in a context of constant taxation (except for the slight automatic update of excise taxes derived from the weighted average price on the previous year). Also during the fiscal year, some manufacturers opted for slightly reducing the retail selling price of some of their SKUs. The net impact of these movements on the valuation of inventories was positive in the fiscal year.

However, in the previous year, the general trend in the retail selling prices was stability, despite the increase in taxation of these products, what translated into a negative impact on the Group's 2017 results.

During the first quarter of current fiscal year, the tobacco distribution contract with BAT was renewed in Italy for 3 years.

The activity of distribution of convenience products has maintained a significant growth rate in the fiscal year (above 15%), achieving growth in the average order and at the same time improving penetration in the point of sales.

In addition, there was a significant increase in the new value added services rendered to manufacturers, including those related to NGP (Next Generation Products).

Because of all trends mentioned before, Economic Sales¹ in the Italy segment grow by 20.6% in the fiscal year.

Total operating costs¹ of the segment went up by 16.0% with respect to last fiscal year, well below the growth registered in Economic Sales¹, leading Adjusted Operating Profit¹ to €79.5 million, a 34.7% higher than the preceding year. The operating costs¹ increased slightly above the growth recorded by the activity excluding the impact in the valuation of inventories due, to a great extent, to the increase of the relative weight of the revenues from the logistics services offered to a client in the NGP category.

The restructuring costs (€0.4 million) were not significant and were lower than in the fiscal year 2017 (€1.2 million). Therefore, the Operating Profit was at the same level (€79.1 million) that the Adjusted Operating Profit¹.

4. Corporate and Others

This segment includes corporate expenses and the Polish operations.

¹ See appendix with Alternative Performance Measures

Adjusted Operating Profit ¹was €0.7 million lower than in the previous year, reaching -€13.6 million.

FINANCIAL RESULT EVOLUTION

The capital gain recorded in the preceding fiscal year on the divestment of an affiliated company in the Italy segment, caused a 57.7% reduction on financial results to €12.7 million vs. €30.0 million obtained in fiscal year 2017. The financial revenues, excluding that capital gain, have not experienced significant variations.

Since 12 June 2014, the Group has a reciprocal credit facility agreement, with a maximum disposal limit of 2,600 million euros, with its majority shareholder (Imperial Brands Plc.) by which daily lends its cash excess, or receives the necessary cash to meet their payment obligations.

On 21 March 2018, the Board of Directors authorised the extension of the term of that contract until 12 June 2024, under the current terms and conditions, including the remuneration at the base rate of the European Central Bank, plus a 0.75% margin. The base rate of the European Central Bank stood at 0.0% during both fiscal years.

The average cash position reached €1,796 million compared to €1,659 million in the fiscal year 2017.

NET INCOME EVOLUTION

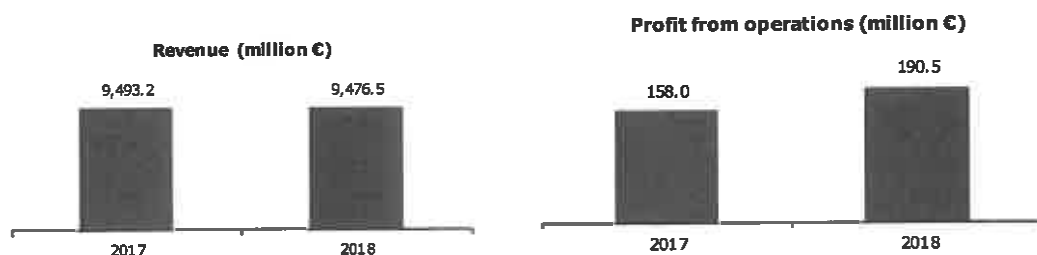
Earnings Before Taxes increased by 8.1% over the previous year, to €203.2 million and Net Income raised by 1.8% to reach €156.7 million.

The previously mentioned capital gain derived from the sale of an affiliated company in the previous fiscal year affected to the year-on-year comparison at both Profit Before Taxes and Net Profit level, not only by the amount of the aforementioned capital gain, but also for its very reduced tax rate. The nominal corporate tax rate increase registered in the period that stood at 23.0% vs 18.3% in the previous year is mainly explained by this reason.

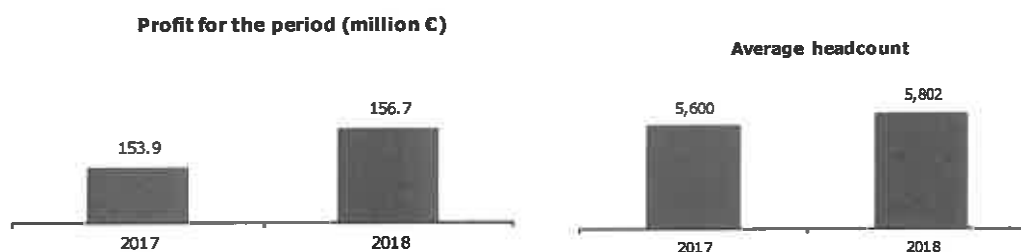
Earnings per Share were €1.18 vs. €1.16 in fiscal year 2017, with no variations in the number of shares of the share capital.

At closing of current fiscal year, the Company owned 425,496 own shares.

The graphs below show the evolution of main indicators for fiscal year 2018 (October 2017 – September 2018) compared to indicators for fiscal year 2017 (October 2016 – September 2017):



¹ See appendix with Alternative Performance Measures



CASH FLOW

The seasonality of the Group's business results in a negative cash flow during the first and second quarters of the fiscal year that is recovered during the second half, usually reaching its peak around year-end.

The significant increase of the results, as well as a negative working capital and the lower payments for the corporate tax during the fiscal year, resulted in a cash generation increase, despite the cash outflow from investments was practically double than in the preceding fiscal year.

The main investments that drove this increase are related to an update of servers, the expansion of capacity and services in the aforementioned Transport area and a part of the those necessary to ensure compliance to the requirements according to the European Union regulation on traceability, whose expected date of entry into force is May 2019.

During the fiscal year, dividends for a total of €145.6 million were paid, corresponding to the payment of the final dividend of fiscal year 2017 and the payment of the interim dividend of this fiscal year.

DIVIDEND POLICY

The Board of Directors intends to propose to the General Shareholders Meeting the distribution of a final dividend corresponding to fiscal year 2018 of €102.27 million (€0.77 per share) that will be paid at the end of the second quarter of the fiscal year 2019.

Additionally, the Board of Directors agreed past 24 July 2018 to distribute an interim cash dividend corresponding to fiscal year 2018 of €0.35 per share (slightly more than €46.3 million). The payment was effective on 30 August 2018.

Therefore, the total dividend corresponding to fiscal year 2018 will amount near €149 million (€1.12 per share), a 6.7% higher than the total dividend distributed in fiscal year 2017.

OUTLOOK

Current trading environment suggests that in fiscal year 2019, Adjusted EBIT could record a mid single digit growth with respect to fiscal year 2018.

Due to the significant reduction of the tobacco volumes distributed in France during the fiscal year 2018 and the calendar of taxes increases on these products in the coming fiscal years, an adaptation to the new level of activity of the distribution structure could occur and for that reason, restructuring costs might increase compared to fiscal year 2018.

On the other hand, financial results will be similar to those obtained in the current fiscal year, if the rate of the European Central Bank maintains at the current level. Upward variations in this rate would have a positive impact on results.

Finally, a rise in the effective Corporate Income Tax of the Group is expected, as the deductions applicable for the Group were completed in the last two fiscal years.

Regarding the modifications on the corporate taxes that the government is considering in Spain, in case they are finally approved, they would enter into force for the fiscal years starting from January 2019. Therefore, they would not have impact in the Group's results until the fiscal year 2020.

As a consequence of all the above, it can be expected that Net Profit will be similar to the recorded in fiscal year 2018.

PAYMENT PERIODS TO SUPPLIERS

As of September 30th, 2018, the Group registers accounts payables slightly above the maximum legal payment period (30 days) explained by suppliers agreements characteristics.

RISK EXPOSURE

The Corporate Risk Management System of the Company and its subsidiaries is set forth in the Risks Management General Policy of September, 29th 2015.

The Risk Management General Policy, applicable both to each of the businesses and countries, and Corporate areas of the Group, has a main goal to set up the guidelines to integrate all the information from the different functions and operations of the Group, with the purpose of providing the Business Managers/Corporate Directorates with a holistic and integrated view, improving the Management capacity to manage risks in an efficient way and minimizing the impact in case the risks materialize.

In this Policy, different risk categories or factors are defined, in which, as part of the financial risks category, tax risks derived from the Group's operating activity are included.

Therefore, Fiscal strategy described at Fiscal Policy of the Logista Group, states, as part of its key objectives the following:

- To minimize the fiscal risks associated with the operations, as well as with the strategic decisions of each company, 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.
- 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.

On the other hand, the Group's Internal Control General Policy of April 25th, 2017, establishes a general action framework for controlling and management of internal and external risks of any nature, which may affect the Logista Group, in accordance with the risk map in place at all times in the achievement of its objectives (Corporate Governance risks, market risks, financial risks, regulatory risks, business risks, operational risks, penal risks and reputational risks, among others).

Although in this management report, without neglecting to mention the main operational risks, we will focus on the control and risk management systems of financial risks, for a broader description of control and risk management systems of the Group see point E of the Annual Report on Corporate Governance. In addition, in point F, the Internal Control System for the Group's Financial Information is described.

The main risks and uncertainties facing the Group are related to possible regulatory changes in the industries in which it operates, the normal operational risks arising in the ordinary course of businesses, which are insured externally as far as possible. However, the Group complies with all the requirements to operate in the various markets and industries in which it carries on its business activities, and it has established, through its organisational structure, the appropriate procedures and controls to enable it to identify, prevent and mitigate the risks of change in the regulatory framework and, similarly, to comply with the obligations imposed by the various legislations applicable to it.

Among the main risks, it is important to highlight:

- The Group's Businesses are subject to compliance of numerous general and industry laws and regulations, with European, national, regional and local reach, in every country where it operates, exposing the Group to potential failures to comply and the corresponding sanctions or claims and, on the other hand, to increasing costs for supervision of compliance and control.
- European Directive 2014/40/UE (3 April 2014), whose transposition period by the respective UE members ended on May 20, 2016, establishes tighter rules for tobacco products, related among others, to labelling, ingredients, track and trace and cross-border trade could affect the sold volume.
- Liberalization in the main markets where the Group operates as tobacco derived products authorized distributor where currently exists a State monopoly for retail sale of these products could affect results, if the measures already planned by the Group were not implemented.
- Main operational risks may occur are related to theft of tobacco in facilities and during transport associated to increases in insurance premiums, as well as to technological risks associated to the lack of (or faulty) availability of the Information System.

The Group could also be affected by the risks arising from the adverse economic climate worldwide and their possible impact on consumption in the markets and industries in which the Group is present.

From a financial perspective, the Group's main financial assets are cash and cash equivalents, credits to Group's companies, trade and other receivables and investments. These items represent the Group's maximum exposure to credit risk. So, the main financial risks for the Group could be summarized in:

- **Safeguarding of assets:** the Group's Financial Directorate has as one of its main objectives to safeguard the Group's assets value in all business units and countries where it operates (Spain, France, Italy, Portugal and Poland, mainly) through the risk analysis and prevention and optimizing the management of the main claims. The financial department analyses the accidental risks, which could affect the Logista Group, in its assets and also in its activity, and according to these risks, establishes the external insurance coverage contracts which considers necessary. Related to the high Goodwills, impairment tests are carried out according to International Accounting Standards in the Group.
- **Credit risk:** In general, the Group deposits its cash and cash equivalents in entities holding a high credit rating. The Group presents as well an exposure to credit or counterparty risk with Imperial Brands by virtue of the subscribed treasury agreements.
- The Group controls the insolvency and delinquency risks establishing credit limits and through the establishment of demanding conditions in respect to collection periods; that commercial risk is spread among a high number of clients with short collection periods, being the main Group's clients: newsstands and tobacconists. So, the credit risk exposure to third parties is not very significant, and the Group has, always if considered, Insurance Policies to mitigate the impact of possible defaults, although this default rate in all geographies in which the Group operates is very low.
- The Group estimates that at 30 September 2018 the level of exposure to credit risk of its financial assets is not significant.
- With regard to liquidity risk, the Group maintains enough cash and cash equivalents to face the payments derived from its usual activities. Also, if punctually financing is required, the Group has available credit lines.
- Respect the exposure to interest rate risk, considering the low level of the Group's financial debt, the Management of the Parent Company considers the impact from a potential increase in interest rates which could have in the consolidated annual accounts is not significant.
- Also, the level of exposure to the net equity and the P&L account in terms of future changes in the current exchange rates is not relevant; due to the volume of transactions of the Group in non-Euro currencies is not significant.

From a fiscal point of view, the risks facing the Group are:

- Changes in the payment cycle of the Group can obligate to seek out external financing sources to compliance its obligations: As any wholesale business, the payment cycles of the acquired products to manufacturers and the billing cycles of the points of sale do not match. Along with this, the payment by the Logista Group to Tax Authorities is made in a different cycle to the cycles corresponding to manufacturers and points of sale.
- On the other hand, the possibility of modifications in the tax regulation can impact directly in the results and cash management of the Group (excise duties, Corporate Income Tax, Personal Income Tax, etc).

During the fiscal year 2018, the Group has suffered the materialization of normal operational risks, in the normal business evolution, and particularly, robberies of tobacco in facilities and during the transport, without incidence in the Group's results thanks to insurance of the goods. In addition, the Group faced the responsibility for settlement tax litigations, resolved against the Group, without relevant incidence in the results due to they were provisioned.

Associated risks and expected impacts on the business's strategy and activities due to the decision of UK to leave the European Union

The Group belongs to the Imperial Brands Group that has its registered office in the United Kingdom. In this sense, the Group has valued the risks from the political and economic uncertainty and the high financial markets volatility derived from the result of the Brexit referendum, and the possible impact that it might occur.

As the Company has not significant investments, directly or indirectly, in foreign companies that operate in currency other than the euro, and does not carry out significant operations in countries with currency other than the euro, the possible effects from a cooling British economy might not have a highly impact in the development of the Logista Group's activities.

However, if United Kingdom leaves the EU implies the exit of European single market and, so, there is a restriction of the people, goods and capitals free movements; this fact might have an impact in the consumption patterns, specially the related to the tourism, although it is not expected a significant impact in the business's habitual operational.

On the other hand, the contribution of the share capital by the shareholder Imperial Brands, as well as the credit line that maintains with the majority shareholders is in euro currency. In that sense, the Company does not have any type of financing by its shareholder in euros or in sterling. Therefore, it is not impacted from interest rate variations.

Uncertainty on the European directives on taxation remains, pending of the impact assessment, as well as the application of EU freedoms that will ultimately depend of the exit model on the United Kingdom of the EU.

CORPORATE SOCIAL RESPONSIBILITY

Logista explains the Group's strategy in sustainability matters in the Annual Report on Corporate Social Responsibility 2018 that has been approved by the Company's Board of Directors in its meeting on October 30, 2018, following a report from the Audit and Control Committee as indicated in the Group's Policy on CSR approved in June 2016.

Below a brief summary of the more relevant aspects related to the environment, social matters and staff during the fiscal year 2018 is presented:

Environment

The Group has a Quality and Environment Director Plan and a Quality, Environment and Energy Efficiency Policy setting the guidelines and good practices to optimize the use of resources and prevent pollution in processes, according to strict regulatory compliance and the Group's targets voluntarily subscribed.

Logista promotes the respect for the environment among staff, customers, suppliers and the society in general. Accordingly, the Quality, Environment and Energy Efficiency Policy is available both in the intranet as well as in the Group's corporate website so it is known by all employees and the rest of the Group's stakeholders.

This Policy includes the definition and control of environment and quality indicators, with periodical assessment of sustainability performance as well as evaluation and reduction of the carbon footprint.

The Logista Group calculates the Carbon Footprint of all its businesses and activities in the different countries where it operates (Spain, Portugal, France, Italy and Poland), including most of the Group's outsourced activities, like transport operations and franchises, and indirect activities, like those of acquiring goods and services, water consumption or waste generation.

The calculation is based on the Green House Gas Protocol norm and emission factors for reporting Green House Gases and in the UNE-EN-16258 norm to establish the calculation methodology. An independent audit entity verifies the calculation according to the UNE-EN ISO 14064 norm, ratifying the figures and assuring the process reliability and traceability.

The Group's transport networks, Integra2 and now also Nacex, and its subsidiary Logesta freely report to their clients the Carbon Footprint of their deliveries and transport routes through the website and the invoices.

During the fiscal year 2018, the Logista Groups has significantly improved its efficiency ratio (-1.4% emissions for € and Km), although the increase in activity has involved raising its emissions in absolute terms.

In the fiscal year 2014, the Logista Group started to use renewable-produced electricity. Over 90% of the Group's premises use renewable-produced electricity, including every Group's directly managed centres in Spain, France, Italy and Portugal.

The Group also compiles and analyses information about water consumption, waste and most relevant materials consumed by the Group, using this information to optimize the savings and to minimize the environmental impact related to its activity.

Regarding this matter, the Group has significantly reduced its activities' waste and emissions by using and recovering reusable cardboard boxes, a system already implemented at the Logista centres in Spain, France, Italy and Portugal, as well as in its Nacex transport network.

The Group also gains efficiency and cuts emissions by the ongoing optimization of routes and the renewal of agreements with transport fleet including efficiency criteria. Thus, during the fiscal year 2018, it has carried out a test consisting in implementing devices at trucks for real-time monitoring of consumption, kilometres and efficiency parameters in driving.

Furthermore, the Group promotes that Nacex, Integra2 and Logesta increasingly raise the fleet of vehicles running on less polluting fuels.

By the end of 2017 CDP again included the Logista Group in the prestigious "A-List" group, highlighted as the only European distributor in the list and identifying Logista as a world leading company in managing climate change.

Logista has been also recognized as "CDP Supplier Leader 2018" for its performance in the "CDP's Supply Chain Program", a program it participates in since 2010 responding to its main clients' requirements.

Additionally, Logista collaborates with organizations and stakeholders favouring improving quality and environment, and participates and promotes initiatives on environmental protection.

Logista is founding member, together with other Spanish companies, of the Grupo Español para el Crecimiento Verde (Spanish Group for Green Growth or GVEC), to work together and to transfer to the society and the Public Administration its vision on the sustainable economic growth model compatible with the efficient use of natural resources. During the fiscal year 2018, the GEVC worked on the approval of the future "Ley de Cambio Climático" (Climate Change Act), aiming at setting a stable legal framework with a progressive and long-time energy transition approach.

Logista is part of the FTSE4Good index, created by the global indexes provider FTSE Russell and made up of companies proving solid environmental, social and corporate governance practices.

In addition, the Logista Group develops awareness initiatives, such disseminating actions the Logista Group carries out on this to grow the knowledge and commitment of employees, etc.

Social matters and about staff

Logista maintains an explicit commitment to the human rights defence and incorporates the principles of the United Nations Global Compact in developing its activity regarding human rights, labour, environment and anticorruption, with tools guarantying and promoting its protection and respect.

During the fiscal year 2018, the average staff increased to 5,802 employees (a 3.6% above the average staff during the previous fiscal year). 85% of the Group's employees were permanent, while the 15% of the employees were temporary. Regarding the gender, 63% of employees were men and the 37% female.

The Group's Code of Conduct expressly includes Logista's commitment to diversity, equal opportunities and non-discrimination, principles the Group promotes and are assumed by all employees. Logista guarantees the dissemination and knowledge of the Code of Conduct, which is also available in the Group's intranet.

In addition, the Company has established internal rules for the prevention of corruption and money laundering within the internal control framework and in line with the Group's compliance culture.

The Group also promotes supporting unfavoured groups with actions like recruiting groups with disable and in risk of exclusion with with the aim of helping them to enter the labour market.

The Group proactively manages labour Health and Safety to prevent damages on people, goods and the environment. It sets health improvement targets and goals, assesses the performance and applies the needed corrections to reach targets, defining verification, audit and control processes to assure them. The Group has continued to extend its OHSAS 18001:2007 certification, the international standard defining an organised management for preventing labour risks. Currently, 42% of all work centres and 43% of all Group employees are certified according to this benchmark International Standard.

SIGNIFICANT EVENTS FOR THE GROUP AFTER THE REPORTING PERIOD

No significant events took place after the reporting period that could affect a significant impact on the accompanying consolidated financial accounts.

RESEARCH AND DEVELOPMENT ACTIVITIES

The Group invested in I+D+i €6.0 million in fiscal year 2018. Most of these investments were made to an update of servers, the expansion of capacity and services in the Transport area and a part of the those necessary to ensure compliance to the requirements according to the European Union regulation on traceability, whose expected date of entry into force is May 2019.

