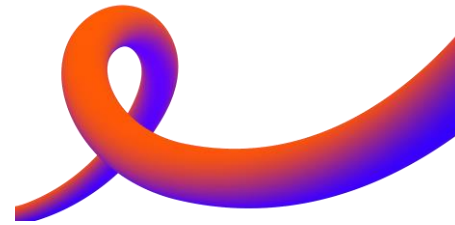


***ANNUAL REPORT ON THE INDEPENDENCE OF THE
EXTERNAL AUDITOR
AUDIT, CONTROL AND SUSTAINABILITY COMMITTEE
2022-2023***



COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.



I.- INTRODUCTION

Pursuant to section 4 (f) of article 529 quaterdecies of the Capital Companies Act, introduced by Law 31/2014 of 3 December, the Audit and Control Committee has, among others, the following powers: *"To issue annually, prior to the issuance of the audit report, a report expressing an opinion on whether the independence of the auditors or audit firms is compromised. This report, which shall be published on the Company's website sufficiently in advance of the holding of the Annual General Meeting of the Company, must in any case contain a reasoned assessment of the provision of each and every one of the additional services referred to in the preceding section, individually considered and, as a whole, other than the statutory audit and in relation to independence or to the regulations governing the activity of auditing accounts"*.

This document provides an opinion on the assessment of the provision of additional services, individually considered and as a whole, other than the statutory audit of accounts and in relation to the independence regime or the regulatory audit regulations received by the external audit firm, as well as the precautions that have been taken in relation to ensuring its independence, in accordance with the provisions of Law 22/2015 of 20 July 2015 on the Audit of Accounts (the "Audit Law"). Accordingly, the Audit, Control and Sustainability Committee of Logista (hereinafter also referred to as the "ACSC") prepares this report.

II. RECRUITMENT CONDITIONS

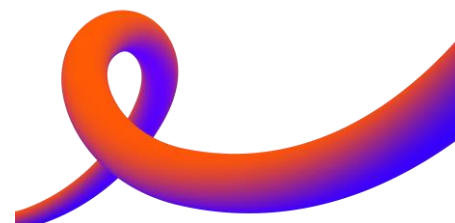
The Annual General Shareholders' Meeting of Compañía de Distribución Integral Logista Holdings, S.A. ("the Company") held on February 7th, 2023, agreed to appoint as auditors for the annual accounts of the Company and of its consolidated Group for the years 2023, 2024 and 2025 to Ernst & Young, S.L. ("EY" from now on).

The tender process for choosing external auditor was carried out in accordance with the provisions of the Audit Act 22/2015, of July 20, which, in its article 40, establishes the rules on hiring, rotation and appointment of auditors; and in accordance with the provisions of Regulation (EU) No. 537/2014 of the European Parliament, of April 16, 2014.

Hiring process was set up before the beginning of the duties of the external auditors for the current fiscal year, and was previously informed by the Audit, Control and Sustainability Committee on December 14th, 2022.

Also, related to the terms and conditions of the audit contract, the Audit, Control and Sustainability Committee has verified that the obligation to rotate the Statutory Auditor is met.

Fees related to audit services of the financial statements of the year 2022-2023, rendered to Logista Group by EY amount €1,421 thousand (including €105 thousand of reporting to the main shareholder) which were analyzed and approved by the Audit, Control and Sustainability Committee in its session of December 14th, 2022.



Regarding the audit services agreed with EY, the Audit, Control and Sustainability Committee considers that they have not been influenced or affected by the rendering of other additional services or based on any contingency or condition other than the changes in the context discussed to set the audit fees, according to the Audit Law, and according to what the auditors have expressed in their Independence Report.

III. COMMUNICATION WITH THE AUDITOR

The Audit, Control and Sustainability Committee has maintained the opportune relations with the auditor to receive information on issues that may pose a threat to their independence and any other related to the process of developing the audit of accounts, as well as those other communications foreseen in the legislation of audit of accounts and in the technical norms of audit.

During the 2022-2023 financial year, the auditor of accounts has not informed the Audit, Control and Sustainability Committee of any issue that may jeopardize their independence.

