

**COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.****ORDINARY GENERAL SHAREHOLDERS' MEETING****RIGHT OF ATTENDANCE AND REPRESENTATION**

Those having the right to attend the General Shareholders' Meeting will be all those shareholders of the Company who, at least five (5) days before the day appointed for the holding of the Meeting, this is, January 30<sup>th</sup> or 31<sup>th</sup>, 2021, depending on whether the Meeting is held on the first or second call, have recorded their shares against their names in the appropriate accounting register of book entries, and can demonstrate that either by means of the relevant attendance Card, sent by the financial entity member of Iberclear, in which their shares are deposited, or by means of the attendance Card sent by the Company (the 'Logista Card').

Any shareholder who has the right to attend may be represented at the General Shareholders' Meeting by another person, and even by a non-shareholder, provided that they fulfil the legal requirements and those laid down in the By-Laws, in the Regulations of the General Shareholders' Meeting and in this Notice of Call.

One and the same shareholder may not be represented in the Meeting by more than one representative. A representative may represent more than one shareholder, and may cast different votes in accordance with the instructions given by each of them.

Representation may be conferred either in writing, by completing the form of delegation printed on the attendance Card, or electronically.

Except in those cases where proxy is granted or is understood to be granted, according to this Notice of Call, to a member of the Company's Board of Directors, the designated representative must identify himself or herself, on the day when and at the place where the Meeting is held, to the personnel responsible for the register of shareholders, by means of a national identification document or passport and power of attorney, if the shareholder is a legal person.

The documents attesting representation for the General Shareholders' Meeting will include instructions with the direction of the vote. Unless the shareholder who confers the representation expressly indicates otherwise, it will be understood that that shareholder is instructing the representative to vote in favour of the proposed resolutions formulated by the Board of Directors on the subjects listed in the Agenda of the Meeting, and against them when it is a matter of subjects which are not included in the Agenda, but which are submitted to a vote in the General Shareholders' Meeting.

If the representation document does not name the particular person by whom the shareholder wishes to be represented, it will be understood that the representative will be the Chairman of the Board of Directors, or whoever substitutes him in the Chair of the General Shareholders' Meeting, or in the event of a conflict of interests of any of them, the Chief Executive Officer, or in the event of a conflict of interest of the latter, the Secretary of the Board, or any other Director who is not involved in a conflict of interest.

Representation is always revocable. The personal attendance of the represented shareholder at the General Shareholders' Meeting will constitute revocation of the representation, no matter how it was conferred.

### **REPRESENTATION AND VOTING FROM A DISTANCE**

The Company's Board of Directors, conforming to the provisions of the 26th Article of the By-Laws and of Article 12 of the Regulations of the General Shareholders' Meeting, has agreed to authorize the exercise of rights of representation and early voting from a distance, subject to the following terms and conditions:

#### **1.- Representation or voting prior to the holding of the General Shareholders' Meeting, by electronic means.**

Shareholders who wish to grant proxy or to vote before the General Shareholders' Meeting should consult the following sections of the corporate website ([www.grupologista.com](http://www.grupologista.com)) before the Meeting: "Shareholders and Investors"/"General Shareholders Meeting 2021"/"Electronic Representation and Voting", which will be active from the date of publication of the call, and within the period laid down in section 3 below, and should follow the instructions for granting proxy, or for exercising their right to vote, which are given in the computer program.

To that end, shareholders should prove their identity in the computer program provided for that purpose in the aforementioned website, by means of: (i) An electronic national identification document, or (ii) a valid and current user's electronic certificate, in accordance with the provisions of Law 59/2003 of 19 December relating to Electronic Signature, and issued by the Spanish Public Certification Authority (CERES), which is dependent on the Fábrica Nacional de Moneda y Timbre (the Spanish Mint). The Company reserves the right to request any additional means of identification from shareholders, which it considers necessary to prove their status of shareholder, and to guarantee the authenticity of the representation and of the voting.

## **2.- Representation or voting prior to the holding of the General Shareholders' Meeting, by post**

Shareholders who wish to grant proxy or to vote by post should complete the 'Delegation' or 'Voting' section as appropriate, and should sign the 'Logista Card' issued by the Company and send it for the attention of the Department of Services to Shareholders (Calle Trigo 39, Polígono Industrial Polvoranca, 28914 Leganés (Madrid)), together with the nominative document which proves ownership of the shares, issued for that purpose by the entity which has custody of the same, and a photocopy of the shareholder's national identification document or passport, and if the shareholder is a legal entity, a photocopy of the power of attorney attesting to the powers of the physical person who signs in the attendance Card for the representation or voting from a distance, and a photocopy of that physical person's national identification document.