TREASURY SHARES

At 30 September 2018, the Group held in its balance sheet 425,496 own-shares, representing the 0.32% of the Company's share capital. Own-shares were acquired in execution of the Share Buyback Program.

The Board of Directors, in its meeting of 25 September 2018, approved to extend again the Share Buyback Program of the Company – that was initially agreed by the Board of Directors of January 29, 2015, and extended and renewed for the last time on November 28, 2017-, pursuant to the authorization granted by the General Shareholders' Meeting of March 21st, 2018, to allocate them or use them to the delivery to the Beneficiaries of the 2014 and 2017 General and Special Plans in Performance Shares.

USE OF DERIVATIVE FINANCIAL INSTRUMENTS

No Group company uses derivative financial instruments.

APPENDIX: ALTERNATIVE PERFORMANCE MEASURES

- **Economic Sales:** equals Gross Profit and is used without distinction by the Management to refer to the figure resulting of subtracting Procurements to the Revenue figure.

Management believes that gross profit is a meaningful measure of the fee revenue we generate from performing our distribution services and provides a useful comparative measure to investors to assess our financial performance on an on-going basis.

	Million €	
	1 Oct. 2017 – 30 Sept. 2018	1 Oct. 2016 – 30 Sept. 2017
Revenue	9,476.5	9,493.2
Procurements	(8,358.3)	(8,443.5)
Gross Profit	1,118.2	1,049.7

- **Adjusted Operating Profit (Adjusted EBIT):** This item is calculated, fundamentally, discounting from the Operating Profit those costs that are not directly related to the revenue obtained by the Group in each period, facilitating the performance of Group's the operating costs and margins.

The Adjusted Operating Profit (Adjusted EBIT) is the main indicator used by the Group's Management to analyse and measure the progress of the business.

	Million €	
	1 Oct. 2017 – 30 Sept. 2018	1 Oct. 2016 – 30 Sept. 2017
Adjusted Operating Profit	245.9	218.8
(-) Restructuring Costs	(3.6)	(9.0)
(-) Amortization of Assets Logista France	(52.3)	(52.2)
(+/-) Net Loss of Disposal and Impairment of Non-Current Assets	(0.5)	(0.3)
(+/-) Share of Results of Companies and Others	1.0	0.7
Profit from Operations	190.5	158.0

- **Adjusted Operating Profit margin over Economic Sales:** calculated as Adjusted Operating Profit divided by Economic Sales (or indistinctly, Gross Profit).

This ratio is the main indicator used by the Group's Managements to analysis and measure the performance of the profitability obtained by the Group's typical activity in a period.

	Million €		
	1 Oct. 2017 – 30 Sept. 2018	1 Oct. 2016 – 30 Sept. 2017	%
Economic Sales	1,118.2	1,049.7	6.5%
Adjusted Operating Profit	245.9	218.8	12.4%
Margin over Economic Sales	22.0%	20.8%	+120 b.p.

- **Operating costs:** this term is composed by the costs of logistics networks, commercial expenses, research expenses and head offices expenses that are directly related to the revenue obtained by the Group in each period. It is the main figure used by the Group's Management to analyse and measure the

performance of the costs structure. It does not include restructuring costs and amortization of assets derived from the Logista France acquisition, due to are not directly related to the revenues obtained by the Group in each period.

Reconciliation with Annual Accounts:

Million €	1 Oct. 2017 – 30 Sept. 2018	1 Oct. 2017 – 30 Sept. 2018
Cost of logistics network	780.6	744.0
Commercial expenses	67.2	65.9
Research expenses	2.1	2.1
Head office expenses	78.3	80.2
(-) Restructuring costs	(3.6)	(9.0)
(-) Amortization of Assets Logista France	(52.3)	(52.2)
Operating Costs or Expenses in management accounts	872.3	830.9

- **Non-recurring expenses:** refers those expenses that, although they might occur in more than one period, do not have a continuity in time (as opposed to operating expenses) and affect only the accounts in a specific moment.

This magnitude helps the Group's Management to analyse and measure the performance of the Group's activity in each period.

- **Recurring operating expenses:** this term refers to those expenses occurred continuously and allow sustain the Group's activity. They are estimated from the total operating costs less the non-recurring costs defined in the previous point.

This magnitude helps the Group's Management to analyse and measure the performance of efficiency in the activities carried out by the Group.

Million €	1 Oct. 2017 – 30 Sept. 2018	1 Oct. 2017 – 30 Sept. 2018
Operating costs or expenses	872.3	830.9
Non-recurring costs	0	(6.8)
Recurring operating expenses	872.3	824.1

- **Restructuring costs:** are the costs incurred by the Group to increase the operating, administrative or commercial efficiency in our company, including the costs related to the reorganization, dismissals and closes or transfers of warehouses or other facilities.
- **Non-recurring results:** refers to the results of the year that do not have a continuity during the year and affect the accounts in a specific moment. It is included in the Operating Profit.

Certificate on the issuance of the financial statements

Consolidated Financial Statements and Consolidated Directors Report for the year ended 30 September 2018 (1st October 2017 to 30th September 2018), have been formally prepared by the Parent Company Board of Directors, Compañía de Distribución Integral Logista Holdings, S.A., at its meeting on October 30th 2018 in order to be audited and approved by the Shareholders.

Corporate Governance Annual Report for the year ended 30 September 2018, which is part of Consolidated Directors Report, is included below as a Consolidated Directors Report separate section.

Consolidated Financial Statements and Consolidated Directors Report are set forth on 75 sheets, on the obverse only, all of which are signed by the Chairman and Secretary of the Board of Directors, who in witness whereof, have signed below:

D. Gregorio Marañón y Bertrán de Lis
Chairman

D. Luis Egido Gálvez
Chief Executive

Mr. Alain Minc
Director

D^a. Cristina Garmendia Mendizábal
Director

D. Jaime Carvajal Hoyos
Director

Mr. John Matthew Downing
Director

Mr. Richard Guy Hathaway
Director

Mr. Amal Pramanik
Director

Mr. Richard Charles Hill
Director

D. Rafael de Juan López
Director and Secretary of the Board

Leganés, 30 October 2018

ANNEXE 1

ANNUAL REPORT ON CORPORATE GOVERNANCE OF LISTED PUBLIC LIMITED COMPANIES

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided only for information purposes. In the event of any discrepancy between the text of this translation and the original Spanish-language document, the text of the original Spanish-language document shall prevail.

ISSUER IDENTIFICATION DETAILS

FISCAL YEAR-END DATE: 30/09/2018

C.I.F.: A87008579

COMPANY NAME:

Compañía De Distribución Integral Logista Holdings, S.A.

REGISTERED OFFICE:

Calle Trigo 39 -Polígono Industrial Polvoranca- 28914 Leganés (Madrid)

**ANNUAL REPORT ON CORPORATE GOVERNANCE
OF LISTED PUBLIC LIMITED COMPANIES**

A OWNERSHIP STRUCTURE

A.1. Complete the following table about the share capital of the company:

Date of last amendment	Share Capital (€)	Number of shares	Number of voting rights
04/06/2014	26,550,000.00	132,750,000	132,750,000

State whether there are different classes of shares with different rights attached thereto:

Yes No

A.2. List the direct and indirect owners of significant holdings in your company at the date of the financial year end, excluding the Directors:

Name (person or company) of the Shareholder	Number of direct voting rights	Number of indirect voting rights	% on total voting rights
Imperial Brands PLC	0	66,385,001	50.01%
Capital Research and Management Company	0	7,088,202	5.34%
Allianz Global Investors GmbH	0	6,605,632	4.98%
BlackRock, Inc	0	6,082,739	4.58%

Name (person or company) of the indirect owners of shareholding	Through: Name (person or company) of direct owner of shareholding	Number of voting rights
Imperial Brands PLC	Altadis S.A.U.	66,385,001
Capital Research and Management Company	Other Investor's Companies	7,088,202
Allianz Global Investors GmbH	Allianz Global Investors Fund	4,197,259
Allianz Global Investors GmbH	Other Investor's Companies	2,408,373
BlackRock, Inc	BlackRock Investment Management (UK) Limited	4,772,363
BlackRock, Inc	Otras Sociedades del Inversor	1,310,376

State the most significant movements in the shareholding structure that have taken place over the financial year:

Name (person or company) of the shareholder	Transaction Date	Transaction Description
Imperial Brands PLC	31/07/2018	Fell below the 60% share capital threshold
Capital Research and Management Company	31/07/2018	Exceeds the 5% share capital threshold

A.3. Complete the following tables on the members of the Board of Directors of the Company, who have voting rights attached to shares in the company:

Name (person or company) of the shareholder	Number of direct voting rights	Number of indirect voting rights	% on total voting rights
Mr. Luis Egido Gálvez	261,992	0	0.20
Mr. Rafael de Juan López	83,936	0	0.06
Mr. Gregorio Marañón y Bertrán de Lis	0	21,832	0.02

Name (person or company) of the indirect owners of shareholding	Through: Name (person or company) of direct owner of shareholding	Number of voting rights
Mr. Gregorio Marañón y Bertrán de Lis	Cigarral de Inversiones, S.L.	21,832

Total % of voting rights held by the Board of Directors	0.28%
----------------------------------------------------------------	--------------

A.4. State, where applicable, the family, business, contractual or corporate relationships existing between the owners of significant holdings, to the extent that they are known by the Company, unless these be scarcely relevant or stem from the ordinary course of trade:

N/A

A.5. State, where applicable, the business, contractual or corporate relationships existing between the owners of significant holdings and the Company and/or its group, unless these be scarcely relevant or stem from the ordinary course of trade:

<u>Related parties names or corporate names</u>
Imperial Brands PLC
Compañía de Distribución Integral Logista Holdings, S.A.

Kind of relationship: Contractual

Brief description:

"ITG-LOGISTA HOLDINGS RELATIONSHIP FRAMEWORK AGREEMENT", dated June 12th, 2014.

Imperial Brands PLC (formerly named Imperial Tobacco Group-ITG) undertakes to maintain and respect the freedom of management and decision making of the administrative and managerial bodies of the Company, and the neutrality principle in its commercial and services relations with third parties, also establishing the confidentiality of the business information of the Company and the separation of their respective IT systems.

The Framework Agreement also regulates related transactions between both companies, and the government and administration of the Company.

<u>Related parties names or corporate names</u>
Imperial Brands Finance PLC
Compañía de Distribución Integral Logista, S.A.U.

Kind of relationship: Contractual

Brief description:

"INTRA GROUP LOAN FACILITY AGREEMENT", dated June 12 th, 2014, amended on December 1st, 2015, and extended on March 21st 2018.

Agreement on a reciprocal credit facility, in force until June 12, 2024 (with a yearly tacit renewal), with a maximum disposal limit of two thousand six hundred million euros.

According to this agreement, Compañía de Distribución Integral Logista S.A.U. (100% subsidiary of the Company) will daily lend Imperial Brands Finance PLC (IBF) (formerly named ITG Finance), its cash excess, at the base rate of the European Central Bank, plus a margin of 0.75%.

If Logista has to get into debt to meet the needs of its working capital, it can reciprocally borrow the amount from IBF.

A.6. State whether the company has been informed of any para-social agreements affecting the Company pursuant to the provisions of sections 530 and 531 of the Companies Act. If so, describe them briefly and list the shareholders bound by the agreement:

Yes No

State whether the Company knows of the existence of concerted actions among its shareholders. If so, give a brief account thereof:

Yes No

In the event that during the year any modification or breaking of those pacts or agreements or concerted actions has occurred, state it expressly:

N/A

A.7. State if there is any legal or natural person who exerts control or could exert control over the Company in accordance with section 4 of the Stock Exchange Act. If so, identify it/them:

Yes No

Name (person or company)
Imperial Brands PLC
Remarks
Indirect participation of 50.008% through Altadis S.A.U.

A.8. Complete the following tables on the treasury stock of the company:

At year-end closing:

Number of direct shares	Number of indirect shares (*)	Total % on share capital
425,496	0	0.32%

(*) Through: N/A

Detail the significant changes, in accordance with the provisions of Real Decreto 1362/2007, occurred during the financial year:

Explain the significant changes
No significant variation

A.9. Give details of the conditions and term of the current mandate given by the Annual General Meeting to the Board of Directors to issue, buy back or transfer own shares:

The General Meeting of Shareholders of March 21, 2018 authorised the Board of Directors to acquire Company's own shares in the following terms:

“To authorize the Board of Directors so that pursuant to the provisions established in Article 146 of the Act on Capital Companies (“Ley de Sociedades de Capital”), it may acquire, at all times, shares in COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A., provided that:

- i) the face value of the shares acquired, in addition to those already held by the Company and/or its subsidiaries, does not exceed 10% of the share capital of COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A., and
- ii) the acquisition, including any shares that the Company or person acting in its own name but on behalf of the Company may have acquired or previously held, does not result in the Company's net equity falling below the share capital amount plus any restricted reserves foreseen by the regulations or the By-laws.

Furthermore, to authorize the subsidiaries so that, notwithstanding the relevant authorisation of their General Meeting of Shareholders, pursuant to said Article 146, they may at all times acquire shares in COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A., provided that the face value of the acquired shares, in addition to those already held by the Company and/or its subsidiaries, does not exceed 10% of the share capital of COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A..

Said acquisitions may be carried out through a purchase, swap, donation, allocation or non-recourse debt and, in general, under any other form of acquisition for consideration. In any case, the shares to be purchased will be circulating shares that are fully paid up.

The Board of Directors of COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A. or of its subsidiaries may agree to purchase the Company's shares in one or more transactions, for a maximum price that does not exceed 20% of their listed price, and for a minimum price that is not less than the face value of 0.20 Euros per share.

This authorization is granted for a five-year term, calculated as of the date of this General Meeting.

To expressly allow, for the purposes of Article 146.1.a), last paragraph, of the Act on Capital Companies (“Ley de Sociedades de Capital”), that any share acquired by COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A. or its subsidiaries, further to this authorization, be used or attached, in whole or in part, for its transfer, amortization or delivery to directors of the Company, and managers and other employees of COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A. and its Subsidiaries Companies, or in accordance with and in implementation of Long-Term Incentive Plans consisting of the delivery of Company shares or of options on Company shares.”

A.9. bis Estimated floating capital

	%
Estimated floating capital	34.77%

A.10. State whether there is any restriction on the transferability of securities and/or any restriction on voting rights. Namely, report the existence of any restrictions that might hinder the take-over of control of the company by purchasing its shares on the market:

Yes No

A.11. State whether the Annual General Meeting has resolved the taking of anti-takeover measures in the event of a public tender offer pursuant to the provisions of Act 6/2007:

Yes No

Describe, if applicable, the approved measures and the terms on which the restrictions will become ineffective.

N/A

A.12 State whether the company has issued securities that are not traded on a Community regulated market.

Yes No

Specify, if applicable, the different classes of shares, and the rights and obligations attached to each class of shares.

N/A

B GENERAL MEETING OF SHAREHOLDERS

B.1 Indicate and, if applicable, explain whether there are differences with the minimum requirements set out in the Act on Capital Companies (ACC) in connection with the quorum required to hold a valid General Meeting of Shareholders.

Yes No

B.2 Indicate and, if applicable, explain whether there are differences with the rules provided by the Act on Capital Companies (ACC) for the passing of corporate resolutions:

Yes No

Describe how they differ from the rules established in the ACC.

N/A

B.3 Indicate the rules applicable to amendment to the Articles of Association. Namely, report the majorities established to amend the Articles of Association, and, if any, the rules to safeguard shareholders' rights when amending such Articles.

Standards applicable to the amendments of the company's Articles of Association are those provided in the Articles 285 to 294 of the Act on Capital Companies (Royal Legislative Decree of July 2nd, 2010).

B.4 Give the attendance figures for the General Meetings held during the year to which this report refers and the previous year:

Date GMS	Attendance data				Total
	% attendance in person	% attendance by proxy	% distance voting		
			Electronic Vote	Others	
21/03/2017	70.36%	18.45%	0.00%	0.00%	88.81%
21/03/2018	60.13%	24.52%	0.00%	0.00%	84.65%

B.5 Indicate whether there are any by-law restrictions requiring a minimum number of shares to attend the General Meeting of Shareholders.

Yes No

B.6 Section repealed.

B.7 Indicate the address and means of access to the company's website, to the information on corporate governance and other information on the General Meetings which must be made available to shareholders through the Company's website.

The address of the company's website is www.grupologista.com.

The most relevant information on the Company's corporate governance and other information on the General Meetings is available in the section "Shareholders and Investors"/ "Corporate Governance"/ "Annual Corporate Governance Reports", and through the same section, "General Meetings" (for current fiscal year), or "Previous General Meetings".

C. ADMINISTRATIVE STRUCTURE OF THE COMPANY

C.1 Board of Directors.

C.1.1 Maximum and minimum number of directors provided in the Articles of Association

Maximum Number of Directors	15
Minimum Number of Directors	10

C.1.2 Complete the following table with the members of the Board

Name (person or company) of the Director	Representative	Type of Directorship	Position on the Board	Date of first appointment	Date of latest appointment	Election procedure
Mr. Gregorio Marañón y Bertrán de Lis	---	Independent	Chairman	13/05/2014	21/03/2018	GMS
Mr. Luis Egidio Gálvez	----	Executive	CEO	13/05/2014	21/03/2018	GMS
Mr. Rafael de Juan López	----	Executive	Secretary Director	13/05/2014	21/03/2018	GMS
Ms. Cristina Garmendia Mendizábal	----	Independent	Director	04/06/2014	21/03/2018	GMS
Mr. Alain Minc	----	Independent	Director	24/04/2018	24/04/2018	By co-option
Mr. Jaime Carvajal Hoyos	----	Independent	Director	25/09/2018	25/09/2018	By co-option
Mr. John Matthew Downing	----	Proprietary	Director	13/05/2014	21/03/2018	GMS
Mr. Richard Guy Hathaway	----	Proprietary	Director	24/03/2015	24/03/2015	By co-option
Mr. Richard Charles Hill	---	Proprietary	Director	25/04/2017	25/04/2017	By co-option
Mr. Amal Pramanik	----	Proprietary	Director	24/04/2018	24/04/2018	By co-option

Total number of Directors	10
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Indicate the vacancies occurred on the Board of Directors during the period:

Name (person or company) of the Director	Type of Directorship	Date of cessation
Mr. David Ian Resnekov	Proprietary	24/04/2018
Mr. Stéphane Lissner	Independent	24/04/2018
Mr. Eduardo Zaplana Hernández-Soro	Independent	29/05/2018

C.1.3 Complete the following tables about the members of the Board and their different categories:

EXECUTIVE DIRECTORS

Name (person or company) of the Director	Position in the organisational chart of the Company
Mr. Luis Egidio Gálvez	CEO
Mr. Rafael de Juan López	Secretary Director

Total number of executive Directors	2
% on total Board members	20.00%

EXTERNAL PROPRIETARY DIRECTORS

Name (person or company) of the Director	Name (person or company) of the significant shareholder being represented or who has proposed the appointment
Mr. John Matthew Downing	Imperial Brands PLC
Mr. Richard Guy Hathaway	Imperial Brands PLC
Mr. Richard Charles Hill	Imperial Brands PLC
Mr. Amal Pramanik	Imperial Brands PLC

Total number of external proprietary Directors	4
% on total Board members	40.00%

EXTERNAL INDEPENDENT DIRECTORS

Name (person or company) of the Director: Mr. Gregorio Marañón y Bertrán de Lis

Profile:

Mr. Gregorio Marañón y Bertrán de Lis, Marqués de Marañón, is the Chairman of Compañía de Distribución Integral Logista Holdings S.A.. He also serves as Chairman of Universal Music; Chairman of Air City Madrid Sur, and member of the Board of Patrimonio Nacional. He is Chairman of the Board and the Executive Committee of the Teatro Real opera house, Honorary President of the Real Fundación de Toledo; Chairman of the Teatro de la Abadía, Funding Trustee of the Ortega-Marañón Foundation; Trustee of the Museo del Ejército; Trustee of the Centro Internacional de Toledo para la Paz; Permanent Member of the Real Academia de Bellas Artes de San Fernando and of the Académie Européenne des Sciences et des Arts. He was awarded the Grand Cross of Alfonso X el Sabio; the Gold Medal for Merit in Fine Arts; and the Gold Medal of Castilla-La Mancha Region. He was appointed Commandeur de la Légion d'Honneur Française and Commendatore della Ordine de la Stella della Repubblica Italiana.

Mr. Marañón received his Bachelor of Laws in 1964 from Complutense University of Madrid, and completed an Advanced Management Program in 1979 at the IESE Business School.

