

ANNUAL REPORT BY THE
AUDIT, CONTROL AND SUSTAINABILITY
COMMITTEE ON RELATED-PARTY
TRANSACTIONS

2024-2025

LOGISTA INTEGRAL, S.A.



1.- REGULATION

The Audit, Control and Sustainability Committee, pursuant to Article 529 quaterdecies, point 4, letter g) of the Spanish Capital Companies Law, has the following duties, among others:

“g) Report on related-party transactions that must be approved by the general shareholders’ meeting or the board of directors and oversee the internal procedure established by the Company for those whose approval has been delegated.”

Likewise, Article 529 duovicies of the Spanish Capital Companies Law establishes the regime for the approval of related-party transactions, for which a prior report from the Audit and Control Committee is mandatory, without prejudice to the provisions established in cases of urgent approval or delegation. The purpose of the preliminary review by the Committee is to advise the Board of Directors on whether the transaction is fair and reasonable from the Company's point of view and, where applicable, shareholders other than the related party, and to report on the assumptions on which the transaction is based and the methods used, in accordance with the provisions of the Spanish Capital Companies Law.

It should also be noted that, under the provisions of Article 529 duovicies.4 of the Spanish Capital Companies Law, the Board of Directors, at its meeting on 22 July 2021, delegated to the Chief Executive Officer the approval of the following related-party transactions, under the following terms:

- “a) Transactions of up to one million euros in estimated turnover, between entities of the same Group, in the context of ordinary business management and under market conditions.*
- b) Transactions arising from contracts whose standardised conditions apply en masse to a large number of customers, are carried out at prices or rates generally established by the supplier of the goods or services in question, and whose amount does not exceed 0.5 per cent of the Company's net turnover.*

The Chief Executive Officer will report to the first Audit and Control Committee meeting held after the approval of the transaction on the use made of this delegation, so that the Committee can verify the fairness and transparency of such transactions and, where applicable, compliance with the legal criteria applicable to the requirements of this delegation.

Similarly, Article 529 ter.2 of the Spanish Capital Companies Law allows the Chief Executive Officer to approve, for reasons of urgency, related-party transactions, which must be ratified by the first Board of Directors meeting held thereafter.

In turn, on 29 May 2023, the Company approved the Related-Party Transaction Reporting Procedure, which establishes a set of rules governing the internal reporting process for all transactions classified as related-party transactions in accordance with the provisions of the Spanish Capital Companies Law.

In this context, the following is a report on related-party transactions approved during the financial year, differentiating between (i) related-party transactions authorised during the financial year and (ii) related-party transactions executed during the period under multi-year contracts, authorised in previous financial years and reported, according to their relevance, in the Company's Financial Statements.

In accordance with Recommendation 6 of the Good Governance Code, this report will be published on the Company's website when the Ordinary General Shareholders' Meeting is convened.

2.- RELATED-PARTY TRANSACTIONS AUTHORISED FOR THE 2024-2025 FINANCIAL YEAR

a) *Related-party transactions approved by the Board of Directors*

During the 2024-2025 financial year, the Board of Directors approved a single related-party transaction. Specifically, at its meeting on 16 July 2025, following a favourable report from the Audit, Control and Sustainability Committee, it approved a transaction relating to the renewal of a distribution agreement for a period of three years from the 2026 financial year between Logista Retail Italia and Imperial Brands Italia.

Additionally, at the same meeting, the Board of Directors ratified, following a favourable report from the Audit, Control and Sustainability Committee, two transactions approved by the Chief Executive Officer under the urgent procedure, the details of which are set out in the following section.

The Audit, Control and Sustainability Committee reported favourably to the Board on the reasonableness of these transactions, confirming that they were negotiated in the ordinary course of the Company's activities and agreed upon under market conditions and independence between the parties, with margins within the range of equivalent agreements.

The aforementioned transactions do not exceed the thresholds established in Article 529 unvicies of the Spanish Capital Companies Law.

b) Related-party transactions approved by the Chief Executive Officer

In turn, the Chief Executive Officer approved the following related-party transactions:

- Under the urgent approval procedure, with subsequent ratification by the Board of Directors, the Chief Executive Officer approved:
 - The signing of a one-year contract for services related to the availability of tobacco vending machines between MidSid-Sociedade Portuguesa de Distribuição, S.A. and Imperial Tobacco Portugal SPPLC-Sociedade Unipessoal; and
 - The signing of a three-year logistics services contract between the Company's subsidiary Logista Transport Europe BV and Van Nelle Tabak Nederland BV, which operates in the Dutch market under the Imperial Brands Nederland brand.
- By virtue of the aforementioned delegation:
 - The signing of three one-year contracts for the provision of commercial information services between MidSid-Sociedade Portuguesa de Distribuição, S.A. and Imperial Tobacco Portugal SPPLC-Sociedade Unipessoal; and
 - The signing of a one-year contract for the provision of commercial information services between CDIL-Companhia de Distribuição Integral Logista Portugal, S.A. and Imperial Tobacco Portugal SPPLC-Sociedade Unipessoal with an annual duration.

