

INFORMATION ON THE COURSE OF THE GENERAL SHAREHOLDERS´ MEETING OF LOGISTA GROUP AND ON THE RESOLUTIONS ADOPTED

On February 4th, 2021, at 11:30 hours, the General Shareholders´ Meeting of Compañía de Distribución Integral Logista Holdings, S.A. (Logista Group) was held at the registered office, Calle Trigo 39, Polígono Industrial Polvoranca, Leganés (Madrid). The General Shareholders´ Meeting was held on first call. A total of 322 shareholders, present or represented, attended the Meeting holding 108,020,882 shares, representing 81.372% of the share capital of the company. The results of the voting and the adopted resolutions were as follow.

- 1.1 To approve the Annual Accounts (Balance Sheet, Profit and Loss Account, the Statement on Changes to the Net Equity, the Cash Flow Statement and Notes to the Accounts) audited by Ernst & Young, S.L., as well as the Management Report of Compañía de Distribución Integral Logista Holdings, S.A. (“the Company”), corresponding to the financial year closed on 30 September 2020.

Number of shares		% over share capital attending the meeting
Votes for:	107,848,764	99.8406 %
Votes against:	0	0.0000 %
Blank votes	184	0.0002 %
Abstentions:	171,934	0.1592 %

- 1.2 To approve the consolidated Annual Accounts (Balance Sheet, Profit and Loss Account, the Statement of Changes to the Net Equity, the Cash Flow Statement and Notes to the Accounts) audited by Ernst & Young, S.L., as well as the consolidated Management Report of Compañía de Distribución Integral Logista Holdings, S.A., and its consolidated group, all of them corresponding to the financial year closed on 30 September 2020.

Number of shares		% over share capital attending the meeting
Votes for:	107,848,764	99.8406 %
Votes against:	0	0.0000 %
Blank votes	184	0.0002 %
Abstentions:	171,934	0.1592 %

2. To approve the consolidated statement of non-financial information, included in the Integrated Report of Compañía de Distribución Integral Logista

Holdings, S.A. and its consolidated group, that is part of the consolidated Management Report, corresponding to the financial year closed on 30 September 2020.

Number of shares		% over share capital attending the meeting
Votes for:	108,020,698	99.9998 %
Votes against:	0	0.0000 %
Blank votes	184	0.0002 %
Abstentions:	0	0.0000 %

3. To approve the management of the Board of Directors during the financial year closed on 30 September 2020.

Number of shares		% over share capital attending the meeting
Votes for:	106,701,348	98.7784 %
Votes against:	58,420	0.0541 %
Blank votes	184	0.0002 %
Abstentions:	1,260,930	1.1673 %

4. To approve the following proposal of the Board of Directors, of allocation of the results of the Compañía de Distribución Integral Logista Holdings, S.A., corresponding to the financial year closed on 30 September 2020:

Net Profit	384,753,481.57	Euros
To Dividends (1.18 € per share)	156,441,313.50	Euros
• Interim 0.39 € per share (Resolution of Board of Directors on 21 st July, 2020)	51,568,813.50	Euros
• Final 0.79 € per share	104,872,500.00	Euros
To Voluntary Reserves	228,312,168.07	Euros

The final dividend will be paid on February 26, 2021 through Banco de Santander.

	Number of shares	% over share capital attending the meeting
Votes for:	107,878,461	99.8681 %
Votes against:	142,237	0.1317 %
Blank votes	184	0.0002 %
Abstentions:	0	0.0000 %

- 5 To ratify the appointment by co-option of Mr. Luis Isasi Fernández de Bobadilla as Director, made by the Board of Directors on September 29th, 2020, and to appoint Director of the Company, for the statutory term of office of four (4) years, Mr. Luis Isasi Fernández de Bobadilla, whose personal data are those that will be included in the issued certification and that will be registered in the Madrid Mercantile Registry, with the category of independent Director.

It is expressly noted that, in accordance with the provisions of article 529 decies 5 of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of July 2nd (“Capital Companies Act”), the Board of Directors has presented the report supporting the ratification and appointment of Mr. Isasi as Director; report that will be attached to the Minutes of the General Meeting. This report evaluate positively the ability, experience and merits of Mr. Isasi for his ratification and appointment as Director, and for his discharge of that office. It is also noted that, in accordance with the provisions of article 529 decies of the Capital Companies Law, the Appointments and Remuneration Committee has presented the corresponding proposal related to the ratification and appointment of Mr. Isasi, that is now submitted to this General Shareholders Meeting.