Name (person or company) of the Director: Ms. Cristina Garmendia Mendizábal

Profile:

Ms. Garmendia obtained a PhD in Biological Sciences, specialising in Genetics, and became a Doctor of Molecular Biology at the Dr Margarita Salas laboratory, Severo Ochoa Centre for Molecular Biology. She completed her studies with an MBA from the IESE Business School of the University of Navarra.

She was Minister of Science and Innovation in the Spanish Government during the whole of its IXth Legislature. Since leaving the Government, she resumed her responsibilities at the companies she herself founded, Ysios and Genetrix. She is also chairperson at the Spanish/North American company Satlantis Microsats. and at the listed biotechnology Spanish/German company Expedeon (former Sygnis AG).

She is chairperson at the *Fundación COTEC* and a member of various advisory boards, member of university councils and sits on the Boards of several companies, including Mediaset, Corporación Financiera Alba and Grupo Logista.

She is an advisor at the European Union, as member of the High Level Group (HLG), that has presented the recommendations for the design of the IX Framework Program of the EU (2021-2026).

Her work and entrepreneurial vision have been recognized on several occasions with awards for research and innovation in business.

Name (person or company) of the Director: Mr. Alain Minc

Profile:

Mr Minc is a graduate of the Ecole des Mines de Paris and of ENA.

After serving as Inspecteur des Finances, Mr Minc joined Compagnie de Saint-Gobain in 1979, as Chief Financial Officer.

In 1986, Mr Minc became Vice-Chairman of CIR International (Compagnie Industrielle Riunite International) and General Manager of Cerus (Compagnies Européennes Réunies) which were the non Italian affiliates of Benedetti Group.

In 1991, Alain Minc founded its own consultancy firm AM Conseil.

He has been Board member of numerous companies and the chairman of the supervisory board of Le Monde, the leading French newspaper (19/12/94 to 11/02/2008)

Today he is chairman of AM Conseil and Sanef and he is also Director, Chairman of the Audit Committee and Member of the Remuneration Committee of CaixaBank.

He is Commandeur de la Légion d'Honneur (France); Commander of the British Empire and Grand Cross of the Order of Civil Merit (Spain)

Alain Minc has written more than 30 books on different subjects (economics, history, politics and social, among others).

Name (person or company) of the Director: Mr. Jaime Carvajal Hoyos

Profile:

Mr. Carvajal holds a degree in Physics from Princeton University (New Jersey, USA).

Mr. Carvajal has provided services to various entities involved in analysis and financial investment management (Lehman Brothers and Iberacción), as well as to banking entities (The World Bank and Banco de Sabadell).

He is a member of the Board of Directors of AllFunds Bank and non-executive Chairman of Evo Banco.

He is currently a partner and the CEO of the investment bank Arcano Partners.

Total number of independent directors	4
Total % of Board members	40.00%

Indicate whether any director considered as an independent director receives from the company or from its group any amount or benefit on any grounds other than the remuneration for his/her directorship, or maintains or has maintained over the last year, a business relationship with the company or any company in its group, either in his/her own name or as a significant shareholder, director or senior manager of an entity that maintains or has maintained any such relationships.

Where applicable, include a reasoned statement from the board with the reasons why it deems that such director can perform his/her duties as an independent director.

N/A

OTHER EXTERNAL DIRECTORS

Other external Directors will be identified and the reasons why they will not be considered proprietary or independent will be listed, as well as their ties, whether with the company, its officers or its shareholders:

N/A

Indicate the variations that, where appropriate, have occurred during the period in the category of each Director:

N/A

C.1.4 Complete the following table with information about the number of female directors over the last 4 years, as well as the nature of their directorship

	Number of female directors				% of total director of each type			
	Fiscal year 2018	Fiscal year 2017	Fiscal year 2016	Fiscal year 2015	Fiscal year 2018	Fiscal year 2017	Fiscal year 2016	Fiscal year 2015
Executive	0	0	0	0	0,00%	0,00%	0,00%	0,00%
Proprietary	0	0	0	0	0,00%	0,00%	0,00%	0,00%
Independent	1	1	1	1	10,00%	10,00%	10,00%	10,00%
Other external	0	0	0	0	0,00%	0,00%	0,00%	0,00%
Total:	1	1	1	1	10,00%	10,00%	10,00%	10,00%

C.1.5 Explain the measures, if any, that have been taken to try to include on the Board of Directors a number of female directors that would mean reaching a balanced presence of women and men.

Explanation of the measures
As stated in section k) of Article 18.2 of the Board of Directors Regulations, the Appointments and Remuneration Committee shall ensure that selection processes are not implicitly biased in such a way that female directors' selection is prevented.

C.1.6 Explain the measures, if any, taken by the Appointments and Remuneration Committee to ensure that selection processes are free from any implied bias hindering the selection of female directors and that the Company deliberately seeks and includes potential female candidates who meet the professional profile sought:

Explanation of the measures
N/A

When despite any measures that might have been taken, the number of female directors is low or zero, explain the reasons:

Explanation of the measures
N/A

C.1.6 *bis* Explain the conclusions of the Appointment and Remuneration Committee regarding verification of compliance with the Director selection policy. And, namely, explain how this policy is fostering the goal by 2020 to have the number of female board members represent at least 30% of the total number of members of the Board of Directors.

N/A

C.1.7 Explain the form of representation in the Board, of shareholders with significant stakes:

Imperial Brands PLC is represented at the Board by four directors (Messrs. Downing, Hathaway, Resnekov (until 24/04/18), Hill and Pramanik (since 24/04/2018)), in accordance with the Framework Agreement of June 12, 2014, which rules the relations between Imperial Brands PLC and the Company.

All other shareholders with a significant stake in the Company are not represented at the Board.

C.1.8 Describe, if applicable, the reasons why proprietary directors have been appointed at the behest of shareholders whose stake is less than 3% in the share capital:

N/A

State whether formal petitions for presence on the Board have been received from shareholders whose stake is equal to or greater than that of others at whose proposal proprietary directors have been appointed. If so, describe the reasons why such petitions have not been satisfied:

Yes No

C.1.9 State whether any director has stood down before the expiry of his/her term of office, whether the director has given reasons to the Board and by through which channels, and in the event that he/she gave reasons in writing to the full Board, describe at least the reasons given by the director:

N/A

C.1.10 Indicate, in the event that there are any, the powers that have been delegated to the Chief Executive Officer(s):

Name of the CEO (person or company):

Mr. Luis Egido Gálvez

Brief description:

He has been delegated all the faculties of the Board of Directors that can be delegated according to the Law and the Bylaws, excluding the faculties that, according to Article 38 of the Bylaws of the Company, require the approval of the resolution by, at least, the 70% of the members of the Board of Directors

C.1.11 Identify, where appropriate, the members of the Board who hold the position of director or officer in other companies that are part of the group of the listed company:

Name (person or company) of the director	Company name of the entity of the Group	Position	¿Does he/she have executive functions?
Mr. Luis Egido Gálvez	Compañía de Distribución Integral Logista, S.A.U.	Chairman	YES
Mr. Luis Egido Gálvez	Logista Italia, S.p.A.	Chairman	YES
Mr. Rafael De Juan López	Compañía de Distribución Integral De Publicaciones Logista, S.A.U	Secretary Director	YES
Mr. Rafael De Juan López	Compañía de Distribución Integral Logista Publicaciones, S.L.U.	Chairman	NO
Mr. Rafael De Juan López	Dronas 2002 S.L.U.	Director	NO
Mr. Rafael De Juan López	Logista Pharma, S.A.	Director	NO
Mr. Rafael De Juan López	Logista Italia, Spa	Director	NO

C.1.12 List in detail, where appropriate, the directors of your company that are members of the Boards of Directors of other companies that are listed on official stock markets in Spain that are not part of the group, whose aforementioned membership has been communicated to the company:

Name of the director (person or company)	Name of listed company	Position
Ms. Cristina Garmendia Mendizábal	Corporación Financiera Alba	Director
Ms. Cristina Garmendia Mendizábal	Mediaset España Comunicación, S.A.	Director
Ms. Cristina Garmendia Mendizábal	Expedeon AG (former Sygnis AG)	Chairwoman
Mr. Alain Minc	CAIXABANK	Director

C.1.13 State and, if applicable, explain whether the Board of Directors' Regulation has established rules regarding the number of boards on which its directors may sit:

Yes No

Explanation of the Rules
Persons involved in prohibition or legal incompatibility processes may not be appointed as Directors of the Logista Group. Moreover, the Directors of the Company may become part at the same time, and with the limitation provided by law, of a maximum of nine boards of directors of listed companies other than the Logista Group.

C.1.14 Section repealed

C.1.15 State the overall remuneration for the Board of Directors:

Remuneration of the Board of Directors (thousand euros)	5,092
Amount of overall remuneration corresponding to the rights accumulated by current Directors with respect to pensions (thousand euros)	2,760
Amount of overall remuneration corresponding to the rights accumulated by former Directors with respect to pensions (thousand euros)	0

C.1.16 Identify the senior managers who are not also Directors and indicate the total remuneration accrued in their favour during the fiscal year:

Name (person or company)	Position
Mr. Pascal Ageron	General Manager - Tobacco, Telecoms & Strator France
Mr. Jan Babst	Corporate Director Of Information Services
Mr. Laurent Bendavid	President General Manager – Logista France
Mr. Antonio García Villanueva	Corporate Resources Director
Mr. Miguel Gómez Prado	CEO - Logista Pharma
Mr. Juan José Guajardo-Fajardo Villada	Corporate Human Resources Director
Ms. Gloria Martín Gimeno	Investors Relations And Strategic Analysis Corporate Director
Mr. Francisco Pastrana Pérez	General Manager - Tobacco and Convenience Iberia
Mr. Pablo Rebollo Pericot	General Manager Nacex and Integra2
Mr. Manuel Suarez Noriega	Corporate Finance Director
Ms. Laura Templado Martín	Corporate Internal Audit Director

Total remuneration senior managers (thousand euros)	5,463
------------------------------------------------------------	--------------

C.1.17 Identify, if appropriate, the members of the Board who also sit on the Board of Directors of companies of significant shareholders and/or in entities of their group:

Name of the director (person or company)	Name (person or company) of the significant shareholder	Position
Mr. John Matthew Downing	Attendfriend Limited	Director
	British Tobacco Company Limited	Director
	Hypofill Limited	Director
	Imperial Brands Enterprise Finance Limited	Director
	Imperial Brands Finance PLC	Company Secretary
	Imperial Brands PLC	Company Secretary
	Imperial Tobacco Altadis Limited	Director
	Imperial Tobacco Capital Assets (1)	Director
	Imperial Tobacco Capital Assets (2)	Director
	Imperial Tobacco Capital Assets (3)	Director

Mr. John Matthew Downing

Imperial Tobacco Capital Assets (4)	Director
Imperial Tobacco Group Limited	Director
Imperial Tobacco Holdings (1) Limited	Director
Imperial Tobacco Holdings (2007) Limited	Director
Imperial Tobacco Holdings Limited	Director
Imperial Tobacco Initiatives	Director
Imperial Tobacco Ireland Unlimited Company	Director
Imperial Tobacco Lacroix Limited	Director
Imperial Tobacco Limited	Director
Imperial Tobacco Management (1) Limited	Director
Imperial Tobacco Management (2) Limited	Director
Imperial Tobacco Overseas (Polska) Limited	Director
Imperial Tobacco Overseas Holdings (1) Limited	Director
Imperial Tobacco Overseas Holdings (2) Limited	Director
Imperial Tobacco Overseas Holdings (3) Limited	Director
Imperial Tobacco Overseas Holdings Limited	Director
Imperial Tobacco Overseas Limited	Director
Imperial Tobacco Ventures Limited	Director
ITG Brands Limited	Director
Joseph & Henry Wilson Limited	Director
Nerudia (Ireland) Limited	Director
Nerudia Compliance Limited	Director
Nerudia Consulting Limited	Director
Nerudia Limited	Director
Nerudia Trading Limited	Director
Newglade International Unlimited Company	Director
Park Lane Tobacco Company Limited	Director

	Rizla UK Limited	Director
	Sensus Investments Limited	Director
	Sinclair Collis Limited	Company Secretary
Mr. Richard Guy Hathaway	Imperial Brands Ventures Limited	Director
	Reemtsma Kyrgyzstan Ojsc	Chairman
Mr. Richard Charles Hill	Fontem Holdings 1 B.V.	Director
	Fontem Holdings 2 B.V.	Director
	Fontem Holdings 3 B.V.	Director
	Fontem Holdings 4 B.V.	Director
	Fontem Holdings B.V.	Director
	Fontem Ventures B.V.	Director
Mr. Amal Pramanik	Imperial Brands Ventures Limited	Director

Detail, if appropriate, the relevant affiliations other than those considered in the above paragraph that link Board members to significant shareholders and/or companies in their group:

Name (person or company) of the related Board member	Name (person or company) of the related significant shareholder	Description of the relationship
Mr. John Matthew Downing	Imperial Brands PLC	Group Company Secretary
Mr. Richard Guy Hathaway	Imperial Brands PLC	Director of Finance Strategic Initiatives
Mr. Richard Charles Hill	Imperial Brands PLC	Group Commercial Director, E-Vapour
Mr. Amal Pramanik	Imperial Brands PLC	Group Strategy Director

C.1.18 State whether the Regulations of the Board of Directors have been amended during the fiscal year:

Yes No

On December 19, 2017, articles 15, 17 and 45 were amended, in order to adapt them to those of the Technical Guide on Audit Committees of public-interest entities.

C.1.19 Indicate the procedures for the selection, appointment, re-election, assessment and removal of directors. Give details of the authorised bodies, the procedures to follow and the criteria to be used in each of the procedures:

Directors' Appointments

The appointment, ratification, re-election and removal of Directors correspond to the General Meeting, without prejudice to the authority of the Board of Directors to make appointments by co-option.

If during the term for which a Director was elected that Director ceases to be a Director of the Company, for any reason, the Board of Directors, to fill the vacancy, may appoint a Director by co-option.

The co-option will be governed by the provisions of law, with the Director appointed by the Board not necessarily being required to be a shareholder of the Company.

The appointment of Directors by the system of co-option in accordance with the provisions of law will be effective until the first following General Meeting, which must ratify the appointment or designate the person that thereafter is to fill the position, or until the holding of the next following General Meeting, if the vacancy occurs after the call of the General Meeting, and before it is held.

Proposal of appointment or re-election of Directors corresponds to the Appointments and Remuneration Committee, in the case of independent Directors, and to the Board of Directors itself, in other cases.

A proposal of appointment, re-election or removal of any non-independent Director in addition must be preceded by a report of the Appointments and Remuneration Committee.

The proposal in any event must attach a justifying report of the Board of Directors, which evaluates the competence, experience and merits of the proposed candidate, which will be attached to the minutes of the General Meeting or of the Board of Directors itself.

The provisions of this section also are applicable to individuals who are appointed as representatives of a Director that is a legal person. The proposal of the individual representative must be submitted to a report of the Appointments and Remuneration Committee.

The Board Regulations state the following competencies (among others) for the Appointments and Remunerations Committee (Articles 18.2 a), c) and d) of the Regulations):

- Evaluating the skills, knowledge and experience required on the Board. For these purposes, it will define the functions and skills required of candidates that are to fill each vacancy and will evaluate the time and dedication necessary for them to be able to effectively perform their duties.
- Making proposals to the Board of Directors of independent Directors to be appointed by co-option or for submission to decision by the General Shareholders Meeting, and proposals for re-election or removal of those Directors by the Meeting.
- Inform about the appointment, ratification, reappointment and removal of non-independent Directors, as well as the appointment and removal of the Managing Director/s and of the members of the Executive Committee, and the permanent delegation of its relevant faculties to them.

Eligibility. Incompatibilities.

The Board of Directors and the Appointments and Remuneration Committee, within the scope of their competencies, shall endeavour to ensure that the candidates are selected from among persons of recognised solvency, competence and experience, and that have the necessary availability for the proper performance of their duties as Directors, and shall be particularly rigorous in choosing the persons to cover the posts of Independent Directors.

In the case a Director is a legal entity, the requirements indicated will also be applicable to the individual representing the organisation, and, in addition, the Director duties set out in these Regulations will also be enforceable on a personal level.

Persons involved in prohibition or legal incompatibility processes may not be appointed as Directors of the Company.

Moreover, the Directors of the Company may become part at the same time, and with the limitation provided by Law, of a maximum of nine boards of directors of listed companies other than the Company (Article 23 of the Board of Directors' Regulations)

Re-election of Directors

The proposals for re-election of Directors that the Board of Directors decides to present to the General Meeting of Shareholders shall be subject to a formal procedure, which must necessarily include a report issued by the Appointments and Remuneration Committee in which the quality of work and dedication to the post of the proposed Directors during the preceding term of office is evaluated.

The Board of Directors shall endeavour to ensure that the External Directors who are re-elected do not always remain assigned to the same Committee (Article 24 of the Board of Directors' Regulations).

Term of office

Directors shall occupy their post during the period established in the By-Laws, which shall in no case exceed four years, and may be re-elected.

Directors appointed by the Board of Directors by co-opting to fill a vacancy pursuant to these Regulations shall occupy their posts until the date of the next General Meeting of Shareholders, unless their appointment is ratified by such General Meeting of Shareholders (Article 25 of the Board of Directors' Regulations).

Board Assessment

The Board of Directors will dedicate at least one meeting a year to assessing its operation and the quality of work performed by Committees.

Debates and Voting

In accordance with the provisions in article 27 of the Board Regulations, Directors concerned with any appointment, re-election or removal proposals will not intervene in debates and voting on those matters.

C.1.20 Explain to what degree the annual evaluation of the Board has led to significant changes in its internal organization and the procedures applicable to its activities:

Description of the changes

On September 26th, 2017, the Company's Board of Directors approved an Action Plan for the Improvement of its functioning and that of its Audit and Control and Appointments and Remuneration Committees, as well as for the performance of the Chairman, the CEO and the Secretary of the Board. As a consequence of such Plan:

1. The Board has strengthened its attention to long-term and strategic matters.
2. The Appointments and Remuneration Committee has proposed to the Board for its approval the Policy on the Selection of Directors, that was finally adopted on December 19, 2017.
3. The Audit and Control Committee has paid special attention to the supervision of Technological Disruption Risks, and their impact in the Company's medium term.
4. The CEO, together with the Appointments and Remuneration Committee, have proposed to the Board for its approval a Succession Plan for the Group Key Directors; approval that was adopted on June 26, 2018.
5. The information sent to Board members prior to the meeting is sent earlier. .
6. The Board's intervention in, and debating of, matters related to the Group's risks have been strengthened.

C.1.20 bis Describe the assessment process and the assessed areas conducted by the Board of Directors assisted, as the case may be, by an external consultant, regarding the diversity in its composition and capacities, duties and composition of its committees, the performance of the chair of the Board of Directors and Chief Executive of the company, and the performance and contribution of each board member.

The Board of Directors of October 30th, 2018 has evaluated, in relation to fiscal year 2017-2018, the following:

1. The Board of Directors of the Company, in the followings aspects:

- General questions
- Meetings of the Board
- Functions and Responsibilities
- Composition

2. The Audit and Control Committee, in the following aspects:

- Composition
- General questions
- Meetings
- Functions and Responsibilities

3. The Appointments and Remuneration Committee, in the following aspects:

- Composition
- General questions
- Meetings
- Functions and Responsibilities

4.- The Chairman of the Board (Performance)

5.- The CEO (Performance)

6.- The Secretary of the Board (Performance)

This self-assessment was carried out, on the proposal of the Appointments and Remuneration Committee, at its session of September 25, 2018, and includes a Plan for Improvements of the functioning of the Board and its Committees.

C.1.20 ter Break down, where appropriate, the business relationship that the consultant or any company of its group maintains with the company or any company of its group.

N/A

C.1.21 Indicate the circumstances under which directors must resign:

In accordance with the provisions of Article 26 of the Board Regulations, Directors shall leave their posts when the term for which they were appointed ends and when is so decided at the General Meeting of Shareholders, or when the Board of Directors requests it according to circumstances detailed below, in the use of the attributes accorded them by Law or by the By-Laws.

Directors must place their post at the disposal of the Board of Directors and formally resign as a Director, if the Board of Directors considers it appropriate based on the following counts:

- a) When they are removed from the executive posts to which their appointment as Directors was associated;

- b) When they are involved in any of the scenarios of incompatibility or prohibition envisaged by the Law;
- c) When Directors have performed acts that are contrary to the diligence with which they are obliged to perform their duties, infringing their duties and obligations as Directors;
- d) When their presence on the Board could jeopardise the interests of the Company or cause serious damage to the Company's good name.
- e) When, having been appointed on the proposal of a significant shareholder, the latter notifies the Company, at any time, of the decision of the shareholder not to reappoint him at the end of his term, or when the significant shareholder transfers, all its shareholding in the Company.

