



COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.

ANNUAL GENERAL SHAREHOLDERS' MEETING

February 2, 2024

PROPOSED RESOLUTIONS

FIRST: EXAMINATION AND APPROVAL OF THE INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED SEPTEMBER 30, 2023

- 1.1 To approve the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Annual Report) audited by Ernst & Young, S.L., as well as the individual Management Report of Compañía de Distribución Integral Logista Holdings, S.A. (the "Company"), corresponding to the year ended September 30, 2023.
- 1.2 To approve the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Annual Report) audited by Ernst & Young, S.L., as well as the consolidated Management Report of Compañía de Distribución Integral Logista Holdings, S.A. and its group, for the year ended September 30, 2023.

SECOND: EXAMINATION AND APPROVAL OF THE CONSOLIDATED STATEMENT OF NON-FINANCIAL INFORMATION FOR THE YEAR ENDED SEPTEMBER 30, 2023

To approve the consolidated statement of non-financial information, which is included in the Integrated Report of Compañía de Distribución Integral Logista Holdings, S.A. and its Consolidated Group, and that forms part of the consolidated Management Report for the year ended September 30, 2023.

THIRD: EXAMINATION AND APPROVAL OF THE BOARD OF DIRECTORS' MANAGEMENT FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023.

To approve the management of the Board of Directors for the fiscal year ended 30 September 2023.



FOURTH: EXAMINATION AND APPROVAL OF THE BOARD OF DIRECTORS' PROPOSAL FOR THE RESULTS ALLOCATION FOR THE YEAR ENDED 30 SEPTEMBER 2023

To approve the following proposal of the Board of Directors for the results' application for the year ended September 30, 2023, of Compañía de Distribución Integral Logista Holdings, S.A.:

Net Profit	266.900.356,77 Euros
Dividends (€1.85 per share)	245.159.000,39 Euros
<ul style="list-style-type: none">Interim (€0.49 per share) (Board of Directors Agreement of 20 July 2023)	64.619.000,39 Euros
<ul style="list-style-type: none">Final €1.36 per share	180.540.000,00 Euros
To Voluntary Reserves	21.741.356,38 Euros

The final dividend will be paid on 29 February 2024 through Banco de Santander.

FIFTH: AMENDMENT OF ARTICLE 1 OF THE BYLAWS OF COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A. TO MODIFY THE COMPANY NAME.

To approve the amendment to Article 1 ("Name"), which will henceforth read as follows:

"Article 1.- NAME

*The company is called **Logista Integral, S.A. (LOGISTA or the Company).**"*



SIXTH: RATIFICATION, APPOINTMENT AND RE-ELECTION OF DIRECTORS

In accordance with the provisions of article 197 bis of the revised text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July (the "Capital Companies Act"), the proposals included in this agenda item are subject to an individual and separate vote.

In accordance with the proposals and supporting reports made by the Appointments and Remuneration Committee and the Board of Directors for the purposes of the provisions of article 529 decies of the Capital Companies Act:

- 6.1 To ratify the appointment by co-optation of **Mr. David Michael Tillekeratne**, made by the Board of Directors on April 13, 2023, and to appoint him as a director of the Company for the statutory term of four (4) years, with the category of proprietary director, at the proposal of the Board of Directors and after a favourable report from the Appointments and Remuneration Committee. The personal circumstances of the director will be stated in the certificate issued for the purposes of registration in the Mercantile Registry of Madrid.

Mr. Tillekeratne shall hold the status of proprietary director, in accordance with the provisions of Article 529 duodecies 3 of the Companies Act, as he by representing the majority shareholder Imperial Brands PLC on the Board of Directors.

- 6.2 To ratify the appointment by co-optation of **Ms. Julia Lefèvre**, made by the Board of Directors on November 7, 2023, and to appoint her as a director of the Company for the statutory term of four (4) years, with the category of proprietary director, at the proposal of the Board of Directors and after a favourable report from the Appointments and Remuneration Committee. The personal circumstances of the director will be stated in the certificate issued for the purposes of her registration in the Mercantile Registry of Madrid.

