
LOGISTA INTEGRAL, S.A.
ORDINARY GENERAL SHAREHOLDERS' MEETING
4 February 2026
PROPOSED RESOLUTIONS

FIRST: EXAMINATION AND APPROVAL OF THE ANNUAL ACCOUNTS (BALANCE SHEET, PROFIT AND LOSS ACCOUNT, STATEMENT OF CHANGES IN EQUITY, CASH FLOW STATEMENT AND NOTES TO THE ACCOUNTS) AND MANAGEMENT REPORT OF LOGISTA INTEGRAL, S.A. AND ITS CONSOLIDATED GROUP, CORRESPONDING TO THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025.

- 1.1 Approve the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes) audited by Ernst & Young, S.L., as well as the individual Management Report of Logista Integral, S.A., for the financial year ended 30 September 2025.
- 1.2 Approve the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes) audited by Ernst & Young, S.L., as well as the consolidated Management Report of Logista Integral, S.A. and its group, for the financial year ended 30 September 2025.

SECOND: EXAMINATION AND APPROVAL OF THE CONSOLIDATED STATEMENT OF NON-FINANCIAL INFORMATION AND INFORMATION ON SUSTAINABILITY OF LOGISTA INTEGRAL, S.A. CORRESPONDING TO THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025.

Approve the consolidated statement of non-financial information and information on sustainability of Logista Integral, S.A., which forms part of the consolidated Management Report for the financial year ended 30 September 2025.

THIRD: EXAMINATION AND APPROVAL OF THE MANAGEMENT OF THE BOARD OF DIRECTORS DURING THE FINANCIAL YEAR CLOSED 30 SEPTEMBER 2025.

Approve the management of the Board of Directors during the financial year ended 30 September 2025.



FOURTH: EXAMINATION AND APPROVAL OF THE BOARD OF DIRECTORS' PROPOSAL OF ALLOCATION OF RESULTS CORRESPONDING TO THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025 OF LOGISTA INTEGRAL, S.A.

Approve the application of the result for the financial year ended 30 September 2025, in accordance with the proposal made by the Board of Directors at its meeting of 5 November 2025:

Net Benefit	267,833,503.91 Euros
To Dividends	266,425,960.40 Euros
<ul style="list-style-type: none">• Interim (Agreement of the Board of Directors of 16 July 2025)	73,938,460.40 Euros
<ul style="list-style-type: none">• Final	192,487,500.00 Euros
To Voluntary Reserves	1,407,543.51 Euros

The ordinary final dividend, for a maximum gross total amount of €192,487,500 (considering that the Company's share capital at the date of this resolution is divided into a total of 132,750,000 shares with a nominal value of €0.20 each), at a rate of €1.45 gross per share entitled to receive it on the payment date, shall be paid in cash on 26 February 2026 through Banco Santander.

The applicable tax withholding will be applied to the gross amounts to be paid, as required by law.

FIFTH: APPROVAL OF THE DISTRIBUTION OF AN EXTRAORDINARY DIVIDEND CHARGED TO FREELY DISPOSABLE RESERVES.

Approve the distribution of an extraordinary dividend charged to freely disposable reserves for a maximum gross total amount of €10,620,000 (considering that the Company's share capital at the date of this resolution is divided into a total of 132,750,000 shares with a nominal value of €0.20 each), at a rate of €0.08 gross per share entitled to receive it on the payment date.

The extraordinary dividend shall be paid in cash on 26 February 2026, together with the final dividend, through Banco Santander.

The applicable tax withholding will be applied to the gross amounts to be paid, as required by law.



SIXTH: AMENDMENT OF ARTICLE 13 OF THE LOGISTA INTEGRAL, S.A. BYLAWS TO INCREASE THE MATERIALITY THRESHOLD REGARDING CAPITAL EXPENDITURE, INVESTMENT OR OTHER FINANCING COMMITMENTS REQUIRING BOARD'S APPROVAL.

Approve the amendment of article 13 ("Meetings. Adoption of Resolutions and Majorities"), which shall henceforth read as follows:

"Article 13.- MEETINGS. ADOPTION OF RESOLUTIONS AND VOTING STANDARDS

1. *The Board of Directors shall meet as many times as it is convened by the Chairman or the person acting in his or her stead, of his or her own accord or upon the request of any Director, in which case the meeting shall be held within 10 days of the receipt of such request. In such an event, if the meeting is not called by the Chairman within the cited time period without just cause therefor, it may be called by at least one-third of the members of the Board, setting forth the agenda for such meeting, which shall be held in the locality in which the Company has its registered address. In the remaining events, meetings shall be held at the registered address or at such other place, within or outside of Spain, as may be cited in the call for a meeting.*
2. *A meeting will be considered to have been validly convened when a majority of the members of the Board of Directors are present thereat, whether in person or by proxy.*
3. *The Board will adopt resolutions in accordance with the voting standards established by law and by these By-laws.*
4. *In particular, the adoption of any resolutions relating to the following matters shall require the affirmative consent of at least 70% of the members of the Board of Directors (to be rounded up in the event that such percentage yields less than a complete number of Directors) and may not be delegated:*
 - a) *Any increase or decrease in LOGISTA's corporate capital or the issuance by LOGISTA of any debt securities or other ordinary securities.*
 - b) *Approval of an annual budget in relation to capital spending, investments and other financial commitments to be made by LOGISTA over the course of the following year (the "Annual CapEx Budget").*
 - c) *Any decision relating to the acquisition of all or part of any third-party business, whether through the purchase (directly or indirectly) of shares, assets or third-party interests (including those derived from a merger or business combination), by LOGISTA or any member of its corporate group.*
 - d) *Any decision relating to the disposal of all or part of any business in favour of a third party, whether through the disposition (directly or indirectly) of shares, assets*



or other interests (including those deriving from a merger or business combination), by LOGISTA or any member of its corporate group.