C.1.22 Section repealed

C.1.23 Are enhanced majorities, other than the legal majorities, required for any type of decision?

Yes No

Where applicable, explain the differences.

Description of the differences

According to the provisions of Article 38 of the Company By-Laws, the Board shall approve resolutions by absolute majority of the Directors attending the meeting, either in person or via proxy. Notwithstanding the above, the adoption of any resolutions related to any of the matters set out below will require the positive vote of at least 70% of the Directors, as rounded up in case that the application of that percentage does not result in a whole number of Directors, that form part of the Board of Directors and will not be delegated:

- a) any increase or reduction in the share capital of the Company in accordance with article 7 of these By-laws, or the issuance by the Company of any bonds or securities pursuant to Title III of these By-laws.
- b) the approval of an annual plan in relation to the capital expenditure, investments and other funding commitments to be carried out by the Company in the following year (the "Annual Capex Plan");
- c) the acquisition of all or part of any business of any third party whether by way of the purchase (whether direct or indirect) of shares, assets or other like interests of any third party (including by way of merger or business combination) by the Company or any member of its Group;
- d) the disposal of all or part of any business to any third party whether by way of the disposal (whether direct or indirect) of shares, assets or other like interests (including by way of merger or business combination) by the Company or any member of its Group;
- e) any decision of the Company to enter into any partnership or joint venture or any other arrangement to share or distribute profits or assets;
- f) any decision of the Company to incur or agree to incur, whether directly or indirectly, any capital expenditure, investment or other funding commitment in respect of any matter in excess of €1,000,000 in aggregate save to the extent that such capital expenditure, investment or other funding commitment (including the amount of such capital expenditure, investment or other funding commitment) is set out in the Annual Capex Plan for that period that has been approved in accordance with section (b) above;
- g) any decision of the Company to amend the terms of its borrowing or indebtedness in the nature of borrowing or grant guarantees, or to create or incur borrowing or indebtedness in the nature of new borrowing
- h) the creation of any mortgage, pledge, lien, charge, assignment of any of such securities, hypothecation or other security interest in relation to the Company, other than a security interest created by operation of law as a result of the ordinary course of business of the Company; and

- i) any decision to delegate any powers of the Board of Directors to a Managing Director, or to delegate any powers of the Board to any Committee of the Board.

For the purposes of counting the majority of members of the Board of Directors for the adoption of the abovementioned resolutions, the members of the Board that may be under a conflict of interest and that shall abstain from voting, shall be discounted from the total number of members of the Board on which shall be calculated said majority.

C.1.24 Explain whether there are any specific requirements other than those relating to the Directors, in order to be appointed Chairman of the Board of Directors:

Yes No

C.1.25 Indicate if the chairman has a casting vote:

Yes No

C.1.26 Indicate if the Articles of Association or the Board of Directors' regulations establish any age limits for the directors:

Yes No

C.1.27 Indicate if the Articles of Association or the Board's Regulations establish a limited term of office for independent Directors, other than those established by law:

Yes No

C.1.28. State whether the Articles of Association or the Board of Directors' Regulations establish specific rules for proxy voting in the Board of Directors, the way this must be done and, namely, the maximum number of proxies a director may hold and whether it has established any limit regarding the classes that may be delegated beyond the limits stipulated by legislation. If so, briefly describe such rules.

The Directors must attend Board meetings and, when they cannot do so in person, they shall arrange for their representation and vote to be granted in favour of another Board member, including appropriate instructions.

The delegation may be made by letter, fax, telegram, e-mail, or by any other valid means acknowledged in writing. Non-executive Directors may do so only to another non-executive Director.

C.1.29. State the number of meetings that the Board of Directors has held during the financial year. Likewise, state, where appropriate, the times that the Board has met without its Chairman being present. Proxies granted with specific instructions shall be counted as attendance.

Number of Board meetings	11
Number of Board meetings without the presence of the Chairman	0

If the Chairman is an executive director, state the number of meetings held without an executive director being present or represented and chaired by the Lead Independent Director

Number of Board meetings	0
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State the number of meetings held over the financial year by the different Committees of the Board:

Committee	Number of meetings
Audit and Control Committee	8
Appointments and Remuneration Committee	9

C.1.30 Indicate the number of meetings held by the Board of Directors during the fiscal year attended by all its members. In calculating this number, proxies granted with specific instructions will be counted as attendances:

Number of meetings attended by all Directors	11
% of attendance over the total votes during the present year	100.00%

C.1.31 Indicate if the individual and consolidated annual accounts that are presented for approval to the board are previously certified:

Yes No

Identify, if pertinent, the person or persons certifying the individual and consolidated annual accounts of the company for their formulation by the Board:

N/A

C.1.32. Explain, where appropriate, the mechanisms established by the Board of Directors to prevent the individual and consolidated accounts being presented to the Annual General Meeting with qualifications in the auditors' report.

In accordance with the provisions of Article 17.2 of the Board of Directors' Regulations and of Article 5.1 of the Audit and Control Committee rules, the Audit and Control Committee, in what refers to its responsibilities in relation to the control of financial information, shall supervise that the Board of Directors can present the Company's accounts to the General Meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the Chairman of the Audit and Control Committee and the auditors should give a clear account to shareholders of their scope and content.

C.1.33. Is the Secretary of the Board of Directors a director?

Yes No

C.1.34 Section repealed.

C.1.35. State, where appropriate, the mechanisms established by the Company to preserve the independence of the auditor, the financial analysts, investment banks and credit rating agencies.

Relations of the Board with external auditors will take place via the Audit and Control Committee.

The Board of Directors shall refrain from hiring those audit firms whose projected fees including all items exceed five per cent of its total revenues during the previous financial year.

The Board of Directors shall make public the total fees paid to the audit firm for services other than auditing.

In addition, the Audit and Control Committee has among its competencies, the following:

- Establish appropriate relationships with external auditors or audit firms to gather information on those matters which may threaten his/her independence for examination by the Committee, and any other matters relative to the development of Account auditing, and when appropriate, authorise services other than those prohibited under the conditions provided in the relevant regulations regarding the independence of auditors, as well as any other communications schedules in Account auditing legislation and Auditing technical regulations. In any event, it must receive from the external auditors or audit firms a written declaration on an annual basis of their independence against the Logista Group or entities directly or indirectly related thereto, as well as detailed information on an individual basis about additional services of any kind provided to and the corresponding fees received from such entities by such auditors or persons or entities related

thereto, pursuant to the Laws on auditing accounts. The Committee shall ensure that the Company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

In this regard, the Committee shall ensure that the remuneration of the external auditor does not compromise its quality or independence.

- On an annual basis, prior to the audit report, issue a report containing an opinion on the independence of the auditors and on whether the independence of auditors and audit firms has been compromised. This report, which shall be published in the Logista Group website well in advance of the Annual General Meeting, in any event must cover a detailed evaluation of the provision of each and every additional service referred to in the preceding section, taken individually and as a whole, other than the legal audit, as regards independence of the auditors and regulations governing account audit activities.

In accordance with the Company's Policy of Information and Communications with Shareholders, Securities Markets and Public Opinion, meetings with analysts, investors and communication media should be planned in advance, so that, in no case, any information which could place them in a privileged or advantageous situation is delivered to them.

C.1.36 Indicate whether during the fiscal year the Company has changed its external auditors. Identify, where appropriate, the external auditor and the outgoing one:

Yes No

In the case of disagreements with the outgoing auditor, explain what they were about:

Yes No

C.1.37 Indicate if the audit firm carries out work for the company and/or its group other than that of auditing and, in such case, declare the amount of the fees received for said work and the percentage that it represents of the fees charged to the company and/or its group:

Yes No

	Company	Group	Total
Amount of work other than auditing (thousand euros)	57	382	439
Amount of work other than that of auditing / total amount charged by the audit firm (in %)	72%	19%	25%

C.1.38 State whether the audit report on the Annual Accounts for the prior fiscal year has observations or qualifications. If so, state the reasons given by the Chairman of the Audit Committee to explain the content and scope of such observations or qualifications:

Yes No

C.1.39 Indicate the number of consecutive fiscal years that the current audit firm has been auditing the annual accounts of the company and/or its group. Likewise, indicate the percentage that represents the number of years audited by the current audit firm over the number of years in which the annual accounts have been audited:

	Company	Group
Number of consecutive years	5	19
Number of years audited by the present audit firm / Number of years that the company has been audited (%)	100.00%	100.00%

C.1.40 Indicate and where appropriate give details whether there is any procedure for directors to get external advice:

Yes No

Details of the procedure

In order to be assisted in performing their duties, External Directors may request that the Company hires the services of legal advisors, accountants, financial experts or others.

This commission must necessarily refer to specific problems of a certain significance and complexity which arise in the performance of their duties.

The decision to hire such experts must be reported to the Company's Chairman and may be rejected by the Board of Directors if there is evidence of the following:

- a) it is not necessary for the correct performance of the duties commissioned to the External Directors;
- b) its cost is not reasonable in relation to the significance of the problem and the Company's assets and revenues,
- c) the technical assistance which is sought may be adequately provided by the Company's own experts and technical professionals; or
- d) there is a risk for preserving the confidentiality of the information that must be given to the expert. (Article 29 of the Board Regulations).

Also, in accordance with the provisions of articles 17.7 and 18.6 of the Board Regulations, the Audit and Control Committee and the Appointments and Remuneration Committee may obtain external professional advice.

C.1.41 Indicate and, where appropriate, give details if there is a procedure to enable the directors to have the necessary information to prepare the meetings of the administrative bodies in a timely manner:

Yes No

Details of the procedure

Summoning of ordinary sessions will be performed by letter, fax, telegram or e-mail, or by any other means which provides evidence, and this notification will be authorised with the signature of the Chairman, or the person substituting the Chairman, or the signatures of the Secretary or Deputy-Secretary following the Chairman's orders. The call will be effectuated with a minimum notice of two days.

Except for justified cause, the call will include an agenda for the meeting and will be accompanied by a summary of all the necessary information relevant to deliberation and adoption of resolutions regarding the matters to be considered.

Absent just cause, the call will include the agenda for the meeting and will attach a summary of the necessary information relevant to deliberation and adoption of resolutions regarding the matters to be considered, clearly indicating on which points Directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need.

In the event that, for reasons of urgency, the Chairman may wish to present decisions or resolutions for Board approval that were not on the meeting agenda, their inclusion will require the express prior consent, duly minuted, of the majority of Directors present.

Furthermore, Article 33 of the Board Regulations sets as one of the obligations of the Director, to gather information and prepare suitably for Board meetings as well as meetings of the delegated bodies or Committees he is a member of.

Finally, and according to Article 28 of the Board Regulations, Directors have the duty to demand and the right to receive from the Company such appropriate and necessary information allowing them to fulfil their obligations. This right to information is extensible to all the companies of the Company Group, whether these are national or foreign.

With the aim of not disturbing the ordinary management of the Company, the exercise of information duties will be channelled through the Chairman, Managing Director or the Secretary of the Board of Directors, who will assist the Director's request providing the information directly, facilitating contacts with the relevant department in the organisation or deciding on the measures so that examination tasks may be performed in situ.

C.1.42 Indicate and, where applicable give details, whether the Company has established any rules requiring Directors to inform –and, if applicable, resign– under circumstances that may undermine the credit and reputation of the Company:

Yes No

Explain the rules

In accordance with article 26.2 of the Board Regulations, Directors must place their post at the disposal of the Board of Directors and formally resign as a Director, if the Board of Directors considers it appropriate based on the following counts:

- a) When they are removed from the executive posts to which their appointment as Directors was associated;
- b) When they are involved in any of the scenarios of incompatibility or prohibition envisaged by the Law;
- c) When Directors have performed acts that are contrary to the diligence with which they are obliged to perform their duties, infringed their duties and obligations as Directors;
- d) When their presence on the Board could jeopardise the interests of the Company or cause serious damage to its credibility and reputation. In particular, Directors should inform the Board of any criminal charges brought against them and the progress of any subsequent trial;
- e) The moment a Director is indicted or tried for any of the offences stated in Company legislation, the Board of Directors should open an investigation and, in light of the particular circumstances, decide whether or not he or she should be called on to resign. The Board should give a reasoned account of all such determinations in the Annual Corporate Governance Report.
- f) When, having been appointed on the proposal of a significant shareholder, the latter notifies the Company, at any time, of the decision of the shareholder not to reappoint him at the end of his term, or when the significant shareholder transfers, all its shareholding in the Company.

C.1.43 State whether any member of the Board of Directors has informed the Company that he has been prosecuted or that an order for the commencement of an oral trial has been issued against him/her for any offences covered in Section 213 of the Act on Capital Companies:

Yes No

C.1.44 Detail significant agreements reached by the company that come into force, are amended or terminated in the event of a change in control of the company stemming from a public takeover bid, and its effects.

The Company has not reached any agreement that may come into force in the event of a change in control of the Company from a public takeover bid.

C.1.45 Identify in aggregate terms and indicate in detail any agreement between the company and its directors, manager or employees which include any indemnity, severance or golden parachute clauses, for cases of resignation or wrongful dismissal or if the contractual relationship comes to an end as a result of a public takeover bid or other kinds of transactions.

Number of beneficiaries: 11

Type of beneficiaries:

Certain senior managers

Description of the resolution:

- Compensation in the case of wrongful dismissal (11 agreements). The compensation to pay, depending on the case, will be of 3 months' salary, or of 1 or 2 years of fix and variable salary, unless the legal compensation is higher.
- Compensation for post-contractual non-compete clause (9 agreements): 6 or 12 months of fix and variable salary.
- Compensation in case of change of control (4 agreements): minimum of 24 months of fix and variable salary.

All these agreements, excepting one, were executed before the admission to listing of the Company's shares.

Indicate whether these contracts have to be notified and/or approved by the company's bodies or those of its group:

	Board of Directors	Shareholders General Meeting
Decision-making body approving the provisions	Yes	No

Is information about these clauses provided to the General Meeting of Shareholders?	Yes	No
	---	X

C.2 Committees of the Board of Directors

C.2.1 Give details of all the committees of the Board of Directors, their members and the proportion of proprietary and independent directors in such committees:

AUDIT AND CONTROL COMMITTEE

Name	Office	Category
Ms. Cristina Garmendia Mendizábal	Chairwoman	Independent
Mr. Gregorio Marañón y Bertrán de Lis	Member	Independent
Mr. Alain Minc	Member	Independent
Mr. Richard Guy Hathaway	Member	Proprietary

% of proprietary directors	25.00%
% of independent directors	75.00%
% of other external directors	0.00%

Explain the committee's duties, describe the procedure and organizational and operational rules and summarize the main actions taken during the year.

The Audit and Control Committee has the following competencies:

- a) Inform the General Meeting of Shareholders on the matters raised by the shareholders relating to the matters under its competence.
- b) Refer to the Board of Directors the proposals for selection, appointment, re-election and replacement of the outside auditor, as well as the conditions of the engagement thereof
- c) Supervising internal audit services and activities and, in particular, the Annual Working Plan.
- d) Supervising the effectiveness of the internal control systems of the Company, associated with relevant Company's risks.
- e) Establish and supervise a procedure which allows employees from the Company group to confidentially report irregularities.
- f) Establish appropriate relationships with external auditors or audit firms to gather information on those matters which may put their independence at risk.
- g) On an annual basis, prior to the audit report, issue a report on the independence of the auditors.
- h) Ensure that the Company notifies any change of external auditor to the CNMV as a material event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
- i) Investigate the issues giving rise to the resignation of the external auditor, should this come about.
- j) Ensure that the external auditor has a yearly meeting with the Board plenary to inform it of the work undertaken and developments in the Company's risk and accounting positions.
- k) Inform the Board of Directors of the Company's Annual Financial Statements, as well as the regulated financial information.
- l) Monitor compliance with legal requirements and proper application of generally accepted accounting principles, and report on proposals for modification of accounting criteria and principles suggested by Management, and on and off balance sheet risks
- m) Supervise the preparation, integrity and fair presentation of the regulated financial information.
- n) Report to the Board of Directors transactions in special-purpose entities, or in entities domiciled in territories treated as tax havens, and any conflicts of interest
- o) Examining and previously reporting on the Corporate Governance Annual Report, on the compliance with the Internal Code of Conduct on Securities Market and with the Board Regulations and, in general, with the Company's governance rules, as well as putting forward proposals for its improvement.
- p) Supervise compliance with the Corporate Social Responsibility policy of the Company.
- q) Drafting an Annual Report for the Board of Directors describing the activities of the Audit and Control Committee.
- r) Any other reporting and proposal functions it is tasked with by the Board of Directors.
- s) Any other competence or function under the law, the By-Laws, the Regulations of the Board, or the Rules of the Committee.

The Audit and Control Committee shall meet as periodically as determined, whenever called by its Chairman or requested by two of its members, and in any event at least four times per year.

Main activities of the Audit and Control Committee during financial year 2016-2017:

- Information and Supervision of the Periodic Financial Information that the Company submits to the National Stock Market Commission (“CNMV”) and to the markets.
- Information and submission to the Board of Directors of the Individual and Consolidated Annual Accounts of the Fiscal Year.
- Supervision of the Degree of Compliance with the Model for the Prevention of Risks from Crime
- Approval and quarterly and annual monitoring of the Internal Audit Plan 2017-20187.
- Proposal to the Board for the amendment of the Board of Directors Regulations, and the approval of the Audit and Committee Rules, following the recommendations of the Technical Guide on Audit Committees of public interest entities.
- Proposal to the Board of Directors for the approval of the Logista Group’s General Policy on Information Security.
- Proposal to the Board of Directors for the approval of the Logista Group’s Data Protection Policy, in application of the Regulation (EU) 2016/679.
- Update of the Risk Map of the Group.
- Report to the Board of the extension, until 2024, of the “Intra-Group Loan Facility Agreement” with Imperial Brands.
- Monitoring of the internal control activities of the Group.
- Annual Report on the Corporate Social Responsibility.
- Corporate Governance Annual Report for the fiscal year 2016-2017.
- Report on the Auditor independence.
- Report on the functions and activities of the Committee during fiscal year 2016-2017.
- Self-assessment of its functions and composition.

Identify the Director sitting on the Audit Committee who has been appointed on the basis of knowledge and experience of accounting or auditing, or both and state the number of years the Chair has been in office.

Name of the Director with experience	Mr. Richard Guy Hathaway
Number of years of the Chairman in such position	4

APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Office	Category
Mr. Gregorio Marañón y Bertrán de Lis	Chairman	Independent
Mr. Jaime Carvajal Hoyos	Member	Independent
Mr. Alain Minc	Member	Independent
Mr. John Matthew Downing	Member	Proprietary

% of proprietary directors	25.00%
% of independent directors	75.00%
% of other external directors	0.00%

Explain the committee's duties, describe the procedure and organizational and operational rules and summarize the main actions taken during the year.

The Appointments and Remuneration Committee has the following competencies:

- a) Assessing the necessary competencies, knowledge and experience on the Board of Directors.
- b) Establishing a goal for under-represented sex on the Board of Directors, and developing guidance on how to achieve that goal.
- c) Propose the appointment, ratification, reappointment and removal of Independent Directors, and report the appointment, ratification, reappointment and removal of the other Directors, as well as the appointment and removal of the CEO, and the permanent delegation of the Board relevant faculties.
- d) Inform about the proposals for the appointment and removals of the Chairman, Vice-Chairman, Secretary and Deputy-Secretary of the Board of Directors.
- e) Examining or organising, in the manner deemed suitable, succession of the Chairman and the first executive.
- f) Reporting appointments and removals of Senior Managers which the first executive proposes to the Board of Directors.
- g) Proposing the following to the Board of Directors for its approval:
 - i) Compensation policies for Directors and senior management.
 - ii) The Annual Report on Remuneration of Directors
 - iii) Individual compensation for Executive Directors and any other conditions pertaining to their contracts.
 - iv) The basic conditions in the contracts of Senior Managers.
- h) Ensuring compliance with the Company's remuneration policies.
- i) Ensuring that selection processes are not implicitly biased in such a way that selecting female Directors is prevented.
- j) Verifying compliance with the Directors' selection policy.
- k) Any other competence or duty conferred by the Law, the By-Laws or Board Regulations.

The Appointments and Remuneration Committee will meet every time it is called by its Chairman or two of its members' request, and when the Board of Directors or its Chairman request the issuance of a report or the adoption of agreements.

The Appointments and Remuneration Committee adopts decisions or make recommendations by voting majority of the total number of its members.

Main activities of the Appointments and Remuneration Committee during financial year 2017-2018:

- Submission to the Board of the Annual Report on Directors' Remuneration 2016-2017.
- Evaluation of the degree of achievement of the Group's Business Objectives 2016-2017 (Bonus) and Proposal of Setting of the Group's Business Objectives 2017-2018.
- Evaluation of the Short-Term Variable Remuneration of the Executive Directors (2016-2017).

