

ANNUAL REPORT ON THE FUNCTIONS AND ACTIVITIES OF THE AUDIT, CONTROL AND SUSTAINABILITY COMMITTEE

2024-2025 FINANCIAL YEAR

LOGISTA INTEGRAL, S.A.



1.- REGULATION

The Audit, Control and Sustainability Committee (“the **Committee**”) of Logista Integral, S.A. (“**Logista**” or the “**Firm**” or the “**Company**”) is governed by Article 529 quaterdecies of the Spanish Capital Companies Law, Article 17 of the Company's Articles of Association, Articles 14 and 16 of the Board of Directors' Regulations and by the Committee's own Regulations, which are adapted to the recommendations of the Technical Guide on Audit Committees of Public Interest Entities, as approved by the CNMV on 27 June 2024.

2.- COMPOSITION

The following changes have been made to the composition of the Committee during the 2024-2025 financial year:

- On 15 November 2024, the Executive Director Ms María Echenique Moscoso del Prado, following a reorganisation of the Board of Directors, resigned from all her positions at Logista, leaving the position of Secretary of the Board and its Committees vacant.
- At the meeting held on 12 December 2024, in response to one of the areas for improvement identified in the latest self-assessment by the Board and its Committees regarding the need to add more technological and digital transformation profiles, the Board of Directors, at the proposal of the Appointments and Remuneration Committee, agreed to increase the number of Committee members from four to five and to appoint Director Ms Cristina Ruiz Ortega as a Committee member, in view of her highly technological professional profile.
- At the same meeting, the Committee agreed to appoint Ms María Ainhoa Anuncibay Abad as Deputy Secretary of this Committee, having previously been appointed Deputy Secretary of the Board of Directors and the Appointments and Remuneration Committee at their respective meetings on 15 November 2024, all in accordance with Articles 13 and 14.6 of the Board's Regulations.
- On the other hand, on 7 January 2025, Ms María del Mar Oña López joined the Company as General Secretary and Director of Corporate Legal Services. On 15 January 2025, she was appointed Non-Director Secretary of the Board of Directors and the Appointments and Remuneration Committee. Ms Oña was also appointed Secretary of the Audit, Control and Sustainability Committee at its meeting on 4 February 2025.

As a result of the above, as at 30 September 2025, the composition of the Committee was as follows:

| Position | Members | Date of first appointment as director | Nature |
|--------------------------------------|-----------------------------------|---------------------------------------|--------------------|
| Chairperson | Ms. Pilar Platero Sanz | 27.09.2019 | Independent |
| Members | Ms. Cristina Garmendia Mendizábal | 04.06.2014 | Independent |
| | Mr. Manuel González Cid | 02.02.2024 | Independent |
| | Ms. Cristina Ruiz Ortega | 12.12.2024 | Independent |
| | Mr. Celso Marciniuk | 24.07.2024 | Proprietary |
| Non-Director Secretary | Ms. María del Mar Oña López | ----- | ----- |
| Non-Director Deputy Secretary | Ms. María Ainhoa Anuncibay Abad | ----- | ----- |

In addition, at its meeting on 18 September 2025, the Board of Directors addressed the indictment of Ms Pilar Platero Sanz (Chairperson of the Committee since 6 November 2023) in criminal proceedings No. 1810/2018. Following a report along the same lines from the Company's Appointments and Remuneration Committee, taking into account the circumstances of the matter and in strict compliance with the principle of presumption of innocence, the Board concluded that it was not necessary, for the time being, to take any further action other than to comply with Ms Pilar Platero Sanz's request to be replaced as Chairperson of the Company's Audit, Control and Sustainability Committee at the end of its meeting on 4 November 2025. Consequently, at its meeting on 4 November 2025, the Committee agreed to accept the resignation of Ms Pilar Platero Sanz as Chairperson and to appoint Mr Manuel Gonzalez Cid to that position.