When a shareholder grants proxy to a person other than a member of the Board of Directors, he or she will have to send a copy of the attendance Card to the designated proxy, who will have to identify himself or herself to the personnel responsible for the register of shares, as explained in section above.

Shareholders may obtain from the Company the card for representation or voting from a distance, by downloading it from the Company's website, by collecting it from the registered office, or by asking the Department of Services to Shareholders (Tel: +34 91 481 98 26, e-mail: [investor.relations@grupologista.com](mailto:investor.relations@grupologista.com)) to send it without charge.

Shareholders also have the option of granting proxy or of early voting from a distance, by using the card issued by the entity which has custody of the shares. The section entitled "Delegación a Distancia" must be completed and the card sent by post to the Company, and, if appropriate, to the designated representative, who will have to identify himself or herself to the personnel responsible for the register of shares, as explained in section above.

## **3.- Rules common to representation or voting prior to the holding of the General Shareholders' Meeting by remote communication**

### **a) Deadline for receipt. Proof of shareholder status.**

Representation conferred, or votes cast in advance, whether electronically or by post, must, in order to be valid, be received by the Company by 3<sup>rd</sup> February 2021, before midnight. After that time, only attendance cards issued by the entities having custody of the shares, and presented by the representative in the place where the Meeting is held, will be accepted. Such cards must be presented to the personnel responsible for the

register of shares, and such representatives must identify themselves as explained in section above.

The representation and the vote will only be deemed to be valid if the status of the shareholder is confirmed as such, and if the Company verifies that the ownership and the number of shares of the people conferring representation or exercising their right to vote by remote communication coincide with the data provided by Iberclear to the Company.

**b) Rules governing the relationship between the conferring of proxy and the casting of votes by remote communication**

When a shareholder confers several proxies and/or casts several votes (whether electronically or by post), the last action taken (the granting of proxy or the voting) will prevail. When there is a doubt about the moment when the shareholder conferred the proxy or cast a vote, the latter (regardless of the means used to cast it) will prevail over the giving of the proxy. If the shareholder had cast several votes differently, electronically or by post, the last vote cast would prevail.

**c) Suspension of electronic systems. Failures in connection.**

The Company reserves the right to modify, suspend, cancel or restrict the electronic mechanisms for representation or voting when that is advisable or imperative for technical reasons or for reasons related to security. If any of these situations occurred, it would be announced in the Company's website. None of this would affect the validity of representations already conferred, of votes already cast, or of the shareholders' rights to attend or to be represented.

The Company will not be held responsible for any harm caused to shareholders by breakdowns, overloadings, fallen lines, failures in connection or any other occurrence of a similar nature, beyond the control of the Company, which preclude the use of the electronic mechanisms for representation or voting. Consequently, these circumstances would not constitute unlawful deprivation of shareholders' rights.

**4.- Protection of Personal Data.**

Compañía de Distribución Integral Logista Holdings, S.A. informs you that the personal data which shareholders send to the Company for the purpose of exercising their rights of attendance, delegation and voting at the General Shareholders' Meeting, or which are provided by the banks and stockbroking Companies or Agencies in which the said shareholders have deposited their shares, through the entity legally entrusted with the registration of shares, Iberclear, will be included in a file and will be processed for the purpose of managing the development, accomplishment and control of the existing shareholding relationship. These data will be given to the notary exclusively in connection

with the recording of the minutes of the General Shareholders' Meeting. This data processing is essential for the compliance with legal obligations applicable to the controller. The personal data of the shareholders will be stored as long as they are necessary for the purposes indicated above. As soon as they are not necessary for these purposes, the data will be blocked during the period in which they may be necessary for the exercise or defense against administrative or judicial legal proceedings and may only be unblocked and processed again on these grounds. Once this period comes to an end, the data will be definitively erased.

Shareholders may exercise his or her rights of access, rectification, erasure, opposition, limitation of processing and, in the event that processing is carried out by automated means, and whenever technically possible, the right to portability of his or her data, pursuant to the provisions of the Organic Law 3/2018 of December 5, Protection of Personal Data and Guarantee of Digital Rights, by contacting Compañía de Distribución Integral Logista Holdings, S.A. at c/ Trigo 39, P.I. Polvoranca, 28914, Leganés Madrid, or [info.lopd@logista.es](mailto:info.lopd@logista.es), quoting 'Data protection' as the reference, and accompanied by a copy of his/her identity card duly proving his/her identity. We further inform you that the contact details of the Data Protection Officer are those mentioned above. The Shareholder has the right to file a complaint with the Spanish Data Protection Agency (AEPD) if he or she believes that his or her rights have been infringed.