IV. NON-AUDIT FEES RENDERED BY ERNST & YOUNG

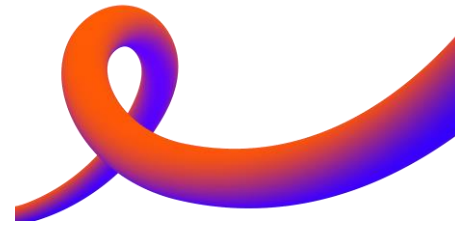
The breakdown of the services rendered during the fiscal year 2022-2023, not considering the audit services mentioned in section II, are presented in the following table:

(cifras en miles de €)	Aprobado por la CAC de 14.02.2022
H1 Limited review	26
Financial information internal control system (SCIIF report)	16
Non-financial information statement report	28
SOC report in Italy, requested by a customer	20
Logista Libros non-financial information report	16
Speedlink special purpose Audit	44
Otros servicios (*)	28
TOTAL	178

(*) Review of Agreed Procedures of Mosca China approved by the Audit, Control and Sustainability Committee of May 3, 2023

It should be noted that the nature of these works is closely related to the audit of accounts, not involving a risk or threat to the independence of the accounts audit itself.

Therefore, the hiring of these services to EY has been done according to *Article 14. Incompatibility causes of Audit Law*, not being included in the prohibited services according to that Law.



V. PROPORTION OF INCOME

During the fiscal year 2022-2023, Logista group has hired audit services and other non-audit services to EY for a total amount of €1,599 thousand, which represent a 0.8% of the annual revenues of Ernst & Young S.L for its fiscal year 2021-2022.

VI. INDEPENDENCE DISCLOSURE FROM THE STATUTORY AUDITORS

On December 6th, 2023, the audit partner in charge of the issuance of the statutory audit report for the consolidated accounts of Compañía de Distribución Integral Logista Holdings, S.A., has confirmed to the Audit, Control and Sustainability Committee their independence.

The document developed by the Company's Statutory Auditors contains the written confirmation of their independence in relation to the Company and its subsidiaries, as well as the information regarding the additional services other than the statutory audit, considered both individually and as a whole, rendered to the aforementioned companies by the auditors or related persons.

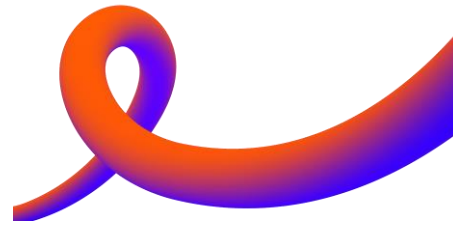
During fiscal year, the Statutory Auditor has not revealed in the Audit, Control and Sustainability Committee any issue that could impair its independence. In addition, EY has declared that, in application of their internal procedures, they have not identified circumstances that, individually or as a whole, could result in a significant threat to their independence and, therefore, could be grounds for incompatibility.

VII. CONCLUSION

The Audit, Control and Sustainability Committee unanimously agrees sending to the Board of Directors of the Compañía de Distribución Integral Logista Holdings, S.A. the present report, where it is certified that the Statutory Auditor, EY, has been and acted independently, in relation to the issuance of the report after the examination and evaluation of the annual accounts, individual and consolidated, of the Compañía de Distribución Integral Logista Holdings, S.A., regarding the fiscal year 2022-2023.

Furthermore, it has been concluded that there are no objective reasons that would allow contesting the Statutory Auditor independence, and that such independence has not been threatened or impaired during the fiscal year, due to the rendering of non-audit services. In particular:

- EY has confirmed in writing their independence in accordance with the provisions of Regulation (EU) No. 537/2014 of April 16, 2014 on the specific requirements for the legal audit of entities of public interest, Law 22 / 2015, of July 20, of Audit of Accounts, the Royal Decree 877/2015, of October 2 that approves the Regulation of the Law of Audit, and in the technical norms of audit issued by the Institute of Accounting and Audit of Accounts.



- The fees corresponding to the audit services are set by the auditor prior to the start of their duties for the entire period in which they must perform them. The fees are not influenced or determined by the provision of additional services, nor are they based on contingencies or conditions other than changes in the circumstances that serve as the basis for setting the fees.
- Fees for the services provided do not constitute a significant percentage of the total annual income of the auditor.
- During the fiscal year 2022-2023, the Audit, Control and Sustainability Committee has established the appropriate relationships with EY in order to receive information on those issues that could put their independence at risk.
- In the information obtained through the aforementioned channels of communication, no aspects have been identified that may question compliance with audit regulations on auditor independence and, in particular, no aspects of this nature have been identified that relate to the provision of additional services, individually considered and as a whole, other than the statutory audit.
- The Audit, Control and Sustainability Committee has analyzed all the proposals for contracting services with the Accounts Auditor in the fiscal year 2022-2023, other than the accounts audit service, in order to ensure that they are not incompatible with their work as auditors, thus not calling into question their independence, in accordance with the limitations established in the current legislation.

This report is the one that has been approved by the Audit, Control and Sustainability Committee in its session held on November 6th, 2023.

Leganes (Madrid), November 6th, 2023

The Audit, Control and Sustainability Committee's Secretary

Ms. María Echenique Moscoso del Prado