Ms. Lefèvre shall hold the status of proprietary director, in accordance with the provisions of Article 529 duodecies 3 of the Companies Act, as she represents the majority shareholder Imperial Brands PLC on the Board of Directors.

- 6.3 To ratify the appointment by co-optation of **Ms. Teresa Paz-Ares Rodríguez**, made by the Board of Directors on 7 November 2023, and to appoint her as a director of the Company for the statutory term of four (4) years, with the category of independent director and at the proposal of the Appointments and Remuneration Committee. The personal circumstances of the director will be stated in the certificate issued for the purposes of her registration in the Mercantile Registry of Madrid.

Ms. Paz-Ares will hold the category of independent director, in accordance with the provisions of article 529 duodecies 4 of the Capital Companies Act.



- 6.4 To appoint as a director, for a statutory term of four (4) years, **Mr. Manuel González Cid**, with the category of independent director, at the proposal of the Appointments and Remuneration Committee. The personal circumstances of the director will be stated in the certificate issued for the purposes of registration in the Mercantile Registry of Madrid.

Mr. González Cid will hold the category of independent director, in accordance with the provisions of article 529 duodecies 4 of the Capital Companies Act.

- 6.5 To re-elect as a director, for the statutory term of four (4) years, **Mr. Íñigo Meirás Amusco**, with the category of executive director, at the proposal of the Board of Directors and following a favourable report from the Appointments and Remuneration Committee. The personal circumstances of the director will be stated in the certificate issued for the purposes of registration in the Mercantile Registry of Madrid.

Mr. Meirás will hold the category of executive director, as he performs management functions in the Company, in accordance with the provisions of Article 529 duodecies 1 of the Capital Companies Act.

- 6.6 To re-elect as a director, for the statutory term of four (4) years, **Ms. María Echenique Moscoso del Prado**, with the category of executive director, at the proposal of the Board of Directors and following a favourable report from the Appointments and Remuneration Committee. The personal circumstances of the director will be stated in the certificate issued for the purposes of her registration in the Mercantile Registry of Madrid.

Ms. Echenique will hold the category of executive director, as she performs management functions in the Company, in accordance with the provisions of article 529 duodecies 1 of the Capital Companies Act.

- 6.7 To re-elect as a director, for the statutory term of four (4) years, **Ms. Pilar Platero Sanz**, as an independent director and at the proposal of the Appointments and Remuneration Committee. The personal circumstances of the director will be stated in the certificate issued for the purposes of her registration in the Mercantile Registry of Madrid.

Ms. Platero will hold the category of independent director, in accordance with the provisions of article 529 duodecies 4 of the Capital Companies Act.

- 6.8 To re-elect as a director, for the statutory term of four (4) years, **Mr. Richard Guy Hathaway**, with the status of proprietary director at the proposal of the Board of Directors and following a favourable report from the Appointments and Remuneration Committee. The personal circumstances of the director will be stated in the certificate issued for the purposes of registration in the Mercantile Registry of Madrid.



Mr. Hathaway shall hold the category of proprietary director, in accordance with the provisions of Article 529 duodecies 3 of the Companies Act, as he represents the majority shareholder Imperial Brands PLC on the Board of Directors.

SEVENTH: EXAMINATION AND APPROVAL OF THE DIRECTORS' REMUNERATION POLICY 2024-2026

To approve the new Directors' Remuneration Policy for the period 2024 – 2026, which has been made available to shareholders at the time of the call of the General Shareholders' Meeting, together with the Report-Proposal of the Appointments and Remuneration Committee and the reasoned proposal of the Board of Directors.

It is expressly stated that the Remuneration Policy includes the maximum amount of the annual remuneration to be paid to all the Directors, all for the purposes of the provisions of articles 217.3 and 529 septdecies of the Capital Companies Act.

EIGHTH: EXAMINATION AND APPROVAL OF THE 2024-2026 LONG-TERM INCENTIVE PLAN

To approve, in accordance with the provisions of Article 14 of the Company's Bylaws, the application of a remuneration system (Long-Term Incentive Plan 2024, the "Incentive Plan" or the "Plan"), consisting of granting to the Executive Directors of Compañía de Distribución Integral Logista Holdings, S.A. (the "Company"), and to certain Directors and employees of the Company and certain subsidiaries of the Company (the "Logista Group"), the right to receive a certain incentive (the "Incentive"), which will be settled by the delivery, free of charge, of shares in the Company, (or, as the case may be, of their equivalent in cash, or in a combination of shares and cash).