	Number of shares	% over share capital attending the meeting
Votes for:	107,473,339	99.4931 %
Votes against:	545,524	0.5050 %
Blank votes	884	0.0008 %
Abstentions:	1.135	0.0011 %

6. Amendment to the Company’s Bylaws for the purpose of simplifying their wording and including improvements in terms of corporate governance and those of a technical nature. Approval of the new consolidated text:
- 6.1 Approval of the amendment of Articles 1 (“Name”), 2 (“Address”), 3 (“Corporate purpose”) and 4 (“Term”), that hereinafter, will read as follows:

“Article 1.- NAME

The name of the company is “Compañía de Distribución Integral Logista Holdings, S.A.” (**LOGISTA** or the **Company**).”

“Article 2.- REGISTERED ADDRESS

1. LOGISTA’s registered address is as follows: Polígono Industrial Polvoranca, calle Trigo, número 39, Leganés (Madrid).
2. The Board of Directors may change such registered address to any other address in Spain, in which case it may amend this article accordingly, and may also open, close or change the location of branches, agencies, delegations and representative offices to any location within or outside of Spain.”

“Article 3.- CORPORATE PURPOSE

1. LOGISTA's purpose shall consist of the following:
 - a) The management and administration of securities in funds held by entities incorporated in Spain and elsewhere through the appropriate organisation of materials and personnel.
 - b) The marketing, sale and purchase, including importation and exportation, storage, transportation and distribution of tobacco products, both as raw materials and as finished products, in accordance with the provisions of applicable law.
 - c) The marketing, sale and purchase of all types of products, consumer goods and services, including electronic products or services, that are regularly supplied to kiosks, stalls, petrol stations, supermarkets and hypermarkets, as well as other points of sale that are easily accessible to consumers.
 - d) The storage, wholesale trade, distribution, supply, importation and exportation of medications for human and animal use, of medicinal substances used in the manufacturing of medications by pharmaceutical laboratories, and of other pharmaceutical, sanitary, parapharmaceutical, dietary, orthopaedic, cosmetic and perfume products, personal hygiene products and any other products sold in pharmacies.
 - d) The provision of all types of transportation and logistical services relating to merchandise and materials by any means, throughout Spain and outside of Spain, whether using its own means of transport or through third parties, including activities in the nature of merchandise storage and delivery as well as centralised collection and payments.

- e) *The provision of courier services and package collection, transport and delivery services in general by any means, both within and outside of Spain.*
 - f) *The provision of remittance services and other payment services.*
 - g) *The provision and marketing of services relating to information technology, communications and commercial data processing and management and, in particular, the purchase, sale, lease, installation, use, control, development and/or implementation, maintenance and repair of technological equipment, systems, programs and applications as well as technical infrastructure suitable for the performance, by telephone or electronic means, of the activities listed in the prior clauses.*
 - g) *The acquisition, possession, management and governance of shares or participation units in other entities, whether or not incorporated in Spain, irrespective of the corporate purpose of such entities.*
2. *All activities comprising the Company's corporate purpose may be undertaken by LOGISTA in whole or in part, directly or indirectly through other entities with an identical or analogous purpose.*
 3. *LOGISTA will not engage in any activity where applicable law requires it to comply with specific conditions or limitations unless it is in full compliance therewith."*

"Article 4.- TERM

LOGISTA commenced its operations on the day on which its Public Deed of Incorporation was granted, and shall have an indefinite term."

Number of shares	% over share capital attending the meeting
Votes for: 108,018,950	99.9982 %
Votes against: 68	0.0001 %
Blank votes 364	0.0003 %
Abstentions: 1,500	0.0014 %

- 6.2 Approval of the new Articles 5 ("Corporate Capital"), 6 ("Representation of Shares"), 7 ("Rights and Obligations of Shareholders") and 8 ("Non-voting shares"), that hereinafter, will read as follows (with the consequent repeal of current Articles 5 to 15):

“Article 5.- CORPORATE CAPITAL

1. *The Company's corporate capital is fixed at TWENTY-SIX MILLION, FIVE HUNDRED FIFTY THOUSAND EUROS (€26,550,000.00).*
2. *Such capital is represented by 132,750,000 shares having a nominal value of €0.20 each, fully subscribed for and paid up, and comprising a single class and series.”*