- Setting of the Fixed Remuneration of Executive Directors for 2018.
- Report- Proposal of approval of the Regulations of the General and Special Plans 2017, to be applied in three Consolidation Periods, of three years each, starting the first of them on October 1st, 2017.
- Proposal to the Board of Directors for the approval of the Policy on the Selection of Board Members.
- Reports on the cessation and appointment of Senior Managers.
- Report on the ratification by the General Shareholders' Meeting of the appointment by co-option of Mr. Richard Charles Hill.
- Proposal to the Board of Directors and to the General Shareholders' Meeting of the re-election of the independent Directors Mr. Gregorio Marañón y Bertrán de Lis, Mrs. Cristina Garmendia Mendizábal, Mr. Stéphane Lissner and Mr. Eduardo Zaplana Hernández-Soro.
- Report on the re-election of the proprietary Directors Mr. John Matthew Downing and Mr. David Ian Resnekov.
- Report on the re-election of the executive Directors Mr. Luis Egido Gálvez and Mr. Rafael de Juan López.
- Report on the re-election and faculties delegation of the CEO Mr. Luis Egido Gálvez.
- Proposal of the appointment by co-option of the independent Director Mr. Alain Minc.
- Report on the appointment by co-option of the proprietary Director Mr. Amal Pramanik.
- Proposal on the appointment by co-option of the independent Director Mr. Jaime Carvajal Hoyos.
- Proposal to the Board of Directors of the Policy on the Directors Remuneration for 2019-2020, to be submitted to the General Shareholders Meeting.
- Proposal to the Board of settlement of the First Consolidation Period of the Company 2014 Plan (General Plan and Special Plan).
- Proposal of Beneficiaries and Number of Shares to be granted, in the General and Special Plans for Performance Shares 2017 of the Company/First Consolidation Period (2017-2020).
- Report and Proposal to the Board on the Group's Talent Management Plan/Group's Succession Plan for Top-Level Directors.
- Self-assessment of its composition and functions, and proposal to the Board of improvement actions.
- Proposal to the Board of self-assessment of the Board performance, as well as that of its President, CEO and Secretary Director.
- Report on the functions and activities of the Appointments and Remuneration Committee 2016-2017.

C.2.2 Complete the following table with information on the number of female directors sitting on Board Committees over the last four years:

	Number of female Directors							
	2018		2017		2016		2015	
	Number	%	Number	%	Number	%	Number	%
Audit and Control Committee	1	25.00%	1	25.00%	1	25.00%	0	0.00%
Appointments and Remuneration Committee	0	0.00%	0	0.00%	0	0.00%	0	0.00%

C.2.3 Section repealed

C.2.4 Section repealed

C.2.5. State, where appropriate, the existence of rules for the Board's Committees, the place where they are available for consultation and any modifications introduced during the year. In turn, please State if an annual report has voluntarily been prepared on the activities of each Committee.

Besides the Capital Companies Act, the By-Laws of the Company (Articles 41 to 43 bis) and the Board of Directors' Regulations (Articles 15 to 18) contain the rules governing the Board Committees.

The Audit and Control Committee is also governed by its Rules, of December 19, 2017, approved following the recommendations of the Technical Guide of the Audit Committees of public interest entities of public interest ("The Technical Guide").

On December 19, 2017, the Board of Directors modified articles 15, 17 and 46 of the Board Regulations, and to adapt them, in particular, to the Recommendations of the Technical Guide.

C.2.6. Section repealed

D RELATED PARTY TRANSACTIONS AND INTRA-GROUP TRANSACTIONS

D.1 Explain the procedure, if any, to approve related- party and intra-group transactions:

Procedure to approve related-party transactions.

Article 39 of the Board of Directors' Regulations state that the Board formally reserves the knowledge and authorization, previous report of the Audit and Control Committee, of Related-Party Transactions (Transactions of the Company with Directors or with significant shareholders), except for such matters that are legally within the competence of the General Meeting. To authorise, if appropriate, the Related-Party Transactions, the Board of Directors first and foremost shall serve the interests of the Company, evaluating the transaction from the standpoint of equitable treatment of shareholders and market conditions.

No authorisation of the Board of Directors shall be required in connection with Related-Party Transactions that simultaneously satisfy the following three conditions: (i) that they are conducted under contracts whose terms and conditions are standardised and apply on an across-the-board basis to many customers; (ii) that they are conducted at prices or rates established generally by the party acting as supplier of the goods or services in question; (iii) that the amount thereof does not exceed one per cent of the Company's annual revenues.

In the case of ordinary transactions that are not subject to the Board's authorisation, a general authorisation of the line of operations and its execution conditions shall be sufficient.

The Directors affected by the related-party transaction, either personally, or to the shareholders whom they represent in the Board, in addition to not intervene in the decision or exercise or delegate their right to vote, they will be absent from the meeting room, while the Board deliberates and votes on the related-party transaction.

The Company shall report on the mentioned related-party transaction mentioned, in the Annual Report on Corporate Governance, in the regulated financial information, and in the notes to the Financial Statements, to the extent by Law.

Likewise, Article 34 of the Board Regulations states that Directors shall report to the Board of Directors any situations involving a direct or indirect conflict, either personally or through persons linked to him, with the interests of the Company or the companies in its Group.

Also, the Framework Agreement dated 12 June 2014, signed between the Company and Imperial Brands (formerly named Imperial Tobacco Group) establishes that all Related-Party Transactions and, in general, any transaction that may pose a conflict of interest affecting the Group and the IB Group should be arranged under market conditions that, according to the circumstances, would have been reasonably

stipulated by two independent operators and in accordance with the principle of equal treatment of shareholders and the principle of neutrality established in that same Framework Agreement.

D.2 Give details of any significant transactions on account of the amount involved or relevant on account of their nature, carried out between the company, or entities of its group, and the significant shareholders of the Company:

Name of the significant shareholder (person or company)	Name of the company or entity of its group (person or company)	Nature of the relationship	Type of Transaction	Amount (thousand euros)
Altadis S.A.U.	Compañía de Distribución Integral Logista, S.A.U.	Commercial	Purchase of finished or not finished goods	352,620
Altadis S.A.U.	Compañía de Distribución Integral Logista, S.A.U.	Commercial	Services performance	6,459
Imperial Brands PLC	Compañía de Distribución Integral Logista, S.A.U.	Contractual	Collected interests	5,528
Imperial Brands Finance Limited	Compañía de Distribución Integral Logista, S.A.U.	Contractual	Collected interests	8,136

D.3 Give details of any significant transactions on account of the amount involved or relevant on account of their nature, carried out between the company, or entities of its group, and the directors or officers of the Company:

N/A

D.4 Give details of the significant transactions carried out with other companies belonging to the same group, provided that these are not eliminated in the process of preparing the consolidated financial statements and do not form part of the ordinary business of the company as regards its object and conditions.

In any event, provide information on any intra-group transaction with companies established in countries or territories considered tax havens:

N/A

D.5 State the amount of the transactions carried out with other related parties.

528,437 (thousand euros).

D.6 Give details of the mechanisms established to detect, determine and resolve any potential conflicts of interest between the Company and/or its group and its directors, officers or significant shareholders.

Article 34 of the Board Regulations rules the conflict of interest that may affect Directors and their related parties, requiring both of them to (i) report to the Board of Directors any situation involving a direct or indirect conflict, either personally or through persons linked to them, with the Company's interests and (ii) refrain from intervening in the agreements or decisions relating to the transaction to which the conflict of interests refers.

Related persons are the persons described in article 231 of the Spanish Companies Act ("Ley de Sociedades de Capital").

The Director should report any stakes held directly or indirectly and personally or by related persons in the share capital of a company with the same, similar or complementary activity that constitutes the corporate purpose, as well as positions or functions they discharge, as well as performing either personally or for another party similar or complementary activities, to the ones which constitutes the social purpose of the Company.

Directors should abstain in engaging in professional or commercial transactions with the Company unless the situation of conflict of interests is reported previously and the Board, subject to a report from the Audit and Control Committee, approves the transaction.

Furthermore, Section 7 of the Company Internal Regulations for Conduct establishes the conduct regulations regarding conflicts of interest. In particular, the Company Internal Regulations for Conduct establishes the general principles of independence, abstention and confidentiality that persons subject to it must observe. These Regulations also state the procedure that persons subject to them must follow to previously report any situation of conflict of interest. These transactions must be previously authorised by the Company Board of Directors, in case of conflict of interests affecting Directors and Senior Management of the Company, and by the Company CEO, in all other cases.

Also, the Framework Agreement provides that when a related-party transaction personally affects a Director or the shareholder he represents at the Board, he must abstain from intervening in the decision, as well as from voting or delegating his vote. He will also leave the Board meeting room, while the Board deliberates and votes on such related transaction. Nevertheless, the Proprietary Directors appointed by or representing Imperial Brands must be present in each debate and voting regarding the Framework Agreement or the Treasury Agreements (even though they will not be able to vote regarding these matters).

D.7 Is more than one company of the Group listed in Spain?

Yes No

Identify the subsidiaries listed in Spain:

N/A

E RISK CONTROL AND MANAGEMENT SYSTEMS

E.1 Detail the scope of the company's Risk Management System, including risks of a tax-related nature.

The Corporate Risk Management System of the Company and its subsidiaries (hereafter, the Group) is set forth in the Risks Management General Policy of September, 29th 2015.

The Risk Management General Policy, applicable both to each of the businesses and countries, and Corporate areas of the Group, sets up the guidelines to integrate all the information originating from the different functions and operations of the Group, with the purpose of providing to the Business Managers/Corporate Directorates, a holistic view, improving the Management capacity to manage risks in an efficient way and minimizing the impact in case the risks materialize.

The Policy defines different risk categories, in which, as part of the financial risks category, tax risks related to the current Group activity are included.

Therefore, Fiscal strategy described at Fiscal Policy of Logista Group, states, as part of its key objectives the following:

- 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.
- 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.

On the other hand, the Group's Internal Control General Policy of April 25th, 2017, establishes a general action framework for controlling and management of internal and external risks of any nature, which may affect the Logista Group, in accordance with the risk map in place at all times in the achievement of its

objectives (Corporate Governance risks, market risks, financial risks, regulatory risks, business risks, operational risks, penal risks and reputational risks, among others).

E.2 Identify the bodies responsible for preparing and implementing the Risk Management System, including tax-related risks.

The Board of Directors

Among its non-delegable faculties, the Board of Directors has to approve the general policies and strategies of the Group and among them, the control and risk management policy, including tax risks, as well as the supervision of the internal reporting and control systems, in particular those for financial information.

Risk and Control Management Policy will identify, at least, (i) different risk categories, financial and not financial (operational, technological, legal, social, environmental, political and reputational, among others), for which the Group is exposed to, including those financial or economical, contingent liabilities and other off-balance risks; (ii) the determination of the risk level that the Group considers acceptable; (iii) predefined measures to mitigate impact of the risks identified, in case they would materialise, and (iv) information and internal control systems that will be used to control and manage those risks, including contingent liabilities or off-balance risks.

The Audit and Control Committee

Among others, the Audit and Control Committee shall have the following competencies in relation to the supervision of the management and control of risks, according to its Regulation, dated on December 19th, 2017:

- i. Supervising the effectiveness of the Company's risk systems, reviewing the appointment and replacement of the managers, and also, when appropriate, submitting recommendations or proposals to the Board of Directors, and the corresponding period for their following-up.
- ii. Supervising the risk control and management unit, which will have, among other duties, that of ensuring that the risk control and management systems are functioning correctly, and in particular, that the major risks to which the Company is exposed are correctly identified, managed and quantified; that of actively participating in the preparation of risk strategies and in key decisions about their management; and that of ensuring that the risk control and management systems are mitigating risks effectively within the framework of the policy established by the Board of Directors.

The Internal Control Committee

This Committee depends on the Audit and Control Committee of the Board of Directors, hierarchical and functionally.

The Committee has the following basic functions, among others: To promote and coordinate the work for annually updating the Group's risk map and propose approval to the competent bodies.

In relation with the Penal Risks Prevention Model, the Internal Control Committee also acts as Unit of Control and Follow-Up of Penal Risks, in relation with the direct penal responsibility of the legal persons, established by Spanish laws.

The Logista Group Internal Control Committee is comprised of the Corporate Financial Director, who acts as Chairman, the Internal Control Director, the Human Resources Director, a representative of the Legal Department, the Corporate Resources Director as well as the General Managers of the three most important businesses of the Group, acting the Internal Control Director as Secretary.

The Corporate Internal Audit Directorate

The Corporate Internal Audit Directorate has the responsibility of:

- Preparing the Group's Procedures and criteria for the Risks Management, and controlling those approved by the Board of Directors for the Risks Management.
- Coordinating the development and regular updating the Group's Risks Map and regularly reporting to the Audit and Control Committee, who will report to the Board, on the appearance of new Risks, the evolution of the identified Risks the extent of implementation of the approved action plans and the general manner of functioning of the Group's System of Risks Management.
- Inform about the risks that may have materialized, indicating the circumstances that have motivated them and if the established control systems have worked.

Process Owner:

Employees responsible for the design, process development and detection of risks and opportunities that may affect them. They are also responsible for the implementation of policies and internal control standards. They should identify the Risks of the Process and the Internal Control Activities that have to be performed in order to avoid or reduce those Risks, as well as monitoring them and supporting and reporting to the Internal Control Coordinators.

Internal Control Coordinators:

They are responsible for promoting the implementation, development and coordination of the Internal Control System. Generally, this function will be occupied by financial officers of the Business and Corporate Management that makes up the Group.

Control Owner:

Employees responsible for carrying out the Control Activities defined in the Internal Control System and for informing the Process Owner, through reporting, of their results. When appropriate, they must suggest improvements and corrective measures to improve the design and effectiveness of the Control Activities, and they must at all times follow the directives in relation to the Risks Management.

E.3 Indicate the main risks, including tax-related risks, which may prevent the company from achieving its targets.

In the Group Risk Map, the following risks were identified, among others, which are classified according to its category as stated at the Risks Management Policy of Logista Group:

Environment Risks:

- Group's business could be adversely affected by the deterioration of the economic conditions, habits and consumption behaviour in the markets in which it operates (mainly Spain, Portugal, France and Italy).
- Tobacco illicit trade and contraband impacting in distributed tobacco volumes.
- Any future significant tax increase (eg: VAT and excise duties) or Tobacco price increase could have a negative effect on the business, as it would generate a drop of consumption and increase of illicit trade, and worsen the prospects or the financial situation and the operating result.

Business Risks

- Liberalization in the main markets where the Group operates as tobacco products authorized distributor where currently exists a State monopoly for retail sale of these products could affect results, if the measures already planned by the Group were not implemented.

- The growth strategy of the Group relies, among others, on other business activities different from tobacco. As long as the Group won't be able to achieve a sustainable increase of that business, the Group results would be affected.

Operational risks:

- Theft of tobacco in facilities and during transport associated to increases in insurance premiums.
- Technological risks associated to the lack of (or faulty) availability of the Information Systems.
- Cybersecurity risk, as the Group is exposed to threats and vulnerabilities due to the regular use of technologies and information systems in the development of their different activities.

Regulatory Compliance Risks:

- The Logista Group Businesses are subject to compliance of numerous general and industry laws and regulations, with European, national, regional and local reach, in every country where it operates, exposing the Group to potential failures to comply and the corresponding sanctions or claims and, on the other hand, to increasing costs for supervision of compliance and control.
- European Directive 2014/40/UE (3 April 2014) established tighter rules for tobacco products, related among others, to labelling, ingredients, track and trace and cross-border trade, that could affect the tobacco volume sold. The Directive has already been incorporated by all member States where the Group operates.
- Penal risk (commission of crimes within the company and/or in the benefit of the Group) or Risks associated to litigation in which the Group is currently part, either as plaintiff or defendant.

Financial Risks/ Tax Risks:

- Changes in the group's payment cycles could oblige it to seek external sources of finance to fulfil its obligations: As with any other wholesale business, the payment cycles for products acquired from manufacturers and the collection cycles of the points of sale do not coincide. For this reason alone, the Logista Group's payment to the tax authorities is made in a cycle which is different from that of the manufacturers and the points of sale.
- Furthermore, possible changes in the fiscal regulations could impact directly on the Group's results and cash management (excise duties, Corporation Tax, income tax, etc.).
- Risk of impairment of fair value of assets, in relation with goodwill high carrying value.
- Commercial credit risk derived from the usual business operations with customers.

E.4 Identify if the company has a risk tolerance level, including tax-related risks.

Group risk management methodology considers different risk tolerances when rating gross risks, both with quantitative and qualitative criteria, and assessing the risk impact which allocate each risk in the general scheme of risk appetite.

Criteria used by the Group are: regulatory compliance, financial-economic impact, safety and security, impact in processes and reputational impact.

These criteria, together with ratings over likelihood rating and evaluation of risks tolerance for each risks identified, are added to the tools used for risk management (risk register and risk map), in order to

report and monitor and adequate follow-up of key risks by the corresponding bodies.

The Risk Management Policy defines the position of the Company regarding the risk typology, including tax-related risks.

The Group has a low tolerance towards the risk in what concerns to policies, laws and regulations compliance, including tax regulation.

In general, due to the particularity of the business and the markets where the Group is present, it has a moderate risk profile, therefore risk management has to be done considering the following:

- a) Achieve those strategic objectives defined by the Group, keeping a level of uncertainty under control.
- b) Maximize the level of guarantee to shareholders.
- c) Protect Group financial results and reputation.
- d) Take care of stakeholders interests (shareholders, customers and manufacturers).

Highlight that in the strategic Group framework, providing high added value logistical services with a high level of technological innovation, the Group presents higher level of tolerance considering the technological risks that could occur.

E.5 Identify any risks, including tax-related risks, which have occurred during the year.

Regular operational risks, in the ordinary course of business, particularly theft of tobacco in the company facilities and during transport, not affecting the Group's financial results as the merchandise was properly insured.

Liabilities for the resolution of fiscal litigation processes, ruled against the Group, not affecting significantly the Group's financial results, as they were properly provisioned.

E.6 Explain the response and monitoring plans for the main risks the company is exposed to, including tax-related risks.

The methodology to elaborate the Group Corporate Risk Map, based on the individual risk evaluation of the businesses, forces the evaluators to assess the risks before and after considering the mitigating controls and action plans established for each case, ending up with the residual risk classification (Severe, High, Moderate or Low). The Risk Management Procedure of Logista Group states that, for each residual risk, it will be decided which action has to be done (Eliminate, Mitigate, Transfer or Assume), and also an action plan will be defined.

See below the main existing controls for the risks identified in the E.3 section:

Environment Risks

- The markets most affected by the poor economic evolution, and the Businesses most exposed to its customer credit risks, are reinforcing the procedures for the recovery of debts to shorten the terms, as well as reducing and tightly monitoring the credit limits, fostering the obtaining of bank guarantees.
- Regarding tobacco illicit trade and contraband, the Group is developing projects together with the manufacturers to establish more demanding track and trace protocols, in compliance with the European Directive of April, 3rd 2014.

Business Risks

- The effect of liberalizing the main markets in which the Group operates as tobacco-related products authorized distributor where currently there is a State monopoly for retail sale would, if there is a negative effect, mitigated by the business diversification strategy followed by the Group, and the capacity to sell tobacco through the large capillary point of sales network.

Operational risks

- Theft of tobacco in the company facilities and during transport.
The following measures reduce both the impact and the likelihood to a tolerable risk level:
 - ✓ Follow up of maximum security standards.
 - ✓ Insurance Policies.
- Technological risks
 - ✓ Existence of Contingency Plans periodically tested to assess their effectiveness.
 - ✓ There are permanent monitoring activities of the service level agreements according to the supplier that provides and administrates the Group infrastructures.
- Cybersecurity risk:
 - ✓ Preventive work of digital surveillance.
 - ✓ Bi-annual external intrusion test and internal for new web applications.

Regulatory Compliance risks

- The Corporate Legal Department centralizes the supervision of the most relevant contracts within the Group, to ensure that they strictly comply with Laws, and that the third parties contracting with the Group's companies comply with the principles of the Code of Conduct.
- In relation to Compliance and Crime Prevention within the Group's companies, the following controls currently exist:
 - ✓ The Group has a Code of Conduct and periodically asks employees to undertake training on its contents.
 - ✓ The Group has an Internal Channel for denounces and irregularities, with policies and procedures available to every employee in the Group intranet.
 - ✓ The Corporate Legal Department centralizes supervision of most significant contracts all across the Group.
 - ✓ There are Policies for investment, expenditures, indebtedness and other transactions, that require a strict approval and communication workflow.
 - ✓ Also, adapted to the specific characteristics of the penal codes in Spain and Italy, in addition to the Group Code of Conduct, there are specific Manuals for crime prevention in these countries according to which, in case of lack of compliance with the controls and general behaviour principles stated in them and in the Group Code of Conduct, disciplinary actions could be taken against the offenders.
 - ✓ There are specific procedures for preventing money laundering in the Group, being the Regulatory Compliance Directorate the body in charge addressed as the valid interlocutor with the SEPBLAC.