The general characteristics of the Plan are as follows:

1^a Validity:

The Incentive Plan is structured in three overlapping periods of three years each (the "Consolidation Period"), with units being assigned at the beginning of each cycle, which may be converted into shares at the end of the cycle (after the three years), depending on the degree of compliance with the objectives established.

The Plan will start on October 1, 2024, and, consequently, new cycles will be launched in October 2025 and October 2026.

2^a Beneficiaries:

The Plan is addressed to the Company's Executive Directors and to certain Logista group Senior Managers, with a high degree of value contribution to the Company, as well as Group employees who show high performance and future projection.



3^a Recognised Initial 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 Recognised Initial Incentive has been calculated for an Executive Director, it will materialize through the granting by the Company of a conditional right to acquire, free of charge, a number of shares in the Company (the “Number of Recognised Conditioned Shares”), subject to the achievement of the defined objectives for the Plan.

The Number of Recognised Conditioned 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, shall be empowered to decide, prior to the end of the Consolidation Period, and depending on the percentage of the Company's free float, whether the settlement of the Incentive will be made in shares of the Company, in their cash equivalent, or in a combination of shares and cash.

The right granted by the Company to an Executive Director, according to the Plan or to its implementing regulations, is not cumulative, nor can be computable for the purpose of determining the fixed or variable remuneration, in the short or long term, to be received by the Executive Director, nor will it have the character of a consolidated right.

4^a Requirements for the consolidation of the Number of Recognised Conditioned Shares:

For the consolidation of the Number of Conditioned Shares Recognised to a beneficiary, it will be necessary that the corresponding Consolidation Period has elapsed, and that, in addition:

- a) The beneficiary maintains 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 of each case, the Board of Directors may agree on the corresponding proration in the event of early departure.
- b) The objectives set by the Board of Directors for the consolidation of the Number of Recognised Conditional Shares have been exceeded in the minimum part established.



5^a Objectives for the consolidation of the Number of Recognized Conditioned Shares:

The Board of Directors will determine the specific objectives for the consolidation of the Number of Recognised Conditioned Shares, which will necessarily refer to all or some of the following aspects: (i) Comparative Profitability with other Companies (CSR) operating in the same or similar sector of activity (the "Reference Group"); (ii) other financial or operational nature criteria related to the forecasts of the Logista Group's Business Plan; and (iii) issues related to sustainability, governance or corporate social responsibility criteria.

The Board of Directors of the Company, at the proposal of the Appointments and Remuneration Committee, is expressly empowered to determine the objectives of the Incentive Plan, as well as the number of shares to be paid to each beneficiary depending on the achievement degree of the objectives that have been established, which may reach a maximum of 125%, once the minimum target below which the Incentive will not be received has been exceeded.

The Incentive will be settled at the end of the Consolidation Period, without prejudice to any particular cases of early settlement that may be foreseen.

6^a Associated Capital:

During the entire term of the Plan, as well as of previous plans that are active, under the terms authorized by the General Shareholders' Meeting, the maximum capital of the Company that could be committed, in relation to it, is set at 2% of the Company's share capital at the time of approval of this resolution by the General Shareholders' Meeting.

7^a Origin of the shares to be delivered to beneficiaries:

The shares to be delivered to the beneficiaries may be, subject to compliance with the legal requirements established for this purpose, (a) shares of the Company, in treasury stock, that have been acquired or will be acquired, both by the Company itself and by any company of the Logista Group; or (b) newly issued shares.

8^a Rules applicable to the Company's Executive Directors:

The receipt of the corresponding Incentive by the Company's Executive Directors will be subject to the application of clauses for cancellation, return of the Incentive and retention of shares, in accordance with the provisions of the Remuneration Policy.