Since that date, the composition of this Committee has been as follows:

| Position | Members | Date of first appointment as director | Nature |
|--------------------------------------|-----------------------------------|---------------------------------------|--------------------|
| Chairperson | Mr. Manuel González Cid | 02.02.2024 | Independent |
| Members | Ms. Cristina Garmendia Mendizábal | 04.06.2014 | Independent |
| | Ms. Pilar Platero Sanz | 27.09.2019 | Independent |
| | Ms. Cristina Ruiz Ortega | 12.12.2024 | Independent |
| | Mr. Celso Marciniuk | 24.07.2024 | Proprietary |
| Non-Director Secretary | Ms. María del Mar Oña López | ----- | ----- |
| Non-Director Deputy Secretary | Ms. María Ainhoa Anuncibay Abad | ----- | ----- |



3.- DUTIES

In accordance with the aforementioned regulations, the Company's Audit, Control and Sustainability Committee performs the duties established in the Spanish Capital Companies Law, the Board of Directors' Regulations and its own Regulations, the latest version of which were approved by the Board of Directors in September 2024. In addition to the duties arising from legal requirements, the Regulations include the duties set out in the latest version of the CNMV's Technical Guide for Audit Committees of Public Interest Entities, adapted to the Company's circumstances.

In particular, in 2024, the Committee's Regulations were amended to incorporate the provisions of the aforementioned Guide on sustainability. Accordingly, during the 2025 financial year, the Committee has carried out various activities related to the overseeing and preparation of the Company's Consolidated Non-Financial Information Statement and Sustainability Information 2025 (the “**Sustainability Report**”), prepared for the first time in accordance with the requirements established in Law 11/2018, of 28 December, on non-financial information and diversity, in Law 5/2021, of 12 April, which amends Royal Legislative Decree 1/2010, of 2 July, approving the Capital Companies Law, following the European Sustainability Reporting Standards adopted by the European Union through Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023, supplementing Directive 2013/34/EU (CSRD Directive) and following the recommendations of the National Securities Market Commission (CNMV) and the Institute of Accounting and Account Auditing (ICAC). However, given the intensity of the responsibilities of the Audit, Control and Sustainability Committee and to ensure more efficient operation, the Board decided that the Appointments and Remuneration Committee should assume, in accordance with its new Regulations, the duties of overseeing Logista's corporate governance model in matters of sustainability, with the appropriate mechanisms for coordination between the two Committees having been established.

Accordingly, the main duties of the Committee can be summarised as follows:

- Oversee the process of **preparation, integrity and presentation of financial and non-financial information**, in particular the financial statements, ensuring the correct application of accounting principles
- Oversee the **internal control systems** relating to financial, non-financial and sustainability reporting.
- Oversee and update the Company's **risk control model**, including tax and reputational risks (including corruption), and ensuring its effectiveness
- Oversee **related-party transactions** approved by the Chief Executive Officer by delegating and preparing reports on related-party transactions prior to their approval by the Board.
- Advise the Board of Directors on **sustainability** issues, as well as promoting, overseeing and controlling the sustainability policy and strategic plans and stakeholder relations.

- In relation to the **external auditor and auditor for the Sustainability Report assurance**, oversee the audit fees, ensure the proper performance of their duties and work plans, paying particular attention to their independence, authorising non-audit services for this purpose and ensuring that the audit results do not contain any exceptions.
- In relation to the **Internal Audit** role, which reports directly to the Committee itself, approve and oversee the implementation of the Annual Internal Audit Work Plan, overseeing the Unit's activities and ensuring its independence. Furthermore, it is the Committee's responsibility to assess this role, establish the variable remuneration of the Internal Audit Director and approve the Unit's budget.
- Oversee the Company's corporate governance model and its internal codes of conduct, including, in particular, the **Group's regulatory compliance system and the Whistleblower Channel**.
- Monitor the **most significant lawsuits and contingencies** involving the Company.

