
*JUSTIFICATION REPORT OF THE BOARD OF DIRECTORS
REGARDING THE PROPOSAL FOR THE RATIFICATION AND APPOINTMENT
BY THE GENERAL SHAREHOLDERS' MEETING OF
MR. MARTIN STAUNTON AS PROPRIETARY DIRECTOR*

I

By written communication dated May 6, 2025, Mr. Richard Hathaway submitted his resignation as a director of Logista Integral, S.A. ("the Company"), effective from 24:00 hours on June 30, 2025.

Mr. Hathaway held the position of proprietary director, pursuant to Article 529 duodecies 3 of the Spanish Companies Act, as he represented the Company's indirect majority shareholder, Imperial Brands Plc., on the Board of Directors.

Following the vacancy arising from Mr. Hathaway's resignation, the Board of Directors of the Company, at its meeting held on 16 July 2025, resolved—after receiving a favourable report from the Appointments and Remuneration Committee and upon the proposal of Imperial Brands Plc., within the framework of the exercise of the proportional representation right recognized under the Spanish Companies Act and in accordance with the rules of the Framework Agreement dated 12 June 2014 entered into between the Company and Imperial Brands Plc. (formerly Imperial Tobacco Group)—to appoint Mr. Martin Staunton as proprietary director by means of the co-option procedure.

II

In accordance with the provisions of Article 244, in relation to Article 529 decies of the Spanish Companies Act, the appointment by co-option must be submitted to the consideration of the first General Shareholders' Meeting held thereafter. It is the responsibility of the Board, following a report from the Appointments and Remuneration Committee, to propose to the General Shareholders' Meeting the ratification and appointment of Mr. Martin Staunton as proprietary director.

III

Mr. Martin Staunton joined Imperial Brands Plc. in 2024 as Strategic Transformation Director. He is responsible for executing Imperial Brands' group transformation strategy. Prior to joining Imperial Brands Plc, Mr. Staunton held several senior strategic, commercial, and operational roles, most recently at Intertek Plc as Vice President of Transportation Technology, and at

Inchcape Plc as Group Corporate Development Director and Head of Group Strategy. He previously worked in Corporate Finance at PWC. Mr. Staunton holds a bachelor's degree in Management Sciences from Loughborough University and is qualified as Chartered Management Accountant.



IV

The Appointments and Remuneration Committee, in its session held today, has confirmed that Mr. Staunton:

- i) still meets the legal requirements as well as those set out in the Company's Director Selection Policy of 16 July 2025 to be appointed as a director (recognized integrity, soundness, competence and experience, availability and commitment for the proper discharge of duties, and absence of conflicts of interest);
- ii) he is not subject to any legal prohibition or incompatibility; and
- iii) he meets the legal and statutory requirements to be classified as a proprietary director.

Additionally, in its meeting of 16 July 2025, the Committee valued Mr. Staunton's professional profile and his proven professional experience in strategic, financial and management fields across various sectors at an international level, and, in particular, his knowledge and expertise in the areas of innovation and strategic business transformation.

Accordingly, the Appointments and Remuneration Committee, unanimously, has issued a favourable report on the Board of Directors' proposal to submit to next General Shareholders' Meeting of the ratification and appointment of Mr. Martin Staunton as proprietary director, for the statutory term of three years.

V

In view of the foregoing, the Board of Directors, following a favourable report from the Appointments and Remuneration Committee, unanimously resolved to endorse the Committee's proposal and to propose to the next General Shareholders' Meeting the ratification and appointment of Mr. Martin Staunton as a proprietary director of the Company for the statutory term of three years, considering that Mr. Massie possesses the appropriate competence, experience and merits.

Mr. Staunton will hold the position of proprietary director, in accordance with Article 529 duodecies 3 of the Spanish Companies Act and Article 4.1 b) of the Company's Director Selection Policy dated 16 July 2025.

This Report is unanimously approved by the Appointments and Remuneration Committee, in compliance with the provisions of the Spanish Companies Act, and shall be attached to the minutes of the General Shareholders' Meeting that resolves his ratification and appointment as director.

Leganés (Madrid), 10 December 2025

The Secretary of the Board of Directors,
María del Mar Oña López

