
COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.

ORDINARY GENERAL SHAREHOLDERS' MEETING

February 3rd, 2022

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 Ernst & Young, S.L., as well as the Management Report of Compañía de Distribución Integral Logista Holdings, S.A. ("the Company"), corresponding to the financial year closed on 30 September 2021.
- 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 Ernst & Young, S.L., as well as the consolidated Management Report of Compañía de Distribución Integral Logista Holdings, S.A., and its consolidated group, all of them corresponding to the financial year closed on 30 September 2021.
2. To approve the consolidated statement of non-financial information, included in the Integrated Report of Compañía de Distribución Integral Logista Holdings, S.A. and its consolidated group, that is part of the consolidated Management Report, corresponding to the financial year closed on 30 September 2021.
3. To approve the management of the Board of Directors during the financial year closed on 30 September 2021.
4. 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 2021:

Net Profit	276,645,186.96 Euros
To Dividends (1.24 € per share)	164,298,640.67 Euros
<ul style="list-style-type: none"> • Interim 0.41 € per share (Resolution of Board of Directors on 22nd July, 2021) 	54,116,140.67 Euros
<ul style="list-style-type: none"> • Final 0.83 € per share 	110,182,500.00 Euros
To Voluntary Reserves	112,346,546.29 Euros

The final dividend will be paid on February 24th, 2022 through Banco de Santander.



- 5.1 To ratify the appointment by co-option of Ms. Lillian Alice Blhom as Company Director, made by the Board of Directors on May 6th, 2021, and to appoint Director of the Company, for the statutory term of office of four (4) years, Ms. Lillian Alice Blhom, whose personal data are those that will be included in the issued certification and that will be registered in the Madrid Mercantile Registry, with the category of proprietary Director.
- 5.2 To ratify the appointment by co-option of Mr. Murray Henry McGowan as Company Director, made by the Board of Directors on July 22nd, 2021, and to appoint Director of the Company, for the statutory term of office of four (4) years, Mr. Murray McGowan, whose personal data are those that will be included in the issued certification and that will be registered in the Madrid Mercantile Registry, with the category of proprietary Director.

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 and appointment proposals of Ms. Lillian Alice Blohm and Mr. Murray Henry McGowan as Directors, included as items 5.1 and 5.2 in the Agenda of the General Meeting and that will be attached to the Minutes of such General Meeting. These reports evaluate positively the ability, experience and merits of Ms. Blohm and Mr. McGowan for their ratification and appointment as Directors, and for their discharge of that office. It is also noted that, in accordance with the provisions of article 529 quidecies d) of the Capital Companies Law, the Appointments and Remuneration Committee has favourably informed the corresponding proposals related to the ratification and appointment of Ms. Lillian Alice Blohm and Mr. Murray Henry McGowan as Directors, that are now submitted to this General Shareholders Meeting.

- 5.3 To re-elect as Company Director, for the statutory period of four years, Mrs. Cristina Garmendia Mendizábal, whose personal data are those that will be included in the issued certification and that will be registered in the Madrid Mercantile Registry.

Ms. Garmendia will have the category of independent Director, in accordance with the provisions of article 529 duodecies 4 of the Capital Companies Law.

- 5.4 To re-elect as Company Director, for the statutory period of four years, Mr. Alain Minc, whose personal data are those that will be included in the issued certification and that will be registered in the Madrid Mercantile Registry.

Mr. Minc will have the category of independent Director, in accordance with the provisions of article 529 duodecies 4 of the Capital Companies Law.

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 re-election proposals, included as items 5.3 and 5.4 of the Agenda of the General Meeting and that will be attached to the Minutes of such General Meeting. These reports evaluate positively the ability, experience and merits of Ms. Garmendia y Mr. Minc for their re-election as Directors, and for their discharge of that office. It is



also noted that, in accordance with the provisions of article 529 quincecies d) of the Capital Companies Law, the Appointments and Remuneration Committee has proposed the re-election as Directors of Ms. Cristina Garmendia Mendizábal and of Mr. Alain Minc.

6. To approve the new Policy on the Directors' Remuneration for 2022-2024, which content has been made available to shareholders at the time of the convening of the General Meeting.

It is expressly noted that the this Remuneration Policy includes the maximum amount of the annual remuneration to be paid to all Directors, for the purposes of the provisions of articles 217.3 and 529 septdecies of the Capital Companies Act.

7. To approve, on a consultative basis, the Annual Report on Remuneration of Directors of Compañía de Distribución Integral Logista Holdings, S.A., corresponding to the financial year closed on 30 September 2021.
8. The Board of Directors of the Company, at its meeting of July 22, 2021, in accordance with the provisions of article 529 duovicies of the Capital Companies Act, and by virtue of the amendments to the Capital Companies Act in relation to related transactions, has agreed, at the proposal and after a favorable report from the Audit and Control Committee, to adapt paragraph 2 of Article 33 (Approval of transactions with Directors and significant shareholders) of the Board of Directors' Regulations, which in the future will have the following wording:

"2. The affected Directors, or those representing or related to the affected shareholders, must refrain from participating in deliberation and voting on the resolution in question, except in those cases where the Board otherwise agrees in relation with related party transactions that involve LOGISTA's parent Company or any Company of LOGISTA's parent Company Group."

9. To delegate to the Board of Directors, with express substitution powers to all and each of its members, including the Secretary of the Board, and, so that any of them, indistinctly and with his/her sole signature, regarding any of the resolutions adopted by this General Shareholders Meeting, may:
 - Raise these agreements to the public, empowering them especially and in solidarity in everything necessary for their development and compliance;
 - Sign as many public or private documents as necessary or convenient to implement the agreements adopted by this General Meeting, including the publication of legal notices, to any public or private body, as well as requesting their registration in the Mercantile Register and in any other necessary registers, and may even grant deeds of ratification, rectification, remedy and clarification, in the light of verbal suggestions or the written qualification of the Mercantile Registry or any other, and may even proceed to request the partial registration of the agreements to be registered; and



- Write as many public or private documents as necessary or convenient and carry out any relevant procedures before the *Comisión Nacional del Mercado de Valores* (CNMV-National Securities Market Commission), the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (Iberclear-Spanish Central Securities Depository), the Governing Companies of the Stock Exchanges and any other body, entity or public or private national or international register, with the aim of executing and successfully complete the adopted resolutions, as well as for the processing of files and documentation of all kinds that may be necessary before public or private bodies and, in general, for any actions relating to the resolutions adopted at this General Meeting that may be appropriate.