- e) Any decision by the Company to establish strategic arrangements, joint ventures or any other arrangements that entail the sharing or distribution of benefits or assets.*
 - f) Any decision by the Company to incur or agree to incur (directly or indirectly) capital expenditures, investment expenses or any other financing commitment with respect to any transaction that exceeds €5,000,000.00 in the aggregate, unless such capital expenditure, investment expense or other financing commitment (including the amount of such capital expenditure, investment expense or other financing commitment) is contemplated in the Annual CapEx Budget for such period, which has been approved in accordance with clause (b) of this article.*
 - g) Any decision by the Company to amend the terms of its loans or debts originating from loan agreements or the granting of security or to obtain or incur loans or debts originating from new loan agreements.*
 - h) The creation of any mortgage, pledge, lien, charge, assignment of the foregoing or any other security relating to LOGISTA that may be granted outside the ordinary course of business.*
 - i) The decision to delegate any power vested in the Board of Directors to a Chief Executive Officer or to delegate any power vested in the Board to any committee thereof.*
- 5. For purposes of calculating a majority of the Directors for purposes of the adoption of the foregoing resolutions, any Directors who have a conflict of interest and must thus abstain from voting shall not be included in the denominator by reference to which a majority is calculated. “*

SEVENTH: RATIFICATION AND APPOINTMENT OF DIRECTORS.

In accordance with article 197 bis of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010 of 2 July (the “**Spanish Companies Act**”), the proposals included in this item on the agenda shall be subject to individual and separate voting.

In accordance with the proposals and supporting reports made by the Appointments and Remuneration Committee and the Board of Directors for the purposes of article 529 decies of the Spanish Companies Act:

- 7.1 Ratify the appointment by co-option of **Mr Kevin Massie**, made by the Board of Directors on 16 July 2025, with effect from 1 September 2025, and appoint him as a director of the Company for the statutory term of three (3) years, as a proprietary



director, at the proposal of the Board of Directors and following a favourable report from the Appointments and Remuneration Committee. The personal circumstances of the director are already recorded in the Company's register.

Mr Massie shall hold the category of proprietary director, in accordance with article 529 duodecies 3 of the Spanish Companies Act, as he represents the majority shareholder Imperial Brands PLC on the Board of Directors.

- 7.2 Ratify the appointment by co-option of **Mr Martin Staunton**, made by the Board of Directors on 16 July 2025, and appoint him as a director of the Company for the statutory term of three (3) years, as a proprietary director, at the proposal of the Board of Directors and following a favourable report from the Appointments and Remuneration Committee. The personal circumstances of the director are already recorded in the Company's register.

Mr Staunton shall hold the category of proprietary director, in accordance with article 529 duodecies 3 of the Spanish Companies Act, as he represents the majority shareholder Imperial Brands PLC on the Board of Directors.

- 7.3 Appoint **Ms Marcella Panucci** as a director of the Company for the statutory term of three (3) years, as an independent director, at the proposal of the Appointments and Remuneration Committee and with the favourable report of the Board of Directors. The personal circumstances of the director shall be recorded in the certificate issued for registration in the Madrid Mercantile Register.

Ms Panucci shall hold the category of independent director, in accordance with article 529 duodecies 4 of the Spanish Companies Act.

[EIGHTH: EXAMINATION AND APPROVAL OF THE DIRECTORS' REMUNERATION POLICY 2026–2028.](#)

Approve the new Directors' Remuneration Policy for the period 2026–2028, which has been made available to shareholders at the time of convening the General 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 annual remuneration to be paid to all Directors, for the purposes of articles 217.3 and 529 septdecies of the Spanish Companies Act.

[NINTH: ADVISORY VOTE ON THE COMPANY'S ANNUAL REPORT ON DIRECTORS' REMUNERATION FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025.](#)

Approve, on an advisory basis, the Annual Report on Directors' Remuneration of Logista Integral, S.A. for the financial year ended 30 September 2025.



TENTH: DELEGATION TO THE BOARD OF DIRECTORS, THE SECRETARY OF THE BOARD OR THE DEPUTY SECRETARY OF THE BOARD OF THE NECESSARY POWERS TO INTERPRET, COMPLETE, CORRECT, DEVELOP, EXECUTE, FORMALISE AND REGISTER THE ABOVE RESOLUTIONS AND TO ELEVATE THEM TO PUBLIC STATUS, AS WELL AS TO SUBSTITUTE THE POWERS GRANTED BY THE GENERAL MEETING.

Delegate to the Board of Directors, with express powers of substitution in each and every one of its members, including the Secretary and Deputy Secretary, so that any of them, individually and with their sole signature, in respect of the resolutions adopted at this General Shareholders' Meeting, may:

- Elevate these resolutions to public status, granting them special and joint powers as necessary for their development and fulfilment;
- Sign any public or private documents and carry out any actions necessary or convenient for the execution of the resolutions adopted by this General Meeting, including the publication of legal notices, before any public or private bodies or authorities, as well as request their registration in the Mercantile Register and any other registers as appropriate, being able to grant even deeds of ratification, rectification, remedy and clarification, in view of verbal suggestions or written qualifications of the Mercantile Register or any others, being able even to request the partial registration of the registrable resolutions; and
- Draft any public or private documents as necessary or convenient and carry out any procedures before the National Securities Market Commission (CNMV), the Securities Registration, Clearing and Settlement Systems Company (Iberclear), the Governing Companies of the Stock Exchanges and any other public or private body, entity or register, both national and international, in order to execute and carry out the approved resolutions, as well as for the processing of all types of files and documentation as necessary before public or private bodies and, in general, for any actions relating to the resolutions adopted at this General Meeting.