Financial/Tax risks

- Regarding the goodwill high carrying value, the Group undertakes impairment tests according to the IFRS.
- Credit risks mitigated by periodical credit controls, hiring insurance policies in order to mitigate possible impacts of unpaid credits in the commercial transactions.

F INTERNAL SYSTEMS FOR THE CONTROL AND MANAGEMENT OF RISKS RELATED TO THE PROCESS OF FINANCIAL REPORTING (ICOFR)

Describe the mechanisms which constitute the systems for the control and management of risks related to the process of financial reporting (ICOFR) in your entity.

F.1 The entity's control environment

Report on the following as a minimum, indicating their main characteristics:

F.1.1 The bodies and/or departments responsible for (i) the existence and maintenance of adequate and effective ICOFR; (ii) the implementation of those ICOFR and (iii) the supervision of those ICOFR.

The Logista Group system for the internal control of financial reporting (hereinafter 'ICOFR') forms part of the Logista Group internal control system and consists of the whole of the processes carried out by the Board of Directors, the Audit and Control Committee, Senior Management and the Logista Group personnel to provide reasonable security in relation to the reliability of the financial information which is released to the markets.

Article 5 of the Rules of the Board of Directors of 26th January, 2016, modified at December 19th 2017 entitled 'The general role of supervision', lays down as one of its responsibilities the definition and approval of the Logista Group policies and general strategies, and in particular, the policy on control and management of risks, including fiscal risks, and the supervision of the internal systems of reporting and control, and in particular, of financial reporting. It also defines the ultimate responsibility of the Board of Directors over the financial information which, as a quoted company, the Company has to publish regularly, and its responsibility to formulate the annual accounts and present them to the General Shareholders' Meeting.

In accordance with the provisions of Article 43 of the By-Laws, the Logista Group has an Audit and Control Committee, whose main responsibilities, according to Article 17.2 of the Board's Rules and article 5 of Audit and Control Committee Regulation dated on December 19th 2017, are the following:

a) In relation to the control of financial reporting:

- Reporting at the General Shareholders' Meeting on the questions raised by shareholders about subjects within its area of responsibility, and in particular, about the result of the audit, and explaining how it contributed to the completeness of the financial information and to the role which the Committee performed during this process.
- Supervising the process of drawing up the required financial information and its completeness and submission, and making recommendations or proposals to the Board of Directors aimed at safeguarding its integrity, checking compliance with regulations, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles. , and, in particular, knowing, understanding and supervising the effectiveness of, the system for the internal control of financial reporting (ICOFR).
- Supervising compliance with legal requirements and the correct application of generally accepted accounting principles, and reporting on the proposals for modification of accounting principles and criteria suggested by Management, and of the risks on and off the balance sheet.
- Ensuring that the Board of Directors arranges to submit the accounts to the General Shareholders' Meeting without limitations or qualifications in the audit report and that, in the unlikely event of there being qualifications, that both the Chairperson of the Audit and Control Committee and the auditors clearly explain to the shareholders the nature and extent of those limitations or qualifications.

- Reporting to the Board of Directors on the Company's Annual Accounts and on the financial information, which the Company has to publish regularly, and which has to be sent to the bodies that regulate or supervise the markets.

b) In relation to the supervision of internal control and of internal auditing:

- Supervising the effectiveness of the Company's internal control systems, and in particular, those for financial reporting and the Company's risks systems, reviewing the appointment and replacement of its managers, and discussing with the accounts auditors or auditing companies the weaknesses of the internal control system, detected during the audit, all of this without compromising its independence. To that end, and where appropriate, recommendations or proposals may be submitted to the Board of Directors in keeping with the corresponding period for follow-up activities.
- Supervising the services and activities of the internal Audit unit and, in particular, assuring the independence of the unit handling the internal audit function, which will report functionally to the Committee's Chairperson and will ensure the effectiveness of the reporting and internal control systems; proposing the selection, appointment, re-election and cessation of the head of the internal audit service; proposing the service's budget; approving its priorities and work programmes, ensuring that it focuses primarily on the main risks to which the Company is exposed; receiving regular reports on its activities; and verifying that the senior managers are acting on the findings and recommendations of its reports.

The head of the unit handling the internal audit function will present an annual work programme to the Committee, inform it of any incidents arising during its implementation and submit a report on its activities at the end of each year.

In accordance with the Internal Control General Policy of Logista Group, it is assigned to the Internal Control Committee of the Logista Group, which President is the Finance Corporate Director, the mission to drive forward and monitor the Internal Control System (in which ICOFR is embedded), and provide and approve the basic guides to its operation, under the supervision of and dependency on the Audit and Control Committee of the Board of Directors.

Among other functions, the Internal Control Committee establishes the responsibility to validate the proposals of the Internal Control Process Owners or Co-ordinators, or of the Corporate Directors or Business Managers, to define, update and develop new processes or sub-processes and risks and control activities, including all those which are related to the ICOFR.

The Finance Corporate Directorate is the body responsible for defining the systems of internal control over financial information. In this regard, it establishes and defines the policies, guidelines and procedures related to the generation of the said information, in order to guarantee the quality and authenticity of the financial information generated and monitors its compliance.

In addition, among the functions defined in the rules of Internal Auditing, the Management of the Internal Audit Department has that of providing the Logista Group, and in particular its Senior Management, its Board of Directors and its Audit and Control Committee, with a reasonable degree of assurance in relation to the following points:

- That the significant risks of the Logista Group are identified and managed effectively and efficiently, and that proposals are made to the competent bodies of any strengthening measures that are considered necessary in any of the component parts of the Logista Group Internal Control System (Control Environment, Risk Evaluation, Control Activities, Information and Communication, and Supervision);
- That in particular, there is adequate supervision of the system for the internal control of financial reporting (ICOFR).

F.1.2. If the following elements exist, especially in connection with the process of preparing financial information:

- **Departments and/or mechanisms entrusted with: (i) the design and review of the organisational structure; (ii) clearly defining the lines of responsibility and authority, with an appropriate distribution of tasks and roles; and (iii) ensuring that the procedures for disseminating this information throughout the entity are sufficient.**

According to Article 6.2 of its Rules, the general purpose of the Board of Directors of the Logista Group is to determine and supervise the Logista Group business and financial objectives, agreeing on the strategy, the plans and the policies by which to achieve them, propelling and supervising the management of the Group and the achievement of the established objectives, and ensuring the existence of adequate management and organisation, under effective supervision of the Board.

Notwithstanding the foregoing, the policy of the Board of Directors is to delegate the ordinary management of the Group to the executive bodies and the management team, except in those matters which, according to the Law, the By-Laws or the Board's Rules, cannot be delegated.

For this reason, the Appointments and Remunerations Committee has the responsibility, among others, to advise on the proposals for the appointment or severance of senior directors which the Chief Executive proposes to the Board.

Among the roles of the Senior Management are the design and review of the organisational structure of the different units of corporate business, for the purpose of identifying needs, inefficiencies and areas for improvement in the design of those structures, and the definition of the lines of responsibility and authority, and the appropriate distribution of tasks and roles.

The Corporate Directorate of Human Resources has procedures for updating the organisational structures at corporate level and of each of the Logista Group subsidiaries. These procedures are documented in organisation charts, which show the lines of authority up to a certain organisational level.

The Logista Group has a range of internal regulations governing the allocation and division of responsibilities and the segregation of functions in the different areas of the Group. Also, the Logista Group has job descriptions where main responsibilities of each job positions are described.

Specifically, the Corporate Financial Directorate has organisation charts showing the composition of the Financial Departments of each of the subsidiaries and business units; it also has regulations and procedures containing information about the tasks carried out by the different members of those departments, and information about the responsibilities included in the jobs of the key personnel involved in the preparation of the financial statements.

Dissemination is through the corporate Intranet which is used for internal communications, and through which the Logista Group regulations and procedures, as well as information about the most important changes occurring in the organisational structure, are disseminated. Furthermore, in the Corporate Intranet Directory one may find complete information about each of the employees of the Logista Group, including the post occupied and the reporting lines.

- **The code of conduct, the approving body, the degree of dissemination and instruction, the principles and values included (with an indication of whether there are specific references to the record of operations and the preparation of financial information), the body responsible for analysing breaches and proposing corrective actions and sanctions.**

The Logista Group has adopted the Code of Conduct issued by its Controlling Shareholder, Imperial Brands PLC, which has been approved by its Board of Directors. There is, in addition, a Code of Conduct which applies specifically to the Logista Group companies in Italy (the 'Código Etico'), approved by the Board of Directors of Logista Italia, S.P.A., within the framework of Legislative Decree 231/01, which governs the regulation of compliance in the matter of criminal risks, and which describes in detail all the processes of the Logista Group Italian companies, including the preparation of financial information, which are in turn analysed by the governing and control bodies legally required in Italy.

The Logista Group Code of Conduct may be consulted on its Intranet.

All the employees of the Logista Group have to commit themselves to its compliance and as a prove of that, they must sign a ‘recognition’ document, confirming that they have read the Code of Conduct and will observe its provisions. Logista has versions of this document in English, Spanish, French, Italian, Portuguese and Polish, so that it can be correctly disseminated and understood in all the countries in which it operates.

The Code of Conduct lays down the principles of responsible behaviour which all the employees have to observe, and offers a practical guide to the way in which important ethical and legal matters should be dealt with. As fundamental values, it includes business integrity, responsible commercial practice, trust, respect and responsibility. Each of the general principles is elaborated on in the body of the Code.

In particular, within the principle of responsible commercial practice, there is a section on accuracy in accounting and the keeping of financial records and notifications, of which the main obligations are explained below:

- To report and record all our financial information accurately and objectively.
- To ensure that accurate and complete financial and commercial records are kept.
- To ensure that all the financial reports, notifications, forecasts and analyses for which we are responsible are transmitted honestly and accurately.
- To observe all of the laws, external requirements and procedures of the Company when transferring financial and commercial information.
- To co-operate openly with the Logista Group Compliance Department and with our external auditors.
- To strive to identify any potentially erroneous representation of the accounts, data or records, or any occurrence of potential fraud or deception, and to inform the local, regional or departmental heads of finances, the Director of Accounting, Forecasting and Taxation or the Logista Group Compliance Manager of any worry or doubt about the accuracy of the financial reports.

The Code of Conduct itself and its complaints procedure lay down a procedure for notifying, recording and investigating possible breaches of the Code of Conduct as well as the principles of the investigations and the disciplinary measures, including dismissal, and the rights of appeal.

The body ultimately responsible for these activities is the Audit and Control Committee itself, who in its Regulation states as part of its responsibilities the supervision of compliance with corporate governance rules and the Internal Codes of Conduct of the Company.

In particular, the Audit and Control Committee shall (Article 5 (v) b (i)):

- Supervise compliance with the Internal Codes of Conduct of the Company, particularly with the Internal Securities Market Code of Conduct, the Regulations and the Logista Group’s governance rules, as well as putting forward proposals for its improvement.
 - **The complaints channel, which enables notifications of financial and accounting irregularities, of any possible breaches of the Code of Conduct, or of any irregular activities in the organisation to be made to Audit Committee, together with, if appropriate, information about their confidential nature.**

The Regulations of the Board of Directors assign the Audit and Control Committee the responsibility of establishing and supervising a procedure that allows the Logista Group’s employees, confidentially and, if appropriate, anonymously, to report irregularities of potential importance, especially financial and accounting, that can be detected within the Company.

The Logista Group has a Policy and Procedure on Complaints of Malpractice (“Whistleblowing”), which was approved by the Board of Directors on 26th April, 2016.

This Policy formalizes the existence of a channel for denouncing behaviour, deeds, actions, omissions

or failure to observe the principles, ethical values, laws and internal regulations applicable to the Logista Group, and establishes the general principles which govern the notification of the complaint, as well as the subsequent actions that have to be taken by the Logista Group as a result of such a notification of complaint. The procedure develops the aspects or premises which require the Implementation and execution of the Policy.

One of the bodies competent to receive complaints and to investigate cases of malpractice is the Audit and Control Committee, when if, in the conduct, deeds, acts, omissions or non-compliance which constitute(s) the Malpractice, the participation or direct or indirect involvement of any Member of the Board, including its Secretary, or of a Company Director, or of the General Manager of a Business, is deduced, immediate report will be given by the Secretary of the Whistleblowing committee or Internal Control Unit, to the President of the Audit and Control Committee, or if implicated, to any member of the Board of that Committee.

Also, the Procedure states that the Directorate of Corporate Internal Auditing will prepare a report on cases that are relevant, of significant importance, of a financial or accounting nature, or serious, which will be forwarded to the Audit and Control Committee, which will, in addition, supervise the general observance of the Logista Group's Policy on Complaints, and of the provisions of this Procedure.

With regard to the confidentiality of complaints, the Policy states as one of its key principles the guarantee of Confidentiality and, as far as the applicable local legislation allows, the anonymity of the complaint.

The identity of the 'whistleblower' will not be disclosed to anyone other than the Bodies Competent to receive and investigate a complaint of Malpractice, in any of the stages of the Investigation Procedure, nor will the said identity be revealed to third parties or to the people being investigated.

As an exception, and under the applicable regulations, the identity of the 'whistleblower' can be revealed to the Administrative or Legal Authority which is handling the investigation procedure initiated by or resulting from the complaint of Malpractice.

- Programmes for the training and regular updating of staff involved in the preparation and reviewing of financial information, and in the evaluation of the ICOFR, covering at least the following: accounting principles, auditing, internal control and management of risks.

Within the system for annual performance management assessment, personal development is encouraged, and any need for training in the said subjects is detected and then reflected in the Annual Training Plan.

The Human Resources Department, in collaboration with each of the business units, is responsible for defining the Logista Group Annual Training Plan, in which the training needs of the staff, including those involved in the generation and issue of financial information, and the internal control and management of risks, are identified.

In this way, training courses are given annually to those of the staff who are involved in the preparation and reviewing of financial information. Specifically, external training has been given on the following subjects: internal audit of prevention systems in money laundering, Certified Internal audit, advanced accounting, practical accounting, corporate defence, dashboards and reporting, program on certification in internal control (COSO), quick sense for finance and accounting and workshop of the IT audit universe.

In order to ensure that the regulatory modifications and updating which are required to guarantee the reliability of financial information are understood and applied, the departments involved in the preparation and supervision of financial information keep themselves permanently informed of any such modification, through the subscription to bulletins and newsletters from external sources, as well as by the attendance to conferences and seminars of specific topics and technical updates, such as: tax and

accounting innovations, practical application of the robotics to the activities of the control of risks and compliance, national meeting on risks management.

Furthermore, on-line specific training to all employees about Crime Prevention Risks has been given.

F.2 Evaluation of risks in financial reporting

Report on at least the following:

F.2.1. The main characteristics of the process of identifying risks, including those of error or fraud, in relation to:

- **Whether the process exists and has been documented.**

The Logista Group has a specific selection of policies for the process of identifying risks in the Group, specifically:

The "General Policy on Internal Control" has the purpose of establishing a model or general framework of action of the Logista Group for control of external or internal risks of whatever kind, which could affect the Group.

The "Internal Control Procedure" defines and regulates the Control activities that the Logista Group must follow, to avoid or attenuate these internal and external Risks.

Also, the "Risk Management Policy" and the "Risk Management Procedure" describe risks management as an interactive and continuous process, incorporated into strategy and planning process. The Policy and the Procedure together define the basic principles and methods to be followed in the Group, and they are reflected in the Logista Group risks map.

In the methodology used for Risks Management implemented in the Group, during the phase of identification and prioritization of risks, those risks of a financial nature are considered; among these, the risks of fraud and risk of error in valuation and financial reporting are considered to be relevant when categorizing the financial risks

The risks management process is reflected in a risks register, which is prepared from assessments of the impact and probability of each risk, made by those responsible for the processes in all the Logista Group companies, who take into consideration variables both quantitative and qualitative.

Its output is the Logista Group Risks Map: there is a consolidated risks map of the Logista Group and also there are maps of specific risks for each Company and Business unit or Corporate Directorate, linked to key Business and Corporate Directorates' processes.

- **Whether the process covers all of the objectives of the financial assertions (existence and occurrence; completeness; valuation; presentation, breakdown and comparability; and rights and obligations), whether it is updated, and if so, how often.**

Additionally, on an annual basis, Internal Control Department makes an assessment, by each Business and Company, of the significant accounts, both at quantitative and qualitative level, which are later on linked to the different processes, and which results are gathered in what is denominated as ICOFR Scope Matrix, which determine relevant process for ICOFR purposes.

Taking the Scope Matrix as a reference, the Group develops the identification and description of each of the transactional risks in the processes that are relevant for the purposes of the ICOFR. This analysis is documented at the ICOFR risks and control matrix.

The Corporate Financial Directorate developed in 2016 an instruction for "ICOFR documentation", in which premises to be followed are exposed in order to guarantee an adequate documentation maintenance. More explicitly, it is reflected that the review of these documentation must be a continuous and constantly updated process. Nevertheless, at least annually, at the beginning of the fiscal year, Internal Control Coordinator will do a general review of the documentation in order to guarantee a proper maintenance and communication. In case no update needs to be done to the current documentation, this fact will be communicated both to Internal Control Department.

- The existence of a process of identification of the consolidation perimeter, taking into account, among other aspects, the possible existence of complex corporate structures, instrumental or special-purpose entities.

The Logista Group consolidation perimeter is determined monthly by the Financial Corporate Directorate, based on the “Annex 23-Consolidation Procedure” of the “Finance Accounting Manual, Consolidation and Reporting of Logista Group and its Subsidiary Companies. This Procedure establishes the system to be followed to define the consolidation perimeter and to ensure that it is correctly updated, so that nothing is omitted from the consolidated financial information.

In the Group consolidated financial statements at the close of the financial year, in accordance with the methods of inclusion applicable in each case, all those companies belonging to the Logista Group, joint businesses and companies associated with it were included in accordance with the content of the IFRS. For that purpose, the Consolidation Department has a detailed checklist of all the companies belonging to the Logista Group, and carries out a specific, regular analysis of the consolidation criteria to be applied.

- Whether the process takes account of the effects of other types of risk (operational, technological, financial, legal, reputational, environmental, etc.) to the extent that they affect the financial statements.

In its System of Risk Management, the Logista Group considers the following categories of risk, which may be distinguished according to their nature or their consequences:

- Environment Risks: including those events regarding economic matters, such as the consequences in the consumer habits from the economic crisis in the countries where the Group operates. As well, due to the regulated nature of the tobacco market, main business of the Group, the risks regarding any modification to the tobacco regulations fall into this category.
- Business Risks: enclosing in this category any risk regarding the behavior of the different agents present in the Businesses of the Group, such the relationship with the tobacco manufacturers, or the entrance of new competitors.
- Operational Risks: those related to the regular Group operations, such as process inefficiency, technology problems, non-compliance with quality or environment standards, or those resulting from errors in the execution of the activities.
- Regulatory Compliance Risks: resulting from non-compliance with existing regulations affecting the Group, including the internal policies and procedures, as well as those regarding the legal regulations that subject the Group, the penal risks and the compliance with the both the legal regulations and the internal policies regarding the internal control over financial reporting.
- Financial/Fiscal Risks: considering those risks regarding the Group exposure to price and other market variables fluctuations, such as the exchange rate, interest rate, oil price, etc. Furthermore, credit risks resulting from contractual liabilities, as well as fiscal risks from the Group activities lie into this category.
- Decision-making Risks: incorporating in this strand those events that could derive in errors due to an incorrect process of the decision-making data, such as the elaboration of accounting and financial statements.
- Reputational Risks: including those events that could negatively affect the Group image and, therefore, its value, resulting from a behaviour under the stakeholders expectative.

The Logista Group has also introduced a Model for the Prevention of Criminal Risks, covering the legal risks considered in the Manual for the Prevention of Offences, and also a Crime prevention system in their Italian subsidiaries to comply with Legislative Decree 01/231.

- **The Entity's Governing Body which supervises the process.**

The Board of Directors of the Company, has a non-delegable faculty, according to Article 5 of its Regulation, the determination and approval of the policy for control and management of risks, including tax risks, as well as supervision of the internal reporting and control systems, in particular those for financial information. The policy for control and management of risks should identify at least: (i) The different types of financial and non-financial risk which the Company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks), including under the financial or economic risks, contingent liabilities and other off-balance-sheet risks; (ii) the determination of the risk level the Company considers acceptable; (iii) the measures in place to mitigate the impact of identified risk events should they occur; and (iv) the internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance sheet risks.