“Article 6.- REPRESENTATION OF SHARES

1. *The Company's shares will be represented by way of book entries established as such by virtue of their inclusion in the applicable accounting records and shall be governed by the relevant provisions of Securities Market regulations and other applicable law.*
2. *LOGISTA will recognise as shareholders those persons or entities duly appearing as owners of shares in the entries recorded in the applicable book entry records.*
3. *LOGISTA may access all data that may be necessary to fully identify its shareholders, including addresses and contact information, in order to enable it to communicate with them on the terms provided by law.”*

“Article 7.- RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Each shareholder shall have the rights and obligations recognised by applicable law and as set forth in these By-laws. The Board of Directors shall adopt all necessary measures in order to facilitate the exercise of such rights by the shareholders.”

“Article 8.- NON-VOTING SHARES

Holders of non-voting shares will have the right to receive the minimum annual dividend, fixed or variable, of five per cent of the amount paid for each non-voting share. Once the minimum dividend has been declared, holders of non-voting shares will have the right to receive the same dividend as that corresponding to ordinary shares. Holders of non-voting shares may exercise their pre-emptive rights in the event that the shareholders acting at a General Meeting or, by delegation, the Board of Directors, so resolve at the time the shares or debt securities convertible into shares are issued.”

	Number of shares	% over share capital attending the meeting
Votes for:	108,018,250	99.9975 %
Votes against:	68	0.0001 %
Blank votes	184	0.0002 %
Abstentions:	2,380	0.0022 %

6.3 Approval of the new Article 9 (“The General Meeting”) that hereinafter, will read as follows (with the consequent repeal of current Articles 16 to 31):

“Article 9.- THE GENERAL MEETING

1. *Shareholders with voting rights present at a duly convened General Meeting of the shareholders shall vote, by application of the relevant threshold established by law or these By-laws, on matters within their authority.*

The shareholders, acting at a General Meeting, are empowered to deliberate and vote on those matters established by law.

2. *The shareholders, acting at a General Meeting, are not authorised to instruct the Board of Directors or to condition the Board’s adoption of decisions or resolutions as to matters of management on shareholder approval.*

3. *The Board of Directors may consider the use of all technologies and legal authority enabling and providing assurances regarding telematic attendance and/or voting by the shareholders and may evaluate the possibility of arranging for telematic attendance and/or voting each time a General Meeting is called.*

4. *The quora applicable to General Meetings shall be those established by applicable law. If for purposes of validly passing upon one or several points contained in the agenda for a General Meeting of the shareholders applicable law requires the presence of a specified percentage of the Company’s capital and this percentage is not reached, or the consent of certain interested shareholders is required and such shareholders are not present or represented, the shareholders acting at such General Meeting shall deliberate and make a decision solely as to those points that do not require the presence of such threshold percentage of the Company’s capital or the presence of such shareholders.*

5. *Each shareholder with the right to be present at a meeting may be represented at a General Meeting by another person, even if such person*

is not a shareholder, by giving notice thereof to the Company on the terms set forth in the regulations on General Meetings of shareholders.

Participation in General Meetings and voting on proposals regarding matters included in the agenda for any type of General Meeting may be delegated or exercised by the shareholders by post, electronic means or any other means of remote communication, at such time as may be established by the Board of Directors, using technologies and legal authority that safeguard the identity of the person or entity exercising its right to vote and ensure the security of electronic communications.

6. The Chairman of the Board of Directors or, in his or her absence, the Vice-Chairman of the Board of Directors or, in his or her absence, the Chief Executive Officer, regardless of seniority (unless the Board proposes the designation of, and the shareholders designate, another independent Director) shall preside over the General Meeting. The Chairman shall be assisted by the Secretary, who shall be the person acting as Secretary of the Board of Directors; in his or her absence, the Assistant Secretary shall so act if there is one and if not, the most junior independent Director shall so act unless the Board proposes the designation of, and the shareholders designate, another independent Director to carry out these duties.”