4.- OPERATIONS

The Company's Audit, Control and Sustainability Committee held six meetings during the 2024-2025 financial year.

The Committee drew up a timetable of meetings for the financial year in advance, setting the dates for the meetings and outlining the items to be discussed at each one.

All meetings were convened by the Committee's Secretary or Deputy Secretary, at the request of its Chairperson, at least as far in advance as required by the Regulations of the Committee. The calls were accompanied by the documentation deemed necessary and relevant for the proper handling of the items included in the respective agendas.

During the financial year, all meetings were held in person, although some directors occasionally had to take part in them via video-conferencing mechanisms.

All meetings have been attended by all members. The Internal Audit Director, the Corporate Finance Director, the Chairperson of the Compliance Committee and the Chairperson of the Sustainability Committee have regularly attended the Committee's meetings as guests. The Chief Executive Officer and other members of the management team have also attended the meeting, at the invitation of the Chairperson.

Similarly, the external Auditors appeared before the Committee on four occasions: in November, at the close of the previous financial year; in February, during the review of the quarterly financial information for the first quarter of the financial year; in May, to oversee the abridged consolidated interim financial statements, and in July, for the review of the quarterly financial report for the third quarter of the financial year. During these appearances, they provided an update on relevant

matters and, in July, presented their annual external audit plan for the review of the annual financial statements for the 2024-2025 financial year.

5.- ACTIVITIES

During the 2024-2025 financial year, the Audit, Control and Sustainability Committee has been extremely active in the exercise of its duties, issuing all the reports that it is responsible for or that have been requested of it. Its main areas of activity are summarised below.

A. FINANCIAL STATEMENTS AND OTHER NON-FINANCIAL INFORMATION

The Committee has monitored the preparation process and the integrity of the financial and non-financial information, ensuring in particular, with regard to the former, the correct application of accounting principles and the appropriate determination of the scope of consolidation. The presentations of results to the market were also monitored.

With regard to non-financial information, as mentioned above, the Audit, Control and Sustainability Committee has overseen the process of preparing the Sustainability Report and, in particular, has overseen the dual materiality analysis carried out by the Company, as well as the consequent determination of the so-called "IROs" – Impacts (positive or negative), Risks and Opportunities.

B. FINANCIAL INFORMATION AND RISK CONTROL SYSTEMS

The Committee has ensured the proper operation of the internal control system and, in particular, of the ICFRS, for which specific meetings have been scheduled with the presence of the unit's manager, who has appeared in person at the Committee in two sessions during this fiscal year.

During the financial year, the Committee also continued to oversee the risk model implemented, through comprehensive quarterly monitoring of the risks affecting the Logista group, taking into account all the countries in which it operates and the different types of entities and businesses, assessing their speed, the effectiveness of their mitigating controls and, where appropriate, updating the ranking of the risks identified based on their criticality.

The Committee has also agreed to include a specific annual meeting on cybersecurity in its meeting schedule, starting in the 2025–2026 financial year.

C. EXTERNAL AUDITOR AND AUDITOR FOR THE SUSTAINABILITY INFORMATION ASSURANCE

External auditors have appeared four times at Committee meetings, thereby enabling the Committee to maintain a constant and regular dialogue with them. In addition, the Committee has authorised additional services to those of auditing, and has analysed the matter of auditor independence, concluding that this has not been compromised, and the corresponding external auditor independence reports have been issued.

In relation to its actions, in addition to acting as an external auditor, as auditor for the Sustainability Report assurance, despite the fact that the CSRD Directive has not yet been transposed into Spanish law, Logista, following the recommendations of the CNMV and the Institute of Accounting and Account Auditing (ICAC), proceeded to formalise the appointment of Ernst & Young, S.L. as auditor for the Sustainability Report assurance at its General Shareholders' Meeting on 6 February 2025, having concluded that it was in accordance with the results of the dual materiality analysis and the content of the Sustainability Report.

