

BOARD OF DIRECTORS' JUSTIFYING REPORT ON THE PROPOSAL OF RATIFICATION AND APPOINTMENT, BY THE GENERAL SHAREHOLDERS' MEETING, OF MR. DAVID MICHAEL TILLEKERATNE, AS PROPRIETARY DIRECTOR

I

By letter dated April 12th, 2023, Mr. John Matthew Downing has tendered his resignation as Director of Compañía de Distribución Integral Logista Holdings, S.A. ("the Company"), with effect from 24.00 hours of April 12th, 2023, as he will shortly cease to provide Imperial Brands Plc ("IB") with professional services.

Mr. Downing had worked in the capacity of proprietary Director, in application of article 529 duodecies 3 of the Capital Companies Act, because he represented Imperial Brands – the Company's majority indirect shareholder – on the Board of Directors.

After Mr. Downing's resignation, the Board of Directors that took place on April 13th 2023, appointed by co-option Mr. David Michael Tillekeratne as proprietary Director of the Company, with the favourable opinion of the Appointments and Remuneration Committee.

II

In accordance with the provisions of article 244 in relation to article 529 decies of the Capital Companies Act, the appointment by co-option has to be submitted to the first General Meeting of the Company that is held. Therefore, the Board of Directors, following a report from the Appointments and Remuneration Committee, has proposed the submission to the General Shareholders' Meeting of the ratification and appointment of Mr. David Michael Tillekeratne as proprietary director.

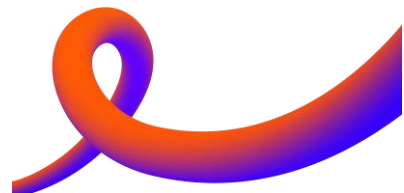
III

In the context of the exercise of the proportional representation right, recognized by the Capital Companies Act and, in accordance with the rules of the Relationship Framework Agreement of 12th June 2014, signed between the Company and Imperial Brands (formerly, Imperial Tobacco Group, "IB"), the latter proposed the appointment of five directors, out of the twelve who currently constitute the Company's Board of Directors.

The vacancy created by Mr. Downing's resignation must be filled, as per the Framework Agreement rules, with another Director who represents IB on the Board.

IB, in exercise of its right of proportional representation and in accordance with the requirements of the said Framework Agreement, has proposed to the Chairman of the Company's Board of Directors the appointment of Mr. David Michael Tillekeratne to fill the vacancy.

Mr. Tillekeratne serves as Group Finance Director at Imperial Brands and has previously held roles for Imperial in both the European and Australasian regions as Divisional Finance Director.



Prior to joining Imperial Brands, he worked for General Electric for 13 years across a range of finance, financial control and general management roles (including Group CFO GE Mining Equipment and General Manager, GE Digital Mining Technologies) across a range of markets including Australia, Netherlands and the United Kingdom. He also worked for Kerry Foods in the U.K. for 4 years in a range of finance and sales roles.

Mr. Tillekeratne received an honours degree in Law from the University of West England, Bristol in 1999 and is a member of the Chartered Institute of Management Accountants and is a Certified Practising Accountant (CPA) – Australia.

IV

The Appointments and Remuneration Committee at the meeting held today, has assessed Mr. Tillekeratne's profile, and has noted that:

- i) he fulfils the requirements of the law and of the Company's Policy on the Selection of Directors of 19th December 2017, (knowledge, professional experience, recognized soundness and competence, responsibility for the exercise of his office, and absence of conflicts of interest) to be appointed Director;
- ii) he is not involved in any case involving prohibition or incompatibility under the Law or under the Company's Policy on the Selection of Directors;
- iii) he fulfils the legal and statutory requirements for inclusion in the category of proprietary director.

The Committee has also highly valued Mr. Tillekeratne's performance since his appointment by co-option and has taken into consideration, in particular, the professional experience of Mr. Tillekeratne in finance and general management positions at international level and, in particular, his deep knowledge of accounting matters.

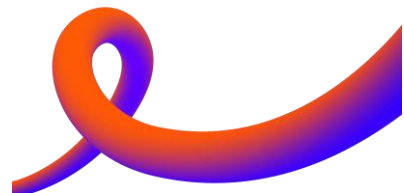
Consequently, the Appointments and Remuneration Committee has unanimously issued a favourable opinion on the proposal of ratification and appointment of Mr. David M. Tillekeratne as proprietary Director.

V

Mr. David Michael Tillekeratne will hold the status of proprietary Director, in accordance with the provisions of article 529 duodecies 3 of the Capital Companies Law and article 4.1 b) of the Company's Director Selection Policy, of 19 December 2017.

VI

In view of the foregoing, the Board of Directors unanimously (with the personal abstention of Mr. Tillekeratne), agreed to adopt the above-mentioned report of the Appointments and Remuneration Committee, and therefore proposes the ratification and appointment by the General Shareholders Meeting of Mr. David Michael Tillekeratne as proprietary Director, on the understanding that Mr.



Tillekeratne has the necessary skills, experience and merits, and fulfils the requirements to be ratified and appointed by the General Shareholders Meeting as proprietary Director of the Company, for the statutory period of four years.

It is also noted that Mr. Tillekeratne appointment as proprietary Director complies with the Framework Agreement of 12 June 2014, signed between the Company and Imperial Brands PLC, at the time of the Public Offering of Shares of the Company of that year.

This report was unanimously approved by the Board of Directors (with the said abstention), in accordance with the provisions of the Capital Companies Act, and will be joined to the General Meeting Minutes that may approve his ratification and appointment as Director.

Leganés, 14th December 2023

The Secretary Director

María Echenique Moscoso del Prado