	Number of shares	% over share capital attending the meeting
Votes for:	108,018,250	99.9976 %
Votes against:	68	0.0001 %
Blank votes	364	0.0003 %
Abstentions:	2,200	0.0020 %

6.4. Approval of the new Articles 10 (“Operation and Appointment”), 11 (“Term of office”), 12 (“Officers”), 13 (“Meetings, Adoption of resolutions and voting standards”), 15 (“Committees and Delegation of duties”), 16 (“Executive Committee and Chief Executive Officers”), 17 (“Audit and Control Committee”) and 18 (“Appointment and Remuneration Committee”) that hereinafter, will read as follows (with the consequent repeal of current Articles 32 to 38 and 40 to 44):

“Article 10.- OPERATION AND APPOINTMENT

1. LOGISTA's management will be vested in a Board of Directors comprised of no less than 10 and no more than 15 directors, who will act by consensus.

2. *The Board of Directors will be governed by the provisions of these By-laws, by the regulations on Boards of Directors and by law.*
3. *Except as otherwise specifically provided for by law, the appointment, re-election and destitution of Board members and the fixing of the number of members of the Board will be exercised by the shareholders acting at a General Meeting.”*

“Article 11.- TERM OF OFFICE

1. *Each Director shall hold office for a term of four years and may be re-elected to one or more additional terms of equal duration.”*

“Article 12.- OFFICERS

1. *The Board of Directors, upon prior notice to the Appointment and Remuneration Committee, shall appoint one of its members as Chairman and, if applicable, may appoint one or more Vice-Chairmen; and shall appoint a Secretary and, if applicable, an Assistant Secretary, which such offices may be held by persons who are not Directors.*
2. *The Vice-Chairman (or Vice-Chairmen, in the event there is more than one) will act in place of the Chairman on a temporary basis in the event of a vacancy or the Chairman's absence, illness or inability to act in the performance of his or her duties.*
3. *The Assistant Secretary will act in place of the Secretary on a temporary basis in the event of the Secretary's absence, illness or inability to act.”*

“Article 13.- MEETINGS. ADOPTION OF RESOLUTIONS AND VOTING STANDARDS

1. *The Board of Directors shall meet as many times as it is convened by the Chairman or the person acting in his or her stead, of his or her own accord or upon the request of any Director, in which case the meeting shall be held within 10 days of the receipt of such request. In such an event, if the meeting is not called by the Chairman within the cited time period without just cause therefor, it may be called by at least one-third of the members of the Board, setting forth the agenda for such meeting, which shall be held in the locality in which the Company has its registered address. In the remaining events, meetings shall be held at the registered address or at such other place, within or outside of Spain, as may be cited in the call for a meeting.*
2. *A meeting will be considered to have been validly convened when a majority of the members of the Board of Directors are present thereat, whether in person or by proxy.*

3. *The Board will adopt resolutions in accordance with the voting standards established by law and by these By-laws.*
4. *In particular, the adoption of any resolutions relating to the following matters shall require the affirmative consent of at least 70% of the members of the Board of Directors (to be rounded up in the event that such percentage yields less than a complete number of Directors) and may not be delegated:*
 - a) *Any increase or decrease in LOGISTA's corporate capital or the issuance by LOGISTA of any debt securities or other ordinary securities.*
 - b) *Approval of an annual budget in relation to capital spending, investments and other financial commitments to be made by LOGISTA over the course of the following year (the "**Annual Capex Budget**").*
 - c) *Any decision relating to the acquisition of all or part of any third-party business, whether through the purchase (directly or indirectly) of shares, assets or third-party interests (including those derived from a merger or business combination), by LOGISTA or any member of its corporate group.*
 - d) *Any decision relating to the disposal of all or part of any business in favour of a third party, whether through the disposition (directly or indirectly) of shares, assets or other interests (including those deriving from a merger or business combination), by LOGISTA or any member of its corporate group.*
 - e) *Any decision by the Company to establish strategic arrangements, joint ventures or any other arrangements that entail the sharing or distribution of benefits or assets.*
 - f) *Any decision by the Company to incur or agree to incur (directly or indirectly) capital expenditures, investment expenses or any other financing commitment with respect to any transaction that exceeds €1,000,000.00 in the aggregate, unless such capital expenditure, investment expense or other financing commitment (including the amount of such capital expenditure, investment expense or other financing commitment) is contemplated in the Annual Capex Budget for such period, which has been approved in accordance with clause (b) of this Article.*
 - g) *Any decision by the Company to amend the terms of its loans or debts originating from loan agreements or the granting of security or to obtain or incur loans or debts originating from new loan agreements.*

