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**LOGISTA INTEGRAL, S.A.**  
**ANNUAL GENERAL SHAREHOLDERS' MEETING**  
**February 5, 2025**  
**PROPOSED RESOLUTIONS**

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**FIRST: EXAMINATION AND APPROVAL OF THE ANNUAL ACCOOTS (BALANCE SHEET, PROFIT AND LOSS ACCOUNT, STATEMENT ON CHANGES IN EQUITY, CASH FLOWS STATEMENT AND NOTES TO THE ACCOUNTS) AND THE MANAGEMENT REPORT OF LOGISTA INTEGRAL, S.A. AND OF ITS CONSOLIDATED GROUP, CORRESPONDING TO THE FINANCIAL YEAR ENDED SEPTEMBER 30, 2024.**

- 1.1 To approve the individual 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 Logista Integral, S.A., corresponding to the year ended September 30, 2024.
- 1.2 To approve the consolidated 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 Logista Integral, S.A. ("T and its group, for the year ended September 30, 2024.

**SECOND: EXAMINATION AND APPROVAL OF THE CONSOLIDATED STATEMENT OF NON-FINANCIAL INFORMATION, INCLUDED IN THE INTEGRATED REPORT OF LOGISTA INTEGRAL, S.A. AND ITS CONSOLIDATED GROUP, FOR THE YEAR ENDED SEPTEMBER 30, 2024.**

To approve the consolidated statement of non-financial information, which is included in the Integrated Report of Logista Integral, S.A. and its consolidated group, and that forms part of the consolidated Management Report for the year ended September 30, 2024.

**THIRD: EXAMINATION AND APPROVAL OF THE BOARD OF DIRECTORS' MANAGEMENT FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024.**

To approve the management of the Board of Directors for the fiscal year ended 30 September 2024.



**FOURTH: EXAMINATION AND APPROVAL OF THE BOARD OF DIRECTORS' PROPOSAL FOR THE RESULTS ALLOCATION FOR THE YEAR ENDED 30 SEPTEMBER 2024.**

To approve the following proposal of the Board of Directors for Logista Integral, S.A. results' allocation for the year ended September 30, 2024:

<i>Net Profit</i>	317.992.239,50 €
<i>Dividends (€2.09 per share)</i>	276.993.378,24 €
• <i>Interim (€0.56 per share) (Board of Directors Agreement of 24 July 2024)</i>	73.921.878,24 €
• <i>Final €1.53 per share</i>	203.071.500 €
<i>To Voluntary Reserves</i>	40.998.861,26 €

The final dividend will be paid on 27 February 2025 through Banco de Santander.

**FIFTH.- RE-ELECTION OF ERNST & YOUNG, S.L., AS AUDITORS FOR THE COMPANY'S INDIVIDUAL AND CONSOLIDATED ACCOUNTS AND APPOINTMENT OF SAID FIRM FOR THE ASSURANCE ON SUSTAINABILITY INFORMATION.**

To re-elect Ernst & Young, S.L. as auditors of the Company's individual and consolidated Annual Accounts for the year ending 30 September 2026.

To appoint Ernst & Young, S.L. for the assurance of the sustainability information for the financial years 2025 and 2026.

Ernst & Young, S.L. is a Spanish company with its registered office in Madrid, Calle Raimundo Fernández Villaverde, 65, and tax identification number B78970506. It is registered in the Mercantile Register of Madrid in Volume 12749, Book 0, Sheet 215, Section 8, Page M-23123, Entry 116, and in the Official Register of Auditors under number S0530.

**SIXTH: AMENDMENT OF ARTICLE 11 OF LOGISTA INTEGRAL, S.A.' BYLAWS TO REDUCE THE LENGTH OF DIRECTORS' TERM OF OFFICE.**

To approve the amendment to Article 11<sup>th</sup> ("Term of Office"), which will henceforth read as follows:

" Article 11.- TERM OF OFFICE

1. *Each Director shall hold office for a term of three years and may be re-elected to one or more additional terms of equal duration."*



## SEVENTH: 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:

- 7.1 To ratify the appointment by co-option of **Mr. Celso Marciniuk**, made by the Board of Directors on July 24, 2024, and to appoint him as a director of the Company for the statutory term of three (3) 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. Marciniuk shall hold the status of proprietary director, in accordance with the provisions of Article 529 duodecies 3 of the Companies Act, by representing the majority shareholder Imperial Brands PLC on the Board of Directors.

- 7.2 To ratify the appointment by co-option of **Ms. Cristina Ruiz Ortega**, made by the Board of Directors on November 15, 2024, and to appoint her as a director of the Company for the statutory term of three (3) years, 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 her registration in the Mercantile Registry of Madrid.

Ms. Ruiz shall hold the status of independent director, in accordance with the provisions of Article 529 duodecies 4 of the Companies Act.

- 7.3 To re-elect as a director, for the statutory term of three (3) years, **Mr. Luis Isasi Fernández de Bobadilla**, as an 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 her registration in the Mercantile Registry of Madrid.

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



**EIGHTH: EXAMINATION AND APPROVAL OF THE DIRECTORS' REMUNERATION POLICY 2025-2027.**

To approve the new Directors' Remuneration Policy for the period 2025 – 2027, 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.

**NINTH: ADVISORY VOTE ON THE ANNUAL REPORT ON DIRECTORS' REMUNERATION FOR THE YEAR ENDED AT 30 SEPTEMBER 2024.**

To approve, on a consultative basis, the Annual Report on Directors' Remuneration of Logista Integral, S.A., for the year ended 30 September 2024.

**TENTH: INFORMATION TO THE GENERAL SHAREHOLDERS' MEETING ON THE AMENDMENT 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 18, 2024, 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 move forward with the incorporation of the best corporate governance practices.

**ELEVENTH. - DELEGATION TO THE BOARD OF DIRECTORS, THE BOARD'S SECRETARY AND THE BOARD'S DEPUTY SECRETARY, OF THE NECESSARY POWERS TO INTERPRET, COMPLETE, CORRECT, DEVELOP, EXECUTE, FORMALISE AND REGISTER THE FOREGOING RESOLUTIONS AND PLACE THEM ON PUBLIC RECORD, AS WELL AS TO SUBSTITUTE THE POWERS GRANTED BY THE GENERAL MEETING.**

To delegate to the Board of Directors, with express powers of substitution to each and every one of its members, including the Board's Secretary and the Board's Deputy Secretary, 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.