The above related-party transactions were verified, approved or ratified, as applicable, as they were considered to be transactions in the ordinary course of business and, in view of the information provided, were fair and reasonable and conducted under market conditions.

As established in the Related Party Transactions Reporting Procedure, the Chief Executive Officer reported the related-party transactions approved by delegation or on an urgent basis, as applicable, at the first meetings of the Audit, Control and Sustainability Committee held after the approval of the aforementioned transactions, so that the Committee could verify and confirm the fairness and transparency of such transactions, compliance with the legal criteria applicable to the requirements of the aforementioned delegation, and their fairness and reasonableness, for the purpose of reporting favourably on them prior to their approval by the Board of Directors. In this regard, the Committee submitted the transaction approved as a matter of urgency to the Board of Directors for approval, as set out in section a) above.

The aforementioned transactions do not exceed the thresholds established in Article 529 unvicies of the Spanish Capital Companies Law, as they represent a total amount of 82,352 thousand euros.

Likewise, it is expressly stated that the aforementioned operations have not been fully executed during the financial year, with some cases (contracts with an annual duration) still having months remaining and others (multi-year contracts) still having years remaining for the execution of the corresponding contract.

3.- RELATED-PARTY TRANSACTIONS EXECUTED IN 2024-2025

The most significant related-party transactions carried out in the 2024-2025 financial year, as shown in the Company's Financial Statements, are indicated in the following table (*):

Name or corporate name of the shareholder or of any of its subsidiaries	% Stake	Name or corporate name of the company or subsidiary	Nature of the relationship	Type of transaction and other information required for its assessment	Amount (thousands of euros)	Approving body	Identification of the significant shareholder or director who abstained	The proposal to the board, if so, has been approved by the board without a majority of independent directors voting against it
Imperial Brands Plc	50.01	ALTADIS SAU	Commercial	Purchase of goods	411,162	Board of Directors	Proprietary directors appointed at the proposal of Imperial	N/A
Imperial Brands Plc	50.01	ALTADIS CANARIAS, S.A.	Commercial	Purchase of goods	71,203	Board of Directors	Proprietary directors appointed by Imperial	N/A
Imperial Brands Plc	50.01	Imperial Brands Finance PLC	Contractual	Interest	70,274	Board of Directors	Proprietary directors appointed at the proposal of Imperial	N/A
Imperial Brands Plc	50.01	SEITA	Commercial	Purchase of goods	173,499	Board of Directors	Proprietary directors appointed at the proposal of Imperial	N/A
Imperial Brands Plc	50.01	Imperial Brands Italia, Srl	Commercial	Purchase of goods	120,439	Board of Directors	Proprietary directors appointed at the proposal of Imperial	N/A

(*) This table includes only individualised information on the most significant related-party transactions carried out during the financial year, as shown in the financial statements. All of these were approved by the Company's Board of Directors in previous financial years.



4.- CONCLUSION

In cases where the related-party transaction was approved or ratified by the Board of Directors, the directors representing Imperial Brands Plc left the meeting, abstaining from deliberating and voting on the transaction. The same has occurred in the Audit, Control and Sustainability Committee, in those cases where the related-party transaction has been the subject of a prior report by the Committee. In all these transactions, the mandatory preliminary report from the Audit, Control and Sustainability Committee has been favourable, confirming that the transaction is fair and reasonable from the Company's point of view and shareholders other than the related party.

In transactions approved by the Chief Executive Officer by delegation, the Audit, Control and Sustainability Committee has overseen the procedure established by the Company for approval by delegation, verifying the fairness and transparency of such transactions, as well as compliance with applicable legal criteria.

This report is that approved by the Audit, Control and Sustainability Committee, by unanimous vote of its members, at its meeting of 4 November 2025.

Leganés, on 4 November 2025

The Secretary of the Committee,
María del Mar Oña López