- h) The creation of any mortgage, pledge, lien, charge, assignment of the foregoing or any other security relating to LOGISTA that may be granted outside the ordinary course of business.*
 - i) The decision to delegate any power vested in the Board of Directors to a Chief Executive Officer or to delegate any power vested in the Board to any committee thereof.*
- 5. For purposes of calculating a majority of the Directors for purposes of the adoption of the foregoing resolutions, any Directors who have a conflict of interest and must thus abstain from voting shall not be included in the denominator by reference to which a majority is calculated.”*

“Article 15.- COMMITTEES AND DELEGATION OF DUTIES

- 1. The Board of Directors shall establish such committees as it is legally required to establish together with such other applicable committees as may be provided for by the regulations on Boards of Directors. In particular, the Board of Directors will have, at a minimum, an Audit Committee and an Appointment and Remuneration Committee.*
- 2. Each committee’s composition, duties and operational and voting schemes shall be as set forth in the regulations on Boards of Directors, without prejudice to the provisions of these By-laws and mandatory provisions of law.”*

“Article 16.- EXECUTIVE COMMITTEE AND CHIEF EXECUTIVE OFFICERS

- 1. The Board of Directors, without prejudice to its right to empower other persons to act, may designate from among its members an Executive Committee and/or one or more Chief Executive Officers, who shall have the authority delegated to them by the Board on a temporary or permanent basis.*
- 2. The Board may not delegate authority which is exclusively reserved to it by law, constitutes a non-delegable power of the Board or has been conferred upon the Board by the shareholders unless they have expressly authorised the Board to further delegate it. In addition, the Board may not delegate the matters enumerated in Article 13.4 of these By-laws. The regulations on Boards of Directors may establish additional matters which may not be delegated by the Board of Directors.*
- 3. The permanent delegation of any of the Board of Directors’ authority to the Executive Committee and/or one or more Chief Executive Officers, and the designation of Directors to occupy such roles, shall require the affirmative*

vote of at least 70% of the members of the Board of Directors and shall not take effect until it has been filed with the Commercial Registry.”

“Article 17.- AUDIT AND CONTROL COMMITTEE

- 1. The Board of Directors shall establish, under such name as it deems appropriate, an Audit and Control Committee made up of a minimum of three and a maximum of five Directors appointed by the Board of Directors, who shall be non-executive Directors. A majority of the members of the Audit and Control Committee shall be independent, and at least one shall be appointed taking into account his or her knowledge and experience in matters of accounting, auditing or both.*
- 2. The Audit and Control Committee shall have the authority established by applicable law and such other authority, whether general or specific, as may be vested in it by the Board of Directors.*
- 3. The Board of Directors shall establish, through the regulations on Boards of Directors, the remaining authority and operating standards applicable to the Audit and Control Committee.”*

“Article 18.- APPOINTMENT AND REMUNERATION COMMITTEE

- 1. The Board of Directors shall establish an Appointment and Remuneration Committee made up of a minimum of three and a maximum of five Directors appointed by the Board of Directors, all of whom shall be non-executive Directors. At least two of the members of the Appointment and Remuneration Committee shall be independent.*
- 2. The Appointment and Remuneration Committee shall have the authority established by applicable law and such other authority, whether general or specific, as may be vested in it by the Board of Directors.”*

Number of shares		% over share capital attending the meeting
Votes for:	107,947,449	99.9319%
Votes against:	71,569	0.0663 %
Blank votes	184	0.0002 %
Abstentions:	1,680	0.0016 %

- 6.5 Approval of the new Article 14 (“Remuneration”) that hereinafter, will read as follows (with the consequent repeal of current Article 39):

“Article 14.- REMUNERATION

1. *The position of Director shall be remunerated.*
2. *Remuneration payable to the Directors, in their capacity as such, shall consist of monthly cash payments and certain expenses for attendance at meetings of the Board of Directors and its Delegatory Committees and Consultation Committees.*

Determinations regarding the remuneration payable to each Director, in his or her capacity as such, shall be made by the Board of Directors, which will take into account for this purpose the duties and responsibilities attributed to each Director, his or her membership on Board committees and any other objective circumstances that the Board may deem relevant.

