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

I

By letter dated June 10th, 2024, Mr. David Tillekeratne has tendered his resignation as Director of Logista Integral, S.A. ("the Company"), with effect from 24.00 hours of June 30th, 2024, as he has ceased to provide Imperial Brands Plc ("IB") with professional services since such date.

Mr. Tillekeratne had worked in the capacity of proprietary Director, in application of article 529 duodecies 3 of the capital companies act approved by the Royal Legislative Decree 1/2010 of July 2^{sd} (the "Capital Companies Act"), because he represented IB – the Company's majority indirect shareholder – at the Board of Directors.

After Mr. Tillekeratne resignation, the Board of Directors that took place on July 24th 2024, appointed by co-option Mr. Celso Marciniuk as proprietary Director of the Company, following the favourable opinion of the Appointments and Remuneration Committee.

II

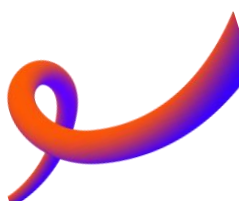
In accordance with the provisions of article 244 in relation to article 529 decies of the Capital Companies Act, the appointment by co-option has to be submitted to the first General Meeting of the Company that is held. Therefore, the Board of Directors, following a report from the Appointments and Remuneration Committee, proposes the submission to the General Shareholders' Meeting of the ratification and appointment of Mr. Celso Marciniuk 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 IB (formerly, Imperial Tobacco Group, "IB"), the latter proposed the appointment of five directors.

The vacancy created by Mr. Tillekeratne'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. Celso Marciniuk to fill the vacancy.



IV

Mr. Marciniuk is currently Group Financial Director at Imperial Brands. He has a long track record of business leadership, with extensive experience in strategy, finance, and mergers and acquisitions in different geographies and industries. He has served as Controller and CFO of several companies (Unilever, Fleury Group, Heineken), and his last role, before his incorporation to IB, was CFO of Asia Pacific at The Heineken Company.

Mr. Marciniuk holds a degree in Civil Engineering from the Universidade Federal do Paraná (Brazil). He has also completed an MBA at RSM Erasmus Universiteit and an Advanced Management Program at Harvard Business School.

V

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

- i) he still 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; and
- iii) he fulfils the legal and statutory requirements for inclusion in the category of proprietary director.

In addition, the Committee has valued Mr. Marciniuk's proven professional experience in the economic-financial and management fields, in different sectors, at international level and, in particular, in sectors that are especially relevant to the Company's diversification strategy (food & beverages, mass consumption).

Consequently, the Appointments and Remuneration Committee unanimously issued a favourable report on the proposal to appoint Mr. Celso Marciniuk as proprietary Director, representing Imperial, in application of its proportional representation right, for the statutory period of three years, being this period subject to the approval by the General Shareholders' Meeting of the modification of Article 11 of the Company's Bylaws.

VI

Mr. Marciniuk will serve in the capacity of proprietary Director in accordance with Article 529 duodecies 3 of the Law of Capital Companies and Article 4.1 b) of the Company's Policy on the Selection of Directors, of 19th December 2017.



VII

In view of the foregoing, the Board of Directors unanimously (with the personal abstention of Mr. Marciniuk), 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. Celso Marciniuk as proprietary Director, on the understanding that Mr. Marciniuk 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 three years, being this period subject to the approval by the General Shareholders' Meeting of the modification of Article 11 of the Company's Bylaws.

It is also noted that Mr. Marciniuk 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 (Madrid), December 12th , 2024

The Board's Deputy Secretary

María Ainhoa Anuncibay Abad