On the other hand, Article 5 of Audit and Control Committee Regulation assigns to this Committee, the latest responsibility of the supervision of the management and control of risks:

- Supervising the effectiveness of the Company's risk systems, reviewing the appointment and replacement of the managers, and also, when appropriate, submitting recommendations or proposals to the Board of Directors, and the corresponding period for their following-up.
- Supervising the risk control and management unit, which will have, among other duties, that of ensuring that the risk control and management systems are functioning correctly, and in particular, that the major risks to which the Company is exposed are correctly identified, managed and quantified; that of actively participating in the preparation of risk strategies and in key decisions about their management; and that of ensuring that the risk control and management systems are mitigating risks effectively within the framework of the policy established by the Board of Directors.

The mentioned control and risk management unit is represented by the Logista Group Internal Control Committee, which has the functions stated in the preceding section E.2.

Likewise, and regarding this issue, the Internal Audit Corporate Directorate has the functions set up in the preceding section E.2.

F.3 Control activities

Indicate whether the entity has at least the following, and if so, indicate their main characteristics:

F.3.1. Procedures for the review and authorisation of the financial reporting and the description of the ICOFR, for publication in the securities markets, identifying their managers, and documents describing the flows of activities and controls (including those related to the risk of fraud) of the different types of transaction which can materially affect the financial statements, including the procedure for accounts closure and the specific review of the relevant opinions, estimates, valuations and projections.

The regulated financial information to be sent to the markets complies with the provisions of Royal Decree 1362/2007 of 19th October, and Circular 1/2008 of 30th January of the CNMV (*Comisión Nacional del Mercado de Valores*: National Securities Market Commission).

The Logista Group has an "Accounting Policy Manual, which defines a series of manual and automatic checks that are used to verify financial information, prevent fraud, and ensure compliance with current legislation and the generally accepted accounting principles. There is also a formal procedure for accounts closure in which the financial information is prepared by each economic/financial manager of each subsidiary company or business, which is verified by the Consolidation and Reporting Department, and approved, before publication, by the Logista Group Finance Corporate Directorate. It is also checked by the external auditors. Finally, it is analysed by the Audit and Control Committee, which reports to the Board of Directors, the latter being the body which finally approves it and agrees to its publication

and dissemination to the markets, as explained in section F.1.1.

With regard to the specific review of the relevant opinions, estimates, valuations and projections, the Logista Group, as part of their Accounting Manual, has a specific annex about financial Provisions which describes the manner of dealing with each of the provisions which the companies in the Logista Group may make, and which is designed to reduce the risk of error in processes related to specific transactions.

In addition, every quarter, the Financial Directors and Controllers of the Logista Group Businesses and/or Companies issue a certificate in which they declare that the Logista Group General Policy on Internal Control has been complied with as regards reconciliation of key accounts and controls. Every year, they also issue a representation letter in which they certify:

- That they were themselves responsible for preparing the financial statements reported at the close of the financial year, and for any other breakdown produced.
- That the financial statements were obtained from the Company's accounting records, which reflect all its transactions and its assets and liabilities.
- That the Company's accounting records correspond to what was produced by the consolidation tool in accordance with the local accounting standards plus the adjustments necessary to align them with the IFRS.
- That the concepts included in each account correspond to those in the Group's Accounting Plan and Manual.
- That the estimates and important decisions were made on the basis of the latest information available in the business and are sufficiently well documented and justified.
- That responsibility is accepted for the reliability of the information contained in the consolidated financial statements of the Company or subgroup (where applicable) at the close of the financial year.

Furthermore, and with regard to the documentation describing the flows of activities and controls of the different types of transaction which can materially affect the financial statements, the Logista Group has prepared the required documentation which describes the control activities which cover all the purposes of controlling financial reporting for the Logista Group, by means of its corresponding ICOFR risk and control matrix, narratives and flowcharts, in accordance with the recommendations made by the CNMV.

The aforementioned risk and control matrix, narratives and flowcharts contain information about, among other matters, the activity of control, the risk which has to be reduced, how often it has to be carried out and by whom, and the definition of critical control and fraud control.

F.3.2. Policies and procedures for the internal control of information systems (including security of access, management of changes, and implementation of the same, operational continuity and segregation of functions) which support the entity's processes connected with the preparation and publication of financial information.

The Logista Group uses information systems to keep an adequate record and control of its operations, so their correct functioning is crucial for the Logista Group.

The Management of Information Systems within the Management of Corporate Resources is responsible for the Logista Group information and telecommunications systems. Among its functions is that of providing the Information Systems Department with a set of policies, procedures and technical and organizational means to ensure the completeness, availability, confidentiality and continuity of the corporate information, including the financial information.

The regulations ,available to all the employees through the Logista Group intranet and relating to the internal control of the information systems, is mainly formulated by the following internal Rules, some of them have been updated during the current year, and consist of:

- The General Policy on Internal Control
- The strategic framework of the Information Systems
- The General Security Policy for the Information
- The Security Procedure for the Information
- The Technical Instruction for Roles Redesign.

The General Policy on Internal Control establishes the guidelines and directives relating to the management of the risks associated with the management and use of information systems and, specifically, states that the Group's Information Systems must be controlled in order to guarantee their proper functioning and ensure control of the various types of transactions.

The General Security Policy for the Information formulates a reference framework and a set of guidelines and general principles that must be followed by all the Organization, to guarantee the Security of the Group's information and systems and other non-technological assets that it manages, , as well as to determine the bodies responsible for it.

General Security Information procedure, which develops, the mentioned Policy, as part as their provisions, states, among other, the following premises:

- **MANAGEMENT AND CONTROL OF ACCESS TO THE LOGISTA GROUP INFORMATION SYSTEMS**, whose general aim of the procedures and measures provided for in this Provision 6 is to anticipate and, as far as possible, prevent unauthorized access to the Logista Group Information, and to:
 - i. Establish a procedure for granting Users rights of logical access to the Logista Group Information Systems, and for modifying and revoking them when the User changes job or ceases to provide services to the Logista Group, respectively.
 - ii. Define the identification requirements of an authorized User to access the Information Systems.
 - iii. Establish specific control measures for access to Group Network Services and source codes.
 - iv. Establish specific control measures for access to Information Process Equipment
- **ACQUISITION, DEVELOPMENT AND MAINTENANCE OF INFORMATION SYSTEMS**, which establishes a process to ensure that security is built into the lifecycle of Information Systems, and ensures that Information Security is taken into account from the beginning of the process in which an Information System is acquired (or developed) until it is implemented, maintained and eliminated. Explicitly, in this section, it is described the control procedure for changes to Business Applications within Logista Group, and the management on changes in standard market software packages.
- **SECURITY IN OPERATIONS**, in order to maintain and manage the processing of Information and Information Systems in the Logista Group on a continuous and secure basis, and to guarantee that the technological services provided by the Corporate Directorate for Information Systems are being provided normally, the operational procedures necessary for this purpose (such as those relating to backups and recovery of Systems, monitoring, task planning, installation and configuration of Systems, etc.) are documented by this Department. Additionally, in this Procedure there is a specific section concerning Communications Security Management (Network Infrastructure Security Management, Network Device Security, Firewall Policy, and Wireless Networks).

- **CONTINUITY AND REDUNDANCY IN INFORMATION SECURITY**, which describes the requirements to ensure the continuity of the Systems during any major event or disaster that may occur, including the continuity of Information Security in said Systems; the availability of the Technology Infrastructure in terms of redundancy, and the continuity of the functions of the different businesses of the Logista Group, including the Information Security managed by them.

Regarding Segregation of Duties, the Logista Group has designed and implemented a matrix for the segregation of functions, which segments the privileges of the users according to the minimum resources and information that are indispensable for the correct performance of the tasks associated with the workstations in the users' areas. In addition, and to complement the matrix for the segregation of functions, a set of measures and/or activities complementary to the segmentation of privileges has been established, such as the inclusion in the model of a group of users with greater privileges, with the aim, after an express request and while keeping track of the operations carried out, of supporting the operations of the corresponding users' area.

Finally, the Technical Instruction for Roles Redesign defines the specific guidelines that should be taken into account when designing the roles, their classification, their nomenclature and the structure they should have, existing a classification and nomenclature specifically for those "SOD Roles", which are those containing critical transactions managed by the Segregation of Duties Model.

F.3.3. Policies and procedures of internal control designed to supervise the management of activities subcontracted to third parties, and of those aspects of evaluation, calculation or valuation entrusted to independent experts, and which can materially affect the financial statements.

For the current financial year, none of the processes resulting in the collection of financial information with a material impact on the individual or consolidated financial statements of the Logista Group have been externalised, so the Logista Group has not required reports about the effectiveness of the controls established by entities outside the Logista Group, other than the requirements of the policies for contracting third parties which the Logista Group uses in its Purchasing Policy.

However, as the result of the valuations is not significant, the Logista Group does repeatedly use reports of independent experts for the valuation of certain commitments to employees' benefits, and for the valuations of certain properties.

The Finances Corporate Directorate monitors the work of those experts in order to check: competence, training, accreditation and independence, the validity of the data and methods used, and the reasonableness of the hypotheses used, if applicable.

F.4 Information and communication

Indicate whether the entity has at least the following, and if it has, indicate their main characteristics:

F.4.1. A specific function to define the accounting policies and to keep them up-to-date (an area or department of accounting policies) and to resolve doubts or conflicts arising from their interpretation, while maintaining fluid communication with those responsible for the operations in the organisation, and a manual of accounting policies which is updated and communicated to the units through which the entity operates.

The functions of the Management of Consolidation and Reporting, belonging to the Finance Corporate Directorate, are to define and communicate the accounting policies and keep them up-to-date, and it also has to answer enquiries about the accounting standards and their interpretation.

The Management of Consolidation and Reporting keeps abreast of changes in the accounting standards by means of communications with the external advisors and through the training which they themselves receive. These changes have to be analysed, and when they are applicable, the Accounting Policies defined in the accounting manual have to be updated.

The issue of all types of accounting standards is centralised in the Finance Corporate Directorate through their Management of Consolidation and Reporting department, which will be responsible for following and, if appropriate, applying, the modifications published in the regulations.

The Logista Group has a Manual of Accounting Policies, the purpose of which is to establish and describe the accounting policies and the Accounts Plan to which the financial information of all the Logista Group companies, the management information and the formation and formulation of the Logista Group Individual and Consolidated Annual Accounts must mandatorily be submitted.

In this way, it is intended to ensure that the content of the financial information and of the Individual and Consolidated Annual Accounts of the Logista Group are homogenous, consistent, accurate and harmonised, and that they are prepared on time.

F.4.2. Mechanisms for collecting and preparing financial information in homogenous formats, for application and use by all the units in the entity or the Group, and which support the principal financial statements and the notes, and the information given about the ICOFR.

The Logista Group main ERP tool is the ‘SAP’, which is used to record, at individual level, the accounting transactions from which financial information is obtained for the subsidiaries of the Logista Group. All the companies which constitute the Logista Group work in accordance with the same plan of accounts, which is homogenous and common to the whole Logista Group, contained in the Accounting Manual, and annually updated.

The consolidated financial statements are prepared centrally from the financial statements which are reported in the established format by each of the Logista Group subsidiaries. To do that, the Logista Group has HFM consolidation software, which the Logista Group subsidiaries and companies use for reporting, and which enables the data to be aggregated, homogenised and analysed at individual and consolidated levels. In the consolidation process, there are checks to ensure the correctness of the consolidated financial statements.

In addition, the Consolidation and Reporting Department, as part of the Accounting Manual, has developed a series annexes– such as the procedures for consolidation, for inter-company transactions and for reporting, which are applicable to all the companies which constitute the Logista Group – which establish the mechanisms for collecting and preparing financial information in homogenous formats, the general rules, rules for the insertion of entries, for the approval of manual entries, opinions and estimates (including valuations and relevant projections) and a system for communicating financial information to the senior management and ensuring the homogeneity of the process of drawing up financial information.

F.5 Supervision of the functioning of the system

Report on at least the following, indicating their main characteristics:

F.5.1. The supervisory activities of the ICOFR carried out by the Auditing Committee, and whether the entity has an internal auditing function which has among its responsibilities that of supporting the Committee in its work of supervising the system of internal control, including the ICOFR. Also report on the scope of the evaluation of the ICOFR that was carried out during the financial year, and on the procedure by which the person responsible for carrying out the evaluation communicates its results, on whether the entity has a plan of action which details any necessary corrective measures, and on whether its impact on the financial reporting has been considered.

Through the Internal Audit Corporate Directorate, the Audit and Control Committee has carried out the following supervision activities during the fiscal year:

- Approval of the audit activities related to ICOFR to be executed according to Annual Internal Audit Plan for 2018.
- Quarterly monitoring of the results of the ICOFR reviews performed by the Internal Audit Corporate Directorate, as well as the progress on the action plan implementation resulted during the audit reports.

- Review of the information about the ICOFR which is included in the Annual Report on Corporate Governance.
- Review of the report of the External Auditor's opinion on this subject.

The Logista Group has an Internal Auditing Corporate Department, with functional dependence on the Chairman of the Audit and Control Committee.

In its Internal Audit Policy, approved by the Board of Directors through its Audit and Control Committee on 2015, the purpose, authority and responsibility of the activity of Internal Auditing, and its position within the organisation are defined. Within the responsibilities of the said function, the following competencies (among others), are established:

- To evaluate whether the processes, activities and aims of internal control which constitute the Logista Group System of Internal Control are adequate, effective and efficient, and guarantee the Group, the Audit and Control Committee, and the Board of Directors of the Logista Group the effective supervision of the system of management and control of risks, if necessary making recommendations, either directly or through the Logista Group Management of Internal Control, for its strengthening;
- In particular, to ensure that there is adequate supervision of the System of Internal control of Financial Reporting (ICOFR).

With regard to planning, communication with the Audit and Control Committee, and implementation of corrective measures, the following responsibilities are defined in the Internal Audit Charter:

- In an open dialogue with the Management and the Audit and Control Committee, the drawing-up of an Annual Plan for Internal Auditing based on an appropriate method of risk management, and, if appropriate, on the needs expressed by the Businesses or Corporate Directorates. The work involved in the Annual Plan must be mainly orientated towards the Group's important risks. The Plan must envisage work for special, *ad hoc* requirements during the year. The Annual Plan, and any updating of the Plan, will be sent to the Audit and Control Committee for its approval;
- The performance of the work described in the approved Auditing Plan, and the activities of verification, inspection and review described in the Internal Auditing Plan;
- The preparation and despatch of regular (at least quarterly) summary reports to the Audit and Control Committee, on the results of the activity of Internal Auditing in fulfilment of the Annual Plan for Internal Auditing, or of other actions not included in the Plan, and on the monitoring by the Businesses and the Corporate Directorates or the Senior Management of the recommendations made;
- Collaboration with the Businesses and/or Corporate Directorates in the definition of the plans of action to comply with their recommendations, and supervision of their correct starting-up and implementation;

According to Internal Audit Plan, approved by the Audit and Control Committee, activities related to ICOFR supervision have been carried out. More specifically, a three years Plan 2015-2018 was done; in which all relevant processes of ICOFR purposes have been considered. Current fiscal year processes under review include most of Sales Management processes of those businesses with significant impact on financial statements, and also corporate processes of Tax, Human Resources and non-inventory purchases.

As part of ICOFR evaluation process, which conclusions are included in audit reports for each business and process audited, it is verified the operative efficiency of the controls described at the existing ICOFR documentation, this means: evaluate if there are significant internal control deficiencies related to financial information; if so, the financial impact is measured, and corrective measures are set up in order

to solve them resulting in action plans. Deficiencies are classified in the audit reports according to criticality, a responsible is appointed and they are monitored until its final solution.

During the current fiscal year, no internal control deficiencies have been detected with relevant impact on financial statements in those processes audited, although it has been communicated to the Audit and Control Committee those adjustments or reclassifications, not significant, raised as a result of the audit reviews.

F.5.2. Whether the entity has a discussion procedure by which the accounts auditor (in accordance with what is established in the NTA), the function of internal auditing and other experts can inform the senior management or the entity's administrators of the significant weaknesses in internal control that were identified during the annual review of the accounts or during any other processes that were entrusted to them. And also, whether the entity has a plan of action aimed at correcting the weaknesses observed or mitigating their effect.

The Audit and Control Committee meets at least quarterly with the aim of obtaining and analysing the necessary information in order to fulfil the responsibilities entrusted to it by the Board of Directors. There is an activities calendar in order to facilitate the proper planning of functions that the Audit and Control Committee is assigned, and execute the periodical activities, notwithstanding that during the year extraordinary subjects could come to light or the planned ones could be subject to changes. This calendar has been prepared on the basis of the provisions of the Capital Companies Law, the Good Governance recommendations of the Listed Companies of the CNMV and the Technical Guide on Audit Commissions of public interest entities and the Regulations of the Board of Directors. In this document, it is determined those sessions attended by the Corporate Internal Audit Director, the External Auditors, and fiscal experts or other experts when this is considered necessary.

In this regard:

- The external auditors are present at, and report on, all the sessions of the Committee in which regulated financial information and accounts formulations are analysed. In those sessions, the external auditors report to the Committee on important Auditing and Accounting matters, and on the recommendations identified as those which would enable the internal control system to improve. They also present the planning of the Accounts Auditing, their methodology, legislative innovations, and any other information considered to be useful.
- Corporate Internal Audit Director has full access to the Audit Committee, attending its sessions as a guest. Issues, among others, quarterly information, both about detected significant weaknesses in internal control, including agreed actions plans arising out of the audits with a view to correcting the detected weaknesses in internal control, and also, about the state and evolution of these action plans until their proper implementation.

Additionally, the Chair of the Audit and Control Committee issues to the Board of Directors a summary report of the matters dealt with in these committees, which summarize the significant weaknesses in internal control identified during the review processes, the analysis of the annual accounts, as well as any other financial information to be disclosed, the status of action plans, or any other subjects that have been entrusted to the Audit and Control Committee.

Lastly, both the Corporate Finance Department and the External Auditors and the Corporate Director of Internal Audit, hold private meetings with the Chair of the Audit and Control Committee, to discuss the scope of the work, its conclusions, the information to present in the Audit Committee, as well as any other information deemed appropriate.

F.6 Other relevant information

N/A

F.7 The External Auditor's report

Report on:

F.7.1. Whether the information about the ICOFR that has been sent to the markets was subject to review by the external auditor, in which case the entity should include the corresponding report as an annex. If it was not reviewed, the entity should explain the reasons for this.

The Logista Group has submitted for review by the external auditors the information about the ICOFR that was sent to the markets for fiscal year 2018.

The scope of the auditors' review procedures was in accordance with Circular E14/2013 of 19th July, 2013, of the Instituto de Censores Jurados de Cuentas de España, in which the 'Guide to Action and Model Auditor's Report relating to the System of Internal Control of Financial Reporting (ICOFR) in quoted entities', which is attached as an annex, was published.

G DEGREE TO WHICH THE GOOD GOVERNANCE RECOMMENDATIONS HAVE BEEN FOLLOWED

State the degree of conformance of the Company to the Recommendations of the Good Governance Code of listed companies.

Should the company not comply with any of the recommendations or comply only in part, include a detailed explanation of the reasons so that shareholders, investors and the market in general have enough information to assess the company's behaviour. General explanations are not acceptable.

1. The By-Laws of listed companies do not limit the maximum number of votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of the acquisition of its shares on the market.

Complies Explain

2. When both the parent company and a company controlled by it are listed companies, they both provide detailed public disclosure on:

- a) Their respective areas of activity and any business dealings between them as well as between the controlled listed company and other companies belonging to the Group;**
- b) The mechanisms in place to resolve any conflicts of interest that may arise.**

Complies Complies in part Explain Not applicable

3. During the annual general meeting, the chairman of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular:

- a) Changes taking place since the previous annual general meeting.**
- b) The specific reasons for the company not following the Good Governance Code recommendations and any alternative procedures followed instead:**

Complies Complies in part Explain

4. The company should draw up and implement a policy of communication and contacts with shareholders, institutional investors and proxy advisors that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position.

This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those charged with its implementation.

Complies Complies in part Explain

5. The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation.

When a board approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the exclusion as envisaged in company legislation.

Complies Complies in part Explain

6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual general meeting, even if their distribution is not obligatory:

- a) **Report on auditor independence.**
- b) **Reviews of the operation of the audit committee and the appointment and remuneration committee.**
- c) **Audit committee report on third-party transactions.**
- d) **Report on corporate social responsibility policy.**

Complies Complies in part Explain

7. The company should broadcast its general meetings live on the corporate website.

Complies Explain

The Board of Directors has not considered it necessary so far, due to the current floating capital (37%).

