
JUSTIFYING REPORT OF THE BOARD OF DIRECTORS

REGARDING THE PROPOSAL FOR THE APPOINTMENT BY THE GENERAL

SHAREHOLDERS' MEETING OF MS. MARCELLA PANUCCI AS INDEPENDENT DIRECTOR

I

Ms. Cristina Garmendia Mendizábal has served as a Director of Logista Integral, S.A. (the "Company") in the capacity of independent director since 4 June 2014. She was last re-elected to the position by the General Shareholders' Meeting held on 3 February 2022, for the statutory term then in force of four years, i.e., until 3 February 2026 (or the date of the Ordinary General Shareholders' Meeting following the expiration of the four-year term). She has also served as Vice-Chair of the Board of Directors since 2 February 2024.

Upon the expiration of her current term, Ms. Cristina Garmendia Mendizábal will have served twelve consecutive years on the Board and, consequently, according to art. 529 duodecies of the Companies Act, she will not be able to maintain her status as an independent director. In this context, Ms. Cristina Garmendia Mendizábal has informed the Company of her decision not to be proposed for re-election as Director at the upcoming General Shareholders' Meeting.

The Board of Directors expresses its gratitude to Ms. Cristina Garmendia Mendizábal for her outstanding contribution to the Board and her commitment to the Company over the past twelve years.

II

Ms. Cristina Garmendia Mendizábal holds the status of independent director pursuant to Article 529 duodecies 4 of the Spanish Companies Act. The expiration of her term and her decision not to seek renewal will result in a vacancy for an independent director on the Board of Directors.

In accordance with the provisions of Article 529 decies of the Spanish Companies Act and Article 6(B)(h) of the Regulations of the Appointments and Remuneration Committee, this proposal for appointment by the General Shareholders' Meeting must be preceded by a report from the Appointments and Remuneration Committee.

III

The Appointments and Remuneration Committee of the Company, at its meeting held on 5 November 2025, evaluated the professional and biographical profile of Ms. Marcella Panucci, which is as follows:

Ms. Marcella Panucci is a distinguished Italian jurist, academic and public policy expert whose career spans high-level roles in government, academia and corporate governance.

Ms Panucci currently serves as advisor to the Italian Minister of University and Research: She serves as Independent Director at Monte dei Paschi di Siena Bank (where she chairs the Related-Party Transactions Committee and sits on the Remuneration Committee), and as Board member of Tuscany Airports.

She began her governmental career as Head of the Technical Secretariat and Economic Adviser to the Italian Minister of Justice (2011–2012). In 2012, she was appointed General Director

of the General Confederation of Italian Industry (in Italian *Confederazione Generale dell'Industria Italiana*, known as Confindustria), Italy's leading industrial federation of manufacturing and service companies, where she served for eight years. She later held several strategic roles within the Italian government.

Marcella Panucci graduated in Law from LUISS Guido Carli University in Rome, where she currently serves as associate professor. Her academic journey continued at University College London and she earned a PhD in Competition Law from the University of Perugia.

IV

Also, at its meeting of 5 November 2025, the Appointments and Remuneration Committee confirmed that Ms. Marcella Panucci:

- a) Meets the legal requirements and those set out in the Company's Director Selection Policy to be appointed as a Director (recognized integrity, sound judgment, competence and experience, availability and commitment to the proper performance of the role, and absence of conflicts of interest);
- b) Is not subject to any legal prohibition or incompatibility; and
- c) Meets the legal and statutory requirements and conditions to be classified as an independent director.

Likewise, the Committee highly valued Ms. Marcella Panucci's extensive experience and specific knowledge of the Italian market, which adds value to the Board's skill matrix—particularly given the strategic relevance of that geography for the Company.

Accordingly, the Appointments and Remuneration Committee unanimously resolved to propose to the Board of Directors, for submission to the next General Shareholders' Meeting, the appointment of Ms. Marcella Panucci as a Director of the Company for the statutory term of three years.

V

Ms. Marcella Panucci will hold the status of independent director, in accordance with the provisions of Article 529 duodecies 4 of the Spanish Companies Act.

VI

In view of the foregoing, the Board of Directors unanimously resolved to endorse the proposal of the Appointments and Remuneration Committee at its meeting held on 5 November 2025 and to propose to the next General Shareholders' Meeting the appointment of Ms Marcella Panucci as an independent director of the Company for the statutory term of three years, considering that Ms Panucci possesses the appropriate competence, experience and merits.

This Report is approved unanimously by the Board of Directors, in compliance with the provisions of the Spanish Companies Act, and shall be attached to the minutes of the General Shareholders' Meeting that resolves on her appointment as a Director.

Leganés, 10 December 2025

The Secretary of the Committee
María del Mar Oña López