

**COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.**

**ORDINARY GENERAL SHAREHOLDERS' MEETING**

**26 March 2019**

**PROPOSED RESOLUTIONS**

- 1.1 To approve the Annual Accounts (Balance Sheet, Profit and Loss Account, the Statement on Changes to the Net Equity, the Cash Flow Statement and Notes to the Accounts) audited by Deloitte, S.L. and PricewaterhouseCoopers Auditores, S.L., as well as the Management Report of the Compañía de Distribución Integral Logista Holdings, S.A. ("the Company"), corresponding to the financial year closed on 30 September 2018.
- 1.2 To approve the consolidated Annual Accounts (Balance Sheet, Profit and Loss Account, the Statement of Changes to the Net Equity, the Cash Flow Statement and Notes to the Accounts) audited by Deloitte, S.L. and PricewaterhouseCoopers Auditores, S.L., as well as the Management Report of the Compañía de Distribución Integral Logista Holdings, S.A., and its consolidated group, all of them corresponding to the financial year closed on 30 September 2018.
2. To approve the Management of the Board of Directors during the financial year closed on 30 September 2018.
3. To approve the following proposal of the Board of Directors, of allocation of the results of the Compañía de Distribución Integral Logista Holdings, S.A., corresponding to the financial year closed on 30 September 2018:

Net Profit	158.320.924,96	Euros
To Dividends (1.12 €/share)	148.203.444,48	Euros
<ul style="list-style-type: none"> <li>• Interim Dividend 0.35 € per share (Agreement of the Board of Directors of 24<sup>th</sup> July, 2018)</li> <li>• Additional 0.77 € per share</li> </ul>	46.313.576,40	Euros
	101.889.868,08	Euros
To Voluntary Reserves	10.117.480,48	Euros

The dividend will be paid on 29 March 2019 through Banco de Santander.

- 4.1 To ratify the appointment by co-option of Mr. Alain Jacques Richard Minc as independent Director, which was made by the Board of Directors on 24<sup>th</sup> April 2018, and whose personal data are included in his registration as Director of the Company.
- 4.2 To ratify the appointment by co-option of Mr. Jaime Carvajal Hoyos as independent Director, which was made by the Board of Directors on 25<sup>th</sup> September 2018, and whose personal data are included in his registration as Director of the Company.
- 4.3 To ratify the appointment by co-option of Mr. Amal Pramanik as proprietary Director, which was made by the Board of Directors on 24<sup>th</sup> April 2018, and whose personal data are included in his registration as Director of the Company.
- 4.4 To ratify the appointment by co-option of Mr. John Michael Jones as proprietary Director, which was made by the Board of Directors on 29<sup>th</sup> January 2019, and whose personal data are included in his registration as Director of the Company.
- 4.5 To re-elect as Company Director, for the statutory four-year period, Mr. Richard Guy Hathaway, of British nationality, of legal age, married, of [●] Road, Bristol, United Kingdom, and holding Foreigner's Identification Number (NIE) Y-39[●].

Mr. Hathaway will be a proprietary Director, as he will be representing Imperial Brands PLC – the majority shareholder of the Company - on the Board of Directors, in accordance with the provisions of Article 529 duodecies 3 of the Capital Companies Act, and of Article 7.2) b) of the Rules of the Company's Board of Directors, of 26 January 2016.

It is expressly noted that, in accordance with the provisions of article 529 decies 5 of the Capital Companies Act, the Board of Directors has presented the reports supporting the ratification or re-election proposals; reports that have been included in item 4 of the Agenda of the General Meeting, and that will be attached to the Minutes of the General Meeting. These reports evaluate positively the ability, experience and merits of the Directors for their ratification or re-election as Directors, and for their discharge of that office.

5. To delegate to the Board of Directors the necessary powers so that the Board of Directors or any of its members, including its Secretary, may interpret, complete, amend, develop, execute, formalise and register all the foregoing resolutions; and in particular correct any defect, omission or mistake, on grounds of substance or form, that may prevent its registration in the Commercial Registry.

6. To approve, on a consultative basis, the Annual Report on Remuneration of Directors of the Compañía de Distribución Integral Logista Holdings, S.A., corresponding to the year 2017-2018.