8. The audit committee should strive to ensure that the board of directors can present the company's accounts to the general meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the chairman of the audit committee and the auditors should give a clear account to shareholders of their scope and content:

Complies Complies in part Explain

9. The company should disclose its conditions and procedures for admitting share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website.

Such conditions and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.

Complies Complies in part Explain

10. When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should:

- a) **Immediately circulate the supplementary items and new proposals.**
- b) **Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.**
- c) **Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of votes.**
- d) **After the general meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.**

Complies Complies in part Explain Not applicable

11. Where a company plans to pay for attendance at the general meeting, it should first establish a general, long-term policy in this respect.

Complies Complies in part Explain Not applicable

12. The board of directors should perform its duties with unity of purpose and independent judgement, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interest, understood as the creation of a profitable business that promotes its sustainable success over time, while maximizing its economic value.

In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the environment.

Complies Complies in part Explain

13. The board of directors should have an optimal size to promote its efficient functioning and maximize participation. The recommended range is accordingly between five and fifteen members.

Complies Explain

14. The board of directors should approve a director selection policy that:

- a) Is specific and ascertainable.
- b) Ensures that the appointment or re-election proposals are based on a prior analysis of the board's needs.
- c) Favours a diversity of knowledge, experience and gender.

The results of the prior analysis of board needs should be written up in the nomination committee's explanatory report, to be published when the general meeting is convened that will ratify the appointment and re-election of each director.

The director selection policy should pursue the goal of having at least 30% of total board places occupied by women directors before the year 2020.

The nomination committee should run an annual check on compliance with the director selection policy and set out its findings in the annual corporate governance report.

Complies Complies in part Explain

15. Proprietary and independent directors should constitute an ample majority in the Board of Directors and the number of executive Directors is the minimum necessary number, bearing in mind the complexity of the corporate Group and the percentage interest held by the executive Directors in the company's share capital.

Complies Complies in part Explain

16. The percentage of proprietary directors out of all non-executive directors should be no greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital.

This criterion can be relaxed:

- a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.
- b) In companies with a plurality of shareholders represented on the board but not otherwise related.

Complies Explain

17. Independent directors should be at least half of all board members.

However, when the company does not have a large market capitalisation, or when a large cap company has shareholders individually or or concertedly controlling over 30 percent of capital, independent Directors should occupy, at least, a third of Board places.

Complies Explain

18. Companies should disclose the following director particulars on their websites and keep them regularly updated:

- a) Background and professional experience.**
- b) Directorships held in other companies, listed or otherwise, and other paid activities they engage in, of whatever nature.**
- c) Statement of the director class to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with.**
- d) Dates of their first appointment as a board member and subsequent re-elections.**
- e) Shares held in the company, and any options on the same.**

Complies Complies in part Explain

19. Following verification by the nomination committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the urging of shareholders controlling less than 3 per cent of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.

Complies Complies in part Explain Not applicable

20. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the latter's number should be reduced accordingly.

Complies Complies in part Explain Not applicable

21. The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the Bylaws, except where they find just cause, based on a proposal from the Nomination Committee. In particular, just cause will be presumed when directors take up new posts or responsibilities that prevent them allocating sufficient time to the work of a board member, or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent enumerated in the applicable legislation.

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided the changes in board membership ensue from the proportionality criterion set out in Recommendation 16.

Complies Explain

22. Companies should establish rules obliging directors to disclose any circumstance that might harm the organization's name or reputation, tendering their resignation as the case may be, and, in particular, to inform the board of any criminal charges brought against them and the progress of any subsequent trial.

The moment a director is indicted or tried for any of the offences stated in company legislation, the board of directors should open an investigation and, in light of the particular circumstances, decide whether or not he or she should be called on to resign. The board should give a reasoned account of all such determinations in the annual corporate governance report.

Complies Complies in part Explain

23. **Directors should express their clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.**

When the board makes material or reiterated decisions about which a director has expressed serious reservations then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the secretary of the board, even if he or she is not a director.

Complies Complies in part Explain Not applicable

24. **Directors who give up their office before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the board. Whether or not such resignation is disclosed as a material event, the motivating factors should be explained in the annual corporate governance report.**

Complies Complies in part Explain Not applicable

25. **The nomination committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.**

The board of directors' regulations should lay down the maximum number of company boards on which directors can serve.

Complies Complies in part Explain

26. **The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.**

Complies Complies in part Explain

27. **Director absences should be kept to a strict minimum and quantified in the Annual Corporate Governance Report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.**

Complies Complies in part Explain

28. **When directors or the secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minute book if the person expressing them so requests.**

Complies Complies in part Explain Not applicable

29. **The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.**

Complies Complies in part Explain

30. **Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.**

Complies Explain Not applicable

- 31. The agendas of board meetings should clearly indicate on which points directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need.**

For reasons of urgency, the chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly minuted, of the majority of directors present.

Complies Complies in part Explain

- 32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.**

Complies Complies in part Explain

- 33. The chairman, as the person charged with the efficient functioning of the board of directors, in addition to the functions assigned by law and the company's bylaws, should prepare and submit to the board a schedule of meeting dates and agendas; organize and coordinate regular evaluations of the board and, where appropriate, the company's chief executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each director, when circumstances so advise.**

Complies Complies in part Explain

- 34. When a lead independent director has been appointed, the Bylaws or Board of Directors regulations should grant him or her the following powers over and above those conferred by law: chair the board of directors in the absence of the chairman and vicechairmen, if any, give voice to the concerns of non-executive directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the chairman's succession plan.**

Complies Complies in part Explain Not applicable

The Chairman of the Board does not perform management functions.

- 35. The board secretary should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the Good Governance Code of relevance to the company.**

Complies Explain

- 36. The board in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct weakness detected in:**

- a) The quality and efficiency of the board's operation.**
- b) The performance and membership of its committees.**
- c) The diversity of board membership and competences.**
- d) The performance of the chairman of the board of directors and the company's chief executive.**
- e) The performance and contribution of individual directors, with particular attention to the chairmen of board committees.**

The evaluation of board committees should start from the reports they send to the board of directors, while that of the board itself should start from the report of the nomination committee.

Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the nomination committee.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Complies Complies in part Explain

37. When an executive committee exists, its membership mix by director class should resemble that of the board. The secretary of the board should also act as secretary to the executive committee.

Complies Complies in part Explain Not applicable

38. The board of directors should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.

Complies Complies in part Explain Not applicable

39. All members of the audit committee, particularly its chairman, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters. A majority of committee places should be held by independent directors.

Complies Complies in part Explain

40. The Company should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and internal control systems. This unit should report functionally to the board's non-executive chairman or the chairman of the audit committee.

Complies Complies in part Explain

41. The head of the unit handling internal audit function should present an annual work programme to the audit committee, inform it directly of any incidents arising during its implementation and submit an activities report at the end of each year.

Complies Complies in part Explain Not applicable

42. The audit committee should have the following functions over and above those legally assigned:

1. With respect to internal control and reporting systems:

- a) Monitor the preparation and the integrity of the financial information prepared on the company and, where appropriate, the group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.

- b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment, re-election and removal of the head of the internal audit

service; propose the service's budget; approve its priorities and work programme, ensuring that it focuses primarily on the main risks the company is exposed to; receive regular report-backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.

- c) Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any potentially significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.

2. With regard to the external auditor:

- a) Investigate the issues giving rise to the resignation of the external auditor, should this come about.
- b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.
- c) Ensure that the company notifies any change of external auditor to the CNMV as a material event, accompanied by a statement of any disagreements, if any, arising with the outgoing auditor and the reasons for the same.
- d) Ensure that the external auditor has a yearly meeting with the board in full to inform it of the work undertaken and developments in the company's risk and accounting positions.
- e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

Complies Complies in part Explain

- 43. The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.**

Complies Complies in part Explain

- 44. The Audit Committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.**

Complies Complies in part Explain Not applicable

- 45. Risk control and management policy should identify at least:**

- a) The different types of financial and non-financial risk the company is exposed to (including operational, technological, legal, social, environmental, political and reputational risks), with the inclusion under financial or economic risks of contingent liabilities and other off-balance sheet risks.
- b) The determination of the risk level the company sees as acceptable.
- c) The measures in place to mitigate the impact of identified risk events should they occur.
- d) The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance sheet risks.

Complies Complies in part Explain

- 46. Companies should establish a risk control and management function in the charge of one of the company's internal department or units and under the direct supervision of the audit committee or some other dedicated board committee. This function should be expressly charged with the following responsibilities:**

- a) **Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.**
- b) **Participate actively in the preparation of risk strategies and in key decisions about their management.**
- c) **Ensure that risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the board of directors.**

Complies Complies in part Explain

- 47. Appointees to the appointments and remuneration committee – or of the nomination committee and remuneration committee, if separately constituted – should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.**

Complies Complies in part Explain

- 48. Large cap companies should operate separately constituted nomination and remuneration committees.**

Complies Explain Not applicable

- 49. The appointments committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors.**

When there are vacancies on the board, any director may approach the appointment committee to propose candidates that it might consider suitable.

Complies Complies in part Explain

- 50. The remuneration committee should operate independently and have the following functions in addition to those assigned by law:**

- a) **Propose to the board the standard conditions for senior officer contracts.**
- b) **Monitor compliance with the remuneration policy set by the company.**
- c) **Periodically review the remuneration policy for directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior officers in the company.**
- d) **Ensure that conflicts of interest do not undermine the independence of any external advice the committee engages.**
- e) **Verify the information on director and senior officers' remuneration contained in corporate documents, including the annual directors' remuneration report.**

Complies Complies in part Explain

- 51. The remuneration committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors and senior officers.**

Complies Complies in part Explain

- 52. The terms of reference of supervision and control committees should be set out in the board of directors' regulations and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations, including:**

- a) **Committees should be formed exclusively by non-executive directors, with a majority of independent directors.**
- b) **They should be chaired by independent directors.**

- c) The board should appoint the members of such committees with regard to the knowledge, skills and experience of its directors and each committee's terms of reference; discuss their proposals and reports; and provide report-backs on their activities and work at the first board plenary following each committee meeting.
- d) They may engage external advice, when they feel it necessary for the discharge of their functions.
- e) Meeting proceedings should be minuted and a copy made available to all board members.

Complies Complies in part Explain Not applicable

53. The task of supervising compliance with corporate governance rules, internal codes of conduct and corporate social responsibility policy should be assigned to one board committee or split between several, which could be the audit committee, the nomination committee, the corporate social responsibility committee, where one exists, or a dedicated committee established ad hoc by the board under its powers of self-organization, with at the least the following functions:

- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules.
- b) Oversee the communication and relations strategy with shareholders and investors, including small and medium sized shareholders.
- c) Periodically evaluate the effectiveness of the company's corporate governance system, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.
- d) Review the company's corporate social responsibility policy, ensuring that it is geared to value creation.
- e) Monitor corporate social responsibility strategy and practices and assess compliance in their respect.
- f) Monitor and evaluate the company's interaction with its stakeholder groups. g) Evaluate all aspects of the non-financial risks the company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks.
- h) Coordinate non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.

Complies Complies in part Explain

54. The corporate social responsibility policy should state the principles or commitments the company will voluntarily adhere to in its dealings with stakeholder groups, specifying at least:

- a) The goals of its corporate social responsibility policy and the support instruments to be deployed.
- b) The corporate strategy with regard to sustainability, the environment and social issues.
- c) Concrete practices in matters relative to: shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conducts.
- d) The methods or systems for monitoring the results of the practices referred to above and identifying and managing related risks.
- e) The mechanisms for supervising non-financial risk, ethics and business conduct.
- f) Channels for stakeholder communication, participation and dialogue.
- g) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

Complies Complies in part Explain

55. The company should report on corporate social responsibility developments in its directors' report or in a separate document, using an internationally accepted methodology.

Complies Complies in part Explain

56. Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.

Complies Explain

57. Variable remuneration linked to the company and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long term savings schemes such as pension plans should be confined to executive directors.

The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their mandate. This condition, however, will not apply to shares that the director must dispose of to defray costs related to their acquisition.

Complies Complies in part Explain

58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.

In particular, variable remuneration items should meet the following conditions:

- a) Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.
- b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.
- c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards on-going achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Complies Complies in part Explain Not applicable

59. A major part of variable remuneration components should be deferred for a long enough period to ensure that predetermined performance criteria have effectively been met.

Complies Complies in part Explain Not applicable

60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.

Complies Complies in part Explain Not applicable

61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

Complies Complies in part Explain Not applicable

62. Following the award of shares, share options or other rights on shares derived from the remuneration system, directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the share options or other rights on shares for at least three years after their award.

The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Complies Complies in part Explain Not applicable

63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the Director's actual performance or based on data subsequently found to be misstated.

Complies Complies in part Explain Not applicable

64. Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the predetermined performance criteria.

Complies Complies in part Explain Not applicable

H OTHER INFORMATION OF INTEREST

1. If there is any other relevant aspect as regards corporate governance in the company or in group entities that has not been covered in this Report, but is necessary to include, to provide more comprehensive and well-grounded information on the corporate governance structure and practices in your entity or its group, detail them briefly.

2. In this section, any other information, clarification or nuance may be included that is related to the previous sections of the report, to the extent that they are relevant and not reiterative.

In particular, state if the company is subject to different legislation than the Spanish legislation in corporate governance matters and, where appropriate, include the information that the company is obligated to provide which is different to that required in this report.

3. The company may also state if it has voluntarily signed up to other international industry-wide or any other codes of ethical principles or best practices. Where applicable, the code in question will be identified along with the date of signing.

Note to Section C.1.37

The amount of non-audit work exceeds 70 per cent in the Company since, as a Holding entity, it supports the verification services of the consolidated Group, such as the interim condensed consolidated financial statements for the period ended 31 March 2018 of Compañía de Distribución Integral Logista Holdings, S.A. and Subsidiaries, prepared according to IAS34 "Interim Financial Information", and the auditing of the Internal Control System of the Financial Information.

Note to Section C.1.39

On 21st March, 2017, the General Shareholders' Meeting agreed to appoint Deloitte S.L. and PricewaterhouseCoopers Auditores, S.L. as joint auditors of the Individual and Consolidated Annual Accounts of the Company, for the fiscal years ending September 30th, 2017, 2018 and 2019.

In consequence, Deloitte, S.L. has been auditing the Company's accounts for 5 consecutive years, and the Group's accounts for 19, and PricewaterhouseCoopers Auditores, S.L, for 2 fiscal years, both Company's and Group's accounts.

The percentage that represents the number of years that the Company has been audited by Deloitte, S.L., over the number of years in which the annual accounts have been audited is 100%, and by PricewaterhouseCoopers Auditores, S.L is 40%. For the Group's accounts, the percentages are 100% for Deloitte, S.L. and 10.5 % for PricewaterhouseCoopers Auditores, S.L

Regarding item 3 of this section H, the Board of Directors, at its meeting of February 23rd, 2016, unanimously agreed the complete subscription of the Code of Best Tax Practices.

This Annual Corporate Governance Report was approved by the Board of Directors of the Company at its meeting of October 30th, 2018.

State whether any Directors voted against or abstained in connection with the approval of this Report.

Yes No

**COMPAÑÍA DE DISTRIBUCIÓN
INTEGRAL LOGISTA HOLDINGS, S.A.**

Auditors' report on the "Information relating to the System of Internal Control over Financial Reporting (ICFR)" of Compañía de Distribución Integral Logista Holdings, S.A. for the fiscal year ended on September 30th, 2018

Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.

Auditors' report on the "Information relating to the System of Internal Control over Financial Reporting (ICFR)" of Compañía de Distribución Integral Logista Holdings, S.A. for the fiscal year ended on September 30th, 2018

To the Directors of Compañía de Distribución Integral Logista Holdings, S.A.:

As requested by the Board of Directors of Compañía de Distribución Integral Logista Holdings, S.A. ("the Entity") and in accordance with our proposal-letter of September 3rd, 2018, we have applied certain procedures to the accompanying "Information relating to the ICFR" of Compañía de Distribución Integral Logista Holdings, S.A. for the fiscal year ended on September 30th, 2018, which summarises the internal control procedures of the Entity in relation to its annual financial reporting.

The Board of Directors is responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system and for making improvements to that system and for preparing and establishing the content of the accompanying information relating to the ICFR system included in section F) of the accompanying Annual Corporate Governance Report (ACGR).

It should be noted in this regard, irrespective of the quality of the design and operational effectiveness of the internal control system adopted by the Entity in relation to its annual financial reporting, that the system can only permit reasonable, but not absolute, assurance in connection with the objectives pursued, due to the limitations inherent to any internal control system.

In the course of our joint audit work on the financial statements and pursuant to Technical Auditing Standards, the sole purpose of our assessment of the internal control of the Entity was to enable us to establish the scope, nature and timing of the audit procedures to be applied to the Entity's financial statements. Therefore, our assessment of internal control performed for the purposes of the aforementioned audit of financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial reporting.

For the purpose of issuing this report, we applied exclusively the specific procedures described below and indicated in the *Guidelines on the Auditors' Report on the Information relating to the System of Internal Control over Financial Reporting of Listed Companies*, published by the Spanish National Securities Market Commission on its website, which establishes the work to be performed, the minimum scope thereof and the content of this report. Since the work resulting from such procedures has, in any case, a reduced scope that is significantly less extensive than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or on its design or operating effectiveness, in relation to the Entity's annual financial reporting for the fiscal year ended on September 30th, 2018 described in the accompanying information on the ICFR system. Therefore, had we applied procedures additional to those established in the aforementioned Guidelines or performed an audit or a review of the internal control over the regulated annual financial reporting, other matters or aspects might have been disclosed which would have been reported to you.

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Also, since this special engagement does not constitute an audit of financial statements and is not subject to the consolidated Spanish audit law, we do not express an audit opinion in the terms provided for in that Law.

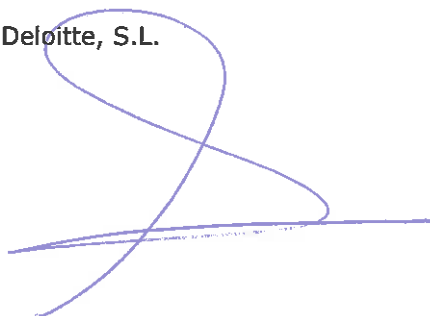
The procedures applied were as follows:

1. Perusal and understanding of the information prepared by the Entity in relation to the ICFR system - disclosure information included in the directors' report - and assessment of whether this information addresses all the information required considering the minimum content described in section F, relating to the description of the ICFR system, of the ACGR form, as established in CNMV Circular 7/2015 of December 22nd, 2015.
2. Inquiries of personnel in charge of preparing the information detailed in point 1 above for the purpose of achieving: (i) familiarisation with the preparation process; (ii) obtainment of the information required in order to assess whether the terminology used is adapted to the definitions provided in the reference framework; (iii) obtainment of information on whether the aforementioned control procedures have been implemented and are in use at the Entity.
3. Review of the explanatory documents supporting the information detailed in point 1 above, including documents directly made available to those responsible for describing the ICFR systems. In this respect, the aforementioned documentation includes reports prepared by the Internal Audit Department, senior executives or other internal or external experts providing support functions to the Audit Committee.
4. Comparison of the information detailed in point 1 above with the knowledge on the Entity's ICFR obtained through the procedures applied during the financial statement audit work.
5. Reading of the minutes taken at meetings of the Board of Directors, Audit and Control Committee and other committees of the Entity to evaluate the consistency between the ICFR business transacted and the information detailed in point 1 above.
6. Obtainment of the representation letter in connection with the work performed, signed by those responsible for preparing and formulating the information detailed in point 1 above.

The procedures applied to the information relating to the ICFR system did not disclose any inconsistencies or incidents that might affect the information.

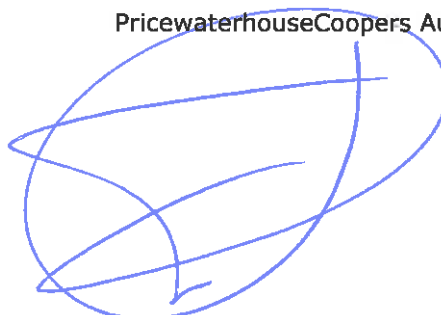
This report has been prepared exclusively in the context of the requirements of article 540 of Corporate Enterprises Act and by CNMV Circular 5/2013, amended by CNMV Circular 7/2015 of December 22nd, 2015, published by the Spanish National Securities Market Commission for the purposes of the description of the ICFR system in Annual Corporate Governance Reports.

Deloitte, S.L.



José Luis Aller

PricewaterhouseCoopers Auditores, S.L.



Raúl Llorente Adrián

5 November 2018