9^a Delegation of authority

It is agreed to delegate to the Board of Directors the broadest powers that are appropriate by law, and with express power to substitute them in favour of the Appointments and Remuneration Committee or of the Chief Executive Officer -except, with regard to the



latter, those related to the Executive Directors-, to ensure the application, execution, development and interpretation of the Plan and in particular, by way of example:

- (i) The approval of the rules for its application and development.
- (ii) The choice of beneficiaries.
- (iii) The setting of the objectives and the degree to which they are achieved.
- (iv) To carry out any action, declaration or management before any entity or body or public or private registry, in order to obtain any authorization or verification necessary for the implementation, execution or liquidation of the Plan, and the free delivery of the Company's shares.
- (v) To negotiate, agree and sign any contracts of any kind with financial or other kind of entities that it freely designates, under the terms and conditions it deems appropriate, that are necessary or convenient for the better implementation, execution or liquidation of the Plan, including, when necessary or convenient by the legal regime applicable to some of the beneficiaries or to certain companies of the Logista Group or, if necessary or convenient for legal, regulatory, operational or other reasons of a similar nature, the establishment of any legal entity or the achievement of agreements with any type of entity for the deposit, custody, holding and/or administration of the Company's shares, and/or their subsequent delivery to the beneficiaries of the Plan.
- (vi) To draft and publish as many announcements as necessary or convenient.
- (vii) To draft, subscribe, grant and, where appropriate, certify, any type of document related to the Plan.
- (viii) To adapt the content of the Plan to the circumstances and corporate operations that may occur during its term, both in relation to the Company or the Logista Group, as well as to the companies that are part of the Reference Group at any given time, under the terms and conditions deemed necessary or convenient at any given time to maintain the purpose of the Plan.
- (ix) In general, to grant public and private documents and to carry out as many actions, adopt as many decisions and sign as many documents as may be necessary or merely convenient for the validity, effectiveness, implementation, development, execution, liquidation and satisfactory completion of the Plan, and of the agreements previously adopted.



NINTH: ADVISORY VOTE ON THE 2023 ANNUAL REPORT ON DIRECTORS' REMUNERATION.

To approve, on a consultative basis, the Annual Report on the Remuneration of the Directors of Compañía de Distribución Integral Logista Holdings, S.A., for the year ended 30 September 2023.

TENTH: INFORMATION TO THE GENERAL SHAREHOLDERS' MEETING ON THE AMENDMENT OF ARTICLES 3.1, 3.2, 14.1, 14.3, 16.1, 16.2, 16.3, 16.4, 16.7 AND 33.1 OF THE BOARD OF DIRECTORS' REGULATIONS.

The General Shareholders' Meeting is informed, in accordance with Article 528 of the Companies Act of the amendments introduced in the Board of Directors' Regulations that were agreed by the Board of Directors at its meeting held on September 27, 2023, and which appear in the report that has been made available to the shareholders on the occasion of the call of the General Shareholders' Meeting.

The main objective of this amendment is to strengthen the functions of the previously called Audit and Control Committee in the field of sustainability, and consequently to rename it the Audit, Control and Sustainability Committee.

ELEVENTH. - DELEGATION OF POWERS

To delegate to the Board of Directors, with express powers of substitution to each and every one of its members, including the Secretary of the same, so that any of them, indistinctly and with their sole signature, with respect to the resolutions adopted at this General Shareholders' Meeting, may:

- Raise these agreements public, empowering them in a special and joint manner in all that is necessary for their development and compliance;
- Sign as many public or private documents and carry out as many actions as may necessary or convenient, for the execution of the resolutions adopted by this General Meeting, including the publication of legal announcements, before any public or private bodies or instances, as well as to request their registration in the Commercial Registry and in any other registries that may be appropriate, it may even grant deeds of ratification, rectification, correction and clarification, in view of the verbal suggestions or the written qualification of the Commercial Registry or any others, and may even proceed to request the partial registration of the registrable agreements; and
- Draft as many public or private documents as may be necessary or convenient and carry out all the relevant procedures before the National Securities Market Commission (CNMV), the Management Company of the Securities Registration, Clearing and Settlement Systems, S.A.U. (Iberclear), the Governing Companies of the Stock Exchanges and any other public or private body, entity or registry, both



nationally and internationally, in order to execute and bring to fruition the approved 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 related to the resolutions adopted at this General Meeting.