D. INTERNAL AUDIT

The Committee has ensured the proper operation of the Internal Audit Division, which reports directly to it. Its activities have been overseen four times during the financial year, the Annual Internal Audit Plan for next year has been approved, and the implementation of the Plan approved in 2024 for the current financial year. The independence of the role and the adequacy of its resources have also been ensured.

E. SUSTAINABILITY, COMPLIANCE AND CORPORATE GOVERNANCE

During the year, the Committee's activities have been particularly intense in the following areas:

- **Monitoring of the Strategic Sustainability Plan**

The Committee has continued regularly monitoring the degree of progress and implementation of the Sustainability Plan approved by the Company last year, the time horizon of which extends to 2026. It should be noted that this Plan takes into account in an integrated manner the environmental, social and governance goals that Logista has set itself to ensure the long-term sustainability of its model.

One of the most noteworthy aspects of this financial year was to oversee the dual materiality analysis carried out by the Company for the preparation of the Sustainability Report.

Furthermore, in terms of sustainability, the Committee has agreed to adjust the regular sustainability reporting schedule from the 2025-2026 financial year onwards, so that it takes place in September, with a first preview of the content of the sustainability report for the corresponding financial year, which will be submitted for review and approval in November, and in April/May (instead of February), with half-yearly information on the degree of progress made in the various initiatives and goals of the Company's Strategic Sustainability Plan for the corresponding financial year.

- **Compliance**

The Committee has monitored the activities of the group's Compliance Committee and its local units in the different geographies. The Group Compliance Officer has been present at five of the six meetings of the Committee to report on the activities carried out as well as all complaints received through the Whistleblower Channel. The Committee has also approved the Compliance

Committee's Work Plan for the coming year, as well as the annual report from the Compliance Committee and the Management Committee on the Compliance system.

- **Corporate governance**

The Committee's activities in this field can be summarised in two main areas:

- a) In terms of compliance, the Committee has monitored progress in the Compliance Committee's work plan, with particular reference to the work on the implementation of policies, crime prevention model and control matrix at El Mosca and also at Carbó Collbatallé, BPS and Speedlink, and the annual review of the Tax Compliance Management System (UNEISO 19602 certification) by Bureau Veritas.
- b) Furthermore, in line with the Company's commitment to the need to strengthen its information security systems across the board, the Committee has approved a new Personal Data Protection Policy, adapted to the current regulatory framework, which establishes the guidelines and principles governing the processing of personal data at Logista, with the aim of continuing to raise awareness among Logista employees of their obligations in relation to personal data protection.

F. RELATED-PARTY TRANSACTIONS

The Committee, subject to approval by the Board of Directors, has issued the reports required by said law in relation to related-party transactions entered into by the Company with its reference shareholder, Imperial Brands, Plc, or companies in its Group. Similarly, in accordance with established procedures, the Audit, Control and Sustainability Committee has been informed of the related-party transactions approved by delegation by the Chief Executive Officer.

G. SELF-ASSESSMENT OF ITS OPERATIONS

During the current financial year, in accordance with the CNMV's Good Governance recommendations, the Board of Directors has sought external advice from Deloitte Legal to carry out the self-assessment process of the Board and its Committees.

With regard to this Committee, only its members participated in the questionnaire and interviews conducted by Deloitte Legal, whose report, presented to the Committee at its meeting on 17 September, concluded that both the performance of the Committee and that of its Chairperson are highly satisfactory to all its members.

6.- CONCLUSION

In view of the above, it can be concluded that the Audit, Control and Sustainability Committee has operated normally during the 2024-2025 financial year, fully exercising the duties entrusted to it without undue interference, respecting both the regulations in force and its internal rules of operation.

The preceding report was unanimously approved by the Audit, Control and Sustainability Committee at its meeting on 4 November 2025.

Leganés (Madrid), 4 November 2025.

Secretary of the Committee,

María del Mar Oña López