3. *The remuneration of Directors in their capacity as such shall be compatible with the receipt of additional compensation for the exercise of executive duties.*
4. *In the event that a Director performs executive duties for LOGISTA, regardless of the nature of such relationship for legal purposes, he or she shall be remunerated, independently of the compensation he or she receives by reason of his or her membership on the Board, by way of a fixed amount consistent with the services and responsibilities assumed, a variable amount and remuneration in shares or tied to their performance, his or her inclusion in pension and insurance plans including Social Security (when applicable) and in-kind payment schemes aligned with those received by LOGISTA senior management. Executive Director contracts may also include indemnities on termination, which under no circumstances shall be received by a director in the event of a breach of his or her duties as such, as well as non-compete clauses.*
5. *The Board of Directors shall fix the remuneration payable to Directors who carry out executive duties and the terms and conditions of their contracts in accordance with the provisions of applicable law, this Article and the Director remuneration policy approved by the shareholders at a General Meeting.*
6. *The Director remuneration policy shall be approved by the shareholders at a General Meeting, on the terms and within the time periods established by law.*
7. *The Company will take out and pay the premiums associated with a civil liability policy under which the Directors, including executives, shall be insured against any liabilities they may incur by reason of the performance of their duties save for cases of fraud.”*

Number of shares		% over share capital attending the meeting
Votes for:	108,018,950	99.9981 %
Votes against:	68	0.0001 %
Blank votes	184	0.0002 %
Abstentions:	1,680	0.0016 %

- 6.6. Approval of the new Articles 19 (“Corporate Website”) and 20 (“Fiscal Year”), as well as the new Final Provision that hereinafter, will read as follows (with the consequent repeal of current Articles 45 to 51 and current Final Provision):

“Article 19.- CORPORATE WEBSITE

LOGISTA will maintain a corporate website in order to facilitate its shareholders’ exercise of their right to information and to distribute relevant information required by applicable law, which will include all documents and information provided for by law and all other information the Board deems appropriate to make available to its shareholders and investors in this manner.

“Article 20.- FISCAL YEAR

LOGISTA’s fiscal year will run from 1 October of each year to 30 September of the following year.”

“FINAL PROVISION

With respect to all disputes, controversies and claims that may arise between LOGISTA and its shareholders on account of corporate affairs, both LOGISTA and its shareholders, renouncing their right to bring suit in any other jurisdiction, hereby submit to the exclusive jurisdiction of the courts at LOGISTA’s registered address, unless applicable law requires the imposition of a different forum.”

Number of shares		% over share capital attending the meeting
Votes for:	108,018,250	99.9976 %
Votes against:	68	0.0001 %
Blank votes	364	0.0003 %
Abstentions:	2,200	0.0020 %

- 6.7 To approve, as a result of the above agreements, the new Refunded Text of the Bylaws, which is attached as **Annex 1.**

Number of shares		% over share capital attending the meeting
Votes for:	108,018,250	99.9975 %
Votes against:	68	0.0001 %
Blank votes	184	0.0002 %
Abstentions:	2,380	0.0022 %

7. To approve a new Regulation of the General Shareholders' Meeting of Compañía de Distribución Integral Logista Holdings, S.A., repealing its previous text. The text of the Regulation of the General Shareholders' Meetings, submitted for approval by the General Meeting is attached as **Annex II.**

Number of shares		% over share capital attending the meeting
Votes for:	107,937,657	99.9229 %
Votes against:	0	0.0000 %
Blank votes	184	0.0002 %
Abstentions:	83,041	0.0769 %

9. To approve the new Policy on Directors Remuneration for the period 2021-2023, which has been made available to shareholders at the time of the call for the General Meeting.

It is expressly noted that the Remuneration Policy includes the maximum amount of annual remuneration to be paid to all Directors, in compliance with the purposes of Articles 217.3 and 529 septdecies of the Capital Companies Act.

Number of shares		% over share capital attending the meeting
Votes for:	80,722,799	74.7288 %
Votes against:	26,360,727	24.4034 %
Blank votes	184	0.0002 %
Abstentions:	937,172	0.8676 %

10. To approve, in accordance to the provisions of Article 14 of the Company By-Laws, a remuneration system ("2021 Long-Term Incentive Plan", "the Incentive Plan", or "the Plan"), which consists on granting to the Executive Directors of Compañía de Distribución Integral Logista Holdings, S.A. ("the Company"), and to certain Managers and employees of the Company and some of its subsidiaries (the "Logista Group"), a right to consolidate a certain incentive (the "Incentive"). Such right will be settled in free shares of the Company (or, if appropriate, in its equivalent cash, or through a combination of shares and cash).

The general characteristics of the Plan are described below:

1st. Validity

The Incentive Plan is structured into three overlapping periods of three years each (the "Consolidation Period), with an allocation of units at the beginning of each period, which may be converted into shares at the end of the period (after three years), depending on the achievement degree of the objectives set.

The Plan will begin on October 1st, 2021 and, in consequence, new Consolidation Periods will be launched in October 2022 and October 2023.

2nd. Beneficiaries

The Plan is addressed to the Company's Executive Directors and to certain Managers and employees of the Logista Group, who have evidenced high level of performance and contribution to the Company, as well as to Group employees who show high performance and future potential.

3rd. Initial Recognised Incentive:

The Initial Incentive to be recognised to Executive Directors, according to the Plan, will represent, as a maximum and for the complete Consolidation Period, the equivalent to the 225% of the annual fixed remuneration of such Executive Director, at the moment of being included in the Plan.

Once the Initial Recognised Incentive has been calculated for an Executive Director, it will materialize through the granting by the Company of a conditional right to freely acquire, a number of shares in the Company (the "Number of Conditioned Recognised Shares"), subject to the fulfilment of the defined objectives for the Plan.

The Number of Conditioned Recognised Shares will be the result of

dividing the Initial Recognised Incentive in favour of a beneficiary, by the weighted average listed price of the Company shares, at the end of the trading day, during the thirty stock exchange sessions preceding the recognition date of the Initial Recognised Incentive.

The Board of Directors, at the proposal of the Appointments and Remuneration Committee, will have the faculty to decide, prior to the end of each Consolidation Period, and depending on the percentage of the Company's free float, if the settlement of the Incentive is made in shares of the Company or, alternatively, in its cash equivalent or through a combination of shares and cash.

The right that is recognized by the Company to an Executive Director, according to the Plan, or to its implementing regulation, is not cumulative or computable when determining the fixed and variable remunerations, at short or long term, to be received by the Executive Director, nor will it be treated as a vested right.

4th. Requirements for the consolidation of the Number of Recognised Conditioned Shares

In order to consolidate the Number of Recognised Conditioned Shares granted to a beneficiary, the relevant Consolidation Period must have expired and also:

- a) The beneficiary must maintain an active employment or commercial relationship with the participating Companies of the Logista Group, throughout the Consolidation Period, without prejudice to the fact that, considering the circumstances concurrent in each case, the Board may agree to the corresponding apportionment, in case of early departure.
- b) The objectives for the consolidation of the Number of Recognised Conditioned Shares set by the Board of Directors must have been achieved in the minimum part established.

5th. Objectives to consolidate the Number of Recognised Conditioned Shares

The Board of Directors will determine the concrete objectives for the consolidation of the Number of Recognised Conditioned Shares, which will necessarily be referred to all or some of the following aspects: (i) the Comparative Profitability with other Companies (CSR) that operate in the same or similar sector of activity (the "Reference Group"); (ii) other financial or operating criteria related to the projections of the Logista Group Business Plan; and (iii) issues linked to sustainability, governance

and corporate social responsibility.

The Company's Board of Directors, further to a proposal from the Appointments and Remuneration Committee, will be expressly entitled to determine the objectives for the Incentive Plan, as well as the number of shares corresponding to each beneficiary, depending on the achievement degree of the objectives that would have been set, which could reach the maximum of 125%, and once the minimum objective below which the Incentive will not be collected has been achieved.

The Incentive will be settled at the end of the Consolidation Period, notwithstanding the special cases of early settlement that may be foreseen in the Plan.

6th. Associated Capital:

Throughout the validity of the Plan, as well as of the 2017 General and Special Plans in Performance Shares and of the 2020 General and Special Plans in Performance Shares, the maximum share capital of the Company that may be committed, in relation thereto, will be 2% of the Company's total share capital at the time of the approval by the General Shareholders Meeting of the present agreement.

7th. Origin of the shares to be given to the beneficiaries

The shares to be given to the Beneficiaries may be, prior to the fulfilment of the legal requirements for that purposes, (a) shares owned by the Company, acquired or that will be acquired by the Company or any company of the Logista Group; or (b) new issued shares.

8th. Special Rules applicable to the Executive Directors

The perception of the corresponding Incentive by the Executive Directors of the Company will be subject to the application of cancellation clauses, return of the Incentive and maintenance of shares, in accordance with the provisions of the Remuneration Policy.

9th. Delegation of powers

It is agreed to delegate the Board of Directors, with the broadest powers in law, and with an express power to replace these powers in favour of the Appointments and Remuneration Committee or the CEO – except, regarding the latter, for those related to Executive Directors-, as required to ensure the application, enforcement, implementation and interpretation of the Incentive Plan, and, in particular, without limitations:

- (i) To approve any application and implementation rules;
- (ii) To select the beneficiaries;
- (iii) To determine the objectives and level of achievement thereof;
- (iv) To carry out any action, statement or management before any entity or body or public or private registry, in order to obtain any authorisation or verification required for the implementation, execution or liquidation of the Plan, and the free delivery of shares of the Company;
- (v) To negotiate, agree and subscribe any agreement of any type with financial entities or other type of entities, in the terms and with the conditions considered appropriate, required or convenient for the best implementation, execution or liquidation of the Plan, including, when appropriate considering the applicable legal regime to some Beneficiaries or companies of the Group or, if appropriate for legal, regulatory, operative or similar reasons, the establishment of any legal structure or to reach agreements with any kind of entities for the deposit, custody, care and administration of the shares of the Company, and/or its latter delivery to the beneficiaries of the Plan.
- (vi) To draft and publish the announcements considered appropriate or convenient.
- (vii) To draft, subscribe, grant and, if appropriate, certify, any kind of documents relating with the Plan.
- (viii) To adapt the content of the Incentive Plan to the circumstances and corporate transactions that may take place during its duration, both referred to the Company or the Logista Group and to the companies' part of the Reference Group in each moment, under the terms and conditions considered appropriate or convenient in each moment to keep the purpose of the Plan;
- (ix) And, in general, to grant the private or public documents and carry out any action, adopt any decision and subscribe any agreement considered appropriate or merely convenient for the validity, enforceability, implantation, development, execution, liquidation and success of the Plan, and the resolutions previously adopted.

Number of shares	% over share capital attending the meeting	
Votes for:	88,321,273	81.7631 %
Votes against:	18,783,300	17.3886%
Blank votes	184	0.0002 %
Abstentions:	916,125	0.8481 %

11. To approve, on a consultative basis, the Annual Report on Remuneration of Directors of Compañía de Distribución Integral Logista Holdings, S.A., corresponding to the financial year closed on 30 September 2020.

Number of shares	% over share capital attending the meeting	
Votes for:	82,459,258	76.3364 %
Votes against:	24,646,290	22.8162 %
Blank votes	184	0.0002 %
Abstentions:	915,150	0.8472 %

12. To delegate to the Board of Directors, with express substitution powers to all and each of its members, including the Secretary of the Board, and, so that any of them, indistinctly and with his/her sole signature, regarding any of the resolutions adopted by this General Shareholders Meeting, may:
- Raise these agreements to the public, empowering them especially and in solidarity in everything necessary for their development and compliance;
 - Sign as many public or private documents as necessary or convenient to implement the agreements adopted by this General Meeting, including the publication of legal notices, to any public or private body, as well as requesting their registration in the Mercantile Register and in any other necessary registers, and may even grant deeds of ratification, rectification, remedy and clarification, in the light of verbal suggestions or the written qualification of the Mercantile Registry or any other, and may even proceed to request the partial registration of the agreements to be registered; and
 - Write as many public or private documents as necessary or convenient and carry out any relevant procedures before the *Comisión Nacional del Mercado de Valores* (CNMV-National Securities Market Commission), the *Sociedad de Gestión de los*

Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear-Spanish Central Securities Depository), the Governing Companies of the Stock Exchanges and any other body, entity or public or private national or international register, with the aim of executing and successfully complete the adopted resolutions, as well as for the processing of files and documentation of all kinds that may be necessary before public or private bodies and, in general, for any actions relating to the resolutions adopted at this General Meeting that may be appropriate.

Number of shares		% over share capital attending the meeting
Votes for:	108,020,350	99.9994 %
Votes against:	68	0.0001 %
Blank votes	184	0.0002 %
Abstentions